



**Ref: VTTL/SE/AGM/2023-24**

**September 01, 2023**

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: 55<sup>th</sup> AGM held on September 01, 2023**

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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, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 25/- per equity share for the Financial Year ended March 31, 2023.
3. To consider appointment of a director in place of Mr. V.V Pravindra (DIN: 00239888), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers, himself for re-appointment.
4. To ratify the remuneration of the Cost Auditors payable for the financial year ending March 31, 2024.





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 the same.

Thank you,

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

**Chinmaya Khatua**  
**Company Secretary**  
**MNo: 21759**

**Encl: a.a.**

September 01, 2023

To,  
Mr. Chinmaya Khatua,  
Company Secretary & Compliance Officer  
V.S.T Tillers Tractors Limited  
Plot No. 1, Dyavasandra Indl.,  
Layout Whitefield Road, Mahadevapura,  
Post Bangalore - 560048, Karnataka, India

**Subject: Report of Scrutinizer on remote e-voting and e-voting conducted at the 55<sup>th</sup> Annual General Meeting held through Video Conferencing/Other Audio-Visual Means**

Dear Mr. Chinmaya Khatua,

I refer to my appointment as Scrutinizer to scrutinize the voting process [including remote e-voting and e-voting at the Annual General Meeting ("AGM")] in respect of the following resolutions contained in the Notice of 55<sup>th</sup> AGM of your company held on Friday, September 01, 2023 at 11:00 a.m. (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM"):

**A. Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final Dividend of Rs. 25/- per equity share for the Financial Year ended March 31, 2023.
3. To consider appointment of a director in place of Mr. V.V Pravindra (DIN: 00239888), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers, himself for re-appointment.

**B. Special Business:**

4. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2024.



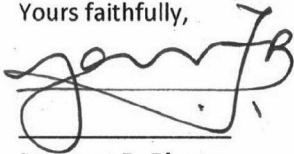
I now enclose the following:

- a. My report to the Chairman of the Company on the result of the remote e-voting and e-voting at the AGM; and
- b. The register showing the particulars of the e-votes registered on the Central Depository Services (India) Limited ("CDSL") (for remote e-voting and e-voting at the AGM) and the consolidated results of voting.

You are requested to take the same on record and acknowledge.

Thanking you.

Yours faithfully,



**Jayavant B. Bhave**

**Company Secretary in Whole-time Practice**

**FCS: 4266 CP: 3068**

**Scrutinizer appointed by the Board of Directors to conduct the  
Voting process for AGM of the Company**

**Place: Pune**

**Jayavant B. Bhavé**

B.Com. LL.B. Dip.IRPM,FCS

**J. B. Bhavé & Co**  
**Company Secretaries**

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
Off Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

**Consolidated Report of Scrutinizer on e-voting process**

**[Remote e-voting and e-voting conducted at the 55<sup>th</sup> Annual General Meeting ("AGM") held through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility]**

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014; further read with General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) and other circulars issued from time to time (hereinafter collectively referred to as "Circulars") and in compliance with the provisions of the Companies Act, 2013 {"the Act"} and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"the SEBI (LODR) Regulations, 2015"}]

September 01, 2023

To,

Mr. V K Surendra,

Chairman

V.S.T. Tillers Tractors Limited

Plot No. 1, Dyavasandra Indl.,

Layout Whitefield Road, Mahadevapura,

Post Bangalore - 560048, Karnataka, India

**Subject: Consolidated Report of Scrutinizer on e-voting process [Remote e-voting and e-voting conducted at the 55<sup>th</sup> AGM held through VC/OAVM facility] conducted pursuant to the provisions of Section 108 of the Act read with Companies (Management and Administration) Rules, 2014; further read with the MCA Circulars and the SEBI Circulars and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015**

Dear Sir,

The Board of Directors of V.S.T. Tillers Tractors Limited ("the Company") have vide resolution passed on 4<sup>th</sup> August, 2023, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the Notice of 55<sup>th</sup> AGM held on September 01, 2023 through VC/OAVM, by way of remote e-voting and e-voting conducted at the AGM.

The MCA & the SEBI, vide its Circulars, has allowed companies to convene AGM through VC/OAVM facility. Voting by means of a poll at the AGM by filling physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during remote e-voting period but have attended the AGM, are allowed to cast their vote by e-voting conducted at the AGM.



The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice, having Membership No. FCS 4266 and Certificate of Practice No. 3068, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 4<sup>th</sup> August, 2023 as required under Section 108 of the Act, and Rule 20(4) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 55<sup>th</sup> AGM of the Company held on September 01, 2023 through VC/OAVM facility and reproduced herein below:

**A. Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon – Ordinary Resolution
2. To declare final Dividend of Rs. 25/- per equity share for the Financial Year ended March 31, 2023 – Ordinary Resolution
3. To consider appointment of a director in place of Mr. V.V Pravindra (DIN: 00239888), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers, himself for re-appointment – Ordinary Resolution

**B. Special Business**

4. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2024 – Ordinary Resolution

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to remote e-voting and e-voting at the AGM. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid votes" for the above resolutions, based on the reports generated from the e-voting system provided by the CDSL, the authorized agency to provide remote e-voting and e-voting at the AGM facilities engaged by the company for that purpose.

The Notice of AGM dated August 4, 2023 convening the 55<sup>th</sup> AGM of the Company to be held through VC/OAVM facility, on Friday, September 01, 2023 at 11:00 a.m. (IST), was sent through electronic mode to the members of the Company on Thursday, August 10, 2023; and the members of the Company holding shares as on the Cut-off Date i.e., Friday, August 25, 2023 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of 55<sup>th</sup> AGM.



In this regard, I submit my report as under:

1. The remote e-voting period commenced from Tuesday, August 29, 2023 (09:00 a.m. IST) and ended on Thursday, August 31, 2023 (05:00 p.m. IST).
2. After the conclusion of AGM on September 01, 2023, I have downloaded, scrutinized and counted the votes cast through remote e-voting and e-voting at the AGM, for the purpose of this report.
3. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in the employment of the Company from the e-voting website of CDSL (www.evotingindia.com).
4. The consolidated results of the e-voting process are as follows:

**Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon – Ordinary Resolution**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
131	6169082	100

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
0	0	0

**Invalid votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**Resolution No. 2: To declare final dividend of Rs. 25/- per equity share for the Financial Year ended March 31, 2023 – Ordinary Resolution**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
132	6177336	100



Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
0	0	0

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**Resolution No. 3: To consider appointment of a director in place of Mr. V.V Pravindra (DIN: 00239888), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers, himself for re-appointment – Ordinary Resolution**

Voted in favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
105	5903822	95.5723

Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
27	273514	4.4277

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**Resolution No. 4: To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2024 – Ordinary Resolution**

Voted in favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
130	6177308	99.9995

Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
2	28	0.0005





Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
-	-

5. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of 55<sup>th</sup> AGM and the same will be handed over to the Company Secretary thereafter.

**Result:**

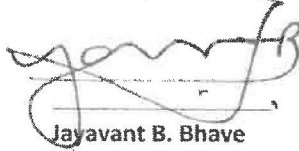
All the resolutions put to vote have secured requisite majority of votes.

All the 4 (Four) resolutions are passed as **Ordinary Resolutions**.

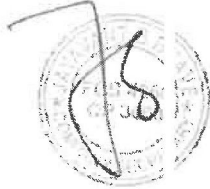
The Chairman or any other person of the Company duly authorized by the Chairman may accordingly declare the result of voting.

Thanking You.  
Yours faithfully,

For J. B. Bhavé & Co.  
Company Secretaries



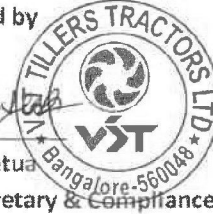
Jayavant B. Bhavé  
Company Secretary in Whole-time Practice  
FCS: 4266 CP: 3068  
Scrutinizer appointed for the voting process



For V.S.T. Tillers Tractors Limited  
Countersigned by



Chinmaya Khatua  
Company Secretary & Compliance Officer  
ACS: 21759



UDIN: F004266E000910831

PR No: 1238/2021

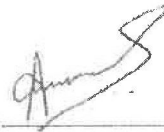
Date: September 01, 2023

Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of CDSL in our presence at 11:53 A.M. on Friday, September 01, 2023.



Advait Deepak Shinde  
Witness



Aditi Chandrashekhkar Joshi  
Witness

<b>General information about company</b>	
Scrip code	531266
NSE Symbol	VSTTILLERS
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)	01-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:50 AM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	JAYAVANT B BHAVE
Firms Name	J B BHAVE & CO.
Qualification	CS
Membership Number	3068
Date of Board Meeting in which appointed	04-08-2023
Date of Issuance of Report to the company	01-09-2023

<b>Voting results</b>	
Record date	25-08-2023
Total number of shareholders on record date	24159
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	26
b) Public	25
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

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, 2023, together with the Reports of the Board of Directors and Auditors thereon.				
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	4801290	4511165	93.9574	4511165	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4801290	4511165	93.9574	4511165	0	100
Public-Institutions	E-Voting	1745430	1650018	94.5336	1650018	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1745430	1650018	94.5336	1650018	0	100
Public- Non Institutions	E-Voting	2092808	7309	0.3492	7309	0	100	0
	Poll		590	0.0282	590	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2092808	7899	0.3774	7899	0	100	0
Total		8639528	6169082	71.4053	6169082	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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. 25 /- per equity share for the Financial Year ended 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	4801290	4511165	93.9574	4511165	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4801290	4511165	93.9574	4511165	0	100	0
Public-Institutions	E-Voting	1745430	1658272	95.0065	1658272	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1745430	1658272	95.0065	1658272	0	100	0
Public- Non Institutions	E-Voting	2092808	7309	0.3492	7309	0	100	0
	Poll		590	0.0282	590	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2092808	7899	0.3774	7899	0	100	0



Total	8639528	6177336	71.5009	6177336	0	100	0
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(3)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider appointment of a director in place of Mr. V.V Pravindra (DIN: 00239888), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 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	4801290	4511165	93.9574	4511165	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4801290	4511165	93.9574	4511165	0	100	0
Public-Institutions	E-Voting	1745430	1658272	95.0065	1384759	273513	83.5061	16.4939
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1745430	1658272	95.0065	1384759	273513	83.5061	16.4939
Public- Non Institutions	E-Voting	2092808	7309	0.3492	7308	1	99.9863	0.0137
	Poll		590	0.0282	590	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	applicable)							
	Total	2092808	7899	0.3774	7898	1	99.9873	0.0127
	Total	8639528	6177336	71.5009	5903822	273514	95.5723	4.4277
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
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 for the Financial Year ending March 31, 2024.				
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	4801290	4511165	93.9574	4511165	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4801290	4511165	93.9574	4511165	0	100	0
Public-Institutions	E-Voting	1745430	1658272	95.0065	1658272	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1745430	1658272	95.0065	1658272	0	100	0
Public- Non Institutions	E-Voting	2092808	7309	0.3492	7281	28	99.6169	0.3831
	Poll		590	0.0282	590	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2092808	7899	0.3774	7871	28	99.6455	0.3545

Total	8639528	6177336	71.5009	6177308	28	99.9995	0.0005
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



