



Ref: VTTL/SE/AGM/2022-23

August 19, 2022

The Manager Listing  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

The Manager Listing  
BSE Limited,  
Floor 25, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001

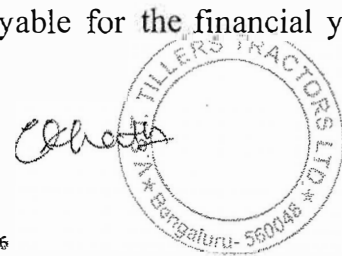
Dear Sir / Madam,

**Subject: Submission of Scrutinizer Report & results of AGM voting as per regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Regarding: 54<sup>th</sup> AGM on August 19, 2022**

With reference to the above, we wish to inform you that the members of the Company have approved all the resolutions as mentioned below, with requisite majority.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 20/- per equity share for the Financial Year ended March 31, 2022.
3. To consider appointment of a director in place of Mr. V.T. Ravindra (DIN:00396156), who retires by rotation and being eligible, offers himself for reappointment.
4. To consider appointment of a director in place of Mr. V.S. Arun (DIN:01617103), who retires by rotation and being eligible offers, himself for reappointment.
5. To ratify the remuneration of the Cost Auditors payable for the financial year ending March 31, 2023.





The details of the voting results are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Scrutinizer Report is also attached.

You are requested to take the above information on record and acknowledge.

Thank you,

Yours truly,  
for V.S.T. Tillers Tractors Limited,

  
**Chinmaya Khatua**  
**Company Secretary**



**Encl: a.a.**

# V SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 291, 1<sup>st</sup> Floor, 10<sup>th</sup> Main Road, 3<sup>rd</sup> Block,  
Jayanagar, Bengaluru - 560 011

+ 91 80 49594533 compliance@sreedharancs.com



Form No. MGT-13

## REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Fifty Fourth Annual General Meeting (AGM) of the Equity Shareholders of "VST TILLERS TRACTORS LIMITED" held on Friday, August 19, 2022, at 11.00 AM IST through Video Conferencing (VC).

Sir,

I, Pradeep B. Kulkarni, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in compliance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA') and circulars issued by the Securities and Exchange Board of India ('SEBI') for the purpose of:

- (i) Scrutinizing the remote e-voting process and
- (ii) Scrutinizing the voting done through electronic voting system at the AGM.

Both the above-mentioned voting is done under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Fifty Fourth Annual General Meeting of the Equity Shareholders dated May 09, 2022. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolutions stated in the notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

I submit my report as under:

1. The remote E-Voting period remained open from 9.00 AM IST on Tuesday, August 16, 2022, up to 5.00 PM IST on Thursday, August 18, 2022.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2022 read with General Circular Nos. 02/2021, 19/2021, 21/2021, 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (Collectively referred to as "Circulars").
3. The voting rights were reckoned as on Friday, August 12, 2022, being the Cut-off date for the purpose of deciding the entitlements of members for e-voting (Remote e-voting and e-voting during the AGM).
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked/finalised on August 19, 2022, at 11.58 IST.



5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by Central Depository Services (India) Limited.
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by Central Depository Services (India) Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by Central Depository Services (India) Limited e-voting system, the total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

a) **RESOLUTION No. 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	115	2	117
Number of votes cast by them	63,09,285	1,333	63,10,618
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	0	0	0
Number of votes cast by them	0	0	0
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL

b) RESOLUTION No. 2

To declare final dividend of Rs.20/- per equity share for the Financial Year ended March 31, 2022.

(i) Voted in favour of resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	116	2	118
Number of votes cast by them	63,10,739	1,333	63,12,072
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	0	0	0
Number of votes cast by them	0	0	0
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL

c) RESOLUTION No. 3

To consider appointment of a director in place of Mr. V.T. Ravindra (DIN:00396156), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	114	2	116
Number of votes cast by them	63,10,723	1,333	63,12,056
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	2	0	2
Number of votes cast by them	16	0	16
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL

d) RESOLUTION No. 4

To consider appointment of a director in place of Mr. V.S. Arun (DIN: 01617103), who retires by rotation and being eligible offers, himself for re-appointment.

(i) Voted in favour of resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	93	2	95
Number of votes cast by them	61,86,830	1,333	61,88,163
% of Total Number of valid votes cast	98.04	100	98.04





(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	23	0	23
Number of votes cast by them	1,23,909	0	1,23,909
% of Total Number of valid votes cast	1.96	0	1.96

(iii) Invalid Votes - NIL

(e) Resolution No. 5

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2023.

(i) Voted in favour of resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	114	2	116
Number of votes cast by them	63,10,714	1,333	63,12,047
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting during the AGM	Total
Number of Members voting	2	0	2
Number of votes cast by them	25	0	25
% of Total Number of valid votes cast	0	0	0

(i) Invalid Votes - NIL

8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,  
Yours faithfully,  
For V. Sreedharan & Associates

  
(Pradeep B Kulkarni)

Partner

FCS: 7260; CP No. 7835

Date: August 19, 2022

Place: Bengaluru

UDIN: F007260D000816706

Peer Review Certificate No: 589/2019



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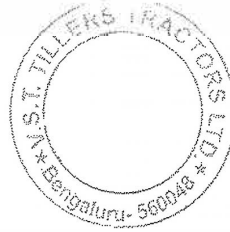
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### General information about company

Scrip code	531266
NSE Symbol	VSTILLERS
MSEI Symbol	NOTLISTED
ISIN	INE764D01017
Name of the company	V.S.T. TILLERS TRACTORS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	19-08-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:55 AM

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*Chaitanya*



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Scrutinizer Details	
Name of the Scrutinizer	PRADEEP B KULKARNI
Firms Name	V SREEDHARAN & ASSOCIATES
Qualification	CS
Membership Number	7260
Date of Board Meeting in which appointed	09-05-2022
Date of Issuance of Report to the company	19-08-2022

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*Pradeep*



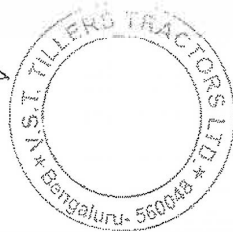
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Voting results	
Record date	12-08-2022
Total number of shareholders on record date	21222
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	25
b) Public	22
<b>No. of resolution passed in the meeting</b>	
5	
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4469625	94.3697	4469625	0	100.0000	0.0000
	Poll	4736290	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4736290	4469625	94.3697	4469625	0	100.0000	0.0000
Public- Institutions	E-Voting		1832824	97.3290	1832824	0	100.0000	0.0000
	Poll	1883123	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1883123	1832824	97.3290	1832824	0	100.0000	0.0000
Public- Non Institutions	E-Voting		6836	0.3384	6836	0	100.0000	0.0000
	Poll	2020115	1333	0.0660	1333	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2020115	8169	0.4044	8169	0	100.0000	0.0000
<b>Total</b>		8639528	6310618	73.0436	6310618	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



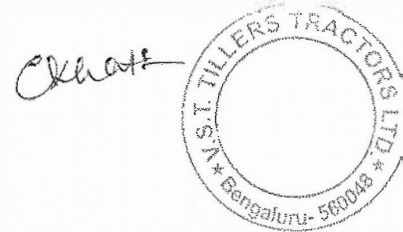
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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Final Dividend of Rs.20/- per equity share for the Financial Year ended March 31, 2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4469625	94.3697	4469625	0	100.0000	0.0000
	Poll	4736290	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>4736290</b>	<b>4469625</b>	<b>94.3697</b>	<b>4469625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		1834278	97.4062	1834278	0	100.0000	0.0000
	Poll	1883123	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1883123</b>	<b>1834278</b>	<b>97.4062</b>	<b>1834278</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		6836	0.3384	6836	0	100.0000	0.0000
	Poll	2020115	1333	0.0660	1333	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>2020115</b>	<b>8169</b>	<b>0.4044</b>	<b>8169</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>8639528</b>	<b>6312072</b>	<b>73.0604</b>	<b>6312072</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



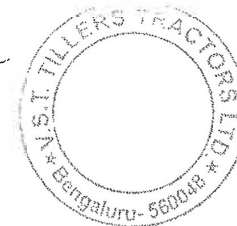
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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. V. T. Ravindra (DIN: 00396156) a Director who retires by rotation and being eligible offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4736290	4469625	94.3697	4469625	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4736290</b>	<b>4469625</b>	<b>94.3697</b>	<b>4469625</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	1883123	1834278	97.4062	1834278	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1883123</b>	<b>1834278</b>	<b>97.4062</b>	<b>1834278</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2020115	6836	0.3384	6820	16	99.7659	0.2341
	Poll		1333	0.0660	1333	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2020115</b>	<b>8169</b>	<b>0.4044</b>	<b>8153</b>	<b>16</b>	<b>99.8041</b>
<b>Total</b>		<b>8639528</b>	<b>6312072</b>	<b>73.0604</b>	<b>6312056</b>	<b>16</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





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Validate

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. V. S. Arun (DIN: 01617103) a Director who retires by rotation and being eligible offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4469625	94.3697	4469625	0	100.0000	0.0000
	Poll	4736290	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>4736290</b>	<b>4469625</b>	<b>94.3697</b>	<b>4469625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		1834278	97.4062	1710385	123893	93.2457	6.7543
	Poll	1883123	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1883123</b>	<b>1834278</b>	<b>97.4062</b>	<b>1710385</b>	<b>123893</b>	<b>93.2457</b>	<b>6.7543</b>
Public- Non Institutions	E-Voting		6836	0.3384	6820	16	99.7659	0.2341
	Poll	2020115	1333	0.0660	1333	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>2020115</b>	<b>8169</b>	<b>0.4044</b>	<b>8153</b>	<b>16</b>	<b>99.8041</b>	<b>0.1959</b>
<b>Total</b>		<b>8639528</b>	<b>6312072</b>	<b>73.0604</b>	<b>6188163</b>	<b>123909</b>	<b>98.0370</b>	<b>1.9630</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of the Cost Auditors payable for the Financial Year ending March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4469625	94.3697	4469625	0	100.0000	0.0000
	Poll	4736290	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>4736290</b>	<b>4469625</b>	<b>94.3697</b>	<b>4469625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		1834278	97.4062	1834278	0	100.0000	0.0000
	Poll	1883123	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1883123</b>	<b>1834278</b>	<b>97.4062</b>	<b>1834278</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		6836	0.3384	6811	25	99.6343	0.3657
	Poll	2020115	1333	0.0660	1333	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>2020115</b>	<b>8169</b>	<b>0.4044</b>	<b>8144</b>	<b>25</b>	<b>99.6940</b>	<b>0.3060</b>
<b>Total</b>		<b>8639528</b>	<b>6312072</b>	<b>73.0604</b>	<b>6312047</b>	<b>25</b>	<b>99.9996</b>	<b>0.0004</b>
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution.						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

