



VTM :CS:PB 2025

19.12.2025

Corporate Relationship Dept. - **CRD**

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Scrip Code: 532893

Sir/s,

Sub: Disclosure of **Voting Results** of the Postal Ballot and Scrutinizer's Report

Ref: Regulations 30 and 44(3) of the SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III and Regulation 44(3) of the Listing Regulations, we wish to inform that the resolution as proposed in the Postal Ballot Notice dated November 10, 2025 has been passed by the shareholders by remote e-voting process with requisite majority, on Thursday, December 18, 2025 (last date of remote e-voting).

Pursuant to Regulation 44(3) of the Listing Regulations, the details of the voting result are attached herewith in the prescribed format along with a copy of the Scrutinizer's Report dated 19th December, 2025. The voting result, along with the Scrutinizer's Report, is also available on the website of the Company.

Details of Voting Results of Postal Ballot

Sl No.	Brief particulars of the resolution	Resolution required	Mode of Voting	Remarks
1.	Approval for continuation of directorship of Mr. RM Somasundaram (DIN: 00071510), Non-Executive Director of the Company, beyond the age of 75.	Special Resolution	Remote e-voting	Passed with requisite majority
2	Re-appointment of Mr. Ganesh Ananthakrishnan (DIN: 00003586) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026.	Special Resolution	Remote e-voting	Passed with requisite majority
3	Re-appointment of Mr. L. Sevugan (DIN: 03580186), as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026	Special Resolution	Remote e-voting	Passed with requisite majority
4	Approval for entering into Related Party Contract with M/s. Colour Yarns Private Limited.	Ordinary Resolution	Remote e-voting	Passed with requisite majority

You are requested to note the above.

Yours faithfully,
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

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E-mail : office@tmills.com

: vtac@vtmill.com

To,

Chairman
VTM LIMITED,
(CIN: L17111TN1946PLC003270)
Registered Office: Sulakarai, Virudhunagar -626003

Subject: VTM LIMITED Scrutinizer's Report on Postal Ballot (E-voting Results)

The Board of Directors of VTM Limited (*hereinafter referred to as "the Company"*) vide board resolution dated 10th November 2025, have appointed me as the Scrutinizer to scrutinize the Postal Ballot e-voting process in a fair and transparent manner in respect of all the Resolutions as stated in the Postal Ballot Notice dated 10th November 2025 (the "**Postal Ballot Notice**").

In compliance with the provisions of Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any circulars, statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") Government of India, for holding general meetings/ conducting postal ballot process through various MCA circulars and any other applicable laws and regulations, the special businesses mentioned in the Postal Ballot, Notice dated 10th November 2025 were proposed to be passed by the Members of the Company through Postal Ballot via remote electronic voting ("e-voting") only. The Company had, accordingly, provided facility of e-voting to all Members of the Company to enable them to cast their votes electronically on the special business mentioned in the Notice.

The Company has engaged the services of KFin Technologies Limited the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.

Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required by the shareholders to cast their vote.

The Company and KFin Technologies Limited had uploaded the Postal Ballot Notice together with the explanatory statement on their respective websites viz. [www. www.vtmill.com](http://www.vtmill.com) and <https://evoting.kfintech.com> and Electronic Voting Event Number "**9302**" ("**EVEN**") was generated for casting the votes through e-voting mode. The Company and the kfintech have complied with all the necessary formalities specified under the Act, the Rules- framed thereunder and the MCA Circulars issued in this regard.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the items placed for approval of the members through postal ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolutions stated in the

Notice, based on the data generated from the e-voting system provided by Kfintech and I have compiled the physical postal ballot forms received from shareholders who hold shares in physical form and have cast their votes accordingly.

Report on scrutiny:

The cut-off date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 14.11.2025



The voting period commenced from November, 19, 2025 9:00AM and ended on December 18, 2025 5:00PM

At the end of remote e-voting period on Dec 18 2025 5:00PM HRS IST, voting portal of M/s. KFIN Technologies Limited (<https://evoting.kfintech.com/>) was blocked forthwith.

On 19th December, 2025 remote e-voting were unblocked by me in the presence of Mr. Ram and Mr. Karthik who were not in the employment of the Company.

The total votes cast in favor or against all the resolutions proposed in the Notice as under:

REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS i.e., REMOTE E- VOTING IS AS UNDER:

- | Number | Details of resolution |
|--------|---|
| 1. | Approval for continuation of directorship of Mr. RM Somasundaram (DIN: 00071510), Non-Executive Director of the Company, beyond the age of 75 |
| 2. | Re-appointment of Mr. Ganesh Ananthakrishnan (DIN: 00003586) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026 |
| 3. | Re-appointment of Mr. L. Sevugan (DIN: 03580186), as an Independent Director of the Company for a second term of five consecutive years w.e.f. 25th March 2026 |
| 4. | Approval for entering into Related Party Contract with M/s. Colour Yarns Private Limited. |

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Public – Institutional Holders	1313600	0	0.0000	0	0	0.0000	0.0000
1	Promoter and Promoter Group	75424250	68729250	91.1235	68729250	0	100.0000	0.0000
1	Public-Others	23831150	46219	0.1939	46219	0	100.0000	0.0000
	Total	100569000	68775469	68.3864	68775469	0	100.0000	0.0000
2	Public – Institutional Holders	1313600	0	0.0000	0	0	0.0000	0.0000
2	Promoter and Promoter Group	75424250	68729250	91.1235	68729250	0	100.0000	0.0000
2	Public-Others	23831150	46219	0.1939	46219	0	100.0000	0.0000
	Total	100569000	68775469	68.3864	68775469	0	100.0000	0.0000
3	Public – Institutional Holders	1313600	0	0.0000	0	0	0.0000	0.0000
3	Promoter and Promoter Group	75424250	68729250	91.1235	68729250	0	100.0000	0.0000
3	Public-Others	23831150	46219	0.1939	46219	0	100.0000	0.0000
	Total	100569000	68775469	68.3864	68775469	0	100.0000	0.0000
4	Public – Institutional Holders	1313600	0	0.0000	0	0	0.0000	0.0000



4	Promoter and Promoter Group	75424250	68729250	91.1235	68729250	0	100.00 00	0.0000
4	Public-Others	23831150	46219	0.1939	46219	0	100.00 00	0.0000
	Total	100569000	68775469	68.3864	68775469	0	100.00 00	0.0000

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

The electronic data and all other relevant records relating to e-voting is under my safe custody and will be handed over to the company secretary of the Company

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of the Company.

Thanking You,

Yours faithfully



S. RAMALINGAM, M.Com., BL., ACS.,
Company Secretary in Practice
ACS- 61773 CP.NO 23495
Peer Review Code: 6185/2024

Place: Madurai

Date: 19.12.2025

UDIN: A061773G002561809