



Veejay Lakshmi Engineering Works Limited

March 10, 2026

To

BSE Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 522267

Dear Sir / Madam,

Subject: Notice of Postal Ballot/Electronic Voting (e-voting)

We enclose herewith a copy of the Postal Ballot Notice dated March 2, 2026, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Notice') for seeking approval of the Members of the Company on the resolution(s) forming part of the Postal Ballot Notice.

In compliance with the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Rules") 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 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, we would like to inform that the Company has sent the Postal Ballot Notice to all the Members whose names appears in the Register of Members/ Beneficial Owners as on March 6, 2026 (Cut-off Date).

Further, in terms of MCA Circulars, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

In terms of MCA Circulars, the Company has made arrangements with its Registrar & Share Transfer Agent for registration of email address of those Shareholders who have not yet registered their email address. Those shareholders are requested to get their email address registered by following the procedure given in the notes to the Postal Ballot Notice.

The Company has engaged the services of MUFGE Intime India Private Limited ("MUFGE") for providing the E-voting facility to its Members. The E-voting period will commence on Wednesday, March 11, 2026, at 9.00 AM (IST) and ends on Thursday, April 9, 2026, at 5.00 PM (IST). The results of the Postal Ballot will be announced within two working days from the date of the conclusion of the e-voting.

REGD. OFF : SENGALIPALAYAM, N.G.G.O. COLONY P.O., COIMBATORE - 641 022, INDIA. • PHONE : 73730 45125

E-mail : accounts@veejaylakshmi.com • Website : www.veejaylakshmi.com • CIN : L29191TZ1974PLC000705

GSTIN No. : 33AAACV7207R1ZY • Products : Two For One Twisters • Rewinding Machines • Precision Assembly Winders



Veejay Lakshmi Engineering Works Limited

The Notice of Postal Ballot along with the explanatory statement is available on the Company's website www.veejaylakshmi.com and on the website of MUFG Intime India Private Limited ("MUFG") <https://instavote.linkintime.co.in>.

Kindly take the above information on record.

Thanking you

Yours faithfully,

For VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

**V.K. SWAMINATHAN
COMPANY SECRETARY**

Encl.: as above

VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

CIN: L29191TZ1974PLC000705

Registered Office: Sengalipalayam, NGGO Colony Post,
Coimbatore – 641022, Tamil Nadu.

Tel: +91 73730 45125 | Email: compsec@veejaylakshmi.com

Web: www.veejaylakshmi.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') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("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"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), 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 Lakshmi Engineering Works Limited ("the Company") hereby seeks the approval of the shareholders through Postal Ballot by way of voting through electronic means ("Remote e-voting") for the following special business(es) as considered in the resolution(s) set out hereinafter.

1. Appointment of Mr. Sargunam Ranganathan (DIN: 05349896) as a Non-Independent Director of the Company. (*Ordinary Resolution*)
2. Appointment of Mr. Sargunam Ranganathan (DIN: 05349896) as a Whole-time Director of the Company. (*Special Resolution*)
3. Appointment of Mr. Sanjay Dharamsi Shah (DIN: 11505021) as an Independent Director of the Company. (*Special Resolution*)
4. Appointment of Ms. Indira Veeraraghavan (DIN: 11504997) as an Independent Director of the Company. (*Special Resolution*)

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution(s) 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.veejaylakshmi.com.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ RTA/ Depositories/ Depository Participants and the communication of assent / dissent of the Members on the

resolution(s) proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence the shareholders are requested to communicate their assent or dissent through 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 March 2, 2026, has appointed Mr. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, 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 (“MUFG”) to provide remote e-voting facility to the Members of the Company through their Instavote platform <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, March 11, 2026, and ends at 5.00 PM (IST) on Thursday, April 9, 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, April 9, 2026**.

The Scrutinizer shall submit the report to the Chairman and Managing Director, 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 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.veejaylakshmi.com, the website of MUFG Intime India Private Limited (MUFG) and the same will be communicated to the BSE Limited (BSE), being the stock exchange where the equity shares of the Company are listed.

In the event, the resolution(s) as set out under Item No(s). 1 to 4 below, are 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 Ordinary/Special Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Thursday, April 9, 2026, being the last date specified by the Company for e-voting.

The resolution(s) for the purpose as stated herein below is proposed to be passed by Postal Ballot/ remote e-voting:

Item No. 1:

Appointment of Mr. Sargunam Ranganathan (DIN: 05349896) as a Non-Independent Director of the Company.

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with 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), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company, Mr. Sargunam Ranganathan (DIN: 05349896), who was appointed as an Additional Director with effect from February 16, 2026 at the meeting of the Board of Directors of the Company held on February 12, 2026, in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

Item No. 2:

Appointment of Mr. Sargunam Ranganathan (DIN: 05349896) as a Whole-Time Director of the Company.

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Nomination and Remuneration Policy and pursuant to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sargunam Ranganathan (DIN: 05349896), who has attained the age of 72 years, as a Whole-time Director of the Company for a period of 5 years with effect from March 2, 2026 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on March 2, 2026 notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure may exceed the limits as laid down under the Act or the Listing Regulations for the time being in force.

Terms of remuneration:

The remuneration given below shall be for a period of 3 years with effect from March 2, 2026, and the remuneration for the remaining tenure of his office shall be subject to the approval of the shareholders.

- A. Salary not exceeding Rs.1,08,000/- per month as may be decided by the Board of Directors from time to time.
- B. Perquisites:
- In addition to the salary, any other perquisites as may be allowed by the Board of Directors of the Company within the permissible limits. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable.
 - Medical Reimbursement: Reimbursement of medical expenses incurred for self and family up to a maximum of Rs.10,000/- per month.
 - The Company shall provide a car and telephone facility at the residence of the Director. Provision of car fuel, maintenance and insurance shall be up to Rs.15,000/- per month.
 - Telephone facility at the residence for use on company's business shall not be considered a perquisite.
 - Leave Travel Allowance equal to one month's salary per year.
 - The Company's contribution to Provident Fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 shall not be included in the computation of perquisites.
 - Mr. Sargunam Ranganathan, Whole-time Director shall be entitled to encashment of leave at the end of the tenure and gratuity shall be payable at the rate of half a month's salary for each completed year of service. These benefits shall not be included in the computation of the ceiling on remuneration and perquisites.
 - Mr. Sargunam Ranganathan, Whole-time Director shall be entitled to reimbursement of all actual expenses incurred during the course of the Company's business including on entertainment and travelling incurred in the course of Company business.
 - In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration and perquisites mentioned above shall be the minimum remuneration payable to Mr. Sargunam Ranganathan, Whole-time Director.
 - During his tenure as Whole-time Director he shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/ or remuneration of Sri. Sargunam Ranganathan, Whole-time Director, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

Item No. 3:

Appointment of Mr. Sanjay Dharamsi Shah (DIN: 11505021) as an Independent Director of the Company.

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sanjay Dharamsi Shah (DIN: 11505021) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company in terms of Section 161(1) of the Act with effect from March 2, 2026 and who had also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from March 2, 2026 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

Item No. 4:

Appointment of Ms. Indira Veeraraghavan (DIN: 11504997) as an Independent Director of the Company.

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Indira Veeraraghavan (DIN: 11504997), who was appointed as an Additional Director at the meeting of the Board of Directors of the Company in terms of Section 161(1) of the Act with effect from March 2, 2026 and who had also submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from March 2, 2026 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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 SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 12, 2026, had appointed Mr. Sargunam Ranganathan (DIN: 05349896) as an Additional Director of the Company with effect from February 16, 2026.

Pursuant to Section 161(1) of the Act, Mr. Sargunam Ranganathan holds office till the next Annual General Meeting. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the approval of shareholders for his appointment is required to be obtained at the next Annual General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

Mr. Sargunam Ranganathan is a B.A., PGDM., and DIL graduate and possesses strong expertise in human resources and administration and the Board of Directors consider 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.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. Mr. Sargunam Ranganathan has given his consent to act as a Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other statutory authority under any laws.

The disclosure as required under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this notice.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for the approval by the members of the Company.

Except Mr. Sargunam Ranganathan, being the appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of this Notice.

Item No. 2

The Board of Directors of the Company at their meeting held on March 2, 2026, has, subject to the approval of the members, appointed Mr. Sargunam Ranganathan (DIN: 05349896) as Whole-time Director of the Company, for a period of 5 (five) years on such remuneration for a period of 3 years with effect from March 2, 2026.

Mr. Sargunam Ranganathan is a B.A., PGDM., and DIL graduate and possesses strong expertise in Human Resources and Administration. Considering his wide experience and knowledge in the industry, the Board of Directors have recommended his appointment as Whole-time Director to the shareholders.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on March 2, 2026, had in the best interest and progress of the Company, proposed the appointment of Mr. Sargunam Ranganathan as Whole Time Director of the Company for a period of 5 years with effect from March 2, 2026, and determined his remuneration as set out in the resolution and recommended the same to the Board.

Pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the appointment of Whole-time Director shall be subject to the approval of the Shareholders of the Company at the general meeting. Hence, the necessary resolution has been set out in Item No. 2 of the Notice for the approval of the Members.

Mr. Sargunam Ranganathan is presently aged 72 years and pursuant to Section 196(3) of the Companies Act, 2013, the appointment of any person who has attained the age of 70 years as

Whole-time Director of the Company shall require the approval of the members through a special resolution.

Mr. Sargunam Ranganathan has been associated with the Company for many years and has been instrumental in managing the human resources function of the Company. He has worked with dedication throughout the years in service to the Company with the utmost vigour.

Therefore, keeping in view his qualifications and experience, the Board of Directors are of the opinion that his appointment as Whole-time Director of the Company beyond the age of 70 years will be beneficial to the Company.

The Board recommends the resolution set out in Item No. 2 of the Notice for the approval of the members as a special resolution.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the Listing Regulations and other disclosures as per Secretarial Standard 2 are furnished and form a part of this Notice.

Except Mr. Sargunam Ranganathan, being the appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of this Notice.

Item No. 3

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Sanjay Dharamsi Shah (DIN: 11505021) as an Additional Director (under the category 'Non-Executive Independent') of the Company with effect from March 2, 2026 with an intention to appoint him as an Independent Director for the first term of five (5) consecutive years with effect from March 2, 2026, subject to the approval of the members by means of a special resolution.

Pursuant to Section 161(1) of the Act, Mr. Sanjay Dharamsi Shah holds office till the next Annual General Meeting. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of shareholders for his appointment is required to be obtained at the next Annual General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of Mr. Sanjay Dharamsi Shah as an Independent Director of the Company shall require the approval of the members of the Company by means of a special resolution.

Mr. Sanjay Dharamsi Shah has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing

Regulations and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Sanjay Dharamsi Shah fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of Independent Directors and have considered that Mr. Sanjay Dharamsi Shah with his experience and expertise will be of immense value addition to the Company.

Mr. Sanjay Dharamsi Shah is a Chartered Accountant and has significant expertise in finance, accounts and taxation. With his background and experience, he is well suited to the role of Independent Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. Mr. Sanjay Dharamsi Shah has given his consent to act as a Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other statutory authority under any laws. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

A copy of the draft appointment letter to be issued to Mr. Sanjay Dharamsi Shah upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours [10.00 AM India Standard Time ("IST") to 5.00 PM IST] on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Sanjay Dharamsi Shah as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Mr. Sanjay Dharamsi Shah, being the appointee director, 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. 3 of the Notice.

Item No. 4

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Ms. Indira Veeraraghavan (DIN: 11504997), as an Additional Director (under the category ‘Non-Executive Independent’) of the Company with effect from March 2, 2026 with an intention to appoint her as an Independent Director for the first term of five (5) consecutive years with effect from March 2, 2026, subject to the approval of the members by means of a special resolution.

Pursuant to Section 161(1) of the Act, Ms. Indira Veeraraghavan holds office till the next Annual General Meeting. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the approval of shareholders for her appointment is required to be obtained at the next Annual General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of Ms. Indira Veeraraghavan as an Independent Director of the Company shall require the approval of the members of the Company by means of a special resolution.

Ms. Indira Veeraraghavan has given her consent to act as a Director along with the declaration to the effect that she meets the criteria of independence as prescribed under the Act and the Listing Regulations and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Ms. Indira Veeraraghavan fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of Independent Directors and have considered that the Ms. Indira Veeraraghavan with her experience and expertise will be of immense value addition to the Company.

Ms. Indira Veeraraghavan is a Chartered Accountant and has significant expertise in finance, accounts and taxation. With her background and experience, she is well suited to the role of Independent Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director of the Company. Ms. Indira Veeraraghavan has given her consent to act as a Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other statutory

authority under any laws. She also has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

A copy of the draft appointment letter to be issued to Ms. Indira Veeraraghavan upon her appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours [10.00 AM India Standard Time (“IST”) to 5.00 PM IST] on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Ms. Indira Veeraraghavan as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Ms. Indira Veeraraghavan, being the appointee director, 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. 4 of the Notice.

By Order of the Board
For VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

Place: Coimbatore
Date: March 2, 2026

V.K. SWAMINATHAN
COMPANY SECRETARY

Notes:

1. Members may note that the Postal Ballot Notice has been placed on the Company’s website www.veejaylakshmi.com, on the website of BSE Limited, i.e., www.bseindia.com, being the stock exchange where the equity shares of the Company are listed and on the website of MUFG Intime India Private Limited (“MUFG”) at <https://instavote.linkintime.co.in>.
2. The brief profile, details of shareholding, other directorships, and inter-se relationship of the director seeking appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is attached and forms part of this Notice.
3. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as

on Friday, March 6, 2026 (“cut-off date”) and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars.

4. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and a hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, 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 whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited 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 compsec@veejaylakshmi.com or may contact INSTAVOTE helpdesk by sending request at 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, M/s. MUFG Intime India Private Limited, having its office at 'Surya', 35, Mayflower Avenue, behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 (Tel: +91 422-2539835/36), 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. V.K. Swaminathan, Company Secretary & Compliance Officer with respect to this Postal Ballot at Email ID: compsec@veejaylakshmi.com or may contact INSTAVOTE helpdesk by sending the request at enotices@in.mpms.mufg.com.
6. Members are further requested to:
 - Quote folio number/ DP ID/ Client ID in all correspondence with the Company or its

Registrar & Share Transfer Agent.

- Intimate about consolidation of folios to Registrar & Share Transfer Agent, if your shareholding is under multiple folios.
- Note that Securities and Exchange Board of India (“SEBI”) had mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from April 1, 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022, to shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares. In view of this Members are requested to convert their physical share certificate into Demat form.
- Further, as per SEBI’s Master Circular dated February 6, 2026, members holding shares in physical form, whose folio(s) lack PAN, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from April 1, 2024 upon updating the aforementioned details with MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company. Therefore, members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company’s website www.veejaylakshmi.com.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, MCA Circulars and the Secretarial Standards on General Meetings (SS-2), the Company has provided the facility of remote e-voting to all its members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited (“MUFG”) to provide remote e-voting facility to its members.
- ii. The voting period begins from 9.00 AM (IST) on Wednesday, March 11, 2026, and ends at 5.00 PM (IST) on Thursday, April 9, 2026 (both days inclusive). 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, March 6, 2026, may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting after 5.00 PM (IST) on Thursday, April 9, 2026.
- iii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, March 6, 2026 (“Cut-off date”). Only those 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 will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

- iv. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- v. A member cannot exercise his vote by proxy on Postal Ballot.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

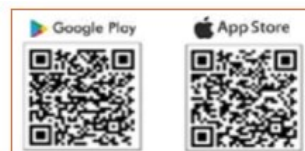
Shareholders registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 – NSDL e-voting website

- 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 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 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) 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.
- 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.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 – CDSL Easi/ Easiest facility:

Shareholders registered for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & Click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/>
[https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.](https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/)
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 / CDSL 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 / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post 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 and vote on InstaVote as under:

Step 1: Login / Signup to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

| | | |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is Event No + Folio no, registered with the Company |

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated

| | | |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is Event No + Folio no, registered with the Company |

their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

4. 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 ‘point 4’ above
- Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

5. 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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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.
- 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:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote

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.”.

- 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "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 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 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.com or call at: 022 - 4886 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:

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 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/ CDSL 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.

General Instructions - Shareholders

- ❖ *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”.*

Process for those shareholders whose email ids are not registered with the depositories/ company / Registrar and Share Transfer Agent for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered by following the procedure given below:

- i. In case shares are held in physical mode please provide 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 the Company at compsec@veejaylakshmi.com or to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) by submitting necessary request form(s) along with supporting documents.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compsec@veejaylakshmi.com or to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting, for Individual shareholders holding securities in demat mode.
- iii. Alternatively, shareholders/members may send a request to enotices@in.mpms.mufg.com for procuring user ID and password for e-voting by providing above mentioned documents.

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, M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), by following the due procedure.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. Nature of Industry

Engineering and Textiles

2. Date or expected date of commencement of commercial production

The Company was incorporated on 26th August 1974 and commenced commercial production subsequently.

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 except EPS)

| Particulars | 2024-25 | 2023-24 |
|---------------------------|----------|----------|
| Sales & other income | 8,284.92 | 9,052.48 |
| Profit/ (Loss) before tax | (330.30) | (478.83) |
| Profit/ (Loss) after tax | (331.48) | (455.54) |
| Paid-up share capital | 507.19 | 507.19 |
| Reserves and Surplus | 1,008.87 | 1,343.39 |
| Basic Earnings per share | (6.54) | (8.98) |

5. Foreign Investments or collaborations, if any.

Nil.

II. INFORMATION ABOUT THE DIRECTORS

| S. No. | Particulars | Mr. Sargunam Ranganathan |
|--------|---------------------------------|---|
| 1 | Background details | Mr. Sargunam Ranganathan is a B.A., PGDM., and DIL graduate and possesses strong expertise in human resources and administration |
| 2 | Past Remuneration | Nil |
| 3 | Recognition or awards | Nil |
| 4 | Job Profile and his suitability | Having been associated with the Company for many years and in view of his qualifications and experience, he is well suited to the role of Whole-time Director of the Company. |
| 5 | Remuneration proposed | Details of remuneration proposed has been disclosed in Item No. 2 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, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies. |
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Besides the remuneration being paid/ proposed to be paid, he does not have any pecuniary relationship with the Company. He is not related to any other Director or Key Managerial Personnel of the Company. |

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits

The loss / inadequacy of profit is mainly due to fall in demand consequent to general recession in the textile industry

2. Steps taken or proposed to be taken for improvement.

Measures have been taken for cost reduction and technology improvement which will help the products to remain competitive in the market.

3. Expected increase in productivity and profits in measurable terms.

The inadequacy of profit is mainly due to fall in demand / sales due to general recession in the textile industry. When the markets revive the productivity/ production will increase accordingly.

IV. DISCLOSURES

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

Details for the financial year ended 31st March 2025 are available in the Annual Report of the financial year 2024-25 and the details of the financial year 2025-26 will be disclosed in the Corporate Governance Report of next year.

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

Details for the financial year ended 31st March 2025 are available in the Annual Report of the financial year 2024-25 and the details of the financial year 2025-26 will be disclosed in the Corporate Governance Report of next year.

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

Details for the financial year ended 31st March 2025 are available in the Annual Report of the financial year 2024-25 and the details of the financial year 2025-26 will be disclosed in the Corporate Governance Report of next year.

(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 options which are outstanding as on date.

DISCLOSURES UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

| Name | Sargunam Ranganathan | Mr. Sanjay Dharamsi Shah |
|---|---|--|
| Director Identification Number (DIN) | 05349896 | 11505021 |
| Date of Birth | November 21, 1953 | October 7, 1970 |
| Nationality | Indian | Indian |
| Date of appointment on the Board | February 16, 2026 | March 2, 2026 |
| Inter-se relationship with other directors or Key Managerial Personnel of the Company | Not related to any of the other Directors or Key Managerial Personnel of the Company. | Not related to any of the other Directors or Key Managerial Personnel of the Company. |
| Qualification | B.A., PGDM., DIL., | Chartered Accountant |
| Expertise in area / experience | He possesses strong expertise in Human Resources and Administration. | He is a Chartered Accountant and has significant expertise in finance, accounts and taxation. |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Not Applicable | The Nomination and Remuneration Committee at its meeting held on March 2, 2026, considering his financial expertise and business knowledge has recommended his appointment as an Independent Director. |
| No. of shares held (including shareholding as a beneficial owner) | Nil | Nil |
| Board position held | Whole-time Director | Additional Director (Non-Executive Independent) |
| Terms and conditions of appointment / re-appointment | As specified in Item No. 2 of the Notice | As specified in Item No. 3 of the Notice |
| Remuneration paid for the financial year 2024-25 | Nil | Nil |
| Remuneration proposed to be paid | As specified in Item No. 2 of the Notice | As specified in Item No. 3 of the Notice |
| Number of Board meetings attended during the year | 1 | Nil |
| Directorships held in other companies | Nil | Nil |
| Names of the listed entities from which the person has resigned in the past 3 years | Nil | Nil |
| Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director | Nil | Nil |

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| Name | Indira Veeraraghavan |
| Director Identification Number (DIN) | 11504997 |
| Date of Birth | May 7, 1966 |
| Nationality | Indian |
| Date of appointment on the Board | March 2, 2026 |
| Inter-se relationship with other directors or Key Managerial Personnel of the Company | Not related to any of the other Directors or Key Managerial Personnel of the Company |
| Qualification | Chartered Accountant |
| Expertise in area / experience | She is a Chartered Accountant and has significant expertise in finance, accounts and taxation. |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The Nomination and Remuneration Committee at its meeting held on March 2, 2026, considering her financial expertise and business knowledge has recommended her appointment as an Independent Director. |
| No. of shares held (including shareholding as a beneficial owner) | Nil |
| Board position held | Additional Director (Non-Executive Independent) |
| Terms and conditions of appointment / re-appointment | As specified in Item No. 4 of the Notice |
| Remuneration paid for the financial year 2024-25 | Nil |
| Remuneration proposed to be paid | As specified in Item No. 4 of the Notice |
| Number of Board meetings attended during the year | Nil |
| Directorships held in other companies | Nil |
| Names of the listed entities from which the person has resigned in the past 3 years | Nil |
| Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director | Nil |