



V.S.T. TILLERS TRACTORS LIMITED



Registered office: Plot No.1, Dyavasandra Industrial Layout, Whitefield Road,
Mahadevapura Post, Bengaluru - 560048, Karnataka. Phone: 080-67141111 ;
Email: investors@vstillers.com ; Website: <http://www.vstillers.com>
CIN: L34101KA1967PLC001706

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013 read with
rule 22 of the Companies (Management & Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of V.S.T Tillers Tractors Limited ("the Company") by means of postal ballot including electronic voting ("e-voting"), pursuant to section 110 of Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with rule 22 of Companies (Management & Administration) Rules, 2014 ("the rules") (including any statutory modifications or re-enactment(s) thereof for the time being in force).

The statement pursuant to section 102(1) of the Act setting out all the material facts relating to resolutions proposed in this postal ballot is attached.

The Company has appointed Shri.Thirupal Gorige, a Practicing Company Secretary, Partner, M/s. Thirupal Gorige & Associates LLP, Bengaluru, as Scrutinizer for conducting the postal ballot including e- voting in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.

Members have the option to vote either by means of physical postal ballot or through e-voting. Members desiring to exercise voting through physical postal ballot are requested to please read the instructions printed in this postal ballot notice and postal ballot form and return the postal ballot form duly completed in all respects in the enclosed self-addressed postage pre-paid business reply envelope so as to reach the scrutinizer not later than close of working hours, that is 5.00 p.m. on Saturday, 23rd March, 2019. Postal ballot forms received after 5.00 p.m. on Saturday, 23rd March, 2019 shall be treated as 'invalid'. Pursuant to sec 108 of the Act read with rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on resolutions proposed in this postal ballot notice. Members desirous to opt for e-voting facility are requested to read carefully the related notes and instructions given under.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny, and the results of voting by means of postal ballot (including voting through e-voting) will be announced by Monday, 25th March, 2019 at the registered office of the Company and also by placing the same on Company's website: "<https://www.vstillers.com>" and on the website of CDSL e-voting "<https://www.evotingindia.com>". The results will be simultaneously communicated to the stock exchanges.

RESOLUTIONS:

Item no: 1

Continuation of directorship of Mr. Vellore Krishnamoorthy Surendra (DIN: 00459069), Non-Executive Director who has attained the age above 75 years:

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations"), other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the company be and is hereby accorded to continue the directorship of Mr. Vellore Krishnamoorthy Surendra. (DIN:00459069), as the Non-Executive Director of the company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., 1st April, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things as are necessary to give effect to this resolution."

Item no: 2

Continuation of directorship of Mr. Ramanatha Subramanian (DIN:00357153), Non-Executive Independent Director who has attained the age above 75 years:

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations"), other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the company be and is hereby accorded to continue the directorship of Mr. Ramanatha Subramanian (DIN: 00357153), as the Non-Executive Independent Director of the company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., 1st April, 2019 till the expiry of his term i.e., till 13th August, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things as are necessary to give effect to this resolution."

Item no: 3

Appointment of Mr. Bijanki Jagannath (DIN:00396161) as Director:

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

RESOLVED THAT pursuant to provisions of section 152 and 161 and all other applicable provisions of the Companies Act, 2013, Mr. Bijanki Jagannath (DIN:00396161) who was appointed as additional director on 27th December, 2018 be and is hereby appointed as director of the company whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things as are necessary to give effect to this resolution.

Item no: 4

Approval of appointment of Mr. Bijanki Jagannath (DIN:00396161), as Independent Director who has attained the age above 75 years:

To consider and, if thought fit, to pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations"), section 149 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the company be hereby accorded for appointment of Mr. Bijanki Jagannath (DIN: 00396161), who has attained age above 75 years, as an Independent Director of the company with effect from 27th December, 2018, for a period of three years.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things as are necessary to give effect to this resolution.

Item no: 5

Reappointment of Mr. Mahendra Vellore Padmanaban (DIN: 00033270), as Vice Chairman & Managing Director:

To consider and, if thought fit, to pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under and subject to other approvals as may be necessary, the approval of the members be and is hereby accorded to the reappointment of Mr. Mahendra Vellore Padmanaban (DIN:00033270) as Managing Director, Designated as Vice Chairman & Managing Director of the Company for a period of two years with effect from 20th February, 2019, on the following terms and conditions including remuneration payable to him as Vice Chairman & Managing Director, liable to retire by rotation.

Salary

- a. Basic Salary- Rs. 2,25,000/- per month.
- b. Flexi Benefits- Rs. 1,75,000/- per month.

Perquisites

In addition to salary, the following perquisites are allowed and classified into three categories, "A", "B", and "C": -

CATEGORY - A

- a. Contribution to Provident Fund shall not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income-tax Act.
- b. Gratuity payable shall not exceed half month's salary for each completed year of service specified in the Gratuity Act.
- c. Earned/Privilege Leave shall be allowed to the Vice Chairman & Managing Director on full pay and allowances according to the rules of the Company but not more than 37 (thirty-seven) days leave for every 12 (twelve) months service. However, leave accumulated but not availed of will be allowed to be en-cashed as per Company policy.

CATEGORY - B

Provision of Car with driver and fuel for use On Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

CATEGORY - C

Commission

One percent on the net profit of the Company subject to a maximum of one and half times of annual basic salary drawn.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things as are necessary to give effect to this resolution.

By Order of the Board of Directors

Chinmaya Khatua

Company Secretary

Date : 8th February, 2019

Place: Bengaluru

Plot No.1, Dyavasandra Industrial Layout, Whitefield Road,
Mahadevapura Post, Bengaluru - 560048, Karnataka.

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts relating to the resolutions mentioned in this postal ballot notice is attached.
2. The Postal Ballot Notice and Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. The Notice is being sent to all the members of the company, whose names appear on the Register of members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the cut-off date, i.e., on close of business hours on Friday, 15th February, 2019. A person who is not a member on the cut-off should treat this notice, for information purposes only.
4. Members who have received Postal Ballot notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://www.vstillers.com>.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. Kindly note that the members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the members opt for e-voting, then they should not vote by postal ballot and vice versa. However, in case members cast their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as 'invalid'.
7. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate one, the Member may write to the company or send an e-mail to investors@vstillers.com. The company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.

8. Instruction for Voting:

A. Voting through Physical Postal Ballot Form

- i) A Member desiring to exercise vote by postal ballot shall complete the enclosed postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the company. However, in case a Member sends the postal ballot by courier or registered post or delivers it in person at his expense, such postal ballots will also be accepted. An unsigned postal ballot will be rejected.
- ii) The postal ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours that is 5.00 p.m. on Saturday, 23rd March, 2019. Any postal ballot form received after the said date shall be treated as 'invalid'.
- iii) The Postal Ballot(s) may also be deposited personally at the address mentioned in the Business Reply Envelope

B. E-Voting Facility

- i) The e-voting period will commence on Friday, 22nd February, 2019 at 9.00 a.m. and will end on Saturday, 23rd March, 2019 at 5.00 p.m. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The cut-off date for e-voting facility is Friday, 15th February, 2019 and members whose names appear in the register of members shall be entitled to vote through postal ballot/ e-voting.
- iii) The members should log on to the e-voting website <https://www.evotingindia.com>.
- iv) Click on Shareholders / Members

- v) 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.
- viii) 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 (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xii) Click on the EVSN of V.S.T. TILLERS TRACTORS LIMITED on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) Members 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.
- xx) Note for Institutional Members (Non Individual and Custodians)
- Institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.

- o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - o 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.
 - o 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.
 - o 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.
- xxi) 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.
- xxii) In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
- xxiii) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the company as on Friday, 15th February, 2019. The resolutions mentioned herein shall be declared as passed after getting requisite majority.
- xxiv) The Scrutinizer will submit his report to the Chairman of the company after scrutiny of the Postal Ballot forms (including e-voting) and the result of the Postal Ballot shall be declared on Monday, 25th March, 2019 at the Registered Office of the company at Plot No-1, Dyvasandra Industrial Layout, Whitefield Road, Bengaluru. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Saturday, 23rd March, 2019.
- xxv) All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of Postal Ballot.
- xxvi) Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
- xxvii) A postal ballot form shall be considered invalid if:
- (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is received from a Member who is in arrears of payment of calls;
 - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- xxviii) The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.

By Order of the Board of Directors
Chinmaya Khatua
 Company Secretary

Date : 8th February, 2019
 Place : Bengaluru

Plot No.1, Dyavasandra Industrial Layout, Whitefield Road,
 Mahadevapura Post, Bengaluru - 560048, Karnataka.

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”).

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’) as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director (which includes directorship of Independent Directors) who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment (Ref Item No 1,2 & 4).

Item no. 1:

Continuation of Directorship of Mr. Vellore Krishnamoorthy Surendra (DIN: 00459069), who has attained the age of 75 years:

Mr. Vellore Krishnamoorthy Surendra (DIN: 00459069), is 77 years of age and a graduate in Commerce with vast experience in Automobile Distribution and related activities. Mr. Vellore Krishnamoorthy Surendra was appointed as Non-Executive Chairman of the company and he is also a promoter of the Company.

The brief resume of said director, nature of his 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.

The Board of directors of the company on recommendations of Nomination & Remuneration Committee, considering the need for providing advice, guidance and mentorship to the company’s executive management, is of opinion that Mr. Vellore Krishnamoorthy Surendra, possess relevant expertise and vast experience. His association as Non-Executive Director will be beneficial and in the best interest of the company.

Apart from Mr.Mahendra Vellore Padmanaban, Mr.Vellore Velu Pravindra, Mr.Vellore Tiruvengadaswamy Ravindra, Mr.Arun Vellore Surendra, , 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. 1 of the Notice.

The Board of Directors recommend the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

Item no. 2:

Continuation of Directorship of Mr. Ramanatha Subramanian (DIN: 00357153), who has attained the age of 75 years:

Mr. Ramanatha Subramanian (DIN: 00357153), is 75 years of age and a FCA, AICWA, ACS, ACIS (London), MAC with vast experience in finance, accounts & taxation. Mr. Ramanatha Subramanian was appointed as Non-Executive Independent Director of the company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made there under to hold office for 5 years from the 46th AGM of the Company held on 14th August 2014, not liable to retire by rotation.

The brief resume of said director, nature of his 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.

The Board of directors of the company on recommendations of the Nomination & Remuneration Committee, considering the need for providing advice, guidance and mentorship to the company’s executive management, is of opinion that Mr. Ramanatha Subramanian possess relevant expertise and vast experience. His association as Non-Executive Independent Director will be beneficial and in the best interest of the company.

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. 2 of the Notice.

The Board of Directors recommend the Special Resolution set out at Item No. 2 of the Notice for the approval of the Members.

Item no. 3 & 4 :

Appointment of Mr. Bijanki Jagannath (DIN:00396161) who has attained the age of 75 years as director and independent director:

Mr. Bijanki Jagannath (DIN:00396161) is 76 years of age and a Master’s Degree Holder in Earth Sciences from Bangalore University and carries vast experience in sales, marketing and administration in auto industry. Mr. Bijanki Jagannath was appointed as additional director

and Independent Director of the company under Section 161, 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made thereunder for three years with effect from 27th December, 2018, subject to approval of shareholders.

In terms of regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, where the company appoints any Non-Executive Director who attains the age of 75, the approval of shareholders by way of special resolution is required for such appointment.

The brief resume of said director, nature of his 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. Mr. Bijanki Jagannath has attended One Board Meeting held on 8th February, 2019.

The Board of directors on recommendation of Nomination & Remuneration Committee, considering the need for providing advice, guidance and mentorship to the company's executive management, is of opinion that Mr. Bijanki Jagannath possess relevant expertise and vast experience. His association as non-executive Independent directors will be beneficial and in the best interest of the company. The board proposed his candidature for appointment of director and independent director. The company is in the receipt of required disclosure and declarations from the director. Company has received a notice in writing from a member under Section 160 of the Companies Act, proposing Mr. Bijanki Jagannath as a candidate for the office of a Director of the Company.

In the opinion of the Board, Mr. Bijanki. Jagannath fulfills the criteria of Independence.

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. 3 & 4 of the Notice.

The Board of Directors recommend the Ordinary and Special Resolution set out at Item No. 3 and 4 of the Notice for the approval of the Members.

Item no. 5:

Reappointment of Mr. Mahendra Vellore Padmanaban (DIN: 00033270), as Vice Chairman & Managing Director:

Mr. Mahendra Vellore Padmanaban, aged about 76 years, is an Electrical Engineering Graduate. He was first appointed as Managing Director in 1989 and has continued in the post of M.D ever since. Throughout his tenure the Company has achieved various milestones in the form of performance, results etc. and during the last decade in particular the Company has recorded consistent growth and has built strong fundamentals under his leadership. It is considered necessary for the Company to continue to have his continued presence and guidance for scaling greater heights.

Mr. Mahendra Vellore Padmanaban is a promoter of the Company. He has attended all the Five Board meetings upto February 2019. His basic salary has been increased from Rs.1,75,000/- per month to Rs.2,25,000/- per month. Apart from that no changes in emolument structure as compared to his previous appointment.

The Board of Directors at their meeting held on 8th February, 2019 re-appointed and designated Mr. Mahendra Vellore Padmanaban as Vice Chairman & Managing Director as recommended by the Nomination & Remuneration Committee of the Company, for two years w.e.f. 20th February, 2019 subject to approval of the shareholders by Special Resolution.

The brief resume of said director, nature of his 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.

Apart from Mr. Vellore Krishnamurthy Surrendra, Mr. Vellore Velu Pravindra, Mr. Vellore Tiruvengadaswamy Ravindra, Mr. Arun Vellore Surendra, , 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 recommend the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

By Order of the Board of Directors
Chinmaya Khatua
Company Secretary

Date : 8th February, 2019
Place : Bengaluru

Plot No.1, Dyavasandra Industrial Layout, Whitefield Road,
Mahadevapura Post, Bengaluru - 560048, Karnataka.

ANNEXURE - A TO THE NOTICE

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Details of the directors seeking appointment / continuation of present term :

Name of director	Mr. Vellore Krishnamoorthy Surendra	Mr. Ramanatha Subramanian	Mr. Bijanki Jagannath	Mr. Mahendra Vellore Padmanaban
Date of Birth	18-05-1941	15-10-1943	15-12-1942	16-07-1942
Date of Appointment	29-09-1980	12-10-1990	27-12-2018	20-02-1984
Qualification	Commerce Graduate	FCA, AICWA, ACS, ACIS (London), MAC	Master's Degree in Earth Sciences	B.E Electrical
Expertise	Vast Experience in Automobile Distribution & Related Activities	Vast Experience in Finance, Accounts & Taxation	Sales, Marketing & Administration in Auto Industry	Vast Experience in Management & Business Administration
Directorship held in Other companies	<ul style="list-style-type: none"> ❖ Gove Finance Ltd. ❖ Crest Constructions Pvt Ltd ❖ V.S.T.Auto Ancillaries Pvt Ltd ❖ V.S.T. Service Station Pvt Ltd ❖ V.S.T.Motors Pvt Ltd ❖ V.T.K.Investments Pvt Ltd ❖ V.S.T. Auto Agency Pvt Ltd ❖ V.S.T. & Sons Pvt Ltd ❖ V.S.T.Auto Parts Pvt Ltd ❖ Bangalore Motors Pvt Ltd ❖ V.S.T. Titanium Motors Pvt Ltd ❖ Vst Holdings Pvt Ltd 	<ul style="list-style-type: none"> ❖ Lotus Eye Hospital & Institute Ltd. 	<ul style="list-style-type: none"> ❖ V.S.T.Motors Private Limited 	<ul style="list-style-type: none"> ❖ Gove Finance Ltd. ❖ Lakshmi Ring Travellers (Coimbatore) Ltd. ❖ Kirloskar Electric Company ❖ 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
Chairperson of committees	<ul style="list-style-type: none"> ❖ CSR Committee of V.S.T Tillers Tractors Ltd. 	<ul style="list-style-type: none"> ❖ Audit Committee of Lotus Eye Hospital & Institute Limited. ❖ Audit Committee of V.S.T Tillers Tractors Ltd 	NIL	NIL
Membership of committees	<ul style="list-style-type: none"> ❖ Nomination Remuneration Committee of V.S.T Tillers Tractors Limited. ❖ Risk Management Committee of V.S.T Tillers Tractors Ltd ❖ Stakeholder's Committee of V.S.T Tillers Tractors Ltd 	NIL	NIL	<ul style="list-style-type: none"> ❖ Audit, CSR, Stakeholder's Committee of Kirloskar Electric Company Ltd ❖ CSR Committee of V.S.T Tillers Tractors Ltd. ❖ Risk Management Committee of V.S.T Tillers Tractors Limited. ❖ Nomination & Remuneration Committee of Lakshmi Ring Travellers (Coimbatore) Ltd.
Shareholding in the company	18,36,700 shares	NIL	NIL	6,30,530 shares
Relationship with other directors	<ul style="list-style-type: none"> ❖ Mr.Mahendra Vellore Padmanaban ❖ Mr.Vellore Velu Pravindra ❖ Mr.Vellore Tiruvengadaswamy Ravindra ❖ Mr.Arun Vellore Surendra 	NIL	NIL	<ul style="list-style-type: none"> ❖ Mr.Vellore Krishna-murthy Surendra ❖ Mr.VelloreVelu Pravindra ❖ Mr.Vellore Tiruvengadaswamy Ravindra ❖ Mr.Arun Vellore Surendra



V.S.T TILLERS TRACTORS LIMITED



Registered office: Plot No.1, Dyavasandra Industrial Layout, Whitefield Road, Mahadevapura Post, Bengaluru – 560048, Karnataka
Phone: 080-67141111, Email: investors@vsttillers.com ; Website: <http://www.vsttillers.com>
CIN: L34101KA1967PLC001706

POSTAL BALLOT FORM

1. Name (s) of Member (s) & Registered Address of the sole / first named Member (including joint holders, if any) :

2. Registered Folio No./ DP ID No.*/ Client ID* :
(*Applicable to investors holding shares in Dematerialized form)

3. Class of Shares : Equity Shares

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot /e-voting, by conveying my/our assent or dissent to the said resolutions by placing tick (v) mark in the appropriate box below:

Sl. No.	Description of Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Continuation of directorship of Mr. Vellore Krishnamoorthy Surendra (DIN: 00459069), non-executive director who has attained the age above 75 years.			
2	Continuation of directorship of Mr. Ramanatha Subramanian (DIN: 00357153), non-executive independent director who has attained the age above 75 years.			
3	Appointment of Mr. Bijanki Jagannath (DIN: 00396161) as Director.			
4	Appointment of Mr. Bijanki Jagannath (DIN: 00396161) as non-executive independent director who has attained the age of 75 years.			
5	Re-appointment of Mr. Mahendra Vellore Padmanaban (DIN: 00033270), as Vice Chairman & Managing Director for a period of Two years with effect from 20th February, 2019.			

Place:

Date:

(Signature of member)

(Please send the postal ballot form in the Envelope enclosed herewith)

Electronic Voting Particulars

EVSN - E-Voting Sequence Number	User ID	PAN/Seq No.*	Password
			Please refer to the postal Ballot Notice for instructions

* Kindly use this sequence number for e-voting in PAN Field

Note: Please read the instructions given in the notes to the postal ballot notice dated 8th February, 2019 carefully before exercising your vote.