

| General information about company |                |
|-----------------------------------|----------------|
| Scrip code                        | 532893         |
| NSE Symbol                        |                |
| MSEI Symbol                       |                |
| ISIN                              | INE222F01029   |
| Name of the entity                | VTM LIMITED    |
| Date of start of financial year   | 01-04-2018     |
| Date of end of financial year     | 31-03-2019     |
| Reporting Quarter                 | Half Yearly    |
| Date of Report                    | 30-09-2018     |
| Risk management committee         | Not Applicable |

| Annexure I                                                                           |    |
|--------------------------------------------------------------------------------------|----|
| Annexure I to be submitted by listed entity on quarterly basis                       |    |
| I. Composition of Board of Directors                                                 |    |
| Disclosure of notes on composition of board of directors explanatory                 |    |
| Is there any change in information of board of directors compare to previous quarter | No |

| Annexure 1                                                                   |    |
|------------------------------------------------------------------------------|----|
| II. Composition of Committees                                                |    |
| Disclosure of notes on composition of committees explanatory                 |    |
| Is there any change in information of committees compare to previous quarter | No |

| Audit Committee Details |            |                           |                         |                         |         |
|-------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                      | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Nomination and remuneration committee |            |                           |                         |                         |         |
|---------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                                    | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Stakeholders Relationship Committee |            |                           |                         |                         |         |
|-------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                                  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
|----|-----------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|
| 1  | 27-04-2018                                          |                                                    |                                                             |
| 2  |                                                     | 01-08-2018                                         | 95                                                          |

**Annexure 1****IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory |                   |                                                             |                                            |                           |                                                             |                                                                      |                         |
|----------------------------------------------------------|-------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|-------------------------|
| Sr                                                       | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1                                                        | Audit Committee   | 01-08-2018                                                  | Yes                                        |                           | 27-04-2018                                                  | 95                                                                   |                         |

## Annexure 1

### V. Related Party Transactions

| Sr                                                | Subject                                                                                                | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------|
| 1                                                 | Whether prior approval of audit committee obtained                                                     | Yes                           |                                                                     |
| 2                                                 | Whether shareholder approval obtained for material RPT                                                 | Yes                           |                                                                     |
| 3                                                 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |                                                                     |
| Disclosure of notes on related party transactions |                                                                                                        |                               | Textual Information(1)                                              |

| Text Block             |                                                                                                                                          |
|------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Textual Information(1) | In the recently concluded Annual general meeting on 22,June 2018,<br>share holders approval was obtained for related party transactions. |

## Annexure 1

### VI. Affirmations

| Sr | Subject                                                                                                                                                                                                      | Compliance status (Yes/No) |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                                                                | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee                                                        | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.                                                                                                   | Yes                        |

**Annexure III**

**Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

**I. Affirmations**

| Sr | Broad heading                                                                                                                                                                  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------|---------------------------------------------------------------------|
| 1  | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |                                                                     |
| 2  | Presence of Chairperson of Audit Committee at the Annual General Meeting                                                                                                       | 18(1)(d)                             | Yes                           |                                                                     |
| 3  | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting                                                                             | 19(3)                                | Yes                           |                                                                     |
| 4  | Whether <b>Corporate Governance Report</b> disclosed in Annual Report                                                                                                          | 34(3) read with para C of Schedule V | Yes                           |                                                                     |

| Signatory Details     |                                         |
|-----------------------|-----------------------------------------|
| Name of signatory     | S.Paramasivam                           |
| Designation of person | Company Secretary and Compliance Office |
| Place                 | Madurai                                 |
| Date                  | 12-10-2018                              |