VTM LIMITED

VTM :CS:Qtr-2/25-26 10.11.2025

Corporate Relationship Dept. – CRD
Bombay Stock Exchange Limited **(BSE)**
Regd. Office: Floor 25, PJ Towers,
Dalal Street,
MUMBAI – 400 001.

Dear Sir/s,

Sub: Notice of Postal Ballot & Intimation of Remote E-Voting
Scrip Code: 532893
- - -

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (tithe Listing Regulation'tj.we hereby enclose a copy of the Postal Ballot Notice dated August 04, 2025 along with explanatory statement, remote e-voting instructions and Postal Ballot Form ("Postal Ballot Notice") which is being sent to the members whose name appear on the Register of Members / List of Beneficial Owners as on Friday, August 8,2025, being the cutoff date for the purpose, in the electronic form to those shareholders whose email address is registered with KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent") , or Depository Participants 'DP'), and in physical form to those shareholders whose email address is not so registered.

The Postal Ballot Notice seeks approval of members of VTM Limited ("the Company") in respect of the following resolution through either by physical ballot or remote e-voting:

Item No.	Brief particulars of the resolution	Type of Resolution
1	Approval for continuation of directorship of Mr. RM Somasundaram (DIN: 00071510), Non-Executive Director of the Company, beyond the age of 75	Special Resolution
2	Re-appointment of Mr. Ganesh Ananthakrishnan (DIN: 00003586) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026.	Special Resolution
3	Re-appointment of Mr. L. Sevugan (DIN: 03580186), as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026 .	Special Resolution
4	Approval for entering into contract with Related Party M/s. Colour Yarns Private Limited.	Ordinary Resolution

The Meeting commenced at 03:30 PM and concluded at 05.45 PM.
Thanking you,

VTM LIMITED Chairman Office MADURAI

Yours Truly,
For VTM LIMITED

K. PREYATHARSHINE
Company Secretary
M.No: A58314

Chairman's Office : Thiagarajar Mills Premises, **KAPPALUR** - 625 008. Madurai, India.
Regd. Office : **SULAKARAI**, Virudhunagar - 626 003.

CIN No. : L17111TN1946PLC003270
GSTIN : 33AAACV3775E1ZG
PAN No. : AAACV3775E

Phone : 91-452-2482595 (4 lines)
: 91-4549-280591 / 280620
Fax : 91-452-2482590 / 2486085
E-mail : office@tmills.com
: vtac@vtmill.com

VTM LIMITED

CIN:L17111TN1946PLC003270
Regd Office: Sulakarai, Virudhunagar-626003
PAN:AAACV3775E GSTIN:33AAACV3775E1ZG
Ph: 91-452-2482595 Email: vtac@vtmill.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of VTM Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. S.Ramalingam, a Practising Company Secretary (Membership No: 61773) as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (**"KFinTech"** or **"Registrar and Transfer Agent"**) as the agency to provide an e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, November 19, 2025
End of e-voting:	5:00 p.m. (IST) on , Thursday December 18, 2025

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Saturday, December 20, 2025, and will be displayed on the Company's website at www.vtmill.com and the website of KFinTech at https://evoting.kfintech.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

1. Approval for continuation of directorship of Mr. RM Somasundaram (DIN: 00071510), Non-Executive Director of the Company, beyond the age of 75

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions of the Companies Act, 2013, as amended, and relevant rules made there under including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members be and is hereby accorded for continuation of Mr. RM Somasundaram (DIN: 00071510), who will attain the age of 75 years in November 2026, to continue as Non-Executive Director on the Board of the Company liable to retire by rotation, on the existing terms and conditions."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things as may be considered necessary and expedient to give effect to the aforesaid resolution."

2. Re-appointment of Mr. Ganesh Ananthakrishnan (DIN: 00003586) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026.

To consider and pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Rules made there under and the applicable provisions of SEBI (Listing Obligations and

VTM LIMITED Chairman Office MADURAI

Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ganesh Ananthakrishnan (DIN: 00003586), who was appointed as an Independent Director of the Company for a term of five years up to 24 March 2026 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. 25 March 2026 up to 24 March 2031"

3. Re-appointment of Mr. L. Sevugan (DIN: 03580186), as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026 .

To consider and pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Rules made there under and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. L. Sevugan (DIN: 03580186), who was appointed as an Independent Director of the Company for a term of five years up to 24 March 2026 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. 25 March 2026 up to 24 March 2031"

4. Approval for entering into contract with Related Party M/s. Colour Yarns Private Limited.

To consider and pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the applicable Rules made there under, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for entering into contract with M/s. Colour Yarns Private Limited, being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR, for the purchase and sale of goods and other materials, for a tenure up to 31st March, 2029 for a turnover not exceeding Rs. 100 Crores (Rupees One hundred Crores) at on an arm's length basis and in tune with market parameters and on such other terms and conditions as may be approved by the Board of Directors from time to time."

By Order of the Board of Directors

For VTM LIMITED

K. PREYATHARSHINE
Company Secretary
M.No: A58314

SD/-
Preyatharshine K
Company Secretary and Compliance Officer
Membership No A58314
Madurai, November 10, 2025

Registered Office:
SULAKARAI VIRUDHUNAGAR, RAMNAD DISTRICT,
Tamil Nadu, India, 626003
CIN: L17111TN1946PLC003270
Website: www.vtmill.com
E-mail: complianceofficer@vtmill.com
Tel.: +91 452 2482595

VTM LIMITED
VTM Chairman Office
MADURAI

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners as on the record date (**"Cut-Off Date"**) ie **14.11.2025** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business reply envelopes, will be sent to members for this Postal Ballot for the members holding shares in physical mode.

3. This Postal Ballot Notice will also be available on the Company's website at www.vtmill.com, the websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, and on the website of KFinTech at https://evoting.kfintech.com.

4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the KFinTech) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.

5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date for voting is **14.11.2025**, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**

7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (**"SEBI Master Circular"**), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

8. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, November 19, 2025 and ends at 5:00 p.m. (IST) on , Thursday, December 18, 2025.**

   The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., December 18th, 2025.

10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

    Members seeking to inspect such documents can send an email to complianceofficer@vtmill.com mentioning his / her / its folio number / DP ID and Client ID.

11. **PROCEDURE FOR E-VOTING:**

    (i) E-VOTING FACILITY:

    a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolutions by electronic means.

    b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, November 19, 2025
End of e-voting:	5:00 p.m. (IST) on , Thursday December 18, 2025

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

c. **The manner of e-voting by (i) individual members holding shares of the Company in demat mode,**

(ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the

Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

a. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**

b. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per the SEBI Master Circular, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL)

1. **Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

i. Type in the browser / Click on the following e-Services link: **https://eservices.nsdl.com**

ii. Click on the button **"Beneficial Owner"** available for login under **'IDeAS'** section.

iii. A new page will open. Enter your User ID and Password for accessing IDeAS.

iv. On successful authentication, you will enter your IDeAS service login. Click on **"Access to e-Voting"** under **Value Added Services** on the panel available on the left hand side.

2. **Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com

ii. Select option "Register Online for IDeAS" available on the left hand side of the page.

iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.

iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. **Users may directly access the e - Voting module of NSDL as per the following procedure:**

i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/

ii. Click on the button "Login" available under "Shareholder/Member" section.

iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.

iv. You will be able to see Company Name: "VTM Limited" on the next screen. Click on the e-Voting link available against VTM Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Central Depository Services (India) Limited (CDSL)

1. **Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:**

Type in the browser / Click on any of the following links: **https://web.cdslindia.com/myeasitoken/home/login** or **www.cdslindia.com** and click on **New System Myeasi / Login to My Easi option under Quick Login** (best operational in Internet Explorer 10 or above and Mozilla Firefox).

ii. Enter your User ID and Password for accessing Easi / Easiest.

iii. You will see Company Name: "VTM Limited" on the next screen. **Click on the e-Voting link available against VTM Limited or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

2. **Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:**

i. To register, type in the browser / Click on the following link: **https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration** or **https://web.cdslindia.com/myeasitoken/Registration/**

VTM LIMITED VTM Chairman Office MADURAI

EasiestRegistration

ii. Proceed to complete registration using your DP IDClient ID (BO ID), etc.

iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. **Users may directly access the e-Voting module of CDSL as per the following procedure:**

i. Type in the browser / Click on the following link: **https://evoting.cdslindia.com/Evoting/EvotingLogin**

ii. Provide Demat Account Number and PAN.

iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.

iv. On successful authentication, you will enter the e-voting module of CDSL. **Click on the e-Voting link available against VTM Limited or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

Individual members holding shares of the Company in Demat mode can **access the e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts/websites **of Depository Participants** registered with NSDL / CDSL. An option for **"e-Voting"** will be available once they have successfully logged-in through their respective logins. Click on the option **"e-Voting"** and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against VTM Limited or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website Members facing any technical issue during login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at: **022-4886 7000 / 1800 102 0990**.

Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.**com** or contact at **1800 210 9911**.

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE (I)

(A) In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:

(a) Launch internet browser by typing the URL:

https://evoting.kfintech.com

(b) Enter the login credentials **(User ID and password provided in the e-mail)**. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit **https://evoting.kfintech.com** or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.

c) After entering these details appropriately, click on "LOGIN".

(d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential**.

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for VTM Limited.

(g) On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

(h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

(j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

(k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.

(l) Once you confirm, you will not be allowed to modify your vote.

(m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: rsachida@yahoo.co.in with a copy marked to evoting@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

(a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on https://rkarisma.kfintech.com/ shareholders or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at complianceofficer@vtmill.com or to KFinTech at einward.ris@kfintech.com.

(b) **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register/ update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**

(c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.

(d) Follow the instructions at (I).(A).(a) to (m) to cast your vote.

(II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com.

(III) **Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**

(a) If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID: **In case the shares are held in dematerialised mode:**

The member may send SMS: **MYEPWD DP ID Client ID** to **9212993399**

Example for NSDL: MYEPWD IN12345612345678

Example for CDSL: MYEPWD 1402345612345678

In case the shares are held in physical mode: The member may send SMS **MYEPWD E-Voting Event Number + Folio No.** to **9212993399**

Example for Physical: MYEPWD XXXX123456789

(b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.

(c) Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

(d) Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the member.

(e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

(IV) In case of any query on e-voting, members may refer to the"Help" and "FAQs" sections / E-voting user manual availablethrough a dropdown menu in the "Downloads" section ofKFinTech's website for e-voting: https://evoting.kfintech.com or contact KFinTech as per the details given below.

(V) **CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

Members are requested to note the following contactdetails for addressing e-voting related grievances:

Shri Suresh Babu,
KFin Technologies Limited

VTM LIMITED
VTM
Chairman
Office
MADURAI

Selenium Tower B, Plot 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
E-mail: evoting@kfintech.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1 — Approval for continuation of directorship of Mr. RM. Somasundaram (DIN: 00071510), Non-Executive Director, beyond the age of 75 years

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") provides that appointment or continuation of a Non-Executive Director who has attained the age of 75 years shall be approved by shareholders through a special resolution, based on justification given by the Board.

Mr. RM. Somasundaram, Non-Executive Director of the Company, will attain the age of 75 years in November 2026. Taking into consideration his rich experience, expertise in textile business operations, significant contributions to the strategic direction of the Company, and continuing guidance to the management, the Board of Directors considers it beneficial and desirable to continue to avail his services beyond the age of 75 years.

Accordingly, the Board of Directors, on the recommendation of the Nomination & Remuneration Committee, recommends continuation of his directorship, liable to retire by rotation, on the existing terms and conditions.

Except Mr. RM. Somasundaram, being the appointee concerned, none of the other Directors or Key Managerial Personnel (KMP) or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for approval of the shareholders by way of a Special Resolution.

Item No. 2 — Re-appointment of Mr. Ganesh Ananthakrishnan (DIN: 00003586) as an Independent Director for a second term

Mr. Ganesh Ananthakrishnan was appointed as an Independent Director for a term of five consecutive years up to 24 March 2026. Based on his performance evaluation and contribution, the Nomination & Remuneration Committee and the Board have recommended his re-appointment for another term of five consecutive years from 25 March 2026 to 24 March 2031.

He has submitted the required declaration confirming fulfilment of the conditions specified for independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR. His diverse experience in finance, governance, and management matters has contributed significantly to the functioning of the Board.

In terms of Section 149(10) of the Act, and relevant provisions of SEBI LODR, re-appointment of an Independent Director requires approval of shareholders by a Special Resolution.

Profile of Mr. Ganesh Ananthakrishnan.

Mr. Ganesh Ananthakrishnan has extensive experience of over **30 years** in **finance, corporate advisory and governance**. He has held senior roles in reputed organisations and brings strong expertise in **financial strategy, audit oversight, and risk management**.

He has contributed meaningfully to the Board through his analytical approach and sound understanding of regulatory and governance matters. He meets the independence criteria as per Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI LODR. He is not related to any Director or Key Managerial Personnel of the Company.

Except Mr. Ganesh Ananthakrishnan, none of the other Directors, KMPs, or their relatives are concerned or interested in the resolution.

The Board recommends the resolution for the approval of the shareholders as a Special Resolution.

Item No. 3 — Re-appointment of Mr. L. Sevugan (DIN: 03580186) as an Independent Director for a second term

Mr. L. Sevugan was appointed as an Independent Director for a term of five consecutive years up to 24 March 2026. Based on his performance evaluation and contributions, the Nomination & Remuneration Committee and the Board have recommended his re-appointment for another term of five consecutive years from 25 March 2026 to 24 March 2031.

He has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR. He brings strong expertise in business administration, operational review, and corporate governance.

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In terms of Section 149(10) of the Act, and relevant provisions of SEBI LODR, the re-appointment requires approval of shareholders by a Special Resolution.

Mr. L. Sevugan has over **three decades of experience** in **business management, operations and organisational development**. His professional background spans multiple sectors, where he has contributed to operational improvement, strategic expansion, and performance enhancement.

He offers valuable insight to the Board, particularly in areas of operational excellence and governance. He meets the independence criteria as per Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI LODR.
He is not related to any Director or Key Managerial Personnel of the Company.

Except Mr. L. Sevugan, none of the other Directors, KMPs, or their relatives are concerned or interested in the resolution.

The Board recommends the resolution for the approval of the shareholders as a Special Resolution.

Item No. 4 — Approval for entering into Related Party Contract with M/s. Colour Yarns Private Limited.

M/s. Colour Yarns Private Limited ("CYPL") is a related party of the Company under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR based on common directorship/related party relationship.

To optimize operational efficiencies and secure reliable sourcing and sale channels, the Company proposes to enter into contract/agreement as related party transactions with CYPL for purchase and sale of goods and other materials, for such tenure and on such terms as may be approved by the Board from time to time.

Since the said transactions may exceed the threshold limits prescribed under Section 188 of the Act and Regulation 23 of SEBI LODR, approval of shareholders is required by an Ordinary Resolution.

The Board of Directors is of the opinion that the proposed transactions are in the ordinary course of business and at arm's-length basis and in the best interests of the Company.

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 : M/s. Colour Yarns Private Limited

2. Name of the Directors or Key Managerial Personnel who are related, if any:-

   Smt. Uma Kannan, Director
   Sri. K. Thiagarajan, Chairman & Managing Director

3. Nature of Relationship: Directors are interested either as director or shareholder of M/s. Colour Yarns Private Limited

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 today, and recommends the resolution as set out in the Notice for approval by the members of the company as Ordinary Resolution.

Except Smt. Uma Kannan Director and Sri K. Thiagarajan, Chairman and Managing Director of the Company, none of the other Directors , KMPs and their relatives are concerned or interested in the resolution.

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8. Audit Committee approval date: 10.11.2025

The Board recommends the resolution for approval of the shareholders by an Ordinary Resolution.

By Order of the Board of Directors
SD/-
Preyatharshine K
Company Secretary and Compliance Officer
Membership No A58314
Madurai, November 10, 2025

For VTM LIMITED
K. PREYATHARSHINE
Company Secretary
M.No: A58314

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