



VST SHAKTI

VTTL/SEC/SE/2017

July 18, 2017

The General Manager – Listing,
National Stock Exchange of India Ltd,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E)
MUMBAI – 400 051
Tel No- 022-26598235

Bombay Stock Exchange Limited
25 Floor, P. J. Towers,
Dalal Street, Fort,
MUMBAI – 400 001
Ph-022-22721234.

Dear Sir,

Sub: 49th AGM Notice.

Please find enclosed herewith notice of the 49th AGM of the Company scheduled to be held on 11th August, 2017. The 49th AGM Notice and Annual Report for the year 2016-17 is also available in our Company website i.e. www.vsttillers.com

The Cut-off date for entitlement of remote e-voting and voting at the AGM has been fixed as 4th August 2017.

We request you to take it on record.

Yours truly,
for VST Tillers Tractors Ltd,

Chinmaya Khatua
Company Secretary

Encl: a/a.

V.S.T. TILLERS TRACTORS LTD.

Regd. & Head Office:

Plot No- 1, Dyavasandra Indl. Layout, Whitefield Road, Mahadevapura Post, Bangalore-560048, Karnataka. INDIA.
Toll Free: 18004190136, Phone: +91 - 80 - 67141111, Fax: + 91 - 80 - 28510221, email: vstgen@vsttillers.com,
CIN: L34101KA1967PLC001706. www.vsttillers.com

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<http://bit.ly/VSTVideos>

/company/vst-tillers



A VST GROUP
ENTERPRISE



V.S.T. TILLERS TRACTORS LTD.

(CIN: L34101KA1967PLC001706)



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

NOTICE

“NOTICE IS HEREBY GIVEN that the **49th Annual General Meeting of V.S.T. TILLERS TRACTORS LTD**, will be held at “Mini Hall”, Woodlands Hotel Pvt. Ltd. No.5, Raja Rammohan Roy Road, Bengaluru – 560 025 on **Friday, August 11, 2017 at 3.30 p.m.** to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 together with the Directors’ and Auditors’ Report thereon.
2. To declare final dividend of Rs 15/- per equity share for the Financial Year ended March 31, 2017.
3. To Appoint a Director in place of Mr. V.V. Pravindra (DIN: 00239888), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of auditors of the Company, and to fix their remuneration.

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 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee, Board of Directors, and pursuant to the resolution passed by the members at the AGM held on August 29, 2016, the appointment of M/s K.S. Rao & Co, Chartered Accountants (Firm Regd. No- 003109 S) as the Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2021 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018 in consultation with the Auditors.

Special Business:

5. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Rao, Murthy & Associates, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration of Rs.2,00,000/- (Exclusive of applicable tax) per annum plus out of pocket expenses.”

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

6. **To Approve the Alteration of Articles of Associations**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the

Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof), the alteration to Articles of Association of the Company, a copy of which available for inspection at the registered office of the Company and also available on the website of the Company www.vstillers.com be and is hereby approved and adopted in total exclusion, substitution and superseding the exiting Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take steps and perform such actions as may be deemed necessary, proper and expedient to give effect to this resolution.”

7. To ratify the appointment of Whole-time Director.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder and subject to other approvals as may be necessary, the approval of the members be and is hereby accorded to the appointment of Mr. R.Thiyagarajan (DIN-06906198) as Whole-time Director and following remuneration paid to Mr. R.Thiyagarajan as Whole-time Director & CFO of the Company during his tenure as Whole-time Director from 19-10-2016 to 31-03-2017 :

Salary

- a. Basic Salary - Rs. 1,15,846/- per month.
- b. House Rent Allowance - Rs. 57,923/- per month.
- c. F.B.- Rs. 57,923/- per month.
- d. Per Pay- Rs. 86,304/- per month.

The salary increment, Bonus & Incentives as per Company Policy subject to limit specified by the Companies Act, 2013.

Other benefits / perquisites

In addition to salary, the following benefits/ perquisites are allowed and classified into three categories, “A”, “B” & “C” as follows:-

Category - A

Medical Insurance Premium for family as per Company Policy.

Category - B

- a) Contribution to Provident Fund.
- b) Gratuity payable as per the Gratuity Act.
- c) Earned/Privilege Leave shall be allowed to the Whole-time Director on full pay and allowances according to the rules of the Company

Category - C

Provision of Car for use on Company’s business and telephone.”

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

Place: Bengaluru
Date: May 25, 2017

Chinmaya Khatua
Company Secretary

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 05, 2017 to August 11, 2017 (both days inclusive) in connection with payment of Dividend and Annual General Meeting scheduled to be held on August 11, 2017.
3. The Board has recommended Final Dividend of Rs15/- (150 %) per share for the year 2016-17 and the same will be paid on or after 14th August, 2017 if approved by the shareholders at 49th 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 4, 2017.
4. Members desirous of obtaining any information on the Annual Accounts are requested to write to the Company at an early date to facilitate compilation and dissemination of the same at the AGM.
5. Unpaid/Unclaimed dividend details.

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) any dividends unpaid or unclaimed for seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund established by the Central Government. The members are requested to claim their dividends who have not claimed so far. During the year 2016-17 the Company has transferred Rs.3,04,553/- 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 2017-18, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2010 on or after 19th September, 2017.

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

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

6. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
8. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.
9. Members holding shares in electronic form are requested to update their E-mail ID with their respective depository participants and Members holding shares in physical form are requested to update their E-mail ID with the Company's registrar and transfer agent (RTA) to enable dispatch the communication in electronic form from time to time. The Annual Report 2016-17 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 2016-17 are being sent by the permitted mode.

10. Members holding shares in electronic form are requested to update their Bank Details with their respective depository participants and Members holding shares in physical form are requested to update their Bank Details with the Company's registrar and transfer agent (RTA) to receive the dividends by bank transfers.
11. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 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 49th AGM and the Annual Report 2016-17 will be available on the Company's website, www.vstillers.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investors@vstillers.com.
14. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 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 04, 2017 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 **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 Tuesday, August 08, 2017.
 End of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, August 10, 2017.
 The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members

- (iv) Now Enter your User ID
 - 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:
- (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.

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of VST TILLERS TRACTORS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the

image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

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

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) Any person, who acquires shares of the Company and become a member after despatch of the notice and holding shares as on the cut -off date i.e., August 04, 2017 may follow the same procedure as mentioned above for e-Voting.

17. The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website, i.e. www.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 cast their vote by remote e-voting shall be able to exercise their rights at the AGM.
21. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

ANNEXURE TO THE NOTICE

Statement pursuant to section 102 of Companies Act, 2013.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Rao, Murthy & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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

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

Item No. 6

The Articles of Association (AoA) of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956. It is now proposed to have a new set of Articles of Association, the provisions of which are consistent with the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Rules framed thereunder. The change is necessitated as many provisions of the Companies Act, 1956 have been repealed, some have become redundant and new concepts have been introduced under the Companies Act, 2013.

The new AoA is to be substituted in place of the existing AoA. Member's attention is invited to certain salient features in the new AoA of the Company viz:

- i. Various existing Articles have been aligned to the Act;
- ii. Provisions relating to the use of electronic medium by the Members and the Directors have been incorporated;
- iii. Provisions relating to the appointment of Key Managerial Personnel have been added; and
- iv. The statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

A copy of the proposed set of new Articles of Association of the Company is available for inspection by the Members of the Company at the Registered Office during business hours, on any working day (except Saturdays, Sundays and Public Holidays) of the Company, upto the date of the Annual General Meeting. The proposed draft Articles of Association is also available on the Company's website www.vstillers.com for perusal by the Members.

None of the Directors or Key Managerial Personnel, or 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 of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Item No. 7

The Board of Directors at their meeting held on 19/10/2016 had appointed Mr. R.Thiyagarajan, CFO of the Company as an Additional director and subsequently as Whole-time director of the Company subject to confirmation by the Company in General Meeting.

NOTICE



Mr. R.Thiyagarajan had given is resignation from the directorship of the Company on 31st March, 2017.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for approval of the appointment and remuneration paid to Mr. R. Thiyagarajan during his tenure as Whole-time Director.

Except Mr. R. Thiyagarajan, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 7 of the Notice.

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

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

Name	V.V. Pravindra	R Thiyagarajan
Age	52	55
Date of Appointment	28/07/2008	19/10/2016
Relationship with Other Directors / KMP	Mr. V.K. Surendra Mr. V.P. Mahendra Mr. V.T. Ravindra	Nil
Qualification	Graduate	Chartered Accountant
Expertise	Having vast experience in administration, operations and corporate policies.	qualified chartered accountant having vast experience in finance, taxation, IT and operation control
Directorship in Other Companies	V.T.Velu Investment Pvt Ltd Vijayendra Brothers Investment P Ltd. V.S.T. Auto Ancilleries Pvt Ltd Crest Construction Pvt Ltd Bangalore Motors Pvt Ltd VST Motors Pvt Ltd VST Holdings Pvt Ltd	Nil
Shareholding the Company (in Nos)	224146	15
Chairman of Committees	-	Nil
Member of Committees	CSR Committee	Nil

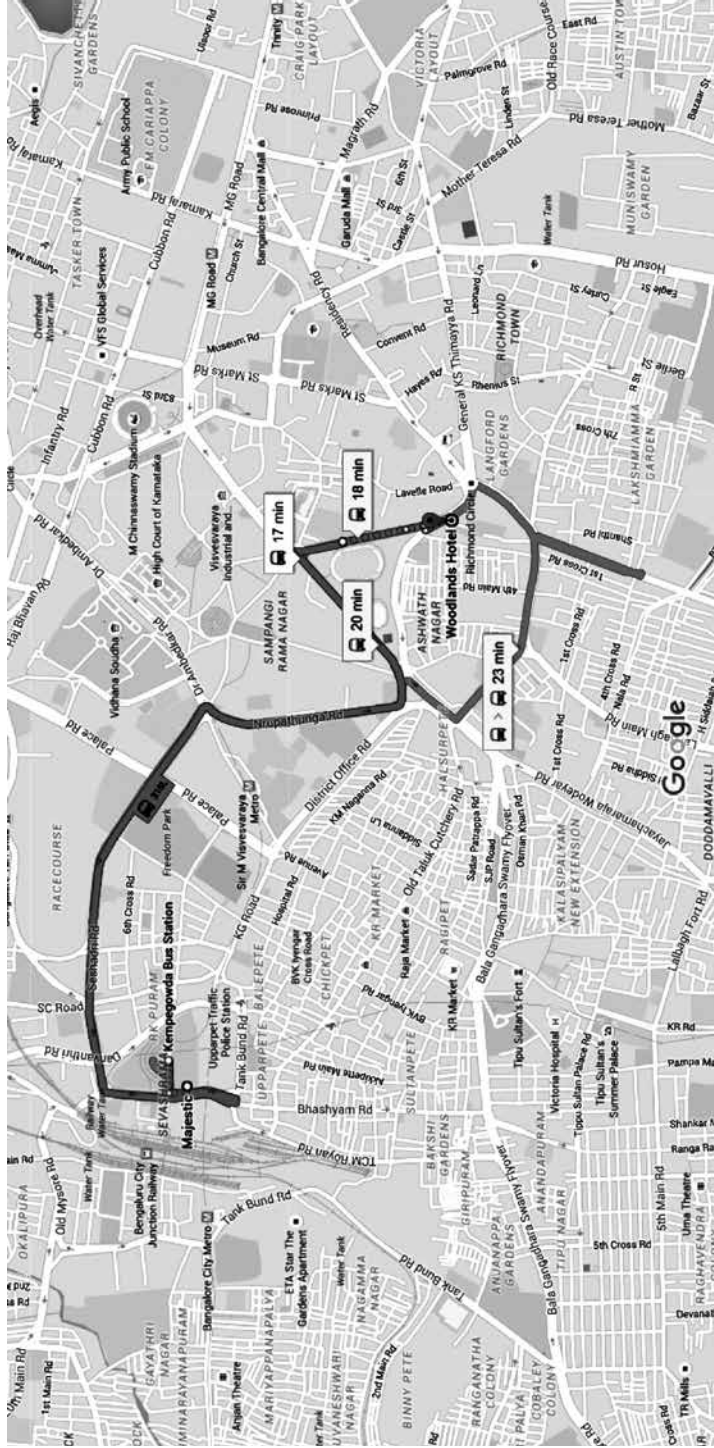
Note: For other details such as Committee Membership of the Company, Remuneration paid, attendance of Board Meeting, Please refer Corporate Governance Report.

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

Place: Bengaluru
Date: May 25, 2017

Chinmaya Khatua
Company Secretary

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



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V.S.T. TILLERS TRACTORS LTD.

(CIN: L34101KA1967PLC001706)

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

Tel +91 80 67141111, Fax +91 80 28510221

website : www.vsttillers.com

e-mail : investors@vsttillers.com

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/DP ID-Client ID :

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

(1) Name :

Address :

E-mail Id :Signature : or failing him;

(2) Name :

Address :

E-mail Id :Signature : or failing him;

(3) Name :

Address :

E-mail Id :Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on the 11th day of August, 2017 at 3.30 P.M. at “Mini Hall” Woodlands Hotel Pvt. Ltd. No.5, Rajammohan Roy Road, Bengaluru – 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, 2017.		
2	To declare dividend for the year 2016-17		
3	Appointment of Mr. V V Pravindra a Director who retires by rotation and eligible for re-appointment.		
4	To ratify appointment of of M/s. K.S. Rao & Co, Chartered Accountants, as Auditors and fix their remuneration.		
	SPECIAL BUSINESS		
5	To Approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018		
6	Alteration of Articles of Association of the Company to align with Company's Act 2013		
7	To ratify the appointment of Whole-time Director.		

Signed this..... day of2017

Signature of shareholder

Affix
Re. 1-00.
Revenue Stamp

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 49th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.
- 4.* It is optional to put a “X” in the appropriate column against the Resolutions indicated in the box. If you leave the “for” or “against” column blank against any or all Resolutions, your proxy will entitle to vote in the manner as he / she thinks appropriate.
5. A person can act as Proxy on behalf of fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member.

**V.S.T. TILLERS TRACTORS LIMITED**

CIN: L34101KA1967PLC001706

Registered Office: Plot No-1, Dyavasandra Indl Area, Whitefield Road,
Mahadevapura P.O, Bengaluru – 560 048Telephone: +91 80 67141111, Fax: +91 80 28510221,
Email: vstgen@vsttillers.com, Web: www.vsttillers.com**ATTENDANCE SLIP****49TH ANNUAL GENERAL MEETING**Date: **11th August 2017** Time: **3:30 P.M****Place:** "Mini Hall", Woodlands Hotel Private Limited, No.5, Raja Rammohan Roy Road, Bengaluru – 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 Nine Annual General Meeting of the Company held on Friday the 11th August, 2017, at 3:30 pm at "Mini Hall", Woodlands Hotel Private Limited, No.5, Raja Rammohan Roy Road, Bengaluru – 560 025.

Signature of Member / Proxy

The electronic voting particulars are set out below:

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

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

Commencement of remote e-voting	End of remote e-voting
Tuesday, 8th August 2017 (from 9.00 am IST)	Thursday, 10th August 2017 (up to 5.00 pm IST)