

## **VEEJAY TERRY PRODUCTS LIMITED**

CIN: U17231TZ1987PLC002004

Regd. Office.: 8, A.T.T.Colony

Coimbatore - 641018

Phone: 0422 2210132 Email: vjtpcbe@gmail.com

Website: www.veejayterry.com

### **NOTICE FOR POSTAL BALLOT /ELECTRONIC VOTING (e-Voting)**

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 3/2025 dated September 22, 2025 and other relevant circular(s) issued by the Ministry of Corporate Affairs ("MCA") from time to time (hereinafter collectively referred to as "MCA Circulars"), Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Veejay Terry Products Limited ("the Company") hereby seeks your approval for the special business as considered in the Resolution appended below through Postal Ballot by way of voting through electronic means ("Remote E-Voting").

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the Resolution appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at [www.veejayterry.com](http://www.veejayterry.com).

Postal Ballot Notice is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA / Depositories / Depository Participants and Hard Copy of the Postal Ballot Notice is being sent via registered post to those members, who have not registered their e-mail address with the Company/ RTA. Further, the communication of assent / dissent of the Members on the Resolution proposed will take place through the remote e-voting system only.

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 30<sup>th</sup> December 2025, has appointed Mr. M D Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Practicing Company Secretaries, Coimbatore, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("MI IPL") to provide remote e-voting facility to the Members of the Company through their website at <https://instavote.linkintime.co.in>. Please refer to the instructions for e-voting given hereinafter the proposed Resolution, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time ['IST']) on Wednesday, 14<sup>th</sup> January 2026 and ends at 5.00 PM (IST) on Thursday, 12<sup>th</sup> February 2026. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting facility by not later than 5.00 PM (IST) on Thursday, 12<sup>th</sup> February 2026.

The Scrutinizer shall submit his report to the Managing Director of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot e-voting will be announced within 2 days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at [www.veejayterry.com](http://www.veejayterry.com), and on website of MI IPL.

In the event, the Resolution as set out under Item No. 1 below, is assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as a Special Resolution at the General Meeting of the Company and it shall be deemed to have been passed on Thursday, 12<sup>th</sup> February 2026, being the last date specified by the Company for e-voting.

The Resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot/ remote e-voting:

## **SPECIAL BUSINESS**

### **1. Approval for revision in payment of remuneration to Mr. Vijayakumar Venkatkumar, (DIN: 06909735) Executive Director of the Company.**

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

**"RESOLVED THAT** in partial modification of the resolution passed by the members at their Annual General Meeting held on 28<sup>th</sup> August 2024 in this regard and pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded for payment of revised remuneration, as detailed below, to Mr. Vijayakumar Venkatkumar, (DIN: 06909735), Whole-Time Director designated as Executive Director of the Company for the period from 1<sup>st</sup> January 2026 until the remaining tenure of his appointment:

#### **Terms of Remuneration:**

**Salary:** Rs. 1,50,000/- (Rupees One Lakh and Fifty Thousand only) per month inclusive of all allowances.

Perquisites, allowances and other terms and conditions of appointment remain the same as per the resolution passed at the Annual General Meeting held on 28<sup>th</sup> August 2024.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the above salary and perquisites shall be treated as minimum remuneration.

**RESOLVED FURTHER THAT** Mr. Vijayakumar Venkatkumar, (DIN: 06909735), Executive Director, is liable to retire by rotation and such retirement shall not be treated as break in his tenure of appointment.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to alter and vary the terms of remuneration payable to Mr. Vijayakumar Venkatkumar, Executive Director, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders."

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Mr. Vijayakumar Venkatkumar, (DIN: 06909735) has been appointed as an Executive Director of the Company at a remuneration of Rs. 50,000/- per month along with other allowance for a period of 3 years with effect from 1<sup>st</sup> July 2025 by the members at their Annual General Meeting held on 28<sup>th</sup> August 2024.

Further, in view of additional responsibilities shouldered by Mr. Vijayakumar Venkatkumar, (DIN: 06909735) in the capacity as Executive Director for the development of the Company, the Board of Directors at their meeting held on 30<sup>th</sup> December 2025 have approved for revision in payment of remuneration to Mr. Vijayakumar Venkatkumar, as detailed in the resolution, for the remaining period of his tenure as Executive Director of the Company with effect from 1<sup>st</sup> January 2026, subject to the approval of members of the Company.

Mr. Vijayakumar Venkatkumar holds a bachelor's degree and who has been looking after the day-to-day affairs of the Company for the past 15 years.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013, the Special Resolution as set out in item no. 1 of the Notice is being placed before the members for approval.

Accordingly, the Board of Directors recommends the Special Resolution as set out in item no. 1 of the Notice for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Members are informed that the revision in payment of remuneration to Mr. Vijayakumar Venkatkumar as Executive Director for the remaining of his tenure with effect from 1<sup>st</sup> January 2026 contained under Item No.1 of the Notice is in conformity with Schedule V of the Companies Act, 2013.

Except Mr. Vijayakumar Venkatkumar, being the appointee director, and Mr. J.Vijayakumar, Managing Director and Mrs. V. Mahitha, Director, relatives of appointee, none of the other 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. 1 of the Notice.

**Statement of disclosures pursuant to Schedule V to the Companies Act, 2013, in relation to Item No. 1 of the Notice.**

<b>I. General information:</b>				
(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 15 <sup>th</sup> July 1987 and commenced commercial production on 1 <sup>st</sup> 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		<b>2023</b>	<b>2024</b>	<b>2025</b>
		<b>(₹ in lakhs)</b>		
	Turnover / Total Income	3,086.56	2,676.14	3,556.15
	Profit / (Loss) before tax	(183.04)	(130.41)	97.92
	Profit/ (Loss) after tax	(148.65)	(97.30)	71.57
	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			

<b>II. Information about the appointee:</b>	
(1) Background details	Mr. Vijayakumar 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	Mr. Vijayakumar Venkatkumar has been involved in the production and commercial activities of the company for the past 15 years
(5) Remuneration proposed	As set out in Item No.1 of the Notice
(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 Mr. Vijayakumar 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, Mr. Vijayakumar Venkatkumar does not have any pecuniary relationship with the company. Mr. Vijayakumar Venkatkumar is the son of Sri. J. Vijayakumar, Managing Director and Mrs. V. Mahitha, Director. The family holds about 62.14% of the total shareholdings.
<b>III. Other information:</b>	
(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	The Company has already taken steps to improve its profitability which is being reflected in the financials.
(3) Expected increase in productivity and profits in measurable terms	The profitability will increase considerably in the financial year 2025-26.
<b>IV. Disclosures</b>	
<b>The following disclosures shall be mentioned in the Board of Directors' report under the heading "Corporate Governance", if any, attached to the financial statement.</b>	
(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors	The details of the remuneration package of Mr. Vijayakumar Venkatkumar, Executive Director of the Company, is given under Item No. 1 of the Notice.
(ii) Details of fixed component and performance linked incentives along with the performance criteria	The Company has not granted any stock options and hence, the disclosure whether the stock options has been issued at a discount as well as the period over which accrued and over which exercisable does not arise.
(iii) Service contracts, notice period, severance fees	
(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	

**Details of Directors seeking revision in payment of remuneration pursuant to Secretarial Standards (SS-2)**

<b>Name</b>	Mr. Vijayakumar Venkatkumar
<b>DIN</b>	06909735
<b>Date of Birth</b>	27/12/1983
<b>Date of appointment on the Board</b>	28/06/2017
<b>Inter-se relationship with other directors</b>	Mr. J Vijayakumar, Managing Director and Mrs. V Mahitha, Director are Interested as relatives
<b>Qualification</b>	Undergraduate
<b>Experience /Expertise in area</b>	He has been looking after the day to day affairs of the Company for the past 15 years
<b>No. of shares held</b>	1,000 shares
<b>Board position held</b>	Executive Director
<b>Terms and conditions of appointment / re-appointment</b>	As set out in item no.1 of Notice
<b>Remuneration last drawn</b>	Rs.6 Lakhs per annum
<b>Remuneration sought to be paid</b>	As set out in item no.1 of Notice
<b>Number of Board meetings attended during the year</b>	4
<b>Directorships held in other companies</b>	VTD Enterprise (CBE) Private Limited - Director
<b>Chairmanship / Membership in other Committees</b>	Nil

**For VEEJAY TERRY PRODUCTS LIMITED**

**Sd/-**

**JANARDHANA VIJAYAKUMAR NAIDU  
MANAGING DIRECTOR  
DIN: 00002530**

Place: Coimbatore

Date: 30<sup>th</sup> December 2025

**NOTES:**

1. Members may note that this Postal Ballot Notice has been placed on the Company's website [www.veejayterry.com](http://www.veejayterry.com) and on the website of e-voting service provider and Registrar and Share Transfer Agent of the Company i.e., MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.
2. The Statement pursuant to Sections 102 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
3. The Notice is being sent to members of the Company whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") as on Friday, 9<sup>th</sup> January 2026 ("Cut-off date").
4. The Company will send this Notice in electronic form to those members whose E-Mail addresses are registered with Company/RTA/NSDL and Hard Copy of the Postal Ballot Notice is being sent via registered post to those members, who have not registered their e-mail address with the Company/ RTA. Further, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
  - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the shareholders who have not submitted their email address may temporarily get their e-mail address registered with the Company's RTA, by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at [vjtpcbe@gmail.com](mailto:vjtpcbe@gmail.com) or may contact Instavote helpdesk by sending request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com).
  - ii. It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited, having its office at Surya, 35 Mayflower Avenue, behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 (Tel: +91 422 2314792, 2539835, 4958995), by following the due procedure.
  - iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's RTA to enable serving of notices/ documents/ annual reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Mr. J Vijayakumar, Managing Director of the Company with respect to this Postal Ballot at Email ID: [vjtpcbe@gmail.com](mailto:vjtpcbe@gmail.com) or to RTA at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com).
6. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Thursday, 12<sup>th</sup> February 2026.
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a Member cannot exercise his/her vote by proxy on Postal Ballot.
8. As per the green initiatives 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.

### **Instructions for Voting through electronic means:**

- i. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, MCA Circulars and the Secretarial Standard on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of MUFG Intime India Private Limited ("MI IPL") to provide remote e-voting facility to its Members.
- ii. The voting period begins from 9.00 AM (IST) on Wednesday, 14<sup>th</sup> January 2026, and ends at 5.00 PM (IST) on Thursday, 12<sup>th</sup> February 2026. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 9<sup>th</sup> January 2026, may cast their vote electronically. The e-voting module shall be disabled by MI IPL for voting after 5.00 PM (IST) on Thursday, 12<sup>th</sup> February 2026.

### **Remote e-Voting Instructions for Shareholders:**

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

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

#### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

##### **Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Shareholders who have not registered for NSDL IDeAS facility:**

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

##### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsd.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.

- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to 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 for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode /**

#### **Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

#### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

##### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

##### **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 **NSDL form**, shall provide 'D' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in '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).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 ("Custodian / Corporate Body/ Mutual Fund")**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ 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). 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](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on "**Votes Entry**" tab under the Menu section.

c) Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

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'.

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.

**OR**

#### **METHOD 2 - VOTES UPLOAD**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select "**View**" icon for "**Company's Name / Event number**".

d) E-voting page will appear.

e) Download sample vote file from "**Download Sample Vote File**" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.

g) 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:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### 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.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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 has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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".

**VOTING RESULTS**

1. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as of the cut-off date Friday, 9<sup>th</sup> January 2026.
2. The Company has appointed Mr. M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to scrutinise the remote e-voting in a fair and transparent manner and to ascertain the majority.
3. The Results shall be declared within 2 days of the conclusion of the postal ballot and the same shall be placed on the website of the Company [www.veejayterry.com](http://www.veejayterry.com) and the website of MI IPL.

**For VEEJAY TERRY PRODUCTS LIMITED**

**Sd/-**

**JANARDHANA VIJAYAKUMAR NAIDU  
MANAGING DIRECTOR  
DIN: 00002530**

Place: Coimbatore

Date: 30<sup>th</sup> December 2025

## VEEJAY TERRY PRODUCTS LIMITED

CIN: U17231TZ1987PLC002004

Regd. Off.: No.8, A.T.T Colony, Coimbatore - 641 018

Phone: 422 - 2210132, Email: [vjtpcbe@gmail.com](mailto:vjtpcbe@gmail.com) Website: [www.veejayterry.com](http://www.veejayterry.com)

### NOTICE OF POSTAL BALLOT / E-VOTING

Members are hereby informed that pursuant to Sections 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), the Company has completed the dispatch of the Postal Ballot Notice on **Tuesday, January 13<sup>th</sup>, 2026** through e-mail to all its Shareholders, who have registered their e-mail ID and through registered post to those shareholders who have not registered their e-mail ID as on **Friday, January 9, 2026** seeking the consent of the Members through voting by electronic means to transact the business as set out in the Postal Ballot Notice dated **December 30, 2025** in respect of the following Resolution:

**1. To consider and approve revision in payment of remuneration to Mr. Vijayakumar Venkatkumar, (DIN: 06909735) Executive Director of the Company (Special Resolution)**

In pursuance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the aforesaid MCA Circulars, the Company has engaged the services of MUFG Intime India Private Limited ("MUFG") (Formerly Link Intime India Private Limited) to provide remote e-voting facility to the Members of the Company through their Instavote e-voting platform at the link <https://instavote.linkintime.co.in> for passing of the Resolution mentioned in the Postal Ballot Notice. **The remote e-voting commences from 9:00 AM India Standard Time ("IST") on Wednesday, January 14, 2026, and ends at 5:00 PM IST on Thursday February 12, 2026.** The e-voting module shall be disabled by MUFG thereafter and no voting will be possible beyond the said date. Members are therefore requested to communicate their assent or dissent through the remote e-voting facility on or before February 12, 2026.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Friday, January 9, 2026**, only will be entitled to cast their votes by remote e-voting. The persons who are not Members of the Company as on the cut-off date should treat this Notice as informative on or before February 12, 2026.

Mr. MD Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore has been appointed as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The results of the Postal Ballot e-voting shall be announced within 2 working days from the closure of the e-voting platform and uploaded on the Company's website [www.veejayterry.com](http://www.veejayterry.com) and on the MUFG's website viz., <https://instavote.linkintime.co.in>.

If you have not registered your e-mail address with the Company / RTA/ Depositories, you may please follow the instructions given below for obtaining login details for e-voting:

- i. For Physical shareholders - Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), Permanent Account Number (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to **Company's Registrar and Share Transfer Agent at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) or to the Company at [vjtpcbe@gmail.com](mailto:vjtpcbe@gmail.com).**
- ii. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participants ("DP").

For any queries relating to voting by electronic means, shareholders are requested to refer the Frequently Asked Questions (FAQs) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help Section or write an e-mail at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or Call at Tel: 022 4918 6000. In case of any grievance connected with facility for voting by electronic voting means, you can write an email to [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) or call us at Tel: +91 422 2314792, 2539835, 4958995 or contact Mr. J Vijayakumar, Managing Director at [vjtpcbe@gmail.com](mailto:vjtpcbe@gmail.com). The Notice of the Postal Ballot is available on the Company's website [www.veejayterry.com](http://www.veejayterry.com), MUFG's website <https://instavote.linkintime.co.in>.

By Order of the Board  
For Veejay Terry Products Ltd.,  
Sd/-

J. Vijayakumar  
Managing Director  
DIN: 00002530

Place: Coimbatore  
Date: January 13, 2026