



Ref: VTM/CS.

17.04.2025

To,

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

Scrip Code: 532893

Dear Sir/Madam,

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

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulation"), we hereby enclose a copy of the Postal Ballot Notice dated April 16, 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, April 18, 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 Alteration of Articles of Association of the Company	Special Resolution
2.	Approval for Proposal for Issue of Bonus Shares	Ordinary Resolution
3.	Approval for Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association	Ordinary Resolution
4.	Approval for Alteration of Capital Clause of Article of Association of the company consequent to the alteration in the Capital Clause of the Memorandum of Association	Special Resolution



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

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting") through KFin Technologies Limited. The voting will commence on Wednesday, April 23rd, 2025 at 9:00 A.M. (IST) and will end on Friday, May 23rd, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by Kfintech thereafter. The assent or dissent received from the shareholders after Friday May 23, 2025 [5:00 P.M. (IST)] would be strictly treated as if a reply has not been received.

A copy of the Postal Ballot Notice is available on the Company's website (www.vtmill.com), and Kfintech Website via <https://evoting.kfintech.com> and also on the website of BSE Limited (www.bseindia.com).

We request you to take the same on record.

Thanking You,

Yours Faithfully,

For **VTM LIMITED**

K. PREYATHARSHINE
COMPANY SECRETARY

Encl: as above

Chairman's Office : Thiagarajar Mills Premises, **KAPPALUR** - 625 008. Madurai, India.

Regd. Office : **SULAKARAI**, Virudhunagar - 626 003.

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Phone : 91-452-2482595 (4 lines)

: 91-4549-280591 / 280620

Fax : 91-452-2482590 / 2486085

E-mail : office@tmills.com

: 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 have 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, April 23, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, May 23, 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 Monday, May 25, 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. Alteration of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and as warranted by the aforesaid Act, the Articles of Association of the Company be and are hereby altered by inserting Article related to capitalization of profits to the existing Articles and are hereby approved and adopted along with the insertion to the existing Articles of Association of the Company. The wording of the proposed clause is in line with Table F of Schedule I to the Companies Act, 2013, ensuring legal conformity with the model Articles prescribed for companies limited by shares.

"Capitalisation of profits

(i) The company in general meeting may, upon the recommendation of the Board, resolve

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation
- iii. Partly in the way specified in sub-clauses (i) and (ii) above.

RESOLVED FURTHER THAT the amended Articles of Association be and are hereby adopted by the Shareholders to incorporate the provisions relating to the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this Resolution."

2. Proposal for Issue of Bonus Shares

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

"**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") including Regulation 42 of the Listing Regulations for fixing the Record Date for determining the entitlement of members to the bonus shares (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalisation of a sum not exceeding ₹ 6.04 Crore (Rupees Six Crore and Four Lakhs only) out of general reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of proposal of issue of bonus equity

shares of ₹ 1/- (Rupee One only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 1/- (Rupee One only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' ie be determined by the Board for this purpose after the approval is sought from the shareholders, in the proportion of 3:2 i.e., 3 (Three) new fully paid up equity share of ₹ 1/- (Rupee One only) each for every 2 (Two) existing fully paid-up equity share of ₹ 1/- (Rupee One only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date as fixed by the Board after the approval of Shareholders sought in the postal ballot.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form;

RESOLVED FURTHER THAT in case of fractional entitlements arising from the proposed bonus issue, the Board be and is hereby authorised to consolidate such fractional shares, allot them to a trustee or authorised person, and sell them at the prevailing market price; and the net sale proceeds, after deducting expenses, be distributed proportionately to the shareholders entitled to such fractions."

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby severally approved, ratified and confirmed in all respects.”

3. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each to ₹ 11,00,00,000/- (Rupees Eleven Crore only) by creation of additional 100,00,000 (One Crore) equity shares of ₹ 1/- (Rupee One only) each and consequently, the existing Clause IV of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause IV after being decided by the Board:

“IV. The Authorised Share Capital of the Company is ₹ 11,00,00,000/- (Rupees Eleven Crore only) consisting of 11,00,00,000 (Eleven Crore) equity shares of ₹ 1/- (Rupee One only) , with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts

whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

4. Alteration of Capital Clause of Article of Association of the company consequent to the alteration in the Capital Clause of the Memorandum of Association

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

“RESOLVED THAT subject to the provisions of Sections 14 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum of Association of the Company, approval of the members be and is hereby accorded to alter the Article 2 of the Articles of Association of the Company in respect of Authorised Share Capital of the Company from ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each to ₹ 11,00,00,000/- (Rupees Eleven Crore only) by creation of additional 100,00,000 (One Crore) equity shares of ₹ 1/- (Rupee One only) each and consequently, the existing Article 2 of the Article of Association of the Company be and is hereby altered and substituted by the following as New Article 2 after being decided by the Board:

Article 2 The Authorized Share Capital of the Company is ₹ 11,00,00,000/- (Rupees Eleven Crore only) divided into 11,00,00,000 (Eleven Crore) equity shares of ₹ 1/- (Rupee One only)

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

SD/-

Preyatharshine K

Company Secretary and Compliance Officer

Membership No A58314

Madurai, April 16, 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

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 **18.04.2025** 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 **18.04.2025**, 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 thereunder, 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, April 23, 2025 and ends at 5:00 p.m. (IST) on Friday, May 23, 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., Friday, May 23, 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, April 23, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, May 23, 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/>

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 available through a dropdown menu in the “Downloads” section of KFinTech’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 contact details for addressing e-voting related grievances:

Shri Suresh Babu,
KFin Technologies Limited
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

The Board of Directors, at its meeting held on April 16, 2025 has approved the adoption of amended and restated Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

It is proposed to adopt the articles contained in the amended and restated Articles of Association in substitution of and to the entire exclusion of the articles contained in the existing Articles of Association of the Company.

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association. The Board recommends adoption of the resolution set out in Resolution No. 1 of the accompanying Notice as a Special Resolution.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in any way, concerned or interested in the above resolution.

Item No. 2

The Board of Directors at its meeting held on April 16, 2025, have recommended issue of bonus equity shares of ₹ 1/- (Rupee one only) each credited as fully paid-up to eligible members of the Company in the proportion of 3:2 i.e., 3 (Three) new fully paidup

equity share of ₹ 1/- (Rupee One only) each for every 2 (two) existing fully paid-up equity share of ₹ 1/- (Rupee One only) each by capitalising a sum not exceeding ₹ 6.04 Cr (Rupees Six Crore and Four Lakh only) out of general reserve and / or retained earnings of the Company, as may be considered appropriate.

Article 24 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Issue of bonus equity shares requires members' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 2 of this Postal Ballot Notice.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his / her / its demat account with a depository participant, to the Company / its Registrar and Transfer Agent to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus shares shall be credited in dematerialised form to a new demat suspense account of the company or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Item No. 3

Presently, the Authorised Share Capital of the Company is ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each

With the proposal of issue of bonus shares as per Item No. 2 above, the paidup share capital of the Company may increase . Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on April 16, 2025, have recommended to increase the Authorised Share Capital appropriately . The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause IV of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause IV of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 3 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Postal Ballot Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

Item No.4

Presently, the Authorised Share Capital of the Company is ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each

With the proposal of issue of bonus shares as per Item No. 2 above, the paidup share capital of the Company may increase . Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on April 16, 2025, have recommended to increase the Authorised Share Capital appropriately . The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause IV of the Memorandum of Association of the Company which in turn alters the Article 2 of Articles of association of Company.

The increase in the Authorised Share Capital and consequential alteration to Article 2 of the Article of Association of the Company requires members' approval in terms of Sections 14 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 4 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Postal Ballot Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the members.

By Order of the Board of Directors

SD/-

Preyatharshine K

Company Secretary and Compliance Officer

Membership No A58314

Madurai, April 16, 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

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

1. Name and Registered address of the : sole/ first named member
(IN BLOCK LETTERS)
2. Name(s) of the Joint member (s), if any : (IN BLOCK LETTERS)
3. Registered Folio No. / DP ID No.* / :
Client ID No.*
(*Applicable to Investors holding
Shares in Demat form)
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of following Resolution to be passed through Postal Ballot for the business stated in the Notice dated April 16, 2025 by conveying my/our assent and/or dissent to the said Resolution by placing the tick (☐) mark in the appropriate box below:

Item No.	Brief particulars of the resolution	No. of Shares	I/We assent to the resolution Please tick(☐)	I/We dissent to the resolution Please tick(☐)
1.	Approval for Alteration of Articles of Association of the Company			
2	Approval for Proposal for Issue of Bonus Shares			
3	Approval for Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association			
4	Approval for Alteration of Capital Clause of Article of Association of the company consequent to the alteration in the Capital Clause of the Memorandum of Association			

Place:

Date:

Email id:

Tel no.:

Signature of Shareholder

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	USER ID	Password

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote
2. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 P.M. (IST) on Friday, May 23, 2025.