VTM LTD.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Eighth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Sulakarai, Virudhunagar on Wednesday, 2nd July, 2025 at 11.00 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 of 31st March 2025, the Statement of Profit and Loss 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 re-appoint Smt Uma Kannan, who retires by rotation and being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS:

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.70,000/- payable to the Cost Auditor Mr. A. N. Raman for auditing the cost records and furnishing of Report thereon for the Financial Year 2025-26 as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified.

I. IMPORTANT NOTES:

1. The Register of Members and the **Share Transfer books of the Company will remain closed from 21st June 2025 to 02nd July 2025 (both days inclusive) for annual closing and dividend purposes.**

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 to attend and vote instead of himself. Such a Proxy need not be a member of the Company.

   The instrument of Proxy 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 dividends. 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 dividends 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, and unclaimed dividend have been transferred to IEPF may claim the shares or apply for a refund by making an application to IEPF Authority in Form IEPF-5 (available on www.mca.gov.in) along with the 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 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 to send individual notices to the concerned shareholders and to publish 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 a Permanent Account Number (PAN), e-mail id, and bank details, besides the Mobile phone number by every participant in the 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 <u>physical form can submit their PAN and other above-mentioned details to the Company</u>.**

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 an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

11. An electronic copy of the Annual Report for the year 2024-25 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 a hard copy of the same.

12. An electronic copy of the Notice of the 78th 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 78th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent in the permitted mode.

13. Members may also note that the Notice of the 78th Annual General Meeting and the Annual Report for the year 2024-25 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 requesting 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 78th 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 the shareholders icon on 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 the 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, and email ID. etc., on first login. You may also enter a secret question and answer of your choice to retrieve the password and 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 headings of the resolution and cast your vote by choosing the "FOR/ AGAINST" option or 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 must 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 clicking 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 a scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with an attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: rsachida@yahoo.co.in 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 the 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 about E-voting, please visit the Help & FAQs 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 21st June, 2025.

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 21st June 2025 shall be entitled to avail the facility of remote E-voting/ballot.

The e-voting period starts on 24th June, 2025 (9:00 am) and ends on 01 July, 2025 (5:00 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 Kfin technologies'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 to cast your vote.

11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the 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 favor or against, forthwith to the Chairman of the meeting.

12. The Results of 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 favor 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 Kfin technologies's 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, dividends declared and paid by the Company are taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from the 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) 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 members may have the 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 of 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 2024-25;

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 2024-25;

b. You are eligible to claim the beneficial DTAA rate for tax withholding on dividends 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 2024-25.

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

v) Members will be re-directed to Kfin Technologies'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/SecureWeb/IdeasDirectReg.jsp.

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 the NSDL Depository site wherein they can see the e-voting page.

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

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

Item No. 4:

The Board, at its meeting held on 29th May, 2025 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 (the Act) and fixed a sum of Rs.70,000/- as remuneration payable to him, for the financial year 2025-26.

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 Act , 2013 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 in Item No.4.

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

By order of the Board

K Thiagarajan
DIN: 03638370
Chairman & Managing Director

Kappalur, Madurai
May 29, 2025