



Business Details:

VTM Limited is engaged in the Manufacture of Cotton Fabrics.

COMPOSITION OF COMMITTEES :

Audit committee:

Mr.RM .Somasundaram -Chairman- Independent Director
Mr.L.N.V.Subramanian -Member - Independent Director
Mr.A.Mariappan -Member - Independent Director

Nomination & Remuneration Committee:

Mr.RM.Somasundaram -Chairman- Independent Director
Mr.T.Kannan -Member
Mr.A.Mariappan -Member- Independent Director

Stake holders relationship committee:

Mr.T.Kannan -Member
Mr.L.N.V.Subramanian-Member- Independent Director

CSR Committee:

Mr.T.Kannan -Chairman
Mr.K.Thiagarajan -Member
Mr.RM .Somasundaram-Member- Independent Director

Independent Directors- Terms & conditions of Appointment:

The Independent Directors have given a declaration in terms of the Companies Act 2013 and they have followed the conditions specified in the Listing agreement and were appointed on such terms and conditions as stated above. Also they have given affirmations through declarations in the first meeting.

Policy on Dealing with Related parties:

All related party transactions are carried out with prior approval of the Audit committee. Audit committee grants omnibus approval for related party transactions; The audit committee reviews, on a quarterly basis, the details of related party transactions entered into by the Company as per the omnibus approvals given. For those Related parties with whom the company has material transactions has obtained approvals from the shareholders of the Company.

Criteria for making payment to NED:

Non-executive Directors(NED) are entitled to sitting fees for attending meetings of the Board or its Committees at rates which are within the limits prescribed under the Companies Act, 2013.As the Company has a Managing Director, they are also entitled to commission on net profits, as determined by the Board from time to time, not exceeding 1% of the net profits of the Company for that year. It will be decided by the Board every year.

Policy on Determining Material Subsidiaries:

VTM Limited does not have any Subsidiary companies.

Details of Familiarisation programmes for Independent directors

The company has familiarized the Independent directors through various programmes and the Independent directors are conversant with the nature of the industry in which the company operates, and the business model of the company, and they are aware of their

roles and responsibilities. Also the Independent directors are provided with relevant information relating to company's business.

Contact Information of designated officials who are responsible for handling investor grievances:

Mr.S.Paramashivan

Company Secretary & Compliance officer

Contact phone: 9597665406 Landline:0452-2482595

Contact Mail-i-d complianceofficer@vtmill.com

Details of agreements entered into with Media companies &/or their associates:

There are no agreements entered into with Media companies &/or their associates by the Company.

Old Name of the company –Till the year 2004 the name of the Company was Virudhunagar Textiles Limited. Thereafter the company's name was changed as **VTM Limited**.

Vigil mechanism : Available as a separate display.

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Code of conduct :

VTM LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS OF BOARD & SENIOR MANAGEMENT

THE PHILOSOPHY OF CODE OF GOVERNANCE

VTM Limited (VTM) adheres to good Corporate Governance practices and is constantly striving to improve them and adopt best practices. Adherence to business ethics and commitment to Corporate social responsibility through disciplined growth are the enablers for the company to maximize the value for all its stake holders.

CODE

This code of business conduct and ethics helps to ensure compliance with legal requirements and standards of business conduct. The board of directors (the board) has adopted a code of business conduct and ethics (the code) for all board members and senior management personnel viz., all members of management one level below executive directors, including all the functional heads. Every board member and senior management personnel is expected to understand this Code and its application to the performance of their duties, functions and responsibilities.

COMPLIANCE OFFICER

The Company Secretary is the compliance officer for the purpose of this code. The compliance officer shall refer to the Chairman of the board any complaint received for necessary action.

HONESTY & INTEGRITY

All board members and senior management personnel shall:

* Conduct their activities, on behalf of VTM and on their personal behalf, with honesty, integrity and fairness;

*Act in good faith, responsibility, with due care, and competence, without allowing their independent judgement to be subordinated;

*Act in the best interest of VTM, it's various stakeholders including VTM shareholders;

*Not engage in conduct likely to bring discredit upon VTM; and

CONFLICT OF INTEREST

All board members and senior management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of VTM or the group companies. Any question therefore about a board member's or senior management personnel's actual or potential conflict of interest with VTM should be brought promptly to the attention of the Chairman of the board who will review the question and determine a proper course of action. Directors and senior management personnel involved in any conflict or potential conflict situations shall exclude themselves from any discussion or decision relating thereto.

FAIR DEALINGS

All board members and senior management personnel should deal fairly with VTM's customers, suppliers, competitors, and employees. No board member or senior management personnel may take unfair advantage of VTM's customers, suppliers, competitors or employees through manipulating, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Gift or entertainment in any form that is likely to result in a feeling of expectation of Personal obligation should not be accepted or extended.

CORPORATE OPPORTUNITIES

All board members and senior management personnel shall not exploit for their own personal gain opportunities that are discovered through the use of VTM property, information or position unless the opportunity is disclosed fully in writing to the board and the board declines to pursue such opportunity.

CONFIDENTIAL INFORMATION

All board members and senior management personnel shall maintain confidentiality of information (price sensitive or otherwise) they receive while being in office of VTM and ensure always information security policy of VTM.

CONFIDENTIAL INFORMATION OF OTHERS

VTM is required to abide by the terms of the relevant non-disclosure agreement and limit its use to the specific purposes for which it was disclosed and to disseminate it only to others with a need to know the information. All board members and senior management personnel shall not attempt to obtain a competitor's confidential information by improper means.

PROTECTION OF ASSETS

The board and senior management personnel shall endeavour their best to protect VTM's assets and shall not use the same for personal benefit, under any situation unless approved by the board.

REGULATIONS

All board members and senior management personnel shall comply with all applicable laws, rules, regulations and guidelines, including obligations under take-over and insider trading regulations and shall report actual non-compliances, if any, of law, this code, or other VTM policies or procedures to the board.

As a public company, it is of critical importance that VTM's filings with the Securities and Exchange Board of India, the Reserve Bank of India and/or the concerned Stock Exchange(s) on which the securities of VTM are or may be listed be full, fair, accurate, timely and understandable. All board members and senior management personnel may be requested to provide, information necessary to ensure that VTM's published reports meet these needs.

WAIVER

Waiver of this code in any respect may be made only by the board and will be publicly disclosed if required by any applicable laws or regulation. Having regard to business practices, board will review or revise the code as it deems necessary.

AFFIRM COMPLIANCE

All board members and senior management personnel shall affirm compliance with the code on an annual basis.

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