

VTM LIMITED

Ref: VTM / CS/ 2025

10.10.2025

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

Dear Sirs,

Sub: Minutes of the Proceedings of the Postal Ballot

Ref: Our Scrip code: 532893.

In furtherance to our letter dated September 12, 2025 w.r.t. Voting Results and Scrutinizer's Report on Postal Ballot, we hereby enclose herewith the Minutes of the proceedings of the Postal Ballot conducted by the Company. You are requested to take the above information on your records and disseminate the same on your website.

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

GSTIN : 33AAACV3775E1ZG

PAN No. : AAACV3775E

Phone : 91-452-2482595 (4 lines)

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**MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE
EVOTING PROCESS BY MEMBERS OF THE COMPANY ON SEPTEMBER 10, 2025,
RESULTS OF WHICH WERE DECLARED ON SEPTEMBER 12,2025**

Sl No	Particulars
1	Adoption of a new set of Articles of Association of the Company inter-alia pursuant to the Companies Act, 2013.
2	To approve the Appointment of Secretarial Auditor.

- The Company had engaged the services of KFin Technologies Limited (KFINTech) for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- The Board of Directors has appointed Mr K. Kasiviswanathan, a Practising Chartered Accountant (Membership No: 027505), as Scrutinizer for conducting the Postal Ballot, through a-voting process, in a fair and transparent manner
- In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date August 07th, 2025, seeking approval as set out in the postal ballot notice.
- The total number of shareholders as on the cut-off date was 6,661.
- Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on August 08, 2025.
- A Public advertisement was published on August 04, 2025 in Business Standard, in English and Malai Malar, in Tamil.
- The e-voting commenced on August 11th, 2025 (9.00 AM 1ST) and closed on September 10, 2025 (5.00 PM 1ST).
- The Scrutinizer unblocked the votes cast under e-voting and downloaded the details on September 12th, 2025 from KFINTech portal.
- The Scrutinizer then rendered his report to the Chairman.



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- j) The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated August 04th, 2025 were passed with requisite majority. The details of voting are as below;

Sl.NO	Resolutions	Total Shares as on the cut off date	No of Votes Polled	No. of Votes - in favour	% of Votes in favour	No. of Votes - against	% of Votes against
1	Adoption of a New Set of Articles of Association of the Company Inter-Alia pursuant to the Companies Act 2013	100569000	75497618	75497618	100.0000	0	0.0000
2	To approve the Appointment of Secretarial Auditor	100569000	75497618	75497616	99.9972	2	0.0027

Note - None of the promoter / promoter group members were interested in aforementioned resolutions.

- k) The text of resolutions as set out in the postal ballot notice dated August 04, 2025, that were passed by the shareholders were as follows:

1. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

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

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



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

2. TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITOR.

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, Mr. S.Ramalingam, Practising Company Secretary, be and are hereby appointed as Secretarial Auditor of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”



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