



VTM :CS:Qtr-1/25-26

04.08.2025

**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, ("The Listing Regulations"). 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	Adoption of a New set of Articles of Association of the Company inter alia pursuant to the Companies Act, 2013	Special Resolution
2	To approve the Appointment of Secretarial Auditor.	Ordinary Resolution

The Meeting commenced at 03:30 PM and concluded at 05.55 PM

This is for your kind information.

Thanking you,

Yours Truly,

For **VTM LIMITED**

K. PREYATHARSHINE
COMPANY SECRETARY

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

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. K. Kasiviswanathan, a Practising Chartered Accountant (Membership No: 027505) 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 Monday, August 11, 2025
End of e-voting:	5:00 p.m. (IST) on , Wednesday September 10, 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 Friday, September 12, 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. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITOR.

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, Mr. S.Ramalingam, Practising Company Secretary, be and are hereby appointed as Secretarial Auditor of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

By Order of the Board of Directors

SD/-

Preyatharshine K

Company Secretary and Compliance Officer
Membership No A58314
Madurai, August 04, 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 **08.08.2025** 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 **08.08.2025**, 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 Monday, August 11, 2025 and ends at 5:00 p.m. (IST) on Wednesday, September 10, 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., Wednesday, September 10, 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 Monday, August 11, 2025
End of e-voting:	5:00 p.m. (IST) on , Wednesday September 10, 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>

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

At present the Articles of Association (“AoA”) of the Company is in force since its incorporation of the Company with such amendments made from time to time. The existing Articles of Association are in line with the erstwhile Companies Act 1913/1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 04th August 2025 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to their shareholding in the Company.

The Board recommends the adoption of such matters as set out in Table F of Schedule I in the Companies Act 2013 and the resolution set out under Item No. 1 for the approval of the Members by way of passing Special Resolutions

Item No. 2

The Board at its meeting held on August 04th, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit,

independence, etc., has approved the appointment of Mr. S.Ramalingam, Practising Company Secretary, a peer reviewed PCS (COP: 23495) as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members. The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. S. Ramalingam, Practising Company Secretary (COP No. 23495), is an experienced professional in corporate compliance, governance, and regulatory advisory, based in Tamil Nadu. With a strong foundation in corporate law, Mr. Ramalingam is known for his precision, integrity, and adherence to the highest standards of professional conduct.

His practice focuses on Companies Act, 2013 compliance, SEBI regulations, listing obligations, FEMA regulations, and other allied corporate laws. Over the years, he has built a reputation for delivering practical, risk-sensitive compliance solutions to a wide range of clients, including listed entities, public sector undertakings, and private companies across sectors such as textiles, engineering, and financial services. Mr. Ramalingam is committed to continuous professional development and ethical practice. He is eligible and not disqualified to be appointed as Secretarial Auditor under Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His independent practice is carried out in accordance with the standards laid down by the Institute of Company Secretaries of India (ICSI). With a hands-on approach and keen attention to detail, Mr. Ramalingam ensures comprehensive secretarial audits and compliance health checks that support corporate governance and enhance stakeholder confidence. He is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Mr. S.Ramalingam as Secretarial Auditor is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be mutually agreed between the Board of Directors and the secretarial Auditor. In addition to the secretarial audit, he shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor. The Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval by the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are

concerned or interested in the Resolution set out in Item No. 2 of this Notice

By Order of the Board of Directors

SD/-

Preyatharshine K

Company Secretary and Compliance Officer

Membership No A58314

Madurai, August 04, 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