

VTM LTD.

Ref: VTM:CS:ag

18.06.2019

Corporate Relationship Dept. - CRD

Bombay Stock Exchange Limited
Regd. Office: Floor 25, PJ Towers
Dalal Street
MUMBAI - 400 001.

Dear Sir/s,

Sub: Listing agreement – e-voting -Sending Scrutiniser report-for AGM held on 17.06.2019 - reg.

Ref: Our SCRIP CODE: **532893**

With reference to the above, we enclose herein the Scrutiniser Report in connection with Annual General Meeting held on 17.06.2019. The voting details were already filed. Besides the XBRL reporting on Voting was also filed.

Thanking you,

Yours faithfully,

✓
Encl: a.a

for **VTM LIMITED**

S. Paramasivam
S. PARAMASIVAM
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

Phone : 91-452-2482595 (4 lines)
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vtac@vtmill.com



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
VTM LIMITED,
Sulakarai Virudhunagar Ramnad Distt -626003.

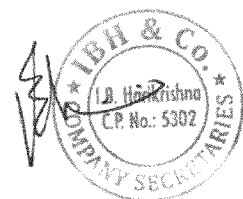
ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VTM LIMITED HELD ON MONDAY 17TH JUNE, 2019 AT 12.00 PM AT SULAKARAI VIRUDHUNAGAR RAMNAD DISTT - 626003.

I, I.B. Harikrishna, Proprietor of IBH & Co, Practicing Company Secretaries, 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 Annual General Meeting (AGM) held on 17th June 2019 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 22nd April 2019 of the AGM held on 17th June 2019.

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 into an arrangement with Karvy Computer Share 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 purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 10th June 2019.
3. As prescribed in the Rules remote e-voting facility was kept open for Five days from Wednesday, 12th June 2019 (9:00 AM) till Saturday, 15th June 2019 (06.00 PM) preceding the date of the AGM.
4. At the end of remote e-voting period on 15th June 2019 at 18:00 HRS IST, voting portal of Karvy Computer Share Private Limited (<http://evoting.karvy.com>) was blocked forthwith.





5. On Monday, 17th June 2019 at 12.45 PM after conclusion of the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Mr. K Sridhar and Ms. Smrithi G
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 RESOLUTION PASSED AS AN ORDINARY RESOLUTION

Item No. 1: To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2019 and the Profit and Loss Statement for the year ended on that date and the reports of the Directors and the Auditors thereon.

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

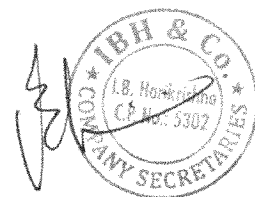
Item No. 3: To appoint a Director in the place of Sri. K. Thiagarajan who retires by rotation and being eligible offers himself for re-appointment.

Item No. 4: To approve the appointment of Director Mr. T. N. Ramanathan who was appointed as Additional Director.

Item No. 5: Resolution u/s.148 of the Companies Act, 2013 for ratification of fees payable to Cost Auditor.

B. DETAILS OF VOTING

Resolution No(s)	No of Votes in favour of the resolution	No of Votes against the resolution
	<No> <Shares> <%>	<No> <Shares> <%>
1	9 (2,61,55,401) <100%>	Nil
2	9 (2,61,55,401) <100%>	Nil
3	9 (2,61,55,401) <100%>	Nil
4	9 (2,61,55,401) <100%>	Nil
5	9 (2,61,55,401) <100%>	Nil





IBH & Co
Company Secretaries

No. 44/38, Veerabadran Street, 1st Floor
Nungambakkam, Chennai - 600034
Tele: +91 44 42139464
Email: hari@akshayacs.com

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 Compact Disc (CD) containing 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,

For IBH & Co.
Company Secretaries



CSMB Harikrishna
CP No. 5302
Mem No. 5829
Date: 17th June 2019
Place: Chennai