

VTM LTD.

Ref: VTM /scmp19

28.05.2019

Corporate Relationship Dept - CRD
Bombay Stock Exchange Limited
Regd. Office: Floor 25, PJ Towers
Dalal Street.,
MUMBAI – 400 001.

Dear Sirs,

Sub: Listing agreement – **Sending Secretarial compliance report for Year ended 31st March 2019** -reg.

Ref: Our Scrip code: **532893.**

With reference to the above, we enclose herewith the **Secretarial compliance report** given by PCS, in Scan form for the year ended 31.03.2019. This is for your records.

This is for your records please

Thanking you,

Yours faithfully,

Ps: a.a

for **VTM LIMITED**

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)
91-4549-280591 / 280620
Fax : 91-452-2482590 / 2486085
Email : office@tmills.com
vtac@vtmill.com

M.K.BASHYAM
Company Secretary in Practice
FCS 600- CP.NO 3837

43 (9A), Palmal Cross Street
Madurai -625001
Phone : 9994110512

Form No. MR-3

**SECRETARIAL COMPLIANCE REPORT OF VTM LIMITED
FOR THE YEAR ENDED 31st MARCH 2019.**

I have examined:

- (a) all the documents and records made available to us and explanation provided by (Name of the listed entity) ("the listed entity",
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

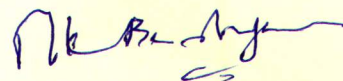
and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/ guide lines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Not applicable	Nil	NA

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
	Not applicable	Nil	Nil	-





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Company Secretary in Practice
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended.... (The years are to be mentioned)	Actions taken by the list entity, if any	Comments of the Practicing Company Secretary on the actions taken by the list entity
	Not applicable	Nil	NA	

Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on these observations.

2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/observations.

E.g. In the report for the year ended 31st Mar, 2021, the PCS shall provide a list of

- all the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the listed entity on those observations.

- the observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/observations in those reports).

Place:Madurai-1

Date:15.04.2019


Signature

Name of the Practicing Company Secretary

FCS No:600.

C P No. 3837

M. K. BASHYAM
COMPANY SECRETARY
FCS-600 C. P. No: 3837



For Scrutiny

SCR - BSE - 2019

RECEIVED
15/08/2019
SECRETARY
BSE

