

# VTM LIMITED

Ref: VTM:CS:

04.10.2014

**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 - Sending Scrutiniser report -for e-voting ( EGM  
on 29.9.2014 )- reg.  
Ref: Our SCRIP CODE: **532893**

With reference to the above, we enclose herein the certified copy of the  
Scrutiniser Report in connection with Extraordinary General Meeting held on  
29.9.2014.

Thanking you,

Yours faithfully,

Encl: a.a

Ps: The soft copy will be provided.

**VTM LIMITED**

  
**S. PARAMASHIVAN**  
(Company Secretary)

Chairman's Off. . . . .  
Regd. Office : **SULAKARAI, Virudhunagar - 626 003.**

Internal Area Code No. 297

TIN No. 33495800034

CST No. 493901 Dt. 05.10.1957

PAN No. AAACV3775E **CIN: L17111TN1946PLC003270**

Tel : "VEETEEMIL"

Phone : 91-452-2482595 (4 lines)

Fax : 91-452-2482590 / 2486085

E-mail : office@tmills.com



**IBH & Co**  
Company Secretaries

44/38, Veerabhadran Street, 1<sup>st</sup> Floor  
Nungambakkam, Chennai - 600034  
Tele: 91-44-42139464  
Email: info@akshayacs.com

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and  
rule 20 of the Companies (Management and Administration) Rules, 2014]

To  
The Board of Directors  
VTM Limited  
Sulakarai, Virudhunagar,  
Ramnad Distt- 626003

Dear Sir,

I, I B Harikrishna, a Company Secretary in practice having office at 44/38, Veerabhadran Street, Nungambakkam, Chennai - 600034, have been appointed as a Scrutinizer of VTM Limited ("the Company") for the purpose of scrutinizing the e-voting process ("e-voting") in a fair and transparent manner and to furnish report in respect of the resolution(s) as set out in the notice circulated to the shareholders.

I submit my report as under:

1. The e-voting period remained open from 24<sup>th</sup> September, 2014 (09.00 AM) to 26<sup>th</sup> September, 2014 (06.00 PM).
2. The shareholders holding shares as on the "cut off" were entitled to vote on the proposed resolution.
3. The votes were unblocked on 29<sup>th</sup> September, 2014 around 11.00 AM, in the presence of two witnesses, Mr. K Sridhar and Ms. Smrithi Gunan, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Further, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", in electronic voting platform were downloaded from the e-voting website of Karvy (<https://www.evoting.karvy.com/>) for the purpose of my report after due verification of votes casted by the shareholders.
5. The result of e-voting is as under:

#### A. Details of Resolution

**Resolution 1 - Approval for Related party transaction in terms of Section 188 of the Companies Act. 2013**





**IBH & Co**  
Company Secretaries

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Nungambakkam, Chennai - 600034  
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Email: info@akshayacs.com

**B. Details of Voting**

Total No of Members voted : 8  
through electronic Voting

Number of Votes casted through : 26906100  
electronic Voting

No of Invalid Votes : Nil

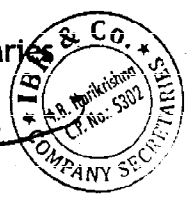
Resolution No(s)	No of Votes in favour of the resolution <No><Shares><%>	No of Votes against the resolution <No><Shares><%>
1	8 (26906100) 100%	Nil

6. The Register, all other papers and relevant records relating to electronic voting and postal ballot shall remain in our safe custody until the Chairman considers and announces the results of voting of the resolution(s) and thereafter the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,


Yours Sincerely,  
For IBH & Co.,  
Company Secretaries

  
I.B. Harikrishna  
Practicing Company Secretary  
CP No : 5302  
29.09.2014 at Chennai



Witnesses:

  
1. K Sridhar  
Chennai

  
2. Smrithi. G  
Chennai

Certified True copy of  
for **VLM LIMITED**  
S. PARAMASHIVAN  
(Company Secretary)

*Scrutinizer's Report*



Sulakarai, Virudhunagar - 626 003

Phone : (04562) 234800/234801

Email : Office@vtmill.com

Website : www.vtmill.com

CIN: L17111TN1946PLC003270

PAN :AAACV3775E

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**Notice of Extra-ordinary General Meeting**

Notice is hereby given that an Extra-ordinary General Meeting of the Company will be held on Monday 29<sup>th</sup> September, 2014 at the Registered Office of Company at Sulakarai, Virudhunagar - 626 003, Tamil Nadu at 3.00 p.m. to transact the following business:-

To consider and if thought fit to pass with or without modifications the following resolution as special resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014 and the amended Clause 49 of the Listing Agreement applicable to Listed Companies with effect from 1<sup>st</sup> October, 2014 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract on agreement for transactions of sale, purchase or supply of goods or materials with M/s.Thiagarajar Mills (P) Ltd upto an estimated transaction value of not exceeding Rupees One Hundred Crore on behalf of the Company, for each of the Five (5) financial years commencing from 1<sup>st</sup> April, 2014.

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Resolution at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote instead of himself. Such a proxy/Proxies need not be a member of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Electronic copy of the Notice of the Extra-Ordinary General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra-ordinary General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

4. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website [www.vtmill.com](http://www.vtmill.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Sulakarai, Virudhunagar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [complianceofficer@vtmill.com](mailto:complianceofficer@vtmill.com).

**Voting through Electronic Means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended Clause 49 of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Extra-ordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by M/s. Karvy Computershare Private Limited.

The instructions for e-voting are as under:-

- (i) Use the following URL for e-voting : Karvy Website : <http://evoting.karvy.com>
- (ii) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut Off date, may cast their vote electronically.
- (iii) Enter the login credentials i.e., User ID and password mentioned in the Notice of the EGM. Your Folio No. / DP ID Client ID will be your user ID.
- (iv) After entering the details appropriately, click on LOGIN.
- (v) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Mr. I.B. Hari Krishna, Company Secretary (C.P. No. 5302) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vii) You need to login again with the new credentials.
- (viii) On successful login, the system will prompt you to select the EVENT i.e., VTM Limited.

- (ix) On the voting page, enter the number of shares as on the cut off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- (x) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- (xi) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- (xii) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (xiii) The Portal will be open for voting from 9.00 A.M. on 24.9.2014 to 6.00 P.M. on 26.9.2014
- (xiv) The results shall be declared on or after the EGM of the Company.
- (xv) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M. to 5.00 P.M.) on all working days except Sundays, up to and including the date of the Extra-Ordinary General Meeting of the Company.
- (xvi) In case of any queries, you refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tele. No. 1800 345 4001 (Toll Free).

Explanatory Statement pursuant to u/s 102 of the Companies Act 2013.

The provisions of Section 188 of the Companies Act 2013 read with the Rule 15 Companies (Meetings of Board and its powers) Rules 2014 govern the related party transactions and require a company to obtain prior approval of the share holders by way of special resolution for entering into contract or agreement for transactions with related parties for such sale, purchase or supply of goods or material and other items of transactions exceeding the limits specified therein.

Section 188 also provides that nothing shall apply to any transactions entered into by the company in its ordinary course of business and on arm's length basis.

The Board at its meeting held on 25.04.2014 passed resolutions in respect of related party transactions for such sums not exceeding the limits specified under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

Recently, Ministry of Corporate Affairs has issued a Notification dated 14.08.2014 amending Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 wherein the limits have been modified

either with the turnover or net worth or such sums whichever is higher specified therein *inter alia* for the sale, purchase or supply of any goods or materials directly or through appointment of agent for such sum not exceeding 10% of the turnover of the company or Rs.100 Crores whichever is lower. For exceeding such limits, the prior approval of the shareholders is to be obtained by a special resolution at a general body meeting.

In the light of the provisions of the Companies Act 2013 and the notification issued as stated above, the Board of Directors of the company has approved proposed transactions along with annual limits that your company may enter into with related party

for the maximum value of transactions as mentioned in the resolutions for each financial year.

Further, the Circular dated 17.04.2014 issued by the Securities and Exchange Board of India amending therein the provisions of Clause 49 of the Listing Agreement *inter alia* provides that the related party transactions applicable from 1<sup>st</sup> October, 2014 also require approval of the members of the company by a special resolution for entering into contracts with the related parties specified therein.

All prescribed disclosures as required pursuant to Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014, are given here-in-below for the perusal of members:-

1. Name of the Related Party : Thiagarajar Mills (P) Ltd.
2. Name of the Director or Key Managerial Personnel who is related, if any:-  
Sri. T. Kannan, Chairman and Managing Director.  
Sri. K. Thiagarajan, Director.  
Sri. A. Mariappan, Director.
3. Nature of Relationship: Companies under Common Control.
4. Nature, Duration, Material Terms, Monetary Value and Particulars of Contract:-

On arm's length basis and in tune with market parameters. Monetary Value as mentioned in the resolution set out in the Notice.

5. Any advance paid or received for the contract or arrangement, if any: NIL

6. Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be Carried out as part of the business requirements of the Company and are ensured to be on arm's length basis. Further, the Company is also subject to transfer pricing norms prevalent in the country.

7. Any other information relevant or important for the Board to take a decision on the proposed transactions: NIL

The Board has approved this item in the Board Meeting held on 01.09.2014, and recommends the Special Resolution set out in the Notice for approval by the members of the company as Special Resolution.

Except Sri. T.Kannan, Chairman Director Sri.K.Thiagarajan and Sri.A.Mariappan, Directors of the company, no other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution set out in the Notice.

Certified Copy of Notice  
By Order of the Board of Directors  
for VIM LIMITED  
Kappalur, S.Paramashivan  
Madurai for **VIM LIMITED** Company Secretary  
01.09.2014

  
S. PARAMASHIVAN  
(Company Secretary)