

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy third Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Sulakarai, Virudhunagar on Wednesday, the 5th day of August, 2020 at 11.30 a.m. to transact the following business.

AGENDA**AS ORDINARY BUSINESS:****Item No.1 - Adoption of Financial Statements**

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2020 and the Profit & Loss Statement for the year ended on that date and the reports of the Directors and the Auditors thereon.

Item No.2 - Re-appointment of Smt.Uma Kannan, Director

To appoint a Director in the place of Dr. (Smt) Uma Kannan, who retires by rotation and being eligible offers herself for re-appointment.

AS SPECIAL BUSINESS :**Item No.3 – Re-appointment of Sri.T.Kannan as Chairman and Managing Director for a period of five years:**

To consider and if thought fit to pass with or without modification(s), the following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the company be and is hereby accorded to the Reappointment of Sri T.Kannan (DIN 00040674) as Chairman and Managing Director of the Company, for a period of 5 years with effect from 07.05.2020, on a remuneration payable by way of commission and other perquisites as stated in the explanatory statement attached to this Notice, not exceeding 5% of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and as determined by the Board of Directors of the Company, for each financial year, within the maximum permissible limit, notwithstanding his holding the position of Chairman and Managing Director in the Company M/s Thiagarajar Mills Private Limited, and drawing remuneration as approved by its shareholders from time to time, provided that the total remuneration drawn by him from the Company, and M/s.Thiagarajar Mills Private limited

does not exceed the higher maximum limit admissible from any one of these companies, in terms of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter and vary the scope and quantum of remuneration specified hereinabove during the tenure of office, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 / Income-tax Act, 1961 and / or the rules and regulations made there under and / or such guidelines, as may be notified by the Central Government, from time to time.

RESOLVED FURTHER THAT Sri.T.Kannan, Chairman and Managing Director shall have substantial powers of the management of the Company in accordance with the applicable provisions of the Companies Act, 2013 and that may be entrusted upon by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 (3) of the act and other applicable provisions if any, consent of the members be and is hereby further granted to the continuation of Sri.T.Kannan (DIN: 00040674), under the category of Chairman & Managing Director of the Company, who will attain the age of 70 years on 09.05.2023, during his tenure on the terms and conditions duly approved by the shareholders at this Annual General Meeting.”

Item No.4 – Ratification of Cost Auditor Remuneration:

To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED that subject to provisions of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions thereon, the fees of Rs.40,000/- payable to the Cost Auditor Mr.M.Kannan for auditing the cost records and furnishing of Report thereon for the Financial Year 2020-21 as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Resolutions at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote instead of himself. Such a Proxy/ Proxies need not be a member of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies,

societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Electronic copy of the Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website www.vtmill.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Sulakarai, Virudhunagar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: complianceofficer@vtmill.com.

1. IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 30.07.2020 to 04.08.2020 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote instead of himself. Such a Proxy/Proxies need not be a member of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository

Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

5. Members are requested to note that the dividends not encashed or remaining unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred u/s. 124 of the Companies Act, 2013 to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.
6. The Members/Claimants whose shares, unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.
7. Members who have not encashed their dividend warrants for the earlier financial years are requested to make their claim on or before the due date/s for such transfer. The members can make a claim with the Company in respect of the dividends of years that are lying in the Unpaid Dividend Account of the Company.
8. Members are requested to note that pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and the IEPF Rules, all such shares in respect of which dividends have not been paid or claimed for seven consecutive years or more are also required to be transferred to IEPF. The Company is taking steps for sending individual notices to the concerned shareholders and for publishing of a public notice to shareholders under the IEPF Rules in this regard.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Details required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

11. Electronic copy of the Annual Report for the year 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
12. Electronic copy of the Notice of the 73rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 73rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 73rd Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the Company's website www.vtmill.com for their download.
14. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Sulakarai, Virudhunagar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: complianceofficer@vtmill.com.
15. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at the 73rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by KFin Technologies Pvt Ltd.

Instructions and other information relating to e-voting are as under:

- A) In case a Member receives an email from KFin Technologies Pvt Ltd [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com> in the address bar and click on "Enter". The Home screen will be displayed then click on shareholders icon in the homepage.

- ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DPID – Client ID will be your User ID. However, if you are already registered with KFin Technologies Pvt Ltd for E-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 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, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number for VTM Limited.
- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the “FOR/ AGAINST” option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi) A confirmation box will be displayed Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During

the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii) Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID:vtmlimited.scrutinizer@Karvy.com. They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- B) In case a Member receives physical copy of the Annual General Meeting Notice by post [for members whose email Ids are not registered with the Company/Depository Participant(s)] can also vote using e-voting method.
- i. User ID and initial password are provided overleaf.
 - ii. Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
 3. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at KFin Technologies Pvt Ltd's website <https://evoting.karvy.com>.
 4. The facility for voting through electronic means (Ballot) shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote E-voting shall be able to vote at the AGM through "Ballot".
 5. The members who have cast their vote by remote E-voting may also attend AGM, but shall not be entitled to cast their vote again.
 6. The Board of Directors has appointed Mr.I.B. Harikrishna, Practising Company Secretary (Membership No.5302) as a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
 7. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date), being, 27th July, 2020.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on 30th July 2020 shall be entitled to avail the facility of remote E-voting/ballot.

The e-voting period starts on 2nd Aug, 2020 (9:00 am) and ends on 4th August, 2020 (6:00 pm).

9. Any person who becomes member of the Company after despatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the User Id and password in the manner as mentioned below :

- a. If the mobile number of the Member is registered against Folio No./ DPID - Client ID, the member may send SMS:

MYEPWD<space> E-Voting Event Number+Folio No. or DPID - Client ID to +91-9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890

- b. If e-mail address or mobile number of the Member is registered against Folio No./DPID-Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID - Client ID and PAN to generate a password.
- c. Member may Call Karvy's Toll free number 1-800-3454-001
- d. Member may send an e-mail request to evoting@karvy.com
10. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM shall unblock the votes cast by remote E-voting and Ballot, in the presence of at least two (2) witnesses not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the meeting.
12. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

13. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.vtmill.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to Stock Exchanges.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.

II. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Shri. T. Kannan (DIN: 00040674) aged 67 years, was first appointed as Managing Director of the Company on 07.05.2015.

Shri. T. Kannan was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 29.04.2020, subject to the approval of the Shareholders at the Annual General Meeting, for a further period of 5 years from 07.05.2020 to 06.05.2025 in accordance with the provisions of Section 197 of Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 29.04.2020 has recommended re-appointment of Sri.T.Kannan, as Chairman & Managing Director of the company for a further period of five years w.e.f. 07.05.2020.

Further, as per Section 196 (3) of the Company Act, 2013, no company shall appoint or continue the employment of any person as Managing director / whole time director who attain the age of seventy years except passing of a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Sri.T.Kannan, aged 67 Years (Date of Birth: 09 March 1953) will attain the age of 70 years during his tenure on 09.03.2023. Hence, the Company proposed special resolution for his re-appointment set out at Item no.3 of the Notice Calling Annual General Meeting for his continuation as Chairman and Managing Director of the Board after attaining the age of 70 years.

Save as provided in the foregoing paragraph, Sri.T.Kannan satisfies all other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

The terms of his appointment briefly are as follows:

(i) Duration:

5 years from 7th May 2020

(ii) Remuneration:

Commission - By way of Commission and perquisites as given below not exceeding 5% of the net profits computed, in accordance with the provisions of Section 198 of the Companies Act, 2013, as may be determined by the Board for every financial year, within the aforesaid limit, during the term of his re-appointment.

(iii) Perquisites: Use of Car and Telephone: Car for use of Company's business and telephone at residence, provided that personal long distance calls, on the telephone and use of car for private purpose shall be billed by the Company to the Chairman and Managing Director.

During his tenure he shall not be paid any sitting fee for attending meetings of the Board or Committees thereof.

Sri T. Kannan, as Chairman and Managing Director, shall have substantial powers of the management of the Company in accordance with the applicable provisions of the Companies Act, 2013 and such powers as may be entrusted upon by the Board, from time to time."

He is also the Chairman & Managing Director of the Company viz., M/s Thiagarajar Mills Private Limited, drawing remuneration by way of salary, commission and perquisites as approved by its shareholders.

The aggregate of remuneration payable to him in both the companies shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Schedule V to the Companies Act, 2013.

The Board in the event of loss or inadequacy of profits in any financial year, shall revise the remuneration payable to Chairman and Managing Director during such financial year, in such manner as agreed to between him and the Board and within the limits prescribed in this behalf under Schedule V to the Companies Act 2013 or any re-enactment thereof.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Clause 1.2.5 of Secretarial Standards-2 on General Meetings, the particulars of Directors seeking re-appointment:

Other details of Director seeking re-appointment at the ensuing Annual General Meeting are as under: Particulars Shri T.Kannan Terms and conditions of appointment / re-appointment Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company Directorships of other Boards as on March 31, 2020

1. Thiagarajar Mills Private Limited
2. Thiagarajar Telekom Solutions Ltd
3. Colour Yarns Ltd
4. TVS Motor Company Ltd
5. Sundaram Brake Linings Ltd
6. Sundaram Textiles Ltd
7. Confederation of Indian Textile Industry

Sri.T.Kannan holds the post of Independent Director in TVS Motor Company Limited, and Sundaram Brake linings Limited.

He is the Chairman of Audit committee in Sundaram Brake Linings Limited.

He is the Chairman of Risk Management Committee in TVS Motor Company Limited.

He is the Chairman of CSR Committees of Thiagarajar Mills Private Limited and VTM Limited, and member of Sundaram Brake linings Limited.

Sri.T.Kannan is also a Member of Nomination and Remuneration Committees of VTM limited and in TVS Motor Company Limited. Besides he is also the member of Audit Committee of TVS Motor Company Limited.

He holds 585600 shares in his name in VTM Limited.

Approval of the Members is being sought to the terms, conditions and stipulations for the re-appointment of Sri.T.Kannan, as Chairman and Managing Director of the Company, for their approval

by way of a Special resolution, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act 2013 and the rules made thereon, and for the remuneration payable to him, as recommended by the Nomination and Remuneration Committee, and as determined by the Board. The terms and conditions proposed (fixed by the Board of Directors at their meeting held on 29th April 2020, based on the recommendation of the Nomination and Remuneration committee) continue to be in line with the remuneration policy of the Company.

Disclosure of Interest:

None of the Directors and Key Managerial Personnel except Shri.T. Kannan as an appointee and Shri.K. Thiagarajan and Smt. Uma Kannan, Directors as relatives to the Chairman and Managing Director may be deemed to be concerned or interested in the Resolution.

Item No. 4:

The Board, at its meeting held on 29th April 2020, appointed Mr.M. Kannan, Practising Cost Accountant, having Membership No 9167, as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act) and fixed a sum of Rs.40,000/- as remuneration payable to him, for the financial year 2020-2021.

The remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Accordingly, the Board recommends the special resolution, as set out in item No.4, for ratification by the shareholders of the Company.

By order of the Board

Kappalur, Madurai.

June 12, 2020

Chairman