

NOTICE of the 53rd Annual General Meeting

Notice is hereby given that the 53rd Annual General Meeting (the "AGM") of the Members of V.S.T. Tillers Tractors Limited (the "Company") will be held on Friday, August 27, 2021, at 11 am (IST) through Video Conferencing ("VC") or Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 20/- per equity share for the Financial Year ended March 31, 2021.
3. To consider appointment of a Director in place of Mr. V.V. Pravindra (DIN:00239888), who retires by rotation and being eligible, offers himself for reappointment.
4. To consider appointment of a Director in place of Mr. V.P. Mahendra (DIN:00033270), who retires by rotation and being eligible offers, himself for reappointment.
5. To consider re-appointment of the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013, if any and Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Audit Committee and the Board of Directors of the Company M/s K S Rao & Co, Chartered Accountants, Bengaluru (Firm Regd. No- 003109S), be and are hereby reappointed as Statutory Auditors of the Company for the second term of 5 (Five) years to hold office from the conclusion of this 53rd Annual General Meeting until the conclusion of 58th Annual General Meeting to be held in the year 2026 and at a remuneration of ₹20,50,000/- (Rupees Twenty Lakhs Fifty Thousand Only) excluding applicable GST and other out of pocket expenses incurred in connection with the audit for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to

fix the statutory audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their reappointment and do all such acts to give effect to the above resolution."

SPECIAL BUSINESS

6. To ratify the remuneration of the Cost Auditors payable for the financial year ending March 31, 2022.

To consider and if thought fit, to pass 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 (Firm Regd. 00065) 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, 2022, on a remuneration of ₹2.5 lakhs (Exclusive of applicable GST) per annum plus out of pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT that the Board of Directors of the Company be and they are hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

7. Appointment of Dr. Nandakumar Jairam as an independent director

To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT Dr. Nandakumar Jairam (DIN: 00321693), who was appointed as an additional and independent director by the Board, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and on the recommendations of the nomination and remuneration committee, be and is hereby appointed as a director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Dr. Nandakumar Jairam (DIN: 00321693) who has submitted the declaration to the Company that

he meets the criteria of independence provided under the Act and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be appointed as an Independent Director, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years commencing from June 21, 2021 to June 20, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT that the Board of Directors be and are hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

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

Chinmaya Khatua

Place: Bengaluru
Date: August 04, 2021

Company Secretary
Membership No. ACS-21759

NOTES:

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the above Circulars, the AGM of the Company is being held through VC.

Central Depository Services (India) Limited will provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 24 below.

2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

3. The Company encourages the Members of the Company under the category of Institutional Members to attend and participate in this AGM through VC/OAVM.

4. Since this AGM is being held through VC/OAVM pursuant to MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with and accordingly, the facility for appointment of proxies by the Members is not available for this AGM. Hence Proxy Form, Attendance Slip and route map are not attached hereto.

5. The Board of Directors have decided to include the Item Nos. 6 & 7 of this Notice as it is unavoidable in nature.

6. In accordance with the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, the proceedings of this Annual General Meeting will be deemed to be conducted at the Registered Office of the Company situated at Plot No-1, Dyavasandra Industrial Layout, Whitefield Road, Mahadevapura Post, Bengaluru - 560 048.

7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice calling AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and Annual Report have also been uploaded on the website of the Company at www.vsttractors.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

8. The Register of Members and Share Transfer Books of the Company will be closed from August 21, 2021 to August 27, 2021 (both days inclusive) in connection with Annual General Meeting scheduled to be held on August 27, 2021 and payment of Dividend.

9. The Board has recommended Final Dividend of ₹20/- i.e. 200% per share of ₹10/- each for the financial year 2020-21 and the same will be paid on or after August 31, 2021 if approved by the Members at 53rd 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 20, 2021.

10. 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 re-enactment(s) thereof or 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 2020-21 the Company has transferred unpaid dividend of ₹ 7,14,501/- 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 2021-22, the Company would be transferring unclaimed final dividend amount for the financial year ended March 31, 2014, on or after 15th September 2021. 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 5179 Nos of shares to IEPF during the financial year 2020-21 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 2021-22. 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.

11. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of August 20, 2021.
12. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.
13. Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members 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.
14. 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 dispatch the communication in electronic form from time to time.
15. 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.
16. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.
17. 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 electronically. Members seeking to inspect such documents during the AGM can send their request at the mail vstagm@vstractors.com.
18. 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 of the Notice, is annexed hereto.
19. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Transfer Agent.
20. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrars & Transfer Agents for assistance in this regard.
21. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is also annexed.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members electronically by writing an e-mail to vstagsm@vsttractors.com.
23. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode).

A Resident individual Member with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.

Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents.

The Company with M/s. Integrated Registry Management Services Private Limited, Company's Registrar and Transfer Agent has enabled a shareholder web portal for submission of tax exemption forms/ requested documents. Shareholders can submit their tax exemption forms and supporting documents directly on portal for purposes of tax deduction at source by Clicking the below link and selecting 'VST Tillers Tractors Limited' in the company drop down: <https://www.integratedindia.in/ExemptionFormSubmission.aspx> We request shareholders to upload the relevant documents at aforementioned link on or before 20.08.2021. No communication on the tax determination/deduction received post 20.08.2021 shall be considered for payment of dividend.

24. 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 Regulation 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 for remote e-voting and e-voting at the AGM.

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 20, 2021 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 **Members voting electronically and attending the AGM through VC/OAVM** 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 24, 2021.

Ends on remote e-voting: Up to 5.00 p.m. (IST) on Thursday, August 26, 2021.

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. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its members, in respect of all Members' resolutions.

In order to increase the efficiency of the voting process, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual Members holding securities in Demat mode** is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KFINTECH/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Members (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meetings for **Members other than individual Members & Members holding shares in physical form.**

(ii) The Members should log on to the e-voting website www.evotingindia.com

(i) Click on "Shareholders" module.

(ii) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(iii) Next enter the Image Verification as displayed and Click on Login.

(iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

Financial Year	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for Members holding shares in demat as well as physical mode) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field. For sequence number, please write to RTA at irg@integratedindia.in .
Dividend Bank Details OR Date of Birth (DOB)	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. • 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 (ii).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of VST TILLERS TRACTORS LTD on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.

Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Note for Non – Individual Members and Custodians

- Non-Individual Members (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.
- (iii) Alternatively Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vstagm@vsttractors.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (iv) 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542 /43).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (v) Any person, who acquires shares of the Company and become a member after dispatch of the notice and holding shares as on the cut-off date i.e., August 20, 2021 may follow the same procedure as mentioned above for e-Voting.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Members holding shares in physical form, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company on vstagn@vsttractors.com /RTA on irg@integratedindia.in
2. For Members holding shares in demat form -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company on vstagn@vsttractors.com / RTA on irg@integratedindia.in

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Facility of joining the AGM through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members may note that the VC / OAVM Facility, provided by CDSL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large Members (i.e.

Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship & Grievance Committee, Auditors, etc. can attend the 53rd AGM without any restriction on account of first-come-first-served principle.

4. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at vstagn@vsttractors.com from August 20, 2021 (09:00 am IST) to August 24, 2021 (05:00 pm IST). The Members who do not wish to speak during the AGM but have queries may send their queries in advance i.e. up-to August 24, 2021 mentioning their name, demat account number/folio number, email id, mobile number at vstagn@vsttractors.com Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. These queries will be replied by the Company suitably depending on the availability of time at the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending up on the availability of time at the AGM.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
25. The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website, i.e. www.vsttractors.com and on the website of CDSL within two working days 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.
26. Corporate/ Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at vstagm@vsttractors.com, authorizing its representative(s) to attend and vote through VC/OAVM on their behalf at the Meeting, pursuant to section 113 of the Act.

ANNEXURE TO THE NOTICE

Explanatory Statement in terms of Section 102 of the Companies Act, 2013

Item No. 5 (as per SEBI Requirement)

M/s. K.S. Rao & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company for the first term of Five years at the 48th Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the year 2021. M/s. K S Rao & Co, Chartered Accounts have given their consent and eligibility to continue as Statutory Auditors of the Company from the conclusion of ensuing 53rd Annual General Meeting till the conclusion of the 58th Annual General Meeting to be held in the year 2026 as per the Companies Act 2013.

The Audit Committee and the Board of Directors of the Company have considered the following credentials of M/s. K S Rao & Co., Chartered Accountants while considering their re-appointment:

- Client base of the firm and availability of well trained and experienced professionals in the industry.
- Availability of expertise in accounting procedures/processes, Audit, Direct/Indirect Taxation and Corporate Laws.
- Professional integrity and independence.

The Board of Directors has proposed to pay a fee of ₹20,50,000/- (Rupees Twenty Lakhs Fifty Thousand only) per annum, exclusive of GST and other out of pocket expenses incurred in connection with the audit, to the Statutory Auditors for the Financial Year 2021-22. The terms of appointment of the Statutory Auditors will be as specified by the Audit Committee & the Board of Directors of the Company.

The Audit Committee and Board have recommended M/s. K.S. Rao & Co, Chartered Accountants as Statutory Auditors of the Company. The reappointment of Statutory Auditors is included as Item No-5 of the notice of the 53rd Annual General Meeting for Members' approval. The Board recommends the Resolution at item No. 5 for approval of the Members as ordinary resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

The Board, on the recommendation of the Audit

Committee, has approved the appointment of M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No.000065) to conduct the audit of the cost records of the Company for the financial year ending March 31,2022.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration of ₹2.5 lakhs (Two Lakhs Fifty Thousand only)(Exclusive of applicable GST) per annum plus out of pocket expenses payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

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 asset out at Item No.6 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Item no. 7

The Board, based on the recommendation of the nomination and remuneration committee, appointed Dr. Nandakumar Jairam as an additional and independent director of the Company with effect from June 21, 2021, pursuant to Section 161 of the Companies Act, 2013 and he will hold the office as Additional Director of upto 53rd AGM i.e. August 27, 2021. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act (iv) registration certificate for registration in Directors' data base. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Dr. Nandakumar Jairam as director of the Company.

In the opinion of the Board, Dr. Nandakumar Jairam's vast

experience in the realm of corporate administration will benefit the Company. Further, he possesses integrity, expertise and experience (including the proficiency) which will bring immense value to the Board and to the Company the details of skill and capabilities mentioned in the Board Report.

He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Dr. Nandakumar Jairam as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeking the approval of members for the appointment of Dr. Nandakumar Jairam as an independent director of the Company for five years from June 21, 2021

up to June 20, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Dr. Nandakumar Jairam will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board/Committee meetings.

No director, key managerial personnel, or their relatives except Dr. Nandakumar Jairam, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 7.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

Annexure A

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

Name	Mr. V. P. Mahendra	Mr. V. V. Pravindra	Dr. Nandakumar jairam
Designation	Vice Chairman	Director	Director
Date of Birth	16/07/1942	11/05/1966	26/09/1952
Age	79 Years	56 Years	69 years
DIN	00033270	00239888	00321693
Date of first appointment in Board	20-02-1984	28/07/2008	21/06/2021
Relationship with Other Directors/ Managers / KMP	Mr. V.K. Surendra Mr. V.T. Ravindra Mr. V.V. Pravindra Mr. V.S. Arun	Mr. V.K. Surendra Mr. V.P. Mahendra Mr. V.T. Ravindra Mr. V.S. Arun	NA
Qualification	B.E Electrical	Commerce Graduate	MBBS.MS.,FICS.,FRCS.
Expertise	Having three decades Vast Experience in Management & Business Administration	Having two decades experience in the company in various capacities encompassing business development finance and operations. Presently managing Automobile business in VST Group.	Dr. Nandakumar Jairam, a qualified surgeon, has ample experience in Corporate Administration, and board functioning. He was the CEO, Chairman and Group Medical Director of Columbia Asia Hospitals - India. He was the Chairman of the NABH under the auspices of QCI (Quality Council of India), and Past Chairman of the health services committee of FICCI. He was a member of the health insurance forum of IRDA and FICCI.
Directorship in Other Companies	<ul style="list-style-type: none"> • Gove Finance Limited • Lakshmi Ring Travellers (Coimbatore) Pvt Limited • Kirloskar Electric Company Ltd • Hotel Pearls Private Limited • Crest Constructions Private Limited • Pearls Estates Private Limited • V.S.T. Auto Ancillaries Private Limited • V.S.T. Motors Private Limited • V.S.T. & Sons Private Limited • V.S.T. Auto Parts Private Limited • Bangalore Motors Private Limited • Mitsubishi Heavy Industries-VST Diesel Engines Private Limited • VST Holdings Private Limited 	<ul style="list-style-type: none"> • V.T.Velu Investment Pvt Ltd • Vijayendra Brothers Agency Pvt Ltd • V.S.T. Auto Ancilleries Pvt Ltd • Crest Construction Pvt Ltd • Bangalore Motors Pvt Ltd • VST Motors Pvt Ltd • VST Holdings Pvt Ltd • Chennai auto Agency Pvt Ltd 	<ul style="list-style-type: none"> • Columbia Pacific Communities Pvt Ltd.

Name	Mr. V. P. Mahendra	Mr. V. V. Pravindra	Dr. Nandakumar jairam
Shareholding in the Company	627020 Nos	224146 Nos	50 Nos
Chairmanship of Committees of other Board	Nil	Nil	Nil
Membership of Committees of other Board	• Audit, CSR and Stakeholder's Committee of Kirloskar Electric Company Limited.		Nil
No of Board Meeting attended	5	4	NA
Salary/Sitting fees paid during the year 2020-21.	Salary of ₹98,88,946 paid to Mr. V. P. Mahindra as Vice Chairman & Managing Director upto February 19, 2021. Same was approved by the Members. w.e.f 20/02/2021 As Vice Chairman and non-executive director sitting fees paid is ₹1,00,000/-	1,50,000 (sitting fees)	Appointed as additional Independent Director on June 21 2021.

Note : For committee details please refer annual report.

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

Chinmaya Khatua
Company Secretary
Membership No. ACS-21759

Place: Bengaluru
Date: August 04, 2021

