

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 1/2024-2025 OF THE MEMBERS OF M/S. VAIGHAI AGRO PRODUCTS LIMITED IS SCHEDULED TO BE HELD ON MONDAY, THE APRIL 1, 2024 AT THE REGISTERED OFFICE OF THE COMPANY 39- B ANNA NAGAR, MADURAI, 625020 AT 10:00 A.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. REVISION IN TERMS OF REMUNERATION FOR MR. POUNRAJ KULANDAIVEL (DIN: 01909001), WHOLE TIME DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V to the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force) and as recommended by the Nomination and remuneration committee in their meeting held on 05/09/2023 and approved by the Board of directors of the company in their meeting held on 11/12/2023, the consent of Members of the Company is hereby accorded to revise the terms of remuneration to **Mr. K. Pounraj Kulandaivel (DIN: 01909001)**, Whole-time director of the Company, with effect from April 1, 2024 till the remaining period of his tenure

Terms of Remuneration:

- ❖ Salary including bonus, performance bonus and variable pay, if any and with such increments as the Board may decide from time to time subject to the ceiling of Rs. 10,00,000/- (Rupees Ten Lakhs only) per month. The ceiling is inclusive of all kind of remuneration including variable pay.
- ❖ He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio, video conferencing and other communication facilities at residence and these



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GSTIN : 33AADCV1880F1ZH CIN : U15132TN2010PLC074539

will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

- ❖ Company's contribution to Provident Fund, Super-annuation Fund, Gratuity payable as per the rules of the company and Encashment of leave at the end of the tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid.
- ❖ If in any financial year, the Company has no profit or its profits are inadequate, the minimum remuneration as prescribed in the provisions of Schedule V of the Companies Act, 2013 shall be paid."

RESOLVED FURTHER THAT except for the said revision all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT any member of the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements, writings and filing forms as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered or expedient by the board in the best interest of the company."

2. REVISION IN TERMS OF REMUNERATION FOR MR. N. NEETHI RAJ (DIN: 02626045), WHOLE TIME DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V to the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and as recommended by the Nomination and remuneration



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committee in their meeting held on 05/09/2023 and approved by the Board of directors of the company in their meeting held on 11/12/2023, the consent of Members of the Company is hereby accorded to revise the terms of remuneration to **Mr. N. Neethi Raj (DIN: 02626045)**, Whole-time director of the Company, with effect from April 1, 2024 till the remaining period of his tenure

Terms of Remuneration:

- ❖ Salary including bonus, performance bonus and variable pay, if any and with such increments as the Board may decide from time to time subject to the ceiling of Rs. 10,00,000/- (Rupees Ten Lakhs only) per month. The ceiling is inclusive of all kind of remuneration including variable pay.
- ❖ He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio, video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.
- ❖ Company's contribution to Provident Fund, Super-annuation Fund, Gratuity payable as per the rules of the company and Encashment of leave at the end of the tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid.
- ❖ If in any financial year, the Company has no profit or its profits are inadequate, the minimum remuneration as prescribed in the provisions of Schedule V of the Companies Act, 2013 shall be paid."

RESOLVED FURTHER THAT except for the said revision all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT any member of the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all

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questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements, writings and filing forms as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered or expedient by the board in the best interest of the company."

3. REVISION IN TERMS OF REMUNERATION FOR MR. D. GUNASEKAR (DIN: 02808254), WHOLE TIME DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V to the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) as recommended by the Nomination and remuneration committee in their meeting held on 05/09/2023 and approved by the Board of directors of the Company in their meeting held on 11/12/2023, the consent of Members of the Company is hereby accorded to revise the terms of remuneration to **Mr. D. Gunasekar (DIN: 02808254)**, Whole-time director of the Company, with effect from April 1, 2024 till the remaining period of his tenure

Terms of Remuneration:

- ❖ Salary including bonus, performance bonus and variable pay, if any and with such increments as the Board may decide from time to time subject to the ceiling of Rs. 10,00,000/- (Rupees Ten Lakhs only) per month. The ceiling is inclusive of all kind of remuneration including variable pay.
- ❖ He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio, video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.



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- ❖ Company's contribution to Provident Fund, Super-annuation Fund, Gratuity payable as per the rules of the company and Encashment of leave at the end of the tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid.
- ❖ If in any financial year, the Company has no profit or its profits are inadequate, the minimum remuneration as prescribed in the provisions of Schedule V of the Companies Act, 2013 shall be paid."

RESOLVED FURTHER THAT except for the said revision all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT any member of the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements, writings and filing forms as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered or expedient by the board in the best interest of the company."

By and on behalf of the Board



NEETHI SEKAR NEETHI RAJ

Whole time Director (DIN: 02626045)

Date: 01.03.2024

Place: MADURAI

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