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VTM LIMITED

Certified True copy of the Resolution passed by the Members of the company at the Annual General meeting held on 11.06.2012

6. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION.

"RESOLVED that in accordance with the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause (iv) of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place, the following new Clause (iv):

(iv) The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000/- (Ten Crore) Equity Shares of Re.1/- each.

7. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION.

"RESOLVED that in accordance with the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 2 of the Articles of Association of the Company be altered by deleting the same and substituting, in its place the following new Article, 2:

2. The present Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Re.1/- (Rupee One) each.

for **VTM LIMITED**

S. Paramashivan
S. PARAMASHIVAN
 (Company Secretary)

Registered Office : SULAKARAI, Virudhunagar - 626 003.

Internal Area Code No. 297

TIN No. 33495800034

PAN No. AAACV3775E

CST ACT 1959 Reg No. 493901 Dt. 05.10.1957

Post Box No. 39

Grams : KARUMUTTU / MILLS

Phone : 252019 & 252907

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VTM LIMITED

Certified True copy of the Explanatory statement to resolution passed by the Members of the company at the Annual General meeting held on 11.06.2012

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956.

The following explanatory statement sets out all material facts relating to the special business mentioned in the notice and shall be taken as forming part of the notice.

Item nos.5 & 6

The Equity Shares of the company are listed on the The Stock Exchange, Mumbai (BSE), Madras Stock Exchange Limited, and Coimbatore Stock Exchange Ltd. The shares are traded on BSE and the current share price is around Rs.132/-.

To fulfill the expectation of the shareholders and in order to substantially increase the number of shares available for trading in the market, it is felt desirable to sub-divide the Equity Shares of Rs.10/- each into Equity Shares of Re.1/- each.

The Board of Directors or a Committee of the Board duly authorised in this behalf would advise the date from which the alteration would be effective and take necessary steps to issue share certificates / credit the account of the shareholders with any depository with equivalent number of new Equity Shares of Re.1/- each in the proportion in which they are entitled to such shares in terms of the resolution.

In terms of Section 94 of the Companies Act, 1956, and as per the Articles of Association of the company, the resolution for sub-division is placed before the shareholders for approval.

Consequent to the sub-division, the existing Clause (iv) of the Memorandum of Association and Article 2 of Articles of association of the company are required to be substituted with revised clauses.

The Directors are deemed to be concerned / interested in the resolutions to the extent of their shareholding, if any, in the capital of the company.

The directors recommend the resolutions for adoption by the shareholders.

The Record date for the purpose of ascertaining the entitlement of the proposed sub-division of Equity Shares will be intimated separately to the Stock Exchange and advertised in the newspapers.

for **VTM LIMITED**

S. PARAMASHIVAN
(Company Secretary)

Registered Office : SULAKARAI, Virudhunagar - 626 003.

Internal Area Code No. 297

TIN No. 33495800034

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VMM LIMITED

Certified True copy of the Resolution passed by the Members of the company at the Annual General meeting held on 11.06.2012

SPECIAL BUSINESS:

1. SUB-DIVISION OF EQUITY SHARES

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Sections 13, 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded for sub-dividing the 1,00,00,000/- Equity Shares of Rs.10/- (Rupees ten) each in the Authorised Share Capital of the Company into 10,00,00,000/- Equity Shares of Re.1/- (Rupee One) each and consequently Clause (iv) (being Capital Clause) of the Memorandum of Association and Article 2 of the Articles of Association of the Company relating to Equity Shares be altered accordingly.

RESOLVED FURTHER that pursuant to the sub-division of the Equity Shares of the Company, the issued, subscribed and paid-up Equity Shares of face value Rs.10/- (Rupees Ten) each, shall stand sub-divided into Equity Shares of face value of Re.1/- (Rupee One) each fully paid-up.

RESOLVED FURTHER that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and they are hereby authorised to do, perform all such acts, and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution."

for **VMM LIMITED**


S. PARAMASHIVAN
(Company Secretary)

Registered Office : SULAKARAI, Virudhunagar - 626 003.

Internal Area Code No. 297

TIN No. 33495800034

PAN No. AAACV3775E

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MINUTES BOOK

VTM LIMITED
SULAKARAI, VIRUDHUNAGAR-626 003.

MINUTES of the proceedings of the 65th Annual General Meeting of the Members of VTM Limited, held at the Registered Office of the Company at Sulakarai, Virudhunagar on Monday the 11th June, 2012 at 12.00 Noon.

Members Present : As per attendance Register.

1. CHAIRMAN:

Proposed by Thiru A.Mariappan
Seconded by Thiru A.Jeyaraman

Thiru T. Kannan took the Chair.

2. NOTICE:

Notice convening the Annual General Meeting was read and recorded. Directors' and Auditors' Reports on the accounts of the Company for the year ended on 31st March, 2012 were read.

The following Resolutions were passed unanimously.

3. ADOPTION OF ACCOUNTS:

Proposed by Thiru M.Uthayakumar
Seconded by Thiru K.R.Thiyagarajan

RESOLVED that the audited Balance Sheet of the Company as at 31st March, 2012 and profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Reports thereon be and are hereby adopted.

4. DECLARATION OF DIVIDEND:

Proposed by Thiru A.Jeyaraman.
Seconded by Thiru R.Rajashankar

RESOLVED that a dividend at Rs.4.00 per Share of the Company be and is hereby declared for the year ended 31st March, 2012.

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CHAIRMAN'S
INITIALS

5. APPOINTMENT OF AUDITORS: -2-

Proposed by Thiru K.Thiagarajan
 Seconded by Thiru A.Asokan

RESOLVED that M/s. Peri Thlagraj & Co., Chartered Accountants, Madurai, be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs.15,000/- (Rupees Fifteen thousand only) plus traveling and out of Pocket expenses.

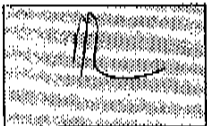
AS SPECIAL RESOLUTIONS:**6. SUB-DIVISION OF EQUITY SHARES**

Proposed by Thiru A.Jeyaraman
 Seconded by Thiru K.R.Thiyagarajan

"RESOLVED THAT pursuant to the provisions of Sections 13, 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded for sub-dividing the 1,00,00,000/- Equity Shares of Rs.10/- (Rupees ten) each in the Authorised Share Capital of the Company into 10,00,00,000/- Equity Shares of Re.1/- (Rupee One) each and consequently Clause (iv) (being Capital Clause) of the Memorandum of Association and Article 2 of the Articles of Association of the Company relating to Equity Shares be altered accordingly.

RESOLVED FURTHER that pursuant to the sub-division of the Equity Shares of the Company, the issued, subscribed and paid-up Equity Shares of face value Rs.10/- (Rupees Ten) each, shall stand sub-divided into Equity Shares of face value of Re.1/- (Rupee One) each fully paid-up.

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CHAIRMAN'S
INITIALS

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RESOLVED FURTHER that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and they are hereby authorised to do, perform all such acts, and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution."

7. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Proposed by Thiru A.Jeyaraman.
Seconded by Thiru R.Rajashankar

"RESOLVED that in accordance with the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause (iv) of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place, the following new Clause (iv):

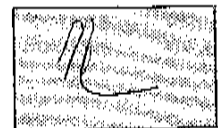
(iv)The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000/- (Ten Crore) Equity Shares of Re.1/- each.

8. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

Proposed by Thiru M.Uthayakumar
Seconded by Thiru A.Asokan

"RESOLVED that in accordance with the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 2 of the Articles of Association of the Company be altered by deleting the same and substituting, in its place the following new Article, 2:

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CHAIRMAN'S
INITIALS

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2. The present Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Re.1/- (Rupee One) each.

There being no other business to transact, the meeting concluded with a vote of thanks to the chair.



Place : VIRUDHUNAGAR
Date : 11.06.2012.

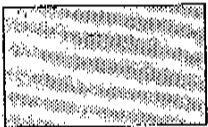
CHAIRMAN

CERTIFIED TRUE
COPY OF ORIGINAL

for **VMM** LIMITED



S. PARAMASHIVAN
(Company Secretary)



CHAIRMAN'S
INITIALS