



TRANSCRIPT OF THE 54th AGM OF THE COMPANY HELD THROUGH VC ON AUGUST 19, 2022.

The AGM started at 11: 00 am.

Mr. Chinmaya Khatua, Company Secretary welcomed the shareholders and informed that Mr. V.K. Surendra Chairman of the Company had occupied the Chair.

The Company Secretary informed that, considering the COVID -19 pandemic situation, the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India ('SEBI') have permitted to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other AudioVisual Means ("OAVM"), without the presence of the Members at a common venue. So, this AGM is being conducted through video conference.

He also mentioned about following points regarding the participation at this Meeting:

- 1) The facility of joining the AGM through video conference is being made available for Members on first come-first serve basis.
- 2) All Members who have joined this meeting are by default placed on mute mode by the host to avoid any disturbance arising from background noise and for ensuring smooth and seamless conduct of the meeting.
- 3) Once the Question & Answers session starts, the Chairman will announce the names of the shareholders one-by-one, who have registered as the speaker shareholder.
- 4) Thereafter, the audio of the speaker shareholder will be 'unmuted' by the host. To start speaking, the shareholder is requested to click the video 'on' button only once and wait till the video is on. If the shareholder is not able to join through video for any reason, the shareholder can speak through the audio mode also.
- 5) While speaking, the speaker to (a) use the earphones so that the voice will be clearly audible, (b) minimize any noise in the background, (c) ensure that Wi-Fi is not connected to any other device(s), (d) no other background applications are running
- 6) If there is a connectivity problem at the speaker shareholder's end, the next speaker will be asked to join. Once the connectivity improves, the speaker shareholder may be called again to speak, once the other shareholders who have registered, complete their turn.

- 7) Request the shareholders to limit their speech to 3 minutes.
- 8) During the AGM, if a member faces any technical issues, he may contact the helpline number mentioned in the notice of AGM.
- 9) The Company had provided its members the facility to cast their vote through the remote electronic voting system administered by Central Depository Services (India) Limited (CDSL).
- 10) Facility for voting at the Meeting is also provided for Members present and who had not voted yet through remote e-voting facility. Members may please go to the voting page of CDSL e-voting website and cast their vote while at the same time watching the proceedings of the Meeting.
- 11) The Company had appointed Mr. Pradeep B. Kulkarni (CP No. 7835)., Practicing Company Secretary as the Scrutinizer to scrutinize the votes cast at the Meeting and through remote e-voting, in a fair and transparent manner.
- 12) Since the AGM is being held through video conference and the resolutions mentioned in the notice convening this AGM had been already put to vote through remote e-voting, there will be no proposing and seconding of resolutions.

Then he requested Chairman to conduct Proceeding of the AGM.

The Chairman welcomed Shareholders to the 54th Annual General Meeting and confirmed the presence of requisite quorum.

Chairman requested the Directors and officers to introduce themselves. And following persons introduced themselves.

1. Ms. Siva Kameswari Vissa,

(Independent Director and member of the Audit Committee attended through VC from Chennai)

2. Dr. Nandakumar Jairam

(Independent Director of the company attended through VC from Bengaluru)

3. Mr. M.K. Bannerjee

(Independent Director of the company. Chairman of the Nomination & Remuneration committee and Risk Management Committees, member of Audit committee, CSR committee and Stakeholders Relationship Committees. Attended in person)

4. Mr. V.P. Mahendra

(Vice Chairman of the company. member of the CSR committee and Risk Management committee. attended through VC from Bengaluru).

5. Mr. V.V. Pravindra,

(Director of the company, member of the CSR Committee. Participated through VC from Bangalore)

7. Mr. V. S. Arun

(Director of the company and member of the Risk Management Committee. Participated through VC from Bengaluru)

8. Mr. V.T. Ravindra

(Managing Director of the company participated in person)

9. Mr. Antony Cherukara

(Chief Executive Officer of the Company participated in person)

10. Mr. Pankaj Khemka

(Chief Financial Officer of the Company participated in person)

Chairman informed that Mr. K.M. Pai, Director of the Company and member of Audit Committee and Nomination & Remuneration Committee and Chairman of Stakeholder Relationship Committee and Mr. R. Subramanian, Chairman of Audit Committee did not attend due to some unavoidable circumstances. He also mentioned that members of the committees are available to answer the queries of shareholders, if any.

Representatives of M/s. K.S Rao & Co, Statutory Auditors, M/s. Thirupal Gorige & Associates LLP, Secretarial Auditors and Mr. Pradeep B. Kulkarni, Practicing Company Secretary, who was the Scrutinizer for AGM, were also participated through Video Conferencing.

The Chairman thanked all the Members for joining this meeting. He informed that due to the coronavirus concerns, lockdown and social distancing norms, the 54th Annual General Meeting of the Company is being held through video conference. This is in compliance with the directions of the Ministry of Corporate Affairs. A live streaming of this meeting was also being webcast on the link www.evotingindia.com. The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM.

The Company had received requisite authorization from six Body Corporates, appointing and authorizing representative under Section 113 of the Companies Act, 2013 representing 8.85% of the paid-up equity capital.

Since there was no requirement of physical attendance of Members, the requirement of appointing proxies was not applicable.

The Registers and documents as required under the Companies Act, 2013 were open for inspection online on request of the Member.

The Notice convening the 54th Annual General Meeting had been circulated to members was taken as read with the permission of Members.

Chairman's Speech:

The Chairman started with his speech:

Dear Shareholders,

It is a pleasure for me to address you at this 54th Annual General Meeting of the Company. As you are aware, the Covid-19 pandemic is continuing to impact the socio-economic sphere. In this situation, your health and safety are of concern to us hence we are conducting this AGM through Video Conferencing.

The global economy recorded a growth after recovering from the impacts of the pandemic. While the recovery was smooth in the first half of 2021, it lost momentum during the second half of the year, on account of supply chain disruptions and rising commodity prices.

India is well on track to achieve its goal of becoming a \$5-trillion economy. In the short term few global concerns are presenting headwinds, however, these are expected to subside and the country should be back to a healthy economic growth. With the prediction of a good monsoon in FY23, there may be an increase in demand for small machines to the tune of 10% - 15 % and Crop-specific machines demand will be also on the rise.

The operating revenue for Q1 was Rs.235.98 Crores, which is a growth of 21.89% over the Q1 of the previous year. The Q1 PAT was Rs.10.05 Crores against previous year of Rs.24.01 Crores, the PAT was impacted by Rs 14.05 Crore due to mark to market of Investments. The Company has sold 12,908 Nos of Power tillers and 2,189 Nos of Tractors for the period ended July 2022 compared to 10,312 Nos of power tillers and 2,862 Nos of Tractors for the corresponding period of last year. The Company has gained market share in tillers for Q1 of the Current year. we have also achieved remarkable growth in overseas market.

We have enhanced the geographical spread of our Tractor & Tiller sales. We have 577 power tiller dealers and 357 tractor dealers spread all over India. We are supplying spare parts, Lube and electric pump (in UP & Bihar) through our distribution channel. Our total channel strength comprises of 40 distributors, more than 800 dealers and around 3000 retailers. Apart from focus on domestic business, we have also scaled up our international business and we are also exporting our products to 41 countries. During this financial year our aim is to further increase our coverage in both Tiller and Tractor segment in domestic and international markets.

VST today is one of the established brands for compact tractor, power tiller, weeder and reaper, along with precision components. It is also worth noting that VST is the only company in India offering Farm mechanization solutions from 3Hp to 50 Hp.

We aspire to achieve our growth target on the strength of our product pipeline, our distribution reach and our enthusiasm to explore newer business segments. We are also adopting the 5A strategy - awareness, availability, accessibility, affordability and ability to gain dominant market share in the small farm mechanization segment.

In line with our Vision & mission and to keep pace with technological evolution, we have invested in Zimeno Inc, USA which is in the development of electric, driver optional tractor. We have tied-up with Zetor, Czech Republic, to increase our higher HP tractor portfolio and to access new markets. To empower the small & marginal farmers, we have tied up with Pubert, France for power weeder and brush cutter.

Our relentless efforts to enable growth wouldn't have been possible without the hard work, dedication and sincerity of our team and I would take this opportunity to appreciate our people. I am also grateful to all our shareholders, suppliers, dealers and other stakeholders for their continued support and faith in VST. The company is now prepared to take the next step forward, to transform its vision into reality. I also thank all my colleagues on the Board for their invaluable support in steering the Company forward.

The Chairman completed his speech.

The Auditors Report and Secretarial Auditors Report did not contain any qualification, observation, or adverse remarks so same were taken as read.

Thereafter Chairman called names of the following speaker shareholders and their audio and video were unmuted.

- 1) K Sadananda Sastry (Not attended)
- 2) Saket Kapoor
- 3) Prakash V (Not attended)
- 4) Gayathri B

The aforesaid shareholders asked the questions about performance of the company. All the questions were answered/clarified by CEO of the Company.

The Chairman thanked the shareholders for attending the Meeting and for their continued support. He thanked the Directors and officers for joining the Meeting.

He informed that the results would be announced within 2 working days of the conclusion of the meeting and the same would be intimated to the Stock Exchanges and uploaded on the website of the Company and CDSL.

The Chairman authorized Mr. Chinmaya Khatua, Company Secretary to conduct the e-voting procedure. The e-voting facility was remained open for the next 15 minutes to enable Members to cast their vote and thereafter the Meeting was concluded.

The meeting concluded at 11:55 am after conclusion of e-voting.