ESTD 1946 **VTM** LTD

Ref: VTM / CS/ 2026 26.05.2026

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

Dear Sirs,

Sub: Listing agreement: Annual Secretarial Compliance report for the Year ended 31st March 2026 -reg.

Ref: Our Scrip code: 532893.

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With reference to the above, we enclose herewith the Annual Secretarial Compliance Report given by Practising Company Secretary records.

Thanking you,

Yours faithfully,

Encl: Report

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
GST No. : 33AAACV3775E1ZG
PAN No. : AAACV3775E

Phone : 91-452-2482595 (4 lines) / 2487449
: 73977 33144, 73977 33145
Fax : 91-452-2486085
E-mail : office@tmills.com
: gmm@tmills.com
Web : www.vtmill.com

S. RAMALINGAM M.Com.,BL, ACS.
Company Secretary in Practice
ACS 61773 ; CP.No:23495
PR Code : 6185/2024

7/14 Shri lakshmi Illam ,Kurinji St,
Ganapathy Nagar
New Vilangudi ,Madurai-625018
Phone :9894311704.

Annual Secretarial Compliance Report
of
VTM Limited (CIN: L17111TN1946PLC003270)

For the financial year ended 31ST March, 2026

I, S. Ramalingam, Company Secretary in Practice have examined:

(a) all the documents and records made available to us and explanation provided by VTM Limited.

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable**

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

Not Applicable

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Not Applicable

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018, **{To the extent applicable};**

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Madurai-18
Practicing Company Secretary

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(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(k) Securities and Exchange of India (Debenture Trustee) Regulation, 1993 (in relation to obligation of Issuer Company): **{Not applicable during the review period};**

and circulars/ guidelines issued thereunder and based on the above examination

I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Num ber	Compliance rec Regulations/ circulars/guidel Including speci	(Regula tion / circular no.	Deviati ons	Acti on take by	Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc).	Detail s of Violati on	Fine amo unt	Observations/R emarks of the Practicing Company Secretary	Manage ment Respons e	Rema rks
Details attached										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Number	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended .... (the years are to be mentioned)	Compliance requirement Regulations/ circulars/guidelines Including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not applicable						

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(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	None
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	None

S. RAMALINGAM ★ CS CP No. 23495 Madurai-18 ★ Practicing Company Secretary

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None No such cases during the review period.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBIor by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	None

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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory In case of resignation of statutory auditor from the auditor from the listed entity or any of its material subsidiaries listed entity or its during the financial year, the listed entity and / or material subsidiary its material subsidiary(ies) has / have complied during the with paragraph 6.1 and 6.2 of section V-D of review period. chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity..	NA	Not applicable during the period under review..
13.	**Additional non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	None

*Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Place: Madurai
Date: 26.05.2026

S. RAMALINGAM ★ CS CP No. 23495 Madurai-18 ★ Practicing Company Secretary

Signature:

S. Ramalingam
ACS 61773
CP No.: 23495
PR No 6185/2024

UDIN : **A061773H000479718**

Annexure to Annual Secretarial Compliance Report - VTM Limited (CIN: L17111TN1946PLC003270)								
SL.NO	**Compliance requirement Regulations/ circulars/guidelines Including specific**	**(Regulation / circular no)**	**Deviations**	**Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc).**	**Details of Violation**	**Fine amount**	**Observations/Remarks of the Practicing Company Secretary**	**Management Response**
1	Disclosure of RPT within 30days from the date of publication of Financial results	**Regulation 42(2)/42(3)/ 42(4) /42(5)**	Delay in disclousre	Fine	Delay in/ nondisclosure of record date/ dividend Declaration or non compliance with ensuring the prescribed time gap between two record dates/ book closure dates	Rs 10,000	During the period under review, there was a delay in submission of disclosure/intimation to BSE Limited under the applicable provisions of SEBI Regulations. Consequently, the Stock Exchange levied a monetary penalty/fine on the Company, which has since been duly paid by the Company. The management has assured that necessary steps to ensure timely compliances in future."	The management has assured that necessary steps to ensure timely compliances in future and Fine remitted
2	Disclosure in XBRI _ Delay in submission of the voting results within the period provided under this regulation	Regulation 44(3)	Delay in disclousre	Fine	Disclosure in XBRI _ Delay in submission of the voting results within the period provided under this regulation	Rs 10,000	During the period under review, there was a delay in submission of disclosure/intimation to BSE Limited under the applicable provisions of SEBI Regulations. Consequently, the Stock Exchange levied a monetary penalty/fine on the Company, which has since been duly paid by the Company. The management has informed that necessary steps and internal controls have been strengthened to ensure timely compliances in future."	The management has assured that necessary steps to ensure timely compliances in future and Fine remitted
3	Delay in disclose related party transactions in the format as specified and within the prescribed timeline.	**Regulation 23 (9)**	not submitted within the prescribed timeline.	Fine	Delay in disclose related party transactions in the format as specified and within the prescribed timeline.	Rs 5000	During the period under review, there was a delay in submission of disclosure/intimation to BSE Limited under the applicable provisions of SEBI Regulations. Consequently, the Stock Exchange levied a monetary penalty/fine on the Company, which has since been duly paid by the Company. The management has informed that necessary steps and internal controls have been strengthened to ensure timely compliances in future."	The management has assured that necessary steps to ensure timely compliances in future and Fine remitted

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