



**Vandana  
Knitwear Limited**

(formerly known as Trendy Knitwear Limited) CIN : L18101RJ1995PLC072122  
Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg Road, Bhilwara Rajasthan - 311001 | Tel : 01482 - 297961

**Date: 03.08.2023**

**To,**  
**The Manager,**  
Department of Corporate Services  
BSE Limited,  
P. J. Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**RE: Disclosures under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Sub: Intimation of Date of Extra- Ordinary General Meeting (EOGM) and Notice thereof.**

Dear Sir/ Ma'am,

In terms of Regulation 30 read with Schedule III to the SEBI Listing Regulations, please find enclosed a copy of the notice convening an Extra-Ordinary General Meeting (EOGM) of the member of the Company on together with the Explanatory Statement thereto, which shall be forwarded to all the members of the Company whose name appear in the register of members and the list of beneficiaries received from the depositories as on July 28, 2023.

You are requested to kindly take note of the same.

Thanking You

Yours faithfully

**For Vandana Knitwear Limited**

**Naresh Kumar Gattani**  
**Managing Director**  
**DIN: 00125231**

**Encl. a/a**

We would like to inform that an Extra-Ordinary General Meeting ("EOGM") of the members of the Company is scheduled to be held on Friday, the 25<sup>th</sup> day of August, 2023 at 3:00 P.M. (1ST) through Video Conferencing / Other Audio Visual Means ("VC" or "OAVM") Facility, in compliance of General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 read with other relevant circulars, including General Circular Nos. 03/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchange on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary/special resolutions (as indicated) for matters as considered in the Resolutions appended below through remote e-voting process.

The copy of the Notice of Extra-Ordinary General Meeting (EOGM) is enclosed herewith. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility to its members, to cast their votes by electronic means, i.e., remote e-Voting and e-Voting during the EOGM, through Central Depository Services (India) Limited (CDSL), on all the resolutions mentioned in the Notice convening EOGM.

The Cut-off Date for determining the eligibility to vote by electronic means i.e., remote e-Voting and e-Voting during the EOGM is Friday, 18<sup>th</sup> August, 2023. The remote e-Voting facility will be available during following period at <https://www.evotingindia.com>:-

|                                 |  |
|---------------------------------|--|
| Commencement of remote e-Voting | 09:00 A.M. IST on Tuesday, 22nd August, 2023 |
| End of remote e-Voting          | 05:00 P.M. IST on Tuesday, 24th August, 2023 |

In compliance with the provisions of Sections 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and in line with the MCA Circulars and the SEBI Circulars, the Notice of the EOGM is being sent to the eligible shareholders and all concerned, only through electronic mode on the e-mail IDs registered with the Company/ RTA/ Depositories/ Depository Participants and will also be disseminated on the websites of the Company and the Stock Exchanges i.e. the BSE Limited (BSE).

The details such as manner of (i) registering / updating email addresses, (ii) casting vote through remote eVoting and e-Voting during the EOGM and (iii) attending the EOGM through VC / OAVM will be set out in the Notice of the EOGM. The Notice of EOGM shall be available on the Company's website viz. <http://www.vandanaknitwear.com/> and website of the Stock Exchanges, i.e. BSE at [www.bseindia.com](http://www.bseindia.com). The Notice of EOGM shall also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

M/s Suhas Bhattbhatt & Co., Practicing Company Secretary, Vadodara has been appointed as the Scrutinizer by the Board of Directors, to scrutinize remote e-Voting process and e-Voting during the EOGM, in a fair and transparent manner.

Please take the above intimation on record and kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**For Vandana Knitwear Limited**

**Sd/-**

**Naresh Kumar Gattani**

**Managing Director**

**DIN: 00125231**

Encl a/a.

**NOTICE is hereby given that the 1st (First) Extra-Ordinary General Meeting (“EOGM”) for financial year 2023-24 of the Members of Vandana Knitwear Limited will be held on Friday, 25<sup>th</sup> day of August, 2023 at 3:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (“VC”/“OAVM”) Facility, to transact the following business:**

**SPECIAL BUSINESS:**

**RESOLUTION:1**

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

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. CHARUL GATTANI (DIN: 09796702) TO ACT AS A DIRECTOR (EXECUTIVE) OF THE COMPANY.**

**“RESOLVED THAT**, in accordance with, the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Charul Gattani (DIN: 09796702) who was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> May, 2023 pursuant to Section 161 of the Act, be and is hereby appointed as an Executive Director of the Company, who is liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**RESOLUTION:2**

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

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. CHITRA NARANIWAL (DIN: 09077116) TO ACT AS ADDITIONAL DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY.**

**“RESOLVED THAT**, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Chitra Naraniwal (DIN: 09077116) who was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> May, 2023 pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 25<sup>th</sup> May, 2023 to 24<sup>th</sup> May, 2028.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may

in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**RESOLUTION:3**

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

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ARPIT JAIN (DIN: 10166012) TO ACT AS A DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY.**

“**RESOLVED THAT**, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arpit Jain (DIN: 10166012) who was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> May, 2023 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 25<sup>th</sup> May, 2023 to 24<sup>th</sup> May, 2028.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**RESOLUTION:4**

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

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SIDDHARTH JAIN (DIN: 10164421) TO ACT AS DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY.**

“**RESOLVED THAT**, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Siddharth Jain (DIN: 10164421) who was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> May, 2023 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 25<sup>th</sup> May, 2023 to 24<sup>th</sup> May, 2028.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts,

deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

|  |  |
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| <b>Registered Office:</b><br><b>Bhandari Plaza, 2nd Floor, Opp. Nagar<br/>Parishad Rajendra Marg Road, Bhilwara<br/>Rajasthan 311001</b> | <b>For Vandana Knitwear Limited</b>  |
| <b>Place: Bhilwara</b><br><b>Date: 3<sup>rd</sup> August, 2023</b>   | <b>Sd/-</b><br><b>Naresh Kumar Gattani</b><br><b>Managing Director</b><br><b>DIN: 00125231</b> |

## Notes

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No.3/2022 dated 5th May, 2022 read with General Circular No.14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021 and General Circular No.11/2022 dated 28th December, 2022 (collectively referred to as ('MCA Circulars'), the Company is being permitted for convening the Extra-ordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular dated 5th January, 2023, the EGM of the Members of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad Rajendra Marg Road, Bhilwara Rajasthan 311001.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts of the aforesaid items is annexed hereto as Annexure and which forms part of this Postal Ballot Notice.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered office and Corporate office of the Company between 11.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (<http://www.vandanaknitwear.com/>) to facilitate online inspection till the date of announcement of the results of this meeting.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well e-Voting on the date of the EOGM will be provided by CDSL.
5. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the EOGM through VC/ OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the EOGM through VC/ OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at sbhattbhattco@gmail.com.
6. Only registered members of the Company may attend and vote at the EOGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM. The attendance of members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

8. M/s. S Bhattbhatt & Co., Practicing Company Secretary, Vadodara has been appointed as the Scrutinizer by the Board of Directors, to scrutinize remote e-Voting process and e-Voting during the EOGM, in a fair and transparent manner.

#### **ELECTRONIC DISPATCH OF NOTICE:**

In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA and the SEBI Circulars, Notice of the EOGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/ RTA/ Depositories/ Depository Participants.

The Notice of EOGM is available on the Company's website viz. <http://www.vandanaknitwear.com/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. the BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EOGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

#### **10. Cut-Off Date:**

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date on Friday, 18<sup>th</sup> August, 2022.

#### **11. NOMINATION:**

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH- 13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.

12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Non-Resident Indian members are requested to inform the Company's RTA immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company or Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.

**16. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

**17. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:**

As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.

18. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.

19. The Company has made special arrangement with the RTA and NSDL for registration of e-mail addresses in terms of the MCA Circulars for members who wish to receive the EOGM Notice electronically and to cast the vote electronically. Eligible members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to RTA, pursuant to which, any member may receive on the email address provided by the member the Notice of this EOGM and the procedure for remote e-Voting along with the login ID and password for remote e-Voting.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EOGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(i) The voting period begins on Tuesday, 22<sup>nd</sup> August, 2023 at 09.00 a.m. (IST) and ends on Thursday 24<sup>th</sup> August, 2023 at 05.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on 18<sup>th</sup> Day of August, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Further, Book Closure Date Commences on 19<sup>th</sup> August, 2023 and ends on 25<sup>th</sup> August, 2023 (Both dates are Inclusive).

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or</li> </ol> |

|   |  |
|---|--|
|   | <p>joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>   |
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-</p> |

|  |  |
|--|--|
|  | Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting   |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>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 toll free no.: 1800 1020 990 and 1800 22 44 30         |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
|--|--|
| PAN  | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant VANDANA KNITWEAR LIMITED on which you choose to vote.
- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM

but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.1800 225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## Annexure to the Notice

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

#### SPECIAL BUSINESSES:

##### Resolution: 1

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

#### APPOINTMENT OF MS. CHARUL GATTANI (DIN: 09796702) TO ACT AS EXECUTIVE DIRECTOR.

Ms. Charul Gattani (DIN: 09796702) has been appointed as an Additional Director (Executive) on the Board of the Company with effect from May 25, 2023 pursuant to Section 152 and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, she holds office up to the ensuing General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next GM, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Ms. Charul Gattani (DIN: 09796702) below in Table:

|  |   |
|--|---|
| <b>Date of Birth &amp; Age</b>             | 26/07/1997<br>26 years  |
| <b>Qualifications &amp; Experience</b>     | Ms. Charul Gattani has completed her post graduate diploma in marketing management from NMIMS Global Access School. She has successfully completed her Customer Analytics an online non-credit course authorized by University of Pennsylvania and also successfully completed her Marketing Analytics an online non-credit course authorized by University of Virginia. She has completed her graduation from Mohanlal Sukhadia University, Udaipur in 2018. |
| <b>Terms and Conditions of appointment</b> | Appointed as Executive Director by Board of Directors in the Meeting held on May 25, 2023 subject to approval of Shareholders.<br><br>Term of Appointment:<br>Ms. Charul Gattani is liable to retire by rotation  |
| <b>Details of remuneration</b>             | As per Agreement subject to limit of Schedule V of Companies Act 2023.  |
| <b>Date of first appointment</b>           | May 25, 2023  |
| <b>Shareholding in the Company</b>         | 25,04,536 Equity Shares.  |

|   |   |
|---|---|
| <b>Relationship with other director/Manager and other KMP</b>   | Daughter in law of Mr. Naresh Kumar Gattani & Mrs. Ranjana Gattani.   |
| <b>Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot</b> | 1   |
| <b>Directorships of other Board</b>   | <ol style="list-style-type: none"> <li>1. Shorya Business (India) Limited</li> <li>2. Divam Industries (India) Limited</li> <li>3. Sandra Hotels Private Limited</li> <li>4. ATVO Agrochem Limited</li> </ol> |
| <b>Membership/Chairmanship of Committees of other Board</b>   | -   |

**RESOLUTION: 2**

**APPOINTMENT OF MS. CHITRA NARANIWAL (DIN: 09077116) TO ACT AS NON-EXECUTIVE, INDEPENDENT DIRECTOR.**

Ms. Chitra Naraniwal (DIN: 09077116) has been appointed as an Additional Director (Non Executive - Independent) on the Board of the Company with effect from May 25, 2023 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, she holds office up to the next General Meeting and as such the approval of the shareholders is required to be taken at the next GM, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Ms. Chitra Naraniwal (DIN: 09077116) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Ms. Chitra Naraniwal (DIN: 09077116) below in Table:

|  |  |
|--|--|
| <b>Date of Birth &amp; Age</b>             | 29/07/1997<br>29 years   |
| <b>Qualifications &amp; Experience</b>     | Mrs. Chitra Naraniwal, is a Member of the Institute of Company Secretaries of India (A44750) and a Commerce and L.L.B Graduate from MDSU University, Ajmer Rajasthan. She is qualified Company Secretary and having the worked experience as Company Secretary in the listed company M/S. Ranjan Polyster Ltd. She was also Independent Director in Sona Processors India Limited from 02.03.2021 to 30.04.2023. She has Knowledge and experience in corporate legal & secretarial services. |
| <b>Terms and Conditions of appointment</b> | Appointed as additional director (Non-   |

|   |  |
|---|--|
|   | Executive, Independent) by Board of Directors in the Meeting held on May 25, 2023 subject to approval of Shareholders.<br><br>Term of Appointment:<br>Five years from the date of appointment i.e May 25, 2023 to May 24, 2028 |
| <b>Details of remuneration</b>  | No remuneration except the sitting fee and Commission as permitted under the Companies Act, 2013   |
| <b>Date of first appointment</b>  | May 25, 2023   |
| <b>Shareholding in the Company</b>  | -  |
| <b>Relationship with other director/Manager and other KMP</b>   | -  |
| <b>Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot</b> | 1  |
| <b>Directorships of other Board</b>   | -  |
| <b>Membership/Chairmanship of Committees of other Board</b>   | -  |

### RESOLUTION: 3

#### APPOINTMENT OF MR. ARPIT JAIN (DIN: 10166012) TO ACT AS NON-EXECUTIVE, INDEPENDENT DIRECTOR.

Mr. Arpit Jain (DIN: 10166012) has been appointed as an Additional Director (Non Executive - Independent) on the Board of the Company with effect from May 25, 2023 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next General Meeting and as such the approval of the shareholders is required to be taken at the next GM, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Arpit Jain (DIN: 10166012) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Arpit Jain (DIN: 10166012) below in Table:

|                                |                        |
|--------------------------------|------------------------|
| <b>Date of Birth &amp; Age</b> | 13/03/1991<br>32 years |
|--------------------------------|------------------------|

|   |  |
|---|--|
| <b>Qualifications &amp; Experience</b>  | CS Arpit Jain is an associate member of Institute of Company Secretaries of India. He is currently a Case executive at M/s AVM Resolution Professional LLP under the direction of one of the Senior Partner Dr. R.C. Lodha (Ex-ED Central Bank of India), presently working in the field of IBC,2016 matters like CIRP / Liquidation vis a vis SARFAESI DRT cases since 2018. He is well professional background and completed the degree (CMA) of Institute of Cost Accountants of India (ICMAI), LLB from Government College (MDSU) and MBA(Finance) from the Sikkim Manipal University. |
| <b>Terms and Conditions of appointment</b>  | Appointed as additional director (Non-Executive, Independent) by Board of Directors in the Meeting held on May 25, 2023 subject to approval of Shareholders.<br><br>Term of Appointment:<br>Five years from the date of appointment i.e May 25, 2023 to May 24, 2028   |
| <b>Details of remuneration</b>  | No remuneration except the sitting fee and Commission as permitted under the Companies Act, 2013   |
| <b>Date of first appointment</b>  | May 25, 2023   |
| <b>Shareholding in the Company</b>  | -  |
| <b>Relationship with other director/Manager and other KMP</b>   | -  |
| <b>Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot</b> | 1  |
| <b>Directorships of other Board</b>   | -  |
| <b>Membership/Chairmanship of Committees of other Board</b>   | -  |

#### **RESOLUTION: 4**

#### **APPOINTMENT OF MR. SIDDHARTH JAIN (DIN: 10164421) TO ACT AS NON-EXECUTIVE, INDEPENDENT DIRECTOR.**

Mr. Siddharth Jain (DIN: 10164421) has been appointed as an Additional Director (Non Executive - Independent) on the Board of the Company with effect from May 25, 2023 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next General Meeting and as such the approval of the shareholders is required to be taken at the next GM, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of

three months from the date of appointment, whichever is earlier. Mr. Arpit Jain (DIN: 10166012) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Arpit Jain (DIN: 10166012) below in Table:

|   |   |
|---|---|
| <b>Date of Birth &amp; Age</b>  | 16/05/1991<br>32 years  |
| <b>Qualifications &amp; Experience</b>  | Mr. Siddharth Jain completed his Graduate from Maharashtra University Jai Hind College Mumbai and completed his M. Com (part-1) from Maharashtra University Mumbai. He had completed his IPCC (Group 1) of ICAI. He had worked experience of 3 months in Khandelwal Parkash murari Bhandari & Co. as account & audit assistant. |
| <b>Terms and Conditions of appointment</b>  | Appointed as additional director (Non-Executive, Independent) by Board of Directors in the Meeting held on May 25, 2023 subject to approval of Shareholders.<br><br>Term of Appointment:<br>Five years from the date of appointment i.e May 25, 2023 to May 24, 2028  |
| <b>Details of remuneration</b>  | No remuneration except the sitting fee and Commission as permitted under the Companies Act, 2013  |
| <b>Date of first appointment</b>  | May 25, 2023  |
| <b>Shareholding in the Company</b>  | -   |
| <b>Relationship with other director/Manager and other KMP</b>   | -   |
| <b>Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot</b> | 1   |
| <b>Directorships of other Board</b>   | -   |
| <b>Membership/Chairmanship of Committees of other Board</b>   | -   |

**For Vandana Knitwear Limited**

**Sd/-**

**Naresh Kumar Gattani**

**Managing Director**

**DIN: 00125231**