

VTM LIMITED
SULAKARAI, VIRUDHUNAGAR-626 003.

MINUTES of the proceedings of the 65th Annual General Meeting of the Members of VTM Limited, held at the Registered Office of the Company at Sulakarai, Virudhunagar on Monday the 11th June, 2012 at 12.00 Noon.

Members Present : As per attendance Register.

1. CHAIRMAN:

Proposed by Thiru A.Mariappan
Seconded by Thiru A.Jeyaraman

Thiru T. Kannan took the Chair.

2. NOTICE:

Notice convening the Annual General Meeting was read and recorded. Directors' and Auditors' Reports on the accounts of the Company for the year ended on 31st March, 2012 were read.

The following Resolutions were passed unanimously.

3. ADOPTION OF ACCOUNTS:

Proposed by Thiru M.Uthayakumar
Seconded by Thiru K.R.Thiyagarajan

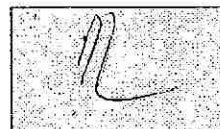
RESOLVED that the audited Balance Sheet of the Company as at 31st March, 2012 and profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Reports thereon be and are hereby adopted.

4. DECLARATION OF DIVIDEND:

Proposed by Thiru A.Jeyaraman.
Seconded by Thiru R.Rajashankar

RESOLVED that a dividend at Rs.4.00 per Share of the Company be and is hereby declared for the year ended 31st March, 2012.

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CHAIRMAN'S
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5. APPOINTMENT OF AUDITORS: -2-

Proposed by Thiru K.Thiagarajan
Seconded by Thiru A.Asokan

RESOLVED that M/s. Peri Thiagraj & Co., Chartered Accountants, Madurai, be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs.15,000/- (Rupees Fifteen thousand only) plus traveling and out of Pocket expenses.

AS SPECIAL RESOLUTIONS:

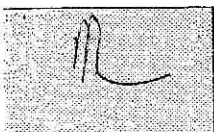
6. SUB-DIVISION OF EQUITY SHARES

Proposed by Thiru A.Jeyaraman
Seconded by Thiru K.R.Thiyagarajan

"RESOLVED THAT pursuant to the provisions of Sections 13, 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded for sub-dividing the 1,00,00,000/- Equity Shares of Rs.10/- (Rupees ten) each in the Authorised Share Capital of the Company into 10,00,00,000/- Equity Shares of Re.1/- (Rupee One) each and consequently Clause (iv) (being Capital Clause) of the Memorandum of Association and Article 2 of the Articles of Association of the Company relating to Equity Shares be altered accordingly.

RESOLVED FURTHER that pursuant to the sub-division of the Equity Shares of the Company, the issued, subscribed and paid-up Equity Shares of face value Rs.10/- (Rupees Ten) each, shall stand sub-divided into Equity Shares of face value of Re.1/- (Rupee One) each fully paid-up.

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CHAIRMAN'S
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RESOLVED FURTHER that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and they are hereby authorised to do, perform all such acts, and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution."

7. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Proposed by Thiru A.Jeyaraman.
Seconded by Thiru R.Rajashankar

"RESOLVED that in accordance with the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause (iv) of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place, the following new Clause (iv):

(iv)The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000/- (Ten Crore) Equity Shares of Re.1/- each.

8. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

Proposed by Thiru M.Uthayakumar
Seconded by Thiru A.Asokan

"RESOLVED that in accordance with the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 2 of the Articles of Association of the Company be altered by deleting the same and substituting, in its place the following new Article, 2:

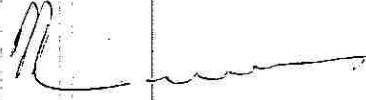
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2. The present Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Re.1/- (Rupee One) each.

There being no other business to transact, the meeting concluded with a vote of thanks to the chair.



Place : VIRUDHUNAGAR
Date : 11.06.2012.

CHAIRMAN

CERTIFIED TRUE
COPY OF ORIGINAL.

for **VVM LIMITED**


S. PARAMASHIVAN
(Company Secretary)

Certified copy of original
for **VVM LIMITED**


S. PARAMASHIVAN
(Company Secretary)



CHAIRMAN'S
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