VST SHAKTI

V.S.T. TILLERS TRACTORS LIMITED

Regd.Office & Factory: P.B. No.4801, Mahadevapura Post, Whitefield Road, Bangalore – 560 048
Ph : 91-80-67141111 Fax : 91-80-28510221 email : vstgen@vsttillers.com
www.vsttillers.com
CIN-L34101KA1967PLC001706

VTTL/AGM/2013-14

14th August, 2014

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

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

The Manager- Listing,
Bangalore Stock Exchange Ltd.,
No.51, Stock Exchange Towers
I cross, J C Road
BANGALORE – 560 027

Dear Sir,

Sub: V.S.T Tillers Tractors Limited – Outcome of the 46th AGM.

At the 46th AGM of the members of the Company held on 14th August, 2014 the following resolutions have been approved.

1. Adoption of Audited Balance Sheet of the Company as at 31st March 2014, Profit and Loss Account and cash flow statement for the year ended on that date along with the Reports of Directors and Auditors.
2. Declaration of Dividend of Rs.15/- per equity share of Rs.10/- each for the Financial Year 2013-14.
3. Reappointment of Mr. B C S Iyengar (Retiring Director), as Director of the Company.
4. Re-appointment of M/s Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company to hold the office from conclusion of this Meeting until the conclusion of the fourth consecutive AGM.
5. Reappointment of Mr. V.P Mahendra as Managing Director designated as Vice Chairman & Managing Director for further period of Five years with effect from 20th February, 2014.

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6. Appointment of Mr. R.Subramanian as an Independent Director for 5 years from the AGM.
7. Appointment of Mr. M.K. Bannerjee as an Independent Director for 5 years from the AGM.
8. Appointment of Mr. V.Ramachandran as an Independent Director for 5 years from the AGM.
9. Appointment of Mr. K.K. Rai as an Independent Director for 5 years from the AGM.

We request you to take this on record.

Thanking you,

Yours faithfully,
For VST TILLERS TRACTORS LIMITED

CHINMAYA KHATUA
COMPANY SECRETARY
Encl: Scrutinizer Report.

Shylendra Kumar T. R. B.Com., A.C.S.
Company Secretary

3438/1, First Floor, Maruthi Apartments,
7th Main, Opp. Sharavathi Nursing Home,
Chord Road Service Road, Vijayanagar
2nd Stage, Bangalore - 560 040.
Phone: 23392277, 23392299, 23390044
Mobile : 94490 36262
E-mail : trskumar2@dataone.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014

To,

The Chairperson of **46th** Annual General Meeting of **V.S.T. Tillers Tractors Limited** to be held on Thursday, August 14 at "Krishna Hall" Woodlands Hotel Pvt. Ltd. No 5 Raja Rammohan Roy Road, Bangalore – 560025 at 3.00 PM

Dear Sir,

I, **Shylendra Kumar T.R.** appointed as Scrutinizer by the Board of Directors of **V.S.T Tillers Tractors Limited** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-voting) on the resolutions contained in the Notice of **46th** Annual General Meeting of the Company to be held on **Thursday, August 14, 2014** submit my report as under:

1. The e-Voting commenced on **8th August, 2014** at **9.00 AM** and was closed on **10th August, 2014** at **6.00 PM** (inclusive of both the days).

2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Resolution.

SHYLENDRA KUMAR T.R. * BANGALORE cp2053 * COMPANY SECRETARY *

3. The e-Voting Result was unblocked on **11th August, 2014 at 10.30 AM** from the website **www.evotingindia.com** of M/s **Central Depository Services Ltd.,** and Excel File containing the Result was opened in the presence of **Mr H.M Rakesh** and **Mr Akshay S Vernekar** who are not in the employment of the Company.(Declaration attached)

4. The result of the e-Voting is as under:

(a) Item No 1: To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, Profit and Loss account and Cash Flow Statement for the year ended on that date together with the Directors and Auditors Report thereon – Ordinary Resolution.

(i) **Voted in favour of the resolution:**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
80	5100244	100

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(b) Item No.2: To declare Dividend – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
80	5100244	100

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(c) Item No. 3: To appoint a Director in place of Mr. B C S Iyengar (DIN – 01093220), who retires by rotation and being eligible offers himself for re – appointment – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
79	5100190	99.999

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	54	0.001

SHYLENDRA KUMAR T.R. * BANGALORE CP 2153 * COMPANY SECRETARY

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(d) Item No. 4: To Re-Appoint M/s Brahmayya & Co. Statutory Auditors and to fix their remuneration – Ordinary Resolution

(i) **Voted in favour of the resolution:**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
79	5100190	99.999

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	54	0.001

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	NIL	NIL

(e) Item No. 5: To re-appoint Mr. VP Mahendra (DIN – 00033270) as Managing Director designated as Vice Chairman & Managing Director of the Company for a period of 5 years with effect from 20th February 2014 to 19th February 2019 – Special Resolution.

SHYLENDRA KUMAR T.R. BANGALORE CP 4153 COMPANY SECRETARY

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
80	5100244	100

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(f) Item No. 6: To appoint Mr R Subramanian (DIN – 00357153) as an Independent Director of the Company – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
78	5098844	99.973

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	1400	0.027

SHIVENDRA KUMAR T.R. * COMPANY SECRETARY * BANGALORE CP 8453

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(g) Item No.7: To appoint Mr. M.K Bannerjee (DIN – 00219178) as an Independent Director of the Company – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
78	5098844	99.973

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	1400	0.027

(iii) Invalid Votes:

Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(h) Item No. 8: To appoint Mr. V. Ramachandran (DIN – 00053007) as an Independent Director of the Company – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
78	5098844	99.973

SHIVENDRA KUMAR T.R. BANGALORE

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	1400	0.027

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(i) Item No. 9: To appoint Mr. K.K Rai (DIN – 00629937) as an Independent Director of the Company – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
80	5100244	100

(ii) Voted against the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

SHYLENDRA KUMAR T.R. * BANGALORE CP 2453 * COMPANY SECRETARY

5. The Register of e-Voting will be made to the Chairperson and Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General meeting in compliance with Rule 20(3)(xiii) of the Companies Management and Administration) Rules, 2014.

Thanking You,

Yours faithfully,

Date: 12.08.2014
Place: Bangalore

SHYLENDRA KUMAR T R
ACS : 10914 CP : 2453

TO WHOMSOEVER IT MAY CONCERN

We, **H.M. Rakesh** C/O Vishwanath #1880, 20th Main, 20th Cross, M.C Layout, Vijaynagar, Bangalore – 560040 and **Akshay S Vernekar**, C/O B.R Thyagaraj, #1, 2nd Floor, 2nd Main Road, Palace Gutthalli, Bangalore - 560003 hereby state that the Excel Sheet containing the Results of e-Voting of VST Tillers Tractors Limited relating to Annual General Meeting to be held on **August 14, 2014** at "Krishna Hall" Woodlands Hotel Pvt. Ltd. No 5 Raja Rammohan Roy Road, Bangalore – 560025 was unblocked from the website **www.evotingindia.com** of M/s **Central Depository Services Ltd.** and opened in our presence as required under Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014

Date: 12.08.2014
Place: Bangalore

H.M. RAKESH

AKSHAY S VERNEKAR