



Ref: VTM:CS: Agm/Jn

25.06.2021

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 23.06.2021 -Reg.

Ref: Our SCRIP CODE: **532893**

With reference to the above, we enclose herein the Scrutiniser Report in connection with the Annual General Meeting held on 23.06.2021. 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
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

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 74th Annual General Meeting
VTM LIMITED,
Sulakarai, Virudhunagar – 626003.

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VTM LIMITED HELD
ON WEDNESDAY, 23RD JUNE, 2021 AT 11.00 AM AT SULAKARAI,
VIRUDHUNAGAR – 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 74th Annual General Meeting (AGM) held on 23rd June 2021 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 29th April, 2021 of the AGM held on 23rd June, 2021.

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 M/s. KFin Technologies Private 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 purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 17th June, 2021.





3. As prescribed in the Rules, remote e-voting facility was kept open for Four days from Saturday, 19th June 2021 (9:00 AM) till Tuesday, 22th June 2021 (06.00 PM) preceding the date of the AGM.
4. At the end of remote e-voting period on 22th June 2021 at 18:00 HRS IST, voting portal of M/s. KFin Technologies Private Limited (<https://evoting.kfintech.com>) was blocked forthwith.
5. On Wednesday, 23rd June 2021 at 11.50 AM 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. K Saranya 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 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 2021 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 Mr. K. Vethachalam as Director, who retires by rotation

Item No. 4: To appoint Mr. Ganesh Ananthakrishnan (DIN 00003586) as an Independent Director of the Company for an initial term of five years from 25.03.2021

Item No. 5: To appoint Mr. L. Sevugan (DIN 03580186) as an Independent Director of the Company for an initial term of Five years from 25.03.2021

Item No. 6: 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> <Shares> <%>	No of Votes against the resolution <No> <Shares> <%>
1	33 (2,78,04,352) <99.9999%>	3 (27) <0.0001%>
2	33 (2,78,04,352) <99.9999%>	3 (27) <0.0001%>
3	33 (2,78,04,352) <99.9999%>	3 (27) <0.0001%>





4	33 (2,78,04,352) <99.9999%>	3 (27) <0.0001%>
5	33 (2,78,04,352) <99.9999%>	3 (27) <0.0001%>
6	33 (2,78,04,352) <99.9999%>	3 (27) <0.0001%>

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



CS IB Harikrishna
Practising Company Secretary
CP No. 5302
Mem No.5829
UDIN: F005829C000512489

Date: 25.06.2021
Place: Chennai