Regd. Office: Plot No-1, Dyavasandra Indl Layout, Whitefield Road, Mahadevapura P.O, Bangalore - 560 048.
Tel +91 80 67141111, Fax +91 80 28510221 e-mail : vstgen@vsttillers.com website : www.vsttillers.com

NOTICE

"NOTICE IS HEREBY GIVEN that the **48th Annual General Meeting of V.S.T. TILLERS TRACTORS LTD,** will be held at "Krishna Hall", Woodlands Hotel Pvt. Ltd. No.5, Raja Rammohan Roy Road, Bengaluru – 560 025 on **Monday, August 29th, 2016 at 3.00 P.M.** to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, Profit and Loss account and Cash Flow Statement for the year ended on that date together with the Directors' and Auditors' Report thereon.

2. To confirm the interim dividend of ₹ 15 per share paid for the year 2015-16.

3. To appoint a Director in place of Mr. V.P. Mahendra (DIN- 00033270), who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint Auditors from conclusion of this AGM until conclusion of the sixth consecutive AGM and fix their remuneration by passing the following resolution with or without modification 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, M/s K S Rao & Co, Chartered Accountants (Firm Regd. No- 003109 S), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of sixth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix the remuneration with consultation of the Auditors."

Special Business.

5. **To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2017.**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Rao, Murthy & Associates, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration of Rs. 2 lakhs per annum plus out of pocket expenses."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, to give effect to above resolution."

6. **Appointment of Mr. V.T. Ravindra as a Director.**

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

   "RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder, Mr. V.T. Ravindra (DIN- 00396156), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 27, 2016 and who holds office till the date of AGM in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. V.T. Ravindra as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Appointment of Ms. Siva Kameswari Vissa as an independent director.

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

"RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Siva Kameswari Vissa (DIN- 02336249), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 29, 2016 and who holds office till the date of AGM in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Siva Kameswari Vissa as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of Five year with effect from 29th July, 2016, not liable to retire by rotation."

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

Place: Bengaluru
Date: July 29, 2016

Chinmaya Khatua
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. The Register of Members and Share Transfer Books of the Company will be closed from August 23, 2016 to August 29 , 2016 (both days inclusive) in connection with Annual General Meeting scheduled to be held on August 29, 2016.

3. Interim Dividend of Rs.15/- (150%) per share was declared and paid for the financial year 2015-16.

4. Members desirous of obtaining any information on the annual accounts are requested to write to the Company at an early date to facilitate compilation and dissemination of the same at the AGM.

5. Unpaid/Unclaimed dividend details.

   Pursuant provisions of Section 205A of the Companies Act, 1956 (or Section 124 (5) of the Companies Act, 2013, once notified), any dividend unpaid or unclaimed for seven year 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 dividend who have not claimed so far. During the year 2015-16 the Company has transferred Rs.265290/- 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.

6. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

8. Members/Proxies/Representatives are requested to bring the duly filled attendance slip enclosed to the annual report / notice for attending the meeting.

9. Members are requested to update their E-mail ID with their respective depository participants and with the Company's registrar and transfer agent (RTA) to enable despatch the communication in electronic form from time to time. The Annual Report 2015-16 along with Notice are being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their

email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.

10. Members are requested to update their Bank Details with their respective depository participants and with the Company's registrar and transfer agent (RTA) to receive the dividends by bank transfers.

11. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

13. Members may also note that the Notice of the 48th AGM and the Annual Report 2015-16 will be available on the Company's website, www.vsttillers.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at:investors@vsttillers.com.

14. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4, 5, 6 & 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 ("SEBI Listing Regulations"), of the person seeking appointment / re-appointment as Director, are also annexed.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN 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.

16. **Voting through electronic means**

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

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 22, 2016 only shall be entitled to avail the facility of remote e-voting / voting at AGM.

Procedure / Instructions for **remote e-voting** 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 August 25, 2016.

End of remote e-voting: Up to 5.00 p.m. (IST) on August 28, 2016.

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

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

(iii) Click on "Shareholders" tab.

(iv) 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.

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

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

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <V.S.T. Tillers Tractors Ltd.> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

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

(xix) 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.

(xx) Any person, who acquires shares of the Company and become a member after despatch of the notice and holding shares as on the cut -off date i.e., August 22, 2016 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com or irg@integratedindia.in

(xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

17. The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website, i.e. www.vsttillers.com and on the website of CDSL within 48 hours of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

18. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

19. In case of joint shareholders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

20. The facility for voting through polling paper will also be made available at the AGM and members attending the AGM who have not already casted their vote by remote e-voting shall be able to exercise their rights at the AGM.

21. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

ANNEXURE TO THE NOTICE

Statement pursuant to section 102 of Companies Act, 2013.

Item No. 4.

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

M/s. Brahmayya & Co, Chartered Accountants who were appointed as Auditors of the Company for three financial year w.e.f FY 2014-15 at the 46th Annual General Meeting, have given their resignation effective from the conclusion of 48th Annual general Meeting, to accommodate the Auditors rotation as per Companies Act, 2013.

The Audit Committee and Board have recommended M/s. K.S. Rao & Co, Chartered Accountants as Auditors of the Company. The appointment of Auditors is included as Item No-4 of the notice of the 48th Annual General Meeting for shareholder approval.

The Board recommends the Resolution at item No. 4 for approval of the Members.

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. 4 of the accompanying Notice.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Rao, Murthy & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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 recommends the resolution set forth in Item No. 5 for the approval of the members as an ordinary resolution.

Item No. 6

The Board of Directors, at their meeting held on May 27, 2016 appointed Mr. V.T. Ravindra as an Additional Director of the Company with effect from May 27, 2016 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Mr. V.T Ravindra is a promoter of the Company having vast experience in Sales, Marketing and Management expertise and holds 26852 nos of equity shares of the Company. His Directorship in other Companies are given below:

Name of the Company

- V.S.T. Motors Private Limited
- Chennai Auto Agency Private Limited
- V.S.T. Service Station Private Limited
- Crest Construction Private Limited
- V.S.T. & Sons Private Limited
- Bangalore Motors Private Limited
- V.S.T. Auto Ancilleries Private Limited
- Hotel Pearls Private Limited
- V P Mahendra Brothers Investments Private Limited
- Pearls Estates Private Limited

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. V.T. Ravindra will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. V.T. Ravindra for the office of Director to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. V.T. Ravindra

the consent letter and all other required declarations under Companies Act, 2013 and Rules made thereunder.

The resolution seeks the approval of members for the appointment of Mr. V.T. Ravindra as a Non-Executive Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

Apart from Mr. V.K Surendra, Mr. V.P. Mahendra and Mr. V.V. Pravindra, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members as an ordinary resolution.

Item No. 7

The Board of Directors, at their meeting held on July 29, 2016 appointed Ms. Siva Kameswari Vissa as an Additional Director of the Company with effect from July 29, 2016 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Ms. Siva Kameswari Vissa is a Chartered Accountant having over 27 years of experience comprising Management Consultancy and functional industry experience. She is also independent director in several companies in the infrastructure and retail sectors. She has recently been certified as CEO and Executive Coach.

Ms. Siva Kameswari Vissa is having significant experience in the area of Finance, Business Strategy, Strategic Organisation Design, Corporate Planning, Performance Improvement, Activity Based Costing, Supply Chain, Strategic Cost Reduction, IT Strategy & implementation. She has worked with various consulting firms and Companies such as KPMG Consulting, A. F. Ferguson & Co, RPG Group, Amrop International, Ashok Leyland, in various capacities.

Ms. Siva Kameswari Vissa's sector experience includes automotive, light & heavy engineering, process industries such as chemicals, petrochemicals, life sciences, cement;, FMCG, financial services, infrastructure; hospitality, IT/ ITES and retail.

She is holding Directorship of GMR Infrastructure Ltd, GMR Krishnagiri SEZ Ltd, Delhi Duty Free Services Pvt Ltd, GMR Hotels and Resorts Ltd, GMR Hyderabad International Airport Ltd, Delhi International Airport Pvt Ltd, GMR Airports Ltd, Nvision Management Solutions Pvt Ltd. She is also Chairman/Member of Audit Committees and Nomination & Remuneration Committees, except Nvision Management Solutions Pvt Ltd.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Ms. Siva Kameswari Vissa will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of Rs.1,00,000/- proposing the candidature of Ms. Siva Kameswari Vissa for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Siva Kameswari Vissa the consent letter, declaration under section 149(6) of the act and all other required declarations under Companies Act, 2013 and Rules made thereunder.

The resolution seeks the approval of members for the appointment of Ms. Siva Kameswari Vissa as an Independent Director of the Company for a period of five years from 29th July, 2016 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

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 setout at Item No. 7 of the Notice.

In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 read with Rules made thereunder for such an appointment.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members as an ordinary resolution.

Brief Resume of Directors who are getting Appointed / Reappointed (Clause 36 of Listing Regulation)

Name	V.P. Mahendra*	V.T. Ravindra	Ms Siva Kameswari Vissa
Age	74	47	52
Date of Appointment	20/02/1984	27/05/2016	29/07/2016
Relationship with Other Directors / KMP	Mr. V.K. Surendra Mr. V.V. Pravindra Mr. V.T. Ravindra	Mr. V.K. Surendra Mr. V.P. Mahendra Mr. V.V. Pravindra	Nil
Qualification	BE(Electrical)	Graduate	Chartered Accountant
Expertise	Technology, Operation and wide management experience	Sales, Marketing and vast management expertise	Significant experience in the area of Finance, Business Strategy, Corporate Planning, Performance Improvement, Activity Based Costing, Supply Chain, Strategic Cost Reduction, IT Strategy & implementation.
Directorship in Other Listed Company	Kirloskar Electric Company Ltd	-	GMR Infrastructure Ltd
Shareholding the Company (in Nos)	630530	26852	-
Chairman of Committees	-	-	-
Member of Committees			
	Kirloskar Electric Company Ltd (CSR Committee, Audit Committee & Stakeholders Relationship Committee)	-	GMR Infrastructure Ltd (Audit Committee)

* Mr. V.P. Mahendra is a promoter of the Company and working as Vice Chairman & Managing Director. His Directorship of other companies are : • Lakshmi Ring Travellors Ltd., (Member-Nomination & Remuneration Committee) • V.S.T. Motors Private Limited • Crest Construction Private Limited • V.S.T. & Sons Private Limited • Bangalore Motors Private Limited • V.S.T. Auto Parts Private Limited • Hotel Pearls Private Limited • V P Mahendra Brothers Investments Private Limited • Pearls Estates Private Limited • Gove Investments & Finance Company Ltd., • Kirloskar Electric Company Ltd., • MHI-VST Diesel Engines Pvt. Ltd., • V.S.T. Auto Ancillaries Private Limited • V.S.T. Holdings Pvt. Ltd.

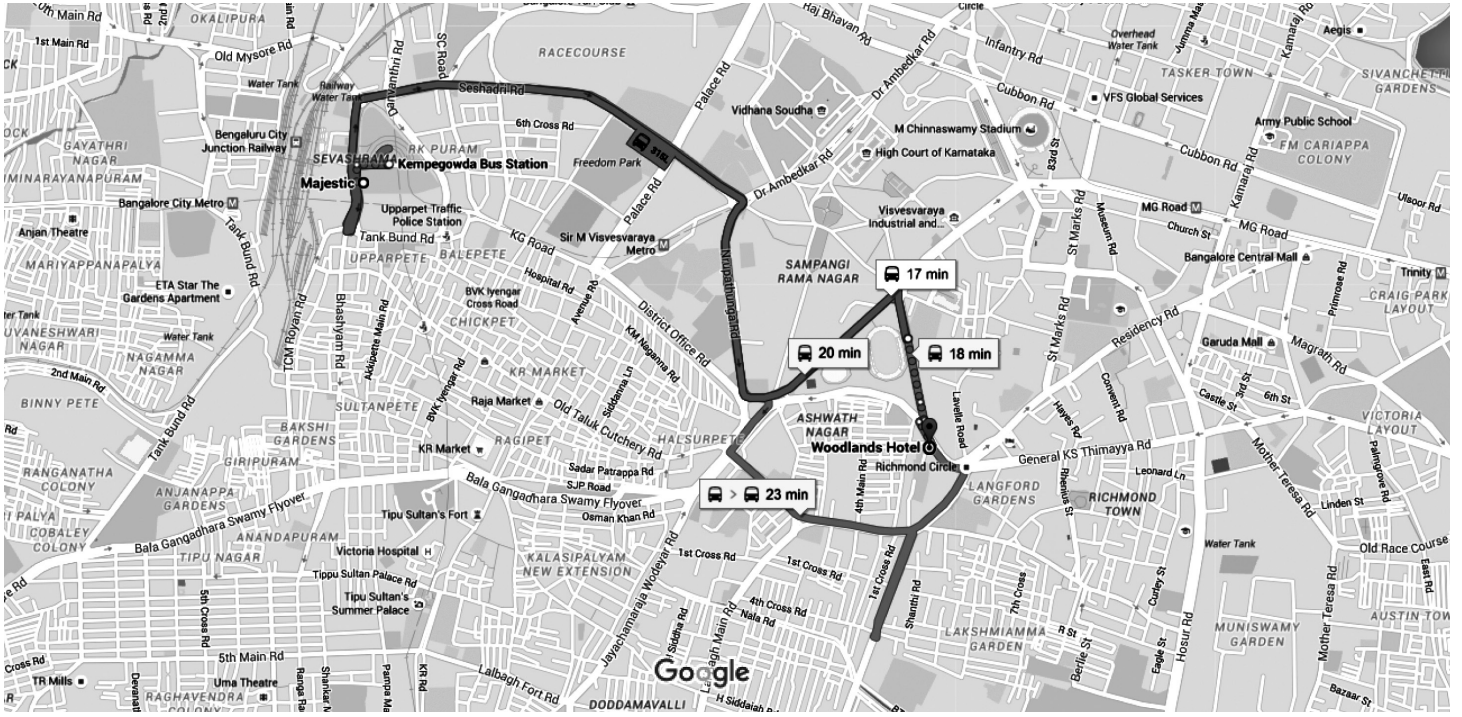
Note: For other details such as Committee Membership of the Company, Remuneration paid, attendance of Board Meeting, Please refer Corporate Governance Report.

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

Place: Bengaluru
Date: July 29, 2016

Chinmaya Khatua
Company Secretary

ROUTE MAP


Majestic
Kempegowda Bus Station
Woodlands Hotel
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20 min
18 min
23 min
Google

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PROXY FORM

V.S.T. TILLERS TRACTORS LTD.

(CIN: L34101KA1967PLC001706)
Regd. Office: Plot No-1, Dyavasandra Indl Layout,
Whitefield Road, Mahadevapura P.O, Bangalore - 560 048.
Tel +91 80 67141111, Fax +91 80 28510221
website : www.vsttillers.com
e-mail : chinmaya@vsttillers.com

Name of the member(s) : .....

Registered address : .....

E-mail ID : .....

Folio No/DP ID-Client ID : .....

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

(1) Name : .....

Address : .....

.....

E-mail Id : .....Signature : ..... or failing him;

(2) Name : .....

Address : .....

.....

E-mail Id : .....Signature : ..... or failing him;

(3) Name : .....

Address : .....

.....

E-mail Id : .....Signature : .....

P.T.O.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48th Annual General Meeting of the Company, to be held on the 29th day of August, 2016 at 3.00 P.M. at "Krishna Hall" Woodlands Hotel Pvt. Ltd. No.5, Rajrammohan Roy Road, Bangalore – 560 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	Optional*	
		For	Against
	ORDINARY BUSINESS		
1	Adoption of Financial Statements for the year ended 31st March, 2016.		
2	To confirm the interim dividend paid for the year 2015-16.		
3	Appointment of Mr. V.P. Mahendra a Director who retires by rotation and eligible for re-appointment.		
4	Appointment of M/s. K S Rao & Co, Chartered Accountants, as Auditors and fix their remuneration.		
	SPECIAL BUSINESS		
5	To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2017		
6	To appoint Mr. V.T. Ravindra as a Director.		
7	To appoint Ms. Siva Kameswari Vissa as an Independent Director.		

Signed this..... day of 2016

Affix
Re. 1-00.
Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note :

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

VST SHAKTI

V.S.T. TILLERS TRACTORS LIMITED

CIN: L34101KA1967PLC001706
Registered Office: Plot No-1, Dyavasandra Indl Area, Whitefiled Road, Mahadevapura P.O, Bangalore – 560 048
Telephone:+91 80 67141111, Fax: +91 80 28510221, Email: vstgen@vsttillers.com, Web: www.vsttillers.com

ATTENDANCE SLIP
48TH ANNUAL GENERAL MEETING

Date : 29th August 2016 Time : 3:00 P.M

Place: "Krishna Hall", Woodland Hotels, No.5, Raja Rammohan Roy Road, Bangalore – 560025

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

Name of the attending Member (in block letters):……

Members' Folio Number: ……

Client I.D. No. : ……

D.P.I.D No: ……

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

……

No. of Shares held: ……

I hereby record my presence at the Forty Eight Annual General Meeting of the Company held on Monday the 29th August, 2016, at 3:00 pm at "Krishna Hall", Woodlands Hotel, No.5, Raja Rammohan Roy Road, Bangalore – 560 025.

_____

Signature of member / Proxy

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	PAN No./SEQ.No.	USER ID	Password
160729023			Refer AGM Notice

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

Commencement of remote e-voting	**End of remote e-voting**
Thursday, 25th August 2016 (from 9.00 am)	Sunday, 28th August 2016 (up to 5.00 pm)