

# VTM LTD.

VTM :CS:AGM 2023

04.07.2023

Corporate Relationship Dept. - **CRD**

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Scrip Code: 532893

Sir/s,

**Sub:** Scrutinizer's Report of the 76<sup>th</sup> Annual General Meeting - Reg


Ref: **Regulations 30 and 44(3)** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

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Pursuant to Regulation 30 read with Schedule III and Regulation 44(3) of the Listing Regulations, we hereby inform you that as per the count of the valid votes cast by remote e-voting and Physical Voting process, the resolutions as per the AGM Notice has been passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the Listing Regulations, the details of the voting result are attached herewith in the prescribed format along with a copy of the Scrutinizer's Report dated 04<sup>th</sup> July, 2023. The voting result, along with the Scrutinizer's Report, is also available on the website of the Company.

You are requested to note the above.

Yours faithfully,  
For **VTM LIMITED**  
  
**K. PREYATHARSHINE**  
COMPANY SECRETARY

Chairman's Office : Thiagarajar Mills Premises, KAPPALUR - 625 008. Madurai, India.

Regd. Office : SULAKARAI, Virudhunagar - 626 003.

CIN No. : L17111TN1946PLC003270

TIN No. : 33495800034

CST No. : 493901 Dt. 05.10.1957

PAN No. : AAACV3775E

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REPORT OF THE SCRUTINIZER  
(Pursuant to Section 108 of the Companies Act, 2013) and Rule 20 and  
21(2) of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman of the 76<sup>th</sup> Annual General Meeting  
VTM LIMITED,  
(CIN: L17111TN1946PLC003270)  
Registered Office: Sulakarai, Virudhunagar -626003.

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VTM LIMITED HELD ON  
MONDAY, 3<sup>rd</sup> JULY 2023 AT 12.05 P.M AT THE REGISTERED OFFICE OF THE  
COMPANY AT, SULAKARAI, VIRUDHUNAGAR - 626003.

I, S.RAMALINGAM, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of VTM LIMITED, CIN: L17111TN1946PLC003270 ("the Company") for the purpose of scrutinizing the voting by remote e-voting at the Company's 76<sup>th</sup> Annual General Meeting (AGM) held on 3<sup>rd</sup> July 2023 at the venue mentioned above pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended and the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice dated 3<sup>rd</sup> May, 2023 of the AGM held on 3<sup>rd</sup> July, 2023.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting by remote e-voting at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting at the AGM is conducted in a fair and transparent manner and to make a Scrutinizer Report of the votes cast 'For' or 'Against' the resolutions contained in the Notice.

Report on scrutiny:

1. The Company has entered an arrangement with M/s. KFin Technologies Limited (formerly known as M/s. Karvy Fintech Private Limited), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 23<sup>rd</sup> June, 2023.



3. As prescribed in the Rules, remote e-voting facility was kept open for Five days from Wednesday, 28<sup>th</sup> June 2023 (9:00 AM) till Sunday 2<sup>nd</sup> July 2023 (06.00 PM) preceding the date of the AGM.
4. At the end of remote e-voting period on 2<sup>nd</sup> July 2023 at 18:00 HRS IST, voting portal of M/s. KFIN Technologies Limited (<https://evoting.kfintech.com/>) was blocked forthwith.
5. On Thursday, 3<sup>rd</sup> July 2023 at 2.25 PM after conclusion of the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Mr. S. Balashankar and Mr. S. Subramani, who were not in the employment of the Company.
6. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS i.e., REMOTE E- VOTING IS AS UNDER:

A. DETAILS OF RESOLUTIONS PASSED AS AN ORDINARY RESOLUTION

Item No. 1: To receive, consider and adopt the Audited Balance Sheet of the Company as of 31st March 2023 and the Profit & Loss Statement for the year ended on that date and the reports of the Directors and the Auditors thereon.

Item No. 2: To declare dividend on equity shares.

Item No. 3: Re-appointment of Smt. Uma Kannan, (DIN: 00467462) as Director, who retires by rotation and being eligible offers herself for re-appointment.

Item No. 4: To approve the Related Party Transactions up to a limit of Rs 100 crores per annum with M/s Thiagarajar Mills Private Limited, for five years, from 01.04.2024.

Item No. 6: Ratification of Cost Auditor remuneration.

B. DETAILS OF RESOLUTION PASSED AS SPECIAL RESOLUTION

Item No.5: To re-appoint Mr. T.N. Ramanathan, (DIN 02561794) as an Independent Director of the Company for a further term of Five years from 01.04.2024.

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**Details of voting:**

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter & Promoter Group	30169700	6546100	21.6976	6546100	0	100.0000	0.0000
	Public-Others	10057900	1263249	12.5598	1263247	2	99.9998	0.0001
	Total	40227600	7809349	19.4129	7809347	2	100.0000	0.0000
2	Promoter & Promoter Group	30169700	6546100	21.6976	6546100	0	100.0000	0.0000
	Public-Others	10057900	1263249	12.5598	1263248	1	99.9999	0.0000
	Total	40227600	7809349	19.4129	7809348	1	100.0000	0.0000
3	Promoter & Promoter Group	30169700	6546100	21.6976	6546100	0	100.0000	0.0000
	Public-Others	10057900	1263249	12.5598	1263247	2	99.9998	0.0001
	Total	40227600	7809349	19.4129	7809347	2	100.0000	0.0000
4	Promoter & Promoter Group	30169700	0	0	0	0	100.0000	0.0000
	Public-Others	10057900	1263249	12.5598	1263247	2	99.9998	0.0001
	Total	40227600	1263249	3.1403	1263247	2	99.9999	0.0001
5	Promoter & Promoter Group	30169700	6546100	21.6976	6546100	0	100.0000	0.0000
	Public-Others	10057900	1263249	12.5598	1263247	2	99.9998	0.0001
	Total	40227600	7809349	19.4129	7809347	2	100.0000	0.0000
6	Promoter & Promoter Group	30169700	6546100	21.6976	6546100	0	100.0000	0.0000
	Public-Others	10057900	1263249	12.5598	1263247	2	99.9998	0.0001
	Total	40227600	7809349	19.4129	7809347	2	100.0000	0.0000



7. Based on the voting reported in the above table all resolutions are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.
8. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.
9. The electronic data and all other relevant records relating to e-voting is under my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,



S. RAMALINGAM, M.Com., BL., ACS.,  
Company Secretary in Practice  
ACS- 61773 CP.NO 23495  
Peer Review Code: 2352/2022

UDIN: A061773E000544321

Date: 04.07.2023

Place: Madurai