

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 35th Annual General Meeting ('AGM') of the Shareholders of Veejay Terry Products Limited will be held at **04.45 PM India Standard Time (IST) on Monday the 29th day of August, 2022**, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es) :-

Ordinary Business:

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri. N. Krishnasamaraj (DIN 00048547), who retires by rotation and being eligible, offers himself for re- appointment.
3. To re-appoint Auditors and to fix their remuneration and in this regard pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), M/s N.R.D. Associates (Firm Registration No. 005662S), Chartered Accountants, Coimbatore be and are hereby re-appointed as Statutory Auditors of the Company, to hold office for a period of 5 consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company which ought to be held in the year 2027 at a remuneration as may be decided by the Board of Directors of the Company in consultation with the Auditors.

Special Business :

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the Articles of Association of the Company, Sri. K. Muralimohan (DIN: 00626361), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st February, 2022 and who holds office up to the date of this General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Sri. K. Muralimohan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, Sri. J. Vijayakumar (DIN 00002530) be and is hereby re-appointed as Managing Director of the Company for a further period of 3 (three) years with effect from 23rd June, 2023 on the following terms.

i. **Salary:** Rs. 3,00,000/- per month (Inclusive of all allowances).

ii. **Commission:** 1% of the net profit of the company payable annually.

iii. **Perquisites:**

The Managing Director will be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration

- a) Contribution to Provident Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.
- d) medical reimbursement, LTA for self and family, club fees, medical insurance, etc., at actuals, every year. The Company shall cover for personal accident insurance for a sufficient amount in the name of Managing Director. The Managing Director shall be entitled to reimbursement of all actual expenses incurred in the course of the company's business
- e) Provision of a Company car with driver for use on Company's business and telephone facility at her residence will not be considered as perquisites. Use of the car for private purposes shall be billed by the Company to Managing Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Sri. J. Vijayakumar, Managing Director.

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/or remuneration payable to Sri. J. Vijayakumar as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors of the Company at their meeting held on 21st February 2022 appointed Sri. K. Muralimohan (DIN: 00626361), as an Additional Director of the Company with effect from 21st February 2022.

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, Sri. K. Muralimohan holds office as the Director of the Company upto the date of this Annual General Meeting. Further, notice(s) under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose him as a candidate for the office of Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director of the Company. A brief profile of Sri. K. Muralimohan and the details as required under SS-2 are annexed to this notice.

Except Sri. K. Muralimohan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The tenure of office of Sri. J. Vijayakumar (DIN 00002530 as Managing Director expires on 22nd June, 2023. Considering the responsibilities shouldered by him and the valuable services rendered by him to the Company, the Board of Directors at their meeting held on 31st May 2022 have re-appointed Sri. J. Vijayakumar as Managing Director of the Company for a further period of 3 (Three) years with effect from 23rd June, 2023 on a Remuneration as set out in the resolution.

In view of the substantial and significant contribution made by Sri. J. Vijayakumar (DIN 00002530), Managing Director for the development of the company and keeping in view the responsibility thereon handled efficiently, the Board felt that his re-appointment would be just and fair with the remuneration and perquisites as provided in the resolution.

The re-appointment of the Managing Director and the payment of remuneration are in conformity with Section 196, 197 and schedule V and other applicable provision, if any of the Companies Act, 2013 and have been approved by the Board of Directors.

The Board of Directors recommends the resolution set out in Item No.5 of the Notice for the approval of the members of the Company.

Sri. J. Vijayakumar, being the appointee and Smt. V. Mahitha and Sri. V. Venkatkumar being the relative of Sri. J. Vijayakumar, are interested in the resolution.

None of the other Directors and Key Managerial Personnel and their relatives is concerned or interested in the resolution set out in item No.5 of the Notice.

Notes :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2022 read with circulars dated 8th April, 2020, 13th April 2020, 5th May, 2020 , 15th June 2020, 28th September,2020, 31st December 2020 and 13th January 2021 23rd June, 2021, December 8, 2021 and 5th May 2022 (collectively referred to as “MCA Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. There was no amount outstanding which has to be transferred to Investor Education and Protection Fund (the IEPF) established by the Central

Government in pursuance to the provisions of section 124 (5) and 125 of the Companies Act, 2013.

6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc., from the company electronically.
7. The Company has entered into agreements with National Securities Depository Limited (“NSDL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL. Members are encouraged to convert their holdings to electronic mode.
8. A member who needs any clarification on accounts or operations of the Company shall write to the Company at vjtpcbe@gmail.com, so as to reach at least 7 days before the meeting. The same will be replied by the Company suitably, during the course of AGM or through separate e-mail.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the physical copy of Annual Report will not be sent. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.veejayterry.com And on the website of Link Intime India Private Limited at instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
10. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
11. As per the provisions of Section 72 of the Companies Act, facility for making nominations is now available to individuals holding shares in the company. Members holding shares in physical form may obtain the nomination form from the RTA of the Company. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent, for consolidation into a single folio.
13. Members are requested to forward their communications in connection with shares held by them directly to the Registrar and Share Transfer Agent of the Company M/s. SKDC Consultants Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The shareholders whose unclaimed dividend / share has been transferred to the "Investor Education and Protection Fund", may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

Sri. J. Vijayakumar, Managing Director of the Company is the Nodal Officer of the Company for the purpose of verification of such claims.

17. Brief resume, details of shareholding and Directors' inter-se relationship of Director seeking re-election in terms as required under Secretarial Standards 2, are provided as annexure to this Notice.
18. Members are requested to notify any change of address and bank details to their depository participants in respect of their holdings in electronic form and in respect of shares held in physical form to M/s. SKDC Consultants Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, the Registrar and Share Transfer Agent (RTA) of the company.
19. With effect from 2nd October 2018, the application for transfer of shares held in physical form will not be processed except in the case of transfer / transposition. Accordingly, members who intend to transfer their shares shall get such shares dematerialised before transfer. The Company has obtained the ISIN with National Securities Depository Limited (NSDL) and shares of the Company are eligible for dematerialisation under ISIN: INE01SK01018. Accordingly, the Company / the Registrar and Share Transfer Agent (RTA) shall not be able to entertain any request for transfer of shares in physical form.
20. Soft copies of the Register of Directors and Key Managerial Personal 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 electronically. Members can inspect the same by sending an e-mail to vjtpcbe@gmail.com

21. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.

Voting through Electronic Means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by Link Intime India Private Ltd ('LI IPL'), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

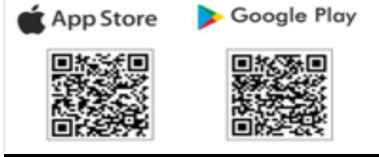
- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the **cut-off date, i.e., Monday, 22nd August, 2022**, may refer to this Notice of the Annual General Meeting, posted on Company's website www.veejayterry.com, for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on **Friday, 26th August, 2022** at 09:00 am (IST) and ends on **Sunday 28th August , 2022** at 5:00 pm (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, 22nd August, 2022** may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

The instructions for members for voting electronically are as under: -

Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:-

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services under value added services Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p>

	<p>NSDL Mobile App is available on</p> 
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <p>► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*),</p>

	<p>at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>
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4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk

Link Intime India Private Limited

Process for those shareholders whose email address is not registered with the Company / depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vjtpcbe@gmail.com or coimbatore@linkintime.co.in.
2. For Demat shareholders – Members are requested to update their Email Address with the Depository Participants by following the procedure advised by them and then follow the instruction as detailed above to login for e-voting.

Instructions for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

- Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 30 (Thirty) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- **Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:**
 1. Open the internet browser and launch the URL for InstaMeet<<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10-digit Permanent Account Number (PAN) (members who have not updated their PAN with the Depository Participant or company shall use the sequence number provided to you, if applicable)
 - c. Enter your Mobile No.

d. Enter your Email ID, as recorded with your DP/Company.

2. Click “Go to Meeting”

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

InstaMeet Support Desk
Link Intime India Private Limited

Instructions for Shareholders / Members to register themselves as Speakers during Annual General Meeting:

- Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at vjtpcbe@gmail.com on or before **22nd August, 2022 at 12.00 PM.**
- The first 20 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
- Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email ID & mobile number at vjtpcbe@gmail.com. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired.
5. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
6. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
7. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

InstaMeet Support Desk

Link Intime India Private Limited

- IV The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Monday, 22nd August, 2022.**
- V Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI **Mr. B. Krishnamoorthy, Chartered Accountant (Membership No. 020439)** has been appointed as the Scrutinizer, to scrutinize the remote evoting process and voting at AGM in a fair and transparent manner.
- VII The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.veejayterry.com and on the website of LIPL immediately after the declaration of result by the Chairman or a person authorized by him.

By order of the Board

Coimbatore
31st May, 2022

Sd/- **(J. Vijayakumar)**
Managing Director
(DIN: 00002530)

**Statement of information relevant to Sri. J. Vijyakumar (holding DIN 00002530),
 Managing Director of the Company as per Schedule V of the Companies Act,
 2013**

I. GENERAL INFORMATION

1. Nature of Industry

The Company is engaged in manufacture of cotton yarn and blended cotton yarn.

2. Date or expected date of commencement of commercial production

The company was incorporated on 15th July 1987 and commenced commercial production on 1st February 1995.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

(Rs. in Lakhs)

Particulars	2021-22	2020-21	2019-20
Sales & other income	4,144.69	2522.45	2398.16
Profit/ (Loss) before tax	411.44	121.50	(198.57)
Profit/ (Loss) after tax	295.83	88.37	(1.47)
Paid-up equity capital	300.00	300.00	300.00
Reserves and Surplus	546.16	250.34	161.97
Basic Earnings per share (in Rs.)	9.86	2.95	(4.90)

5. Foreign Investments or collaborations, if any.

Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details

Sri. J. Vijyakumar is a promoter Director, having Masters Degree in Business Administration, from US and is having wide experience in the textile field.

2. Past remuneration

During the year 2021-22, Sri. J. Vijayakumar has received a monthly remuneration of Rs. 2,50,000/- + PF contribution.

3. Recognition or awards

Nil

4. Job profile and his suitability

Sri. J.Vijayakumar as Managing Director of the Company shall have substantial powers of Management of the affairs of the Company. With his qualifications and experience he has got the capacity to improve the performance of the Company. He is one of the promoter Directors.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in Item No. 5.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)

The proposed remuneration to Sri. J. Vijayakumar is in line with the general package prevailing in the industry..

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Sri. J. Vijayakumar, along with family members holds about 73.28% of the total shareholdings.

III. OTHER INFORMATION

7. Reasons for loss or inadequate profits: **Not Applicable**

8. Steps taken or proposed to be taken for improvement: **Not applicable**

9. Expected increase in productivity and profits in measurable terms: **Nil**

IV. DISCLOSURES

(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors for the year 2021-22.

(Amount in Rs.)

S.NO	NAME	REMUNERATION
1.	Sri. J. Vijayakumar	33,60,000
2.	Sri. V. Venkatkumar Executive Director	6,72,000
		40,32,000

- (ii) Details of fixed component and performance linked incentives along with the performance criteria

As disclosed in Point No.(i) above.

- (iii) Service contracts, notice period, severance fees

Managing Director is being appointed for a period of 3 years from 23.06.2023 to 22.06.2026.

- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

The Company has not issued any Stock option

Details of Directors seeking re-appointment in pursuant of Secretarial Standards (SS-2)

	N. Krishnasamaraj	J. Vijayakumar	K. Muralimohan
Name			
DIN	00048547	00002530	00626361
Date of Birth	26.03.1955	09.12.1952	12.03.1948
Date of appointment on the Board	07.11.1994	23.12.1991	21.02.2022
Inter-se relationship with other directors	Name of the Director - Relationship Smt. V. Mahitha - Sister	Name of the Director - Relationship Smt. V. Mahitha - Wife Sri. Venkatkumar - Son	Not related to any of the other Directors of the Company
Qualification	BE MBA	B.Com., B.S., M.B.A.,	Chartered Accountant
Expertise in area	Reputed businessman holding directorships in many companies and held various positions in industrial associations and having more than 30 years of experience in the field of engineering.	Having more than 40 years of industrial experience in the filed of engineering and textiles.	More than -- years experience in Accounts, Finance, Taxation and Company Law Matters.
No. of shares held	3,000	18,62,660 [including HUF]	Nil
Board position held	Director	Managing Director	Additional Director
Terms and conditions of appointment / re-appointment	Retires by Rotation and eligible for reappointment.	Re-appointed as Managing Director of the company for a further period of 3 years w.e.f. 23 rd June 2023	Appointed as Director of the Company
Remuneration last drawn	Rs. 15,000/- (Sitting fee paid for attending Board Meeting)	Rs. 33,60,000/- per annum [including contribution towards PF 3,60,000/-]	Rs. 10,000/- (Sitting Fee for attending Board Meeting)
Remuneration sought to be paid	Sitting fee for attending Board Meetings only.	Rs. 40,32,000/- per annum including contribution towards PF 4,32,000/-]	Sitting fee for attending Board Meetings only.

Number of Board meetings attended during the year	Four	Five	Two
Directorships held in other companies	<ol style="list-style-type: none"> 1. Magna Electro Castings Ltd 2. Chandra Textiles P Ltd 3. Shanthy Gears Ltd 4. Foundries Development Foundation 	<ol style="list-style-type: none"> 1. Magna Electro Castings Ltd 	<ol style="list-style-type: none"> 1. The Bhavani Tea and Produce Co Ltd 2. The Be Be Rubber Estates Ltd
Chairmanship / Membership in other Committees	<ol style="list-style-type: none"> 1. Magna Electro Castings Ltd a. Stakeholders Relationship Committee b. CSR Committee 	<ol style="list-style-type: none"> 1. Magna Electro Castings Ltd a. Audit Committee b. Stakeholders Relationship Committee 	<p>Nil</p>