NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Sixth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Sulakarai, Virudhunagar on Monday, the 3rd of July, 2023 at 12.05 P.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, 2023 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 - **To declare a dividend on equity shares.**

Item No.3 - 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. 4 - To consider and if thought fit to pass with or without modification(s), the following resolution as a Ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and the Regulation 23 of the SEBI(LODR) Regulations applicable to Listed Companies and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts or agreements for transactions of sale, purchase or supply of goods or materials with M/s.Thiagarajar Mills (P) Ltd., upto an estimated transaction value of not exceeding Rupees One Hundred Crore on behalf of the Company, for each of the Five (5) financial years commencing from 1st April, 2024.

Item No. 5 - 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 149, 152, 161and any 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) Mr.T.N. Ramanathan, (DIN 02561794), who was appointed as a Director(Independent) of the companyon and from April 01, 2019, and whose office expires on 01.04.2024,and in respect of whom the company has received a notice in writing proposing his candidature for the office of the Director be and is hereby re-appointed as Director of the Company".

"FURTHER RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force, Mr.T.N.Ramanathan, (DIN 02561794), be and is hereby re-appointed as an Independent Director of the Company for a further (second) term of 5 years commencing from 01.04.2024 and he is not liable to retire by rotation".

Item No. 6 – 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.50,000/- payable to the Cost Auditor Mr.A.N. Raman for auditing the cost records and furnishing of Report thereon for the Financial Year 2023-24 as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified.

NOTES:

The Register of Members and the Share Transfer books of the Company will remain closed from 23rd June 2023 to 3rd July, 2023 (both days inclusive) for annual closing, dividend purpose.

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.

I. IMPORTANT NOTES

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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), e-mail id, bank details,besides the Mobile number 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 and other above said 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 2022-23 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 76th 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 76th 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 76th Annual General Meeting and the Annual Report for the year 2022-23 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 76th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by KFin Technologies Ltd.

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

A) In case a Member receives an email from KFin Technologies Ltd [for Members whose email Ids are registered with the Company/Depository Participant(s)]:

i) Launch internet browser by typing the URL: https://evoting.kfintech.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 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: rsachida@gmail.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 Ltd's website https://evoting.kfintech.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.S.Ramalingam, Practising Company Secretary (Membership No.61773) 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 23rd June, 2023.

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 28th June 2023 shall be entitled to avail the facility of remote E-voting/ballot.

   The e-voting period starts on 28thJune, 2023 (9:00 am) and ends on 2nd July, 2023 (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.kfintech.com/login.aspx, the member may click "Forgot Password" and enter Folio No. or DPID - Client ID and PAN to generate a password.

   c. Member may call KFintech's Toll free number 1800-309-4001

   d. Member may send an e-mail request to evoting@kfintech.com

10. However, if you are already registered with Kfintech 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 KFintech website (https://evoting.kfintech.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.

Note on TDS:

In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates.

For Resident Members:

1. **No TDS shall be deducted** in the case of resident individual members, if the amount of such dividend in aggregate paid or likely to be paid during the financial year **does not exceed Rs. 5,000.**

2. Where, the **Permanent Account Number** (PAN) of resident individual member **is available and valid,**

   i. **TDS shall be deducted at the rate of 10% on the amount of dividend payable.**

   ii. In cases where the resident individual member provides the duly signed Form 15G or Form 15H (as applicable) and provided that the eligibility conditions are being met, no TDS shall be deducted. The format of Form 15G and Form 15H are enclosed as Enclosure 1 and 2 respectively.

3. Where the PAN is either not available or is invalid, TDS shall be deducted at a rate which is higher of the **prescribed TDS rates or 20%.**

For Non-Resident Members:

1. TDS shall be deducted/withheld at the rate of 20% (plus applicable surcharge and, health and education cess) on the amount of dividend payable.

2. Non-resident member may have an option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the member, if such DTAA provisions are more beneficial to them. To avail the DTAA benefits, the non-resident member should furnish the following documents".

   i. Self-attested copy of Permanent Account Number (PAN) if allotted to you, by the Indian Income Tax Authorities. If PAN is not allotted to you, please provide your email address, contact number and address in the country of residence;

   ii. Self-attested Tax Residency Certificate (TRC) issued by the competent authority or tax authority of the country of your residency, evidencing and certifying your tax residency status in the country of residency during the Financial Year 2022-23;

   iii. Completed and duly signed Form 10F in the format prescribed;

   iv. Self-declaration in the format: certifying that:

      a. You are and continue to remain a tax resident of the country of your residency during the Financial Year 2022-23;

      b. You are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

      c. You have no reason to believe that your claim for the benefits of the DTAA is impaired in any manner;

      d. You are the ultimate beneficial owner of your shareholding in the Company and dividend receivable from the Company; and

      e. You do not have a taxable presence or a permanent establishment in India during the Financial Year 2022-23.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.

I. **Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member Login Method

Individual Members holding securities in demat mode with NSDL

A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:

i) Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.

ii) On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.

iii) After successful authentication, Members will be able to see e-voting services under 'Value Added Services'.

Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.

iv) Click on Company name i.e. 'VTM Limited' or e-voting service provider ('ESP') i.e. KFinTech.

v) Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period and voting during the AGM.

B) Users not registered under IDeAS e-Services:

i) Visit https://eservices.nsdl.com for registering.

ii) Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com.

C) By visiting the e-voting website of NSDL:

i) Visit the e-voting website of NSDL https://www.evoting.nsdl.com

ii) Once the home page of e-voting system is launched, click on the icon "Login" which is available under

'Shareholder/Member' section. A new screen will open.

iii) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a Verification Code as shown on the screen.

iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.

v) Click on company name i.e. 'VTM Limted' or ESP name i.e. KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.

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

Item No. 4:

The provisions of Section 188 of the Companies Act 2013 read with the Rule 15 Companies (Meetings of Board and its powers) Rules 2014 govern the related party transactions and require a company to obtain prior approval of the shareholders by way of resolution for entering into contract or agreement for transactions with related parties for such sale, purchase or supply of goods or material and other items of transactions exceeding the limits specified therein. In the case of transactions with M/s.Thiagarajar Mills Private Limited, Kappalur, Madurai, the transaction for a year may exceed the limits specified under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, the resolution under Item No.5 is placed before the members of the company for their approval.

In the light of the provisions of the Companies Act 2013 and the notification issued as stated above, the Board of Directors of the company has approved proposed transactions along with annual limits that your company may enter into with related party for the maximum value of transactions as mentioned in the resolutions for each financial year.

All prescribed disclosures as required pursuant to Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014, are given here-in-below for the perusal of members:-

1. Name of the Related Party : Thiagarajar Mills (P) Ltd.

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

Sri. T. Kannan, Chairman and Managing Director.

Dr. (Smt) Uma Kannan, Director.

Sri. K. Thiagarajan, Director

Sri. M.Anbukani, Director.

3. Nature of Relationship: Companies under Common Control.

4. Nature, Duration, Material Terms, Monetary Value and Particulars of

Contract:-

On arm's length basis and in tune with market parameters. Monetary Value as mentioned in the resolution set out in the Notice.

5. Any advance paid or received for the contract or arrangement, if any: NIL

6. Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract. All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis. Further, the Company is also subject to transfer pricing norms prevalent in the country.

7. Any other information relevant or important for the Board to take a decision on the proposed transactions: NIL

The Board has approved this item in the Board Meeting held on 03.05.2023, and recommends this ordinary Resolution set out in the Notice for approval by the members of the company as an ordinary Resolution.

Except Sri.T.Kannan,Chairman & Managing Director, Dr.(Smt.) Uma Kannan,Sri.K.Thiagarajan and Sri.M.Anbukani, Directors of the Company, no other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution.

Item No. 5:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide its resolution dated 03.05.2023, re-appointed Mr.T.N. Ramanathan (DIN 02561794), as Director (Non-Executive Independent) on Board of the Company. In terms of the provisions of

Section 161(1) of the Companies Act, 2013, Mr.T.N.Ramanathan holds office up to 01.04.2029.

Brief Resume and other details of Mr.T.N.Ramanathan:

Mr.T.N.Ramanathan, son of Mr.T.B.Nagasamy, aged 70 years is a post graduate in Commerce (M.COM) from Madurai University. He has also completed M.B.A in Marketing. Going further in his accademic acccomplishments he has to his credit bachelors degree in law and a topper from Madras University. He is a retired IAS Officer having served in various Government Posts in and out of Tamilnadu.

He has given his renewed consent to continue as a Director of the Company, along with a certificate stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013. Further, he has submitted the declaration as required pursuant to the Section 149(7) of the Act stating that he continue to meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013. Mr.T.N. Ramanathan has also declared that he is not debarred from holding the office of the director by virtue of any SEBI order or any other such authority. Mr.T.N.Ramanathan does not hold any equity shares in the Company.

The Board considers that his experience and expertise would continue to be of immense benefit to the Company and that it is desirable to continue to avail the services of Mr.T.N.Ramanathan as an Independent Director of the Company.

The Board of Directors therefore recommend the special Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders. In the opinion of the Board, Mr. T.N.Ramanathan, (DIN 02561794), fulfils the conditions for re-appointment as an Independent Director for a term of five years commencing from 01.04.2024 and in terms of Section 149(13), he is not liable for retirement by rotation.

Except Mr.T.N.Ramanathan, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No.5.

Item No. 6:

The Board, at its meeting held on 3rd May, 2023 appointed Mr.A.N.Raman, Practicing Cost Accountant, having Membership No.9167, as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of Rs. 50,000/- as remuneration payable to him, for the financial year 2023-24.

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 Section 148(3) of the Companies read with the Companies (Audit and Auditors) Rules 2014.

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.6.

Accordingly, the Board recommends the ordinary resolution, as set out in Item No.6, for ratification by the shareholders of the Company.

By order of the Board

Kappalur, Madurai
May3, 2023

T.Kannan (DIN - 00040674)
Chairman & Managing Director