

**NOTICE of the 51st Annual General Meeting**

“NOTICE IS HEREBY GIVEN that the **51st Annual General Meeting (AGM) of members of V.S.T. TILLERS TRACTORS LTD**, will be held at “Krishna Hall”, Woodland Hotels Pvt Ltd, No.5, Raja Rammohan Roy Road, Bengaluru 560025 on Friday, **9th August, 2019 at 3.30 pm** to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Board’s and Auditor’s Report thereon.
2. To declare final dividend of Rs 15/- per equity share for the Financial Year ended March 31, 2019.
3. To Appoint a Director in place of Mr. V.V. Pravindra (DIN:00239888), who retires by rotation and being eligible offers himself for reappointment.
4. To Appoint a Director in place of Mr. V.P. Mahendra (DIN:00033270), who retires by rotation and being eligible offers himself for reappointment.

Special Business:

5. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2020.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Rao, Murthy & Associates, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration of Rs.2,50,000/- (Exclusive of

applicable GST) per annum plus out of pocket expenses.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

6. **Re-appointment of Mr. R. Subramanian as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. R. Subramanian (DIN-00357153) who was appointed as an Independent Director and who holds office up to 13th August, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years from 14th August 2019 to 13th August 2024.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

7. **Re-appointment of Mr. M.K. Bannerjee as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. M.K. Bannerjee (DIN-00219178) who was appointed as an Independent Director and who holds office up to 13th August, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years from 14th August 2019 to 13th August 2024.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

8. Re-appointment of Mr. K.M. Pai as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. K.M. Pai (DIN-01171860) who was appointed as an Independent Director and who holds office up to 13th August, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years from 14th August 2019 to 13th August 2024.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By Order of the Board
for **V.S.T. TILLERS TRACTORS LTD.**

Place: Bengaluru

Chinmaya Khatua

Date: June 04, 2019

Company Secretary

Registered Office:

Plot No-1, Dyavasandra Indl Layout, Whitefield Road, Mahadevapura P.O, Bengaluru - 560 048.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as Proxy on behalf of fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member.

The proxies to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy form for the AGM is enclosed.

2. The Register of Members and Share Transfer Books of the Company will be closed from August 03, 2019 to August 09, 2019 (both days inclusive) in connection with payment of Dividend and Annual General Meeting scheduled to be held on August 09, 2019.

The Board has recommended Final Dividend of Rs 15/- i.e. 150 % per share of Rs.10/- each for the financial year 2018-19 and the same will be paid on or after August 12, 2019 if approved by the shareholders at 51st AGM. The dividend if

declared shall be payable to all those members whose names appear in the register of members or the beneficial owners as per the records of depositories, as at the closing of business hours on August 02, 2019.

4. Members desirous of obtaining any information on the Annual Accounts are requested to write to the Company at an early date to facilitate compilation and dissemination of the same at the AGM.
5. Unpaid/Unclaimed dividend details.

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or reenactment(s) thereof for the time being in force) any dividends unpaid or unclaimed for seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund established by the Central Government. The members are requested to claim their dividends who have not claimed so far. During the year 2018-19 the Company has transferred Rs.5,86,998/- to Investor Education and Protection Fund. The details of the unclaimed dividend are uploaded in IEPF website and as well as website of the Company.

Accordingly, during the financial year 2019-20, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2012 on or after 13th September, 2019. The Company has already sent notice to all such members to claim their unclaimed dividend before due date of transfer to IEPF.

Share Transfer to IEPF:

In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. The Company has transferred 913 Nos of shares to IEPF during the financial year 2018-19 after following the procedure.

The Company has already sent notices to all such members for the shares due for transfer to IEPF during the year 2019-20. In case the Company receives no communication from the members, necessary steps will be initiated by the Company to transfer shares held by the members to the IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.

The shares and dividends transferred to the IEPF can be claimed back by the concerned members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

6. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
8. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.
9. Members holding shares in electronic form are requested to update their E-mail ID with their respective depository participants and Members holding shares in physical form are requested to update their E-mail ID with the Company's registrar and transfer agent (RTA) to enable despatch the communication in electronic form from time to time. The Annual Report 2018-19 along with Notice are being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
10. Members holding shares in electronic form are requested to update their Bank Details with their respective depository participants and Members holding shares in physical form are requested to update their Bank Details with the Company's

registrar and transfer agent (RTA) to receive the dividends by bank transfers.

11. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided three days of notice in writing is given to Company before the meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other related documents, will be available for inspection by the members in physical / electronic form at the registered office of the Company and at the AGM.
13. Members may also note that the Notice of the 51st AGM and the Annual Report 2018-19 will be available on the Company's website, www.vstillers.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investors@vstillers.com.
14. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 5,6,7&8 of the Notice, is annexed hereto.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number(PAN) and Bank Account details. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company's Registrar & Transfer Agent.

15. Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, and clause 44 of the listing Regulation, the Company is pleased to provide members facility to exercise their right to vote in respect of resolutions which are being considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). Mr. Shylendrakumar T.R. ,Practicing Company Secretary (C P No-2453) has been appointed as scrutinizer in this regard.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 02, 2019 only shall be entitled to avail the facility of remote e-voting / voting at AGM and a person who is not a Member as on the cut off date should treat this Notice for information purposes only.

Procedure / Instructions for **shareholders voting electronically** are as under:

- (i) The remote e-voting facility will be available during the following period:

Start of remote e-voting: From 9.00 a.m. (IST) on Tuesday, August 06, 2019.

End of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, August 08, 2019.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form

will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of VST TILLERS TRACTORS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.

Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available

at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xxi) Any person, who acquires shares of the Company and become a member after despatch of the notice and holding shares as on the cut-off date i.e., August 02, 2019 may follow the same procedure as mentioned above for e-Voting.
17. The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website, i.e. www.vststillers.com and on the website of CDSL within 48 hours of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
 18. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
 19. In case of joint shareholders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
 20. The facility for voting through polling paper will also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their rights at the AGM.
 21. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

ANNEXURE TO THE NOTICE

Statement pursuant to section 102 of Companies Act, 2013.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Rao, Murthy & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be determined by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested (financially or otherwise) in the resolution as set out at Item No. 5 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the Members.

Item No. 6, 7 & 8

At the 46th AGM of the Company held on 14th August 2014, Mr. R.Subramanian, Mr. M.K. Bannerjee were, inter alia, appointed as Independent Directors on the Board of the Company for a term of 5 (five) consecutive years up to 13th August, 2019 pursuant to the provisions of Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement.

Mr. K.M. Pai was appointed for the casual vacancy caused due to resignation of Mr. V.Ramachandran, Independent Director pursuant to the provisions of Sections 149, 152, 161 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. The present term of Mr. K.M. Pai is expiring on 13th August 2019.

The Board of directors on recommendation of Nomination & Remuneration Committee and based

on performance evaluation, considering the need for providing advice, guidance and mentorship to the company's executive management, is of opinion that Mr. R.Subramanian, Mr. M.K. Bannerjee and Mr. K.M. Pai possess relevant expertise and vast experience. Their association as Non-Executive Independent Directors will be beneficial and in the best interest of the company. The board proposed their candidatures for re-appointment of Independent Directors.

Mr.R.Subramanian is aged about 76 years and Mr. M.K. Bannerjee will be 75 years of age during his 2nd term. Regulation 17(1A) of SEBI (LODR) Regulations will be complied while re-appointing them by passing the special resolutions.

The company is in the receipt of required disclosure and declarations from the directors. Company has received notice in writing from member under Section 160 of the Companies Act, proposing Mr. R.Subramanian, Mr. M.K. Bannerjee and Mr. K.M. Pai as candidate for the office of Directors of the Company. In the opinion of the Board, Mr. R.Subramanian, Mr. M.K. Bannerjee and Mr. K.M. Pai fulfill the criteria of Independence.

Copy of the draft letter of appointment of Mr. R.Subramanian, Mr. M.K. Bannerjee and Mr. K.M. Pai as Independent Directors setting out the terms and conditions is available for inspection of the Members in physical or in electronic form at the Registered Office of the Company.

Except Mr. R.Subramanian, Mr. M.K. Bannerjee and Mr. K.M. Pai, None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested financially or otherwise in the resolution as set out at Item No. 6, 7 & 8 of the AGM Notice respectively.

The Board of Directors recommend the Special Resolutions set out at Item No. 6, 7 & 8 of the Notice for the approval of the Members.

The brief resume of said directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

Annexure A

Brief Resume of Directors seeking appointment / re-appointment at the ensuing AGM.

Name	Mr. R. Subramanian	Mr. M.K. Bannerjee	Mr. K.M. Pai
Age	76 years	73 years	67 years
Date of Appointment	12/10/1990	12/06/1990	05/08/2015
Relationship with Other Directors / KMP	No	No	No
Qualification	Member of Institute of Chartered Accountants of India, Institute of Cost Accountants of India, Institute of Company Secretaries of India and ACIS (London), MAC	MBA degree from Indian Institute of Management, Calcutta	MSc from IIT Bombay, PGDM from IIM Bangalore, member of Institute of Cost Accountants of India and Institute of Company Secretaries of India
Expertise	Having vast experience in the areas of Finance, Taxation, Corporate Laws and Accounts	Former Tata Motors Executive and a Faculty member of the Indian Institute of Management, Bangalore. He is also having expertise in systems design and architecture with business interests in information technology.	Has vast experience in the areas of Operations, Marketing, Finance, Taxation and Corporate Laws. He retired as Executive Director & CFO of M/s. Oriental Bell Ltd
Directorship in Other Companies	Lotus Eye Hospital & Institute Ltd.	1) Oakdene (India) Software Services Pvt. Ltd. 2) I – Data Professional Services Pvt. Ltd 3) Babel Systems (India) Pvt Ltd Butterfly Innovations Pvt Ltd 4) Butterfly Innovations Pvt Ltd 5) Joshika Technologies Pvt Ltd	Orient Bell Limited
Shareholding in the Company (in Nos)	Nil	Nil	Nil

NOTICE



Chairman of Committees	Audit Committee Lotus Eye Hospital & Institute Ltd and V.S.T. Tillers Tractors Ltd.	Nomination & Remuneration Committee, Risk Management Committee - V.S.T.Tillers Tractors Ltd	Stakeholders Relationship Committee - V.S.T. Tillers Tractors Ltd.
Member of Committees	-	Audit Committee, Stakeholders Relationship Committee, CSR Committee - V.S.T.Tillers Tractors Ltd	Audit Committee, Nomination & Remuneration Committee- V.S.T. Tillers Tractors Ltd and Orient Bell Limited. Risk Management Committee - V.S.T. Tillers Tractors Ltd
No of Board Meeting attended	5	5	5
Sitting fees paid during the year 2018-19.	Rs. 5,80,000	Rs. 8,50,000	Rs. 14,10,000

By Order of the Board
for **V.S.T. TILLERS TRACTORS LTD.**

Chinmaya Khatua
Company Secretary

Registered Office:
Plot No-1, Dyavasandra Indl Layout,
Whitefield Road, Mahadevapura P.O,
Bengaluru - 560 048.

Place: Bengaluru
Date: June 04, 2019

Annexure A1

Brief Resume of Directors seeking appointment / re-appointment at the ensuing AGM (Retire by Rotation)

Name	Mr. V.P. Mahendra	Mr. V.V. Pravindra
Age	77 Years	54 Years
Date of Appointment	20/02/1984	28/07/2008
Relationship with Other Directors / KMP	Mr. V.K. Surendra Mr. V.V. Pravindra Mr. V.T. Ravindra Mr. V.S. Arun	Mr. V.K. Surendra Mr. V.P. Mahendra Mr. V.T. Ravindra Mr. V.S. Arun
Qualification	BE (Electrical)	Graduate
Expertise	Vast experience in Management and Business Administration.	Vast experience in Business administration & operations and corporate policies.
Directorship in Other Companies	Gove Finance Ltd, Lakshmi Ring Travellers (Coimbatore) Pvt Ltd, Kirloskar Electric Company Ltd, Hotel Pearls Private Limited, Crest Constructions Pvt Ltd, Pearls Estates Pvt Ltd V.S.T.Auto Ancillaries Pvt Ltd V.S.T. Motors Pvt Ltd V.S.T. & Sons Pvt Ltd V. S .T.Auto Parts Pvt Ltd Bangalore Motors Pvt Ltd Mitsubishi Heavy Industries- VST Diesel Engines Pvt Ltd VST Holdings Pvt Ltd	V.T.Velu Investment Pvt Ltd, Vijayendra Brothers Agency Pvt Ltd, V.S.T. Auto Ancillaries Pvt Ltd, Crest Construction Pvt Ltd, Bangalore Motors Pvt Ltd, VST Motors Pvt Ltd, VST Holdings Pvt Ltd Chennai auto Agency Pvt Ltd
Shareholding in the Company (in Nos) as Promotor	630530	224146
Chairman of Committees	Nil	Nil

NOTICE



Member of Committees	Audit Committee, CSR Committee, Stakeholder's Relationship Committee - Kirloskar Electric Company Ltd CSR Committee and Risk Management Committee - V.S.T Tillers Tractors Ltd. Nomination & Remuneration Committee- Lakshmi Ring Travellers (Coimbatore) Pvt Ltd.	CSR Committee - V.S.T Tillers Tractors Ltd.
No of Board Meeting attended	5	3
Sitting fees paid during the year 2018-19.	1,04,33,291	1,80,000

Place: Bengaluru
Date: June 04, 2019

By Order of the Board
for **V.S.T. TILLERS TRACTORS LTD.**

Chinmaya Khatua
Company Secretary

Registered Office:
Plot No-1, Dyavasandra Indl Layout,
Whitefield Road, Mahadevapura P.O,
Bengaluru - 560 048.

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ROUTE MAP



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V.S.T. TILLERS TRACTORS LTD.

(CIN: L34101KA1967PLC001706)

Regd. Office: Plot No-1, Dyavasandra Indl Layout,
Whitefield Road, Mahadevapura P.O, Bengaluru - 560 048.

Tel +91 80 67141111

website : www.vsttillers.com

e-mail : vstgen@vsttillers.com

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/DP ID-Client ID :

I/We, being the member (s) of.....shares of the above named company, hereby appoint

(1) Name :

Address :
.....

E-mail Id :Signature : or failing him;

(2) Name :

Address :
.....

E-mail Id :Signature : or failing him;

(3) Name :

Address :
.....

E-mail Id :Signature :

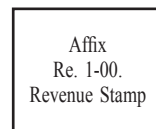


as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company, to be held on the 9th day of August, 2019 at 3.30 pm. at “Krishna Hall, Woodland Hotel Pvt Ltd, No.5, Raja Rammohan Roy Road, Bengaluru – 560025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	Optional*	
		For	Against
	ORDINARY BUSINESS		
1	Adoption of Financial Statements for the year ended 31st March, 2019.		
2	To declare dividend for the year 2018-19		
3	Appointment of Mr. V.V. Pravindra a Director who retires by rotation and eligible for re-appointment.		
4	Appointment of Mr. V.P. Mahendra a Director who retires by rotation and eligible for re-appointment.		
	SPECIAL BUSINESS		
5	To Approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2020		
6	To Approve Re-appointment of Mr. R. Subramanian as an Independent Director of the Company		
7	To Approve Re-appointment of Mr. M.K. Bannerjee as an Independent Director of the Company		
8	To Approve Re-appointment of Mr. K.M. Pai as an Independent Director of the Company		

Signed this..... day of2019

Signature of shareholder



Signature of Proxy holder(s)

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 51st Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.
4. * It is optional to put a “X” in the appropriate column against the Resolutions indicated in the box. If you leave the “for” or “against” column blank against any or all Resolutions, your proxy will entitle to vote in the manner as he / she thinks appropriate.
5. A person can act as Proxy on behalf of fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member.



V.S.T. TILLERS TRACTORS LIMITED

CIN: L34101KA1967PLC001706

Registered Office: Plot No-1, Dyavasandra Indl Area, Whitefield Road,
Mahadevapura P.O, Bengaluru – 560 048

Telephone:+91 80 67141111

Email: vstgen@vsttillers.com, Web: www.vsttillers.com

ATTENDANCE SLIP

51ST ANNUAL GENERAL MEETING

Date: 09th August 2019 Time: 3:30 P.M

Place: "Krishna Hall", Woodlands Hotel Pvt Ltd, No.5, Rajaram Mohan Roy Road, Bengaluru 560 025

Please fill attendance slip and hand it over at the entrance of the meeting hall

Name of the attending Member (in block letters):

Members' Folio Number:

Client I.D. No. :

D.P.I.D No:

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members)

.....

No. of Shares held:

I hereby record my presence at the 51st Annual General Meeting of the Company held on Friday the 09th August, 2019, at 3:30 pm at "Krishna Hall", Woodlands Hotel Pvt Ltd, No.5, Rajaram Mohan Roy Road, Bengaluru 560 025.

Signature of Member / Proxy

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	PAN No./SEQ. No.	USER ID	PASSWORD
			Please refer AGM Notice

Remote E-voting facility is available during the following voting period

Commencement of remote e-voting	End of remote e-voting
Tuesday, 6th August 2019 (from 9.00 am IST)	Thursday, 8th August 2019 (up to 5.00 pm IST)