Dear Sir/s,

**Sub:** Listing agreement - e-voting - Sending Scrutiniser report - for AGM held on 05.08.2020 - reg.
**Ref:** Our SCRIP CODE: 532893

With reference to the above, we enclose herein the Scrutiniser Report in connection with Annual General Meeting held on 05.08.2020. The voting details were already filed. Besides the XBRL reporting on Voting was also filed.

Thanking you,

Yours faithfully,

**Encl:** a.a
REPORT OF THE SCRUTINIZER
(Pursuant to Section 108 of the Companies Act, 2013) and Rule 20 and 21(2)
of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman of
VTM LIMITED,
Sulakarai Virudhunagar Ramnad Distt -626003.

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VTM LIMITED HELD
ON WEDNESDAY, 05TH AUGUST, 2020 AT 11.30 AM AT SULAKARAI
VIRUDHUNAGAR RAMNAD DISTT – 626003.

I, I.B Harikrishna, Proprietor of IBH & Co, Practicing Company Secretaries, was
appointed as Scrutinizer by the Board of Directors of VTM LIMITED, CIN:
L17111TN1946PLC003270 (“the Company”) for the purpose of scrutinizing the
voting by remote e-voting at the Company’s Annual General Meeting(AGM) held
on 05th August 2020 at the venue mentioned above pursuant to Section 108 of
the Companies Act, 2013 (the Act) read with Rule, 20, and Rule21(2) of the
Companies (Management and Administration) Rules, 2014 as amended and the
Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements)
Regulations 2015, in respect of resolutions contained in the Notice dated 12th
June 2020 of the AGM held on 05th August 2020.

The management of the Company is responsible to ensure the compliance with
the requirements of the Act and Rules relating to voting by remote e-voting at the
AGM for the resolutions contained in the Notice of the AGM. My responsibility as
a scrutinizer is restricted to ensure that the voting process through remote e-voting
at the AGM is conducted in a fair and transparent manner and to make a Scrutinizer
Report of the votes cast 'For' or 'Against' the resolutions contained in the Notice.

Report on scrutiny:

1. The Company has entered into an arrangement with Karvy Computer Share
Private 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.

2. The cut-off date for the purposes of identifying the shareholders who will be
entitled to vote on the resolution placed for approval of the shareholders was 30th
July 2020.
3. As prescribed in the Rules remote e-voting facility was kept open for Three days from Sunday, 02\textsuperscript{nd} August 2020 (9:00 AM) till Tuesday, 04\textsuperscript{th} August 2020 (06.00 PM) preceding the date of the AGM.

4. At the end of remote e-voting period on 04\textsuperscript{th} August 2020 at 18:00 HRS IST, voting portal of Karvy Computer Share Private Limited (http://evoting.karvy.com) was blocked forthwith.

5. On Wednesday, 05\textsuperscript{th} August 2020 at 11.51 PM after conclusion of the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Mr. K Sridhar and Ms. P A Saraswathy.

6. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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

**A. DETAILS OF RESOLUTION PASSED AS AN ORDINARY RESOLUTION**

Item No. 1: 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: To appoint a Director in the place of Smt. Uma Kannan who retires by rotation and being eligible offers himself for re-appointment.

Item No. 4: Resolution u/s. 148 of the Companies Act, 2013 for ratification of fees payable to Cost Auditor.

**B. DETAILS OF RESOLUTION PASSED AS AN SPECIAL RESOLUTION**

Item No. 3: To approve the Reappointment of Chairman & Managing Director Mr. T.Kannan.

**C. DETAILS OF VOTING**

<table>
<thead>
<tr>
<th>Resolution No(s)</th>
<th>No of Votes in favour of the resolution &lt;No&gt; &lt;Shares&gt; &lt;%&gt;</th>
<th>No of Votes against the resolution &lt;No&gt; &lt;Shares&gt; &lt;%&gt;</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>14 (2,93,30,808) &lt;100%&gt;</td>
<td>Nil</td>
</tr>
<tr>
<td>2</td>
<td>14 (2,93,30,808) &lt;100%&gt;</td>
<td>Nil</td>
</tr>
<tr>
<td>3</td>
<td>14 (2,93,30,808) &lt;100%&gt;</td>
<td>Nil</td>
</tr>
<tr>
<td>4</td>
<td>14 (2,93,30,808) &lt;100%&gt;</td>
<td>Nil</td>
</tr>
</tbody>
</table>
7. Based on the voting reported in the above table all resolutions are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.

8. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed herewith.

9. The electronic data and all other relevant records relating to e-voting is under my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

For IBH & Co.
Company Secretaries
IB
HARIKRISHNA
NA
CS IB Harikrishna
Practising Company Secretary
CP No. 5302
Mem No. 5829

Date: 06th August, 2020
Place: Chennai
UDIN: F005829B000556929

This document has been Digitally Signed. Hence, does not require any physical signature.