

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 37th Annual General Meeting ('AGM') of the Shareholders of Veejay Terry Products Limited will be held at **03.30 PM India Standard Time (IST) on Wednesday, the 28th day of August, 2024**, 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, 2024, 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 Smt. V. Mahitha (DIN 00002537), who retires by rotation and being eligible, offers herself for re- appointment.
3. To appoint a Director in place of, Sri. G. Krishnakumar (DIN 06728808) who retires by rotation and being eligible, offers himself for re- appointment.

Special Business:

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

Resolved that in accordance with the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Sri. N. Krishna Samaraj (DIN 00048547), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st June 2024 to hold office up to the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Sri. N. Krishna Samaraj (DIN 00048547), as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

Resolved that pursuant to Section 196, 197 Schedule V and other applicable provisions, if any of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded for the re-appointment of Sri. V. Venkatkumar (DIN: 06909735), as Executive Director of the Company for

a further period of 3 (three) years with effect from 1st July 2025 on terms and conditions as set out below:

Remuneration:

- I. Salary: Rs. 50,000/- (Rupees Fifty Thousand only) per month inclusive of all allowances.
- II. Perquisites:
The Executive Director shall 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 leaves at the end of the tenure.
- III. In the event of no profit or inadequacy of profits, the above remuneration shall be treated as the minimum remuneration payable to the Executive Director.

Resolved Further that the Board of Directors be and are hereby authorised to alter and vary the terms of remuneration payable to Sri.V. Venkatkumar (DIN: 06909735), as Executive Director, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

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

Resolved that pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules 2014, consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into an agreement / contract / business transactions with the following related party of the Company on the terms and conditions as given hereunder :

S. No	Name of the Related Party	Nature of Transactions	Period of Transactions	Maximum Limit of Transaction Per Annum
1	M/s. Guruvayurappan Textiles Private Limited	Purchase & Sale of Goods, Receiving and Rendering of services	For a period of five years commencing from 1 st September 2024 to 31 st August 2029	Rs. 25 Crore (Rs. Twentyfive crores)

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

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors at their meeting held on 21st June 2024 have been appointed Sri. N. Krishna Samaraj (DIN 00048547) as an Additional Director of the Company with effect from that date. In accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Sri. N. Krishna Samaraj (DIN 00048547) will hold office as Additional Director of the Company up to the date of this Annual General Meeting

The Board has considered that having regard to the knowledge and experience of Sri. N. Krishna Samaraj (DIN 00048547), it will be in the interest of the Company to appoint him as Director of the Company

Further, the Company has received notice from a member signifying his intention to propose Sri. N. Krishna Samaraj (DIN 00048547) as candidate for the office of Director of the Company under Section 160 of Companies Act, 2013.

The Board of Directors recommend the ordinary resolution as set out in Item No.4 of the Notice for the approval of the members of the Company to appoint Sri. N. Krishna Samaraj (DIN 00048547) as Director.

Except Sri. N. Krishna Samaraj (DIN 00048547), the appointee Director and Smt. V. Mahitha (DIN 00002537), none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4 of the Notice.

The disclosures as required under SS-2 has been annexed below.

Item No.5

Sri.V. Venkatkumar (DIN: 06909735) was re-appointed as Executive Director of our Company for a period of 3 years with effect from 1st July , 2022 by the members of the Company at the Annual General Meeting held on 16th September, 2021 and accordingly, the tenure of his office as Executive Director expires on 30th June, 2025. In accordance with the provisions of Section 196 of the Companies Act, 2013, the Board of Directors at their meeting held on 21st June, 2024, have re-appointed Sri.V. Venkatkumar as "Executive Director" of the Company for a further period of 3 (three) years with effect from 1st July 2025 on the terms and conditions as set out under Item No. 5 of this Notice, subject to the approval of the shareholders by means of a special resolution.

In view of the substantial and significant contribution made by Sri.V.Venkatkumar (DIN: 06909735), Executive 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.

As per the provisions of sections of 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment and payment of remuneration to Sri.V.Venkatkumar as Executive Director shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the necessary resolution is placed before the members for their approval.

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

The details required under Schedule V of the Companies Act, 2013, brief bio-data of Sri.V.Venkatkumar and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Sri. V.Venkatkumar being the appointee director, Sri. J.Vijayakumar, and Smt. V.Mahitha relatives of appointee none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 5.

The disclosure as required under SS-2 has been annexed below.

Item No.6

The Company has been entering into transactions with its related parties in the ordinary course of business and on an arms' length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on business achieved by the Company and is directly proportional to the business.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the members by way of an Ordinary Resolution is required for entering into such transactions with the related parties as mentioned in Item No. 6 of the Notice in excess of the limits laid down in the Companies Act, 2013

In the above context, the necessary Ordinary Resolution is being proposed in Item No. 6 of the Notice for the approval of the members.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto are furnished hereunder:

a	Name of the related party and nature of relationship	M/s. Guruvayurappan Textiles Private Limited, Sri. Gurusamy Krishnakumar, Director of the company is interested as Whole-time Director and as Shareholder.	
b	Nature, duration of the contract and particulars of the contract or arrangement	Purchase & Sale of Goods, Receiving and Rendering of services for a period of 5 years with effect from 1 st September 2024.	
c	Material terms of the contract or arrangement including the value	Nature of transaction	Amount per annum
		Purchase & Sale of Goods, Receiving and Rendering of services	Rs.20 Crore
d	Advance paid or received for the contract or arrangement	NIL	
e	Manner of determining the pricing and other commercial terms	The proposed transaction would be carried out as part of the business requirements and would be at arm's length basis	
f	Whether all factors relevant to the contract have been considered	All factors have been considered	
g	Any other information	NIL	

Notes :

1. The Ministry of Corporate Affairs ("MCA") vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 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 / Corporate 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. Shareholders holding shares in Demat form and who have not yet registered their e-mail address are requested to register their email address with their respective Depository Participant (DP) immediately. Shareholders holding shares in physical form are requested to dematerialize their shares and register their email address with our RTA, Link Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028; email id coimbatore@linkintime.co.in.
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 vjtpcbce@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 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA. Members may note that the physical copy of Annual Report will not be sent. Members may note that the Notice and Annual Report 2023-24 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. Link Intime India Pvt., Ltd., “Surya”, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028; email id coimbatore@linkintime.co.in
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. Members may note that M/s. N R D Associates, Chartered Accountants, Coimbatore, (FRN: 005662S), the Statutory Auditors of the Company were appointed by the Shareholders at the 35th Annual General Meeting (AGM) held on 29th August 2022, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2027. Hence, no resolution is being proposed for appointment of Statutory Auditors at this Annual General Meeting.

18. Brief resume, details of shareholding and Directors' inter-se relationship of Director seeking appointment / re-appointment in terms as required under Secretarial Standards 2, are provided as annexure to this Notice.
19. 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. Link Intime India Pvt. Ltd., "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, the Registrar and Share Transfer Agent (RTA) of the company; email id coimbatore@linkintime.co.in
20. 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.
21. 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 vtjpcbe@gmail.com
22. 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., 21-08-2024**, 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 **25-08-2024** at 09:00 am (IST) and ends on **27-08-2024** 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 **21-08-2024** may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.

- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (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).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

- ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
 - e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 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/ CDSL has forgotten the password:

Shareholders 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".

**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 vjtpcb@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: <https://instameet.linkintime.co.in> & click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client

ID

- Shareholders/ members holding shares in physical form shall provide 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 (DP)/

Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

Once the electronic voting is activated by the scrutinizer 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 your 16-digit 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. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. 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.
6. 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 General Meeting through InstaMeet facility and have not casted 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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 shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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 **21-08-2024**.

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.

Coimbatore
21st June, 2024

By order of the Board



(J. Vijayakumar)
Managing Director
(DIN: 00002530)

Statement of disclosures pursuant to Schedule V to the Companies Act, 2013, in relation to Item No. 6 of the Notice.

I. General information:				
(1) Nature of industry	The company is engaged in manufacture of cotton 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		2022	2023	2024
		Rs. in lacs		
	Turnover / Total Income	4,144.69	3,062	2,628
	Profit / (Loss) before tax	411.44	(183)	(130)
	Profit/ (Loss) after tax	295.83	(148.65)	(97.31)
	Paid-up equity capital	300	300	300
	Dividend paid / recommended	Nil	Nil	Nil
Rate of Dividend (in %)	N.A	N.A	N.A	
(5) Foreign investments or collaborations, if any.	Nil			
II. Information about the appointee:				
(1) Background details	Sri. V. Venkatkumar, was appointed as Management Trainee w.e.f 01.11.2010 and involved in day to day affairs of the company since then.			
(2) Past remuneration	Salary per month Rs. 50,000/- + PF contribution			
(3) Recognition or awards	Nil			
(4) Job profile and his suitability	Sri. V. Venkatkumar has been involved in the production and commercial activities of the company for the past 11 years			

(5) Remuneration proposed	Salary per month Rs.50,000/- + PF contribution
(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 his origin)	Taking into consideration the size of the company, profile of Sri. V. Venkatkumar, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration being received, Sri. V. Venkatkumar does not have any pecuniary relationship with the company. Sri. V. Venkatkumar is the son of Sri. J. Vijayakumar, Managing Director and Smt. V. Mahitha, Director. The family holds about 62.14% of the total shareholdings.
III. Other information:	
(1) Reasons for loss or inadequate profits	Volatile market condition and inadequate profit margin in yarn.
(2) Steps taken or proposed to be taken for improvement	Adapted to quick count pattern change to minimize the losses.
(3) 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; Sri.J. Vijayakumar, Managing Director - Rs. 34,65,385/- + PF Contribution per annum. Sri. V. Venkatkumar, Exeucutive Director - Rs. 6,00,000/- + PF contribution, per annum. Sitting Fees paid to all other directors amounting to Rs. 65,000/-	
(ii) details of fixed component. and performance linked incentives along with the performance criteria; - No incentives are paid.	
(iii) service contracts, notice period, severance fees; Sri. V. Venkatkumar has been re-appointed as Executive Director of the Company for a further period of 3 (Three) years with effect from 1 st July 2025.	
(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)
Details of Directors seeking re-appointment in pursuant of Secretarial Standards (SS-2)

Name	Smt. V. Mahitha		Sri. G. Krishnakumar
DIN	00002537		06728808
Date of Birth	11-08-1962		07-10-1988
Date of appointment on the Board	30-06-2014		23-06-2023
Inter-se relationship with other directors	Name of the Director	Relationship	Not related to any of the other Directors of the Company
	Sri. J. Vijayakumar Sri. V. Venkatkumar Sri. N. Krishnasamaraj	Husband Son Brother	
Qualification	B.Com.,		B.E., PGDM
Experience /Expertise in area	Finance and accounts		More than 10 years of experience in Spinning industry
No. of shares held	600		Nil
Board position held	Director		Director
Terms and conditions of appointment / re-appointment	Retires by rotation and eligible for reappointment.		Retires by rotation and eligible for reappointment.
Remuneration last drawn	Rs. 20,000/- [Sitting fee paid for attending Board Meetings]		Rs. 10,000/- [Sitting fee paid for attending Board Meetings]
Remuneration sought to be paid	Sitting fee for attending Board Meetings only		Sitting fee for attending Board Meetings only
Number of Board meetings attended during the year	Four		Two
Directorships held in other companies	1. VTD Enterprise (Cbe) P Ltd		1. Guruvayurappan Textiles P Ltd
Chairmanship / Membership in other Committees	1. Veejay Terry Products Ltd a. Stakeholders Relationship Committee		Nil

	N. Krishnasamaraj	V. Venkatkumar
Name		
DIN	00048547	06909735
Date of Birth	26.03.1955	27.12.1983
Date of appointment on the Board	21.06.2024	28.06.2017
Inter-se relationship with other directors	Name of the Director - Relationship Smt. V. Mahitha - Sister	Name of the Director - Relationship Sri. J. Vijayakumar - Father Smt. V. Mahitha - Mother
Qualification	BE MBA	Undergraduate
Expertise in area	Reputed businessman holding directorships in many companies and held various positions in industrial associations and having more than 45 years of experience in the field of engineering.	Has been looking after the day to day affairs of the Company for the past six years.
No. of shares held	3,000	1,000
Terms and conditions of appointment / re-appointment	Appointment as Director of the Company.	Re-appointment as Executive Director.
Remuneration last drawn	Rs. 20,000/- (Sitting fee paid for attending Board Meeting)	Rs. 6,00,000/- + PF per annum
Remuneration sought to be paid	Sitting fee for attending Board Meetings only.	Rs. 6,00,000/- + PF per annum
Number of Board meetings attended during the year	Four	Four
Directorships held in other companies	1. Magna Electro Castings Ltd 2. Chandra Textiles P Ltd 3. Foundries Development Foundation	1. VTD Enterprise (Cbe) Private Limited
Chairmanship / Membership in other Committees	1. Magna Electro Castings Ltd a. Stakeholders Relationship Committee b. CSR Committee	1. Veejay Terry Products Ltd 2. a. Stakeholder Relationship Committee Member