

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on **Wednesday, the 22nd October 2025** at "Vaighai House", No. 39-B, Anna Nagar, Madurai - 625 020 at **10.30 AM** to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone Balance Sheet as at 31st March 2025 and the Profit and Loss Account made up to that date along with the report of the Directors, Auditors there on.
2. To receive, consider and adopt the Consolidated Balance Sheet as at 31st March 2025 and the Profit and Loss Account made up to that date along with the report of the Directors, Auditors there on.
3. To receive, consider and adopt the Consolidated Balance Sheet as at 31st March 2025 and the Profit and Loss Account made up to that date along with the report of the Directors, Auditors there on.
4. To appoint a director in the place of **Mr. N. Neethi Raj** (DIN: 02626045) whose office ends at the commencement of the meeting and who being eligible offers himself for re-appointment

To consider and If thought fit to pass with or without modification (s) the following resolution as **ordinary resolution**:

"RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013 Mr. N. Neethi Raj (DIN: 02626045) who retires by rotation at this annual general meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by Rotation."

5. To appoint a director in the place of **Mr. D. Gunasekar** (DIN: 02808254) whose office ends at the commencement of the meeting and who being eligible offers himself for re-appointment.

To consider and If thought fit to pass with or without modification (s) the following resolution as **ordinary resolution**:

**"RESOLVED THAT** pursuant to Section 152(6) of the Companies Act, 2013 Mr. D. Gunasekar (DIN: 02808254) who retires by rotation at this annual general meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by Rotation."

### SPECIAL BUSINESS

#### 6. Ratification of Appointment of Cost Auditor and remuneration

To ratify the appointment and the remuneration of M/s DNV & Associates, cost accountants of the company and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs.60,000/- (Rupees Sixty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s DNV & Associate, Cost Accountants (Firm Registration Number 00429), who are reappointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026.

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

#### 7. Ratification of Appointment of Internal Auditor

To ratify the appointment of Mr. R. Balakrishnan, Internal Auditor of the company and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as **ordinary resolution**:

**"RESOLVED THAT** pursuant to section 138 of the Companies Act and rule 13 of the Companies (Accounts) Rules 2014 and other applicable provisions of the Act, as recommended by the Audit Committee of the board, the appointment of Mr. R. Balakrishnan, Chartered Accountant (M. No. 023300) as the Internal Auditor of the Company by the Board of Directors of the Company for the year 2025-26 is hereby ratified.

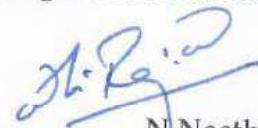
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix his remuneration and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**8. Regularization of Mr. Arunachalam Ramanathan (DIN 10881256) as Independent Director**

To Regularize Mr. Arunachalam Ramanathan (DIN 10881256) as Director of the company and in this regard to consider and if thought fit to pass with or without modification (s) the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149,152 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Arunachalam Ramanathan (DIN 10881256), who was appointed as an Independent Additional Director of the Company by the Board of Directors in their meeting held on 30/12/2024 whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 30/12/2024."

FOR AND ON BEHALF OF THE BOARD  
For M/s. Vaighai Agro Products Limited



N. Neethi Raj  
Whole Time Director.  
DIN: 02626045

Date - 27/09/2025  
Place - Madurai

**Note:**

1. A member entitled to attend and vote at the meeting may appoint a Proxy to attend and, on a poll, to vote instead of him, and such proxy need not be a member of the Company. Proxies in order to be effective must be deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
7. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
9. Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of the Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****ITEM NO.6.Appointment of Cost Auditor:**

The Company is directed, under Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s DNV& Associates as the Cost Auditors of the Company to conduct Cost Audits relating to the Company for the year ending 31st March, 2026, at a remuneration of Rs.60,000/- (Rupees Sixty Thousand only)plus applicable taxes and reimbursement of out-of-pocket expenses, payable..

M/s DNV& Associates have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s DNV& Associates have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past years.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company by way of an **Ordinary Resolution**.

**Memorandum of Interest:**

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

The Board recommends the Resolution set out in Item No. 6 for approval of the Members by way of **Ordinary Resolution**.

**ITEM NO.7.Appointment of Internal Auditor:**

In accordance with Section 138 of the Companies Act of 2013, Rule 13 of the Companies (Accounts) Rules of 2014 (the "Rules"), and other applicable sections of the Act, the Company is required to have an Internal Auditor to perform the internal audit of the Company's financial statements.

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of Mr. R. Balakrishnan as the Internal Auditor of the Company to conduct Internal Audits relating to the Company for the year ending 31st March, 2026, at a remuneration as may be decided by the Board of directors.

Mr. R. Balakrishnan has submitted a certificate regarding their eligibility for appointment as Internal Auditor of the Company. Mr. R. Balakrishnan has vast experience in the field of internal audit and has already conducted the internal audit of the accounts of the Company for the past years.

In accordance, the appointment to the Internal Auditor has to be ratified by the Shareholders of the Company by way of an **Ordinary Resolution**.

**Memorandum of Interest: -**

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

The Board recommends the Resolution set out in Item No. 7 for approval of the Members by way of **Ordinary Resolution**.

**ITEM NO.8: Regularization of Additional Director Mr. Arunachalam Ramanathan (DIN 10881256)**

Based on the recommendations of the Nominations and Remuneration Committee the Board of Directors of the Company appointed Mr. Arunachalam Ramanathan as an Independent Additional Director with effect from 30<sup>th</sup> December, 2024, in accordance with the provisions of Section 149, 161 and 152 of the Companies Act, 2013 read with the Articles of Association. Mr. Arunachalam Ramanathan has registered himself with IICA (IDDB-NR-202412-067241) with respect to the provisions of section 150(1) of the Companies Act, 2013.

"Mr. Arunachalam Ramanathan, aged 51 years, is an Advocate with over 25 years of legal practice, thereby fulfilling the criteria prescribed under Rule 6(4) of the

Companies (Appointment and Qualifications of Directors) Rules, 2014 for the appointment of an Independent Director"

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing Annual General Meeting of the Company. The Board and Nomination and Remuneration Committee is of the view that the appointment of Mr. Arunachalam Ramanathan (DIN 10881256) on the Company's Board of Directors is desirable and would be beneficial to the Company and hence the board recommends the said Item No 8 for approval by shareholders of the Company by way of an ordinary resolution.

**Memorandum of Interest:**

None of the Directors/ Key Managerial Personnel of the Company/their relatives except Mr. Arunachalam Ramanathan himself, in any way concerned or interested, in the said resolution.