



NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Vandana Knitwear Limited will be held on Tuesday, the 17th December, 2024 at 4:00 P.M. at Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg, Bhilwara-311001 (Rajasthan) to transact the following businesses:

Special Business:

ITEM NO. 1: CHANGE IN NAME OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of section 4, 13 and 14 and other applicable provisions of the Companies Act, 2013 (the Act) read with rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws, rules, regulations, guidelines and subject to the approval of Stock Exchange (BSE Limited) under Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, Central Government and any other approvals as may be necessary for the Company in this regard, the consent of the Members be and is hereby accorded to change the name of the Company from 'Vandana Knitwear Limited' to 'ATVO Enterprises Limited'.

RESOLVED FURTHER THAT in accordance with the recommendation of the Board and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable laws, existing Clause 1 of the Memorandum of Association of the Company be and is hereby substituted with the following:

I. The name of the Company is "ATVO Enterprises Limited".

RESOLVED FURTHER THAT in accordance with the recommendation of the Board and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable laws, the name 'Vandana Knitwear Limited.' wherever appearing in the Articles of Association of the Company be substituted by the new name of the Company, 'ATVO Enterprises Limited'.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to the Change of Name of the Company.



RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized, to make applications/Forms or any other document(s) with concerned authorities to give effect of Change of Name of the Company.”

ITEM NO. 2: AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REQUIRED BY COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred as the Act) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for amendment of the Memorandum of Association of the Company by alterations in the existing Clause(s) of the Memorandum of Association (the “MOA”) of the Company in accordance with the Table A of the Schedule I of the Act by substitution/deletion/addition/replacement of certain clauses in the following manner:-

1. Heading III “THE OBJECT FOR WHICH THE COMPANY IS ESTABLISHED ARE” be and is hereby deleted permanently.
2. Sub-heading III(a) “ THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:” be substituted by the new heading III(a) “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-”
3. Sub-heading III (b) “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:” be substituted by the new heading III (b) “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a) ARE:-”.
4. The existing Clause III (C) “OTHER OBJECTS” comprising of sub clauses 1 to 10 be and is hereby deleted permanently.
5. Clause IV of the Memorandum of Association be and is hereby altered and substituted with the following new Clause IV:

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to the Change in Memorandum of Association of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized, to make applications/Forms or any other document(s) with concerned authorities to give effect of Change in Memorandum of Association of the Company.”

ITEM NO. 3: CHANGE IN OBJECT CLAUSE OF THE COMPANY

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

1) ALTERATION IN OBJECT OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Companies (Incorporation) rules 2014 framed there under, Consent of the Members be and is hereby accorded to add sub clause (6) to sub clause (18) after Sub clause (5) of Clause III (a) of the Memorandum of Association:

6. *To carry on business as manufacturers, producers, processors, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, stockiest, agents, subagents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of fuel ethanol, and to deal in the by-products and joint products of fuel ethanol in India or elsewhere in the world.*
7. *To carry on the business of manufacturers, producers, processors, millers, preparators, dealers, exporters, importers of all varieties of pulses, paddy rice, bran, wheat, wheat products and all other kinds and types of agricultural produce whether commercial crops, food grains, oil seeds or otherwise, directly as principals or as agents representatives, commission agents and with a view there to acquire, construct and erect integrated pulses and paddy processing project with facilities to produce pulses, rice, rice bran, oil, vanaspatti ghee, cattle feed, husk and all other products of backward and forward integration and factory or factories for other products.*

8. *To undertakes commercial agricultural activities including raising of crops and plantation and to process and manufacture all types of agro based products and to deal in, trade, export and import such agricultural products including crops, vegetable and dairy products.*
9. *To generate power by traditional and/or using, any latest technology for the captive consumption and also to distribute, sell such surplus generation if necessary to outsiders liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid*
10. *Wholesale of solid, liquid and gaseous fuels and related products.*
11. *To carry on the business of spinners, weavers, manufactures, producers, ginners, pressures, packers, balers, liners, cleaners, processors, doublers, combers, woolcombers, worsted spinners, woolenspinners, knitters, dyers, bleachers, calanderers, sellers, buyers, traders, brokers, stockists, importers, traders, mercirisers, distributors, barterers, shippers and dealers in waste threads, yarn fibres, fibres, suitings, shirting, including wastecotton, sarees, all kinds of dress materials, ready made garments including all fabrica linen, jute, hemp, wool, polyester, acrylics, silk, artificial silk, rayon, manmade synthetic fibre, fibre, staple synthetic yarn any other fibrous material, allied products by products and to treat and use any waste arising from any and manufacturing, production, processes and to carry bon the business of manufacturers, processors, pro jobbers, Including doing the job work for others for others and getting the job work done from other designers, distributors, stockists, Importers, exporters, buyers, sellers and dealers of all of any of the products of fabrics and textiles, industrial fabrics, non wovenfabrics, sheets, tapes, ropes, cords, twines, canvas, territowels, durries, newar, parachutes, carpets, rugs, blankets, namdas/terapaulines, lines worsted stuff, and other products, as are prepared of manufactured from nylon, polyesters, acrylics, rayon, silk, artificial silk Linen, cotton wool, foam and any other synthetic, artificial and natural fibres and intermediates of all types, grades and formulations and including specifically lasticsp, polyester fibres, polyacronitrile, polyvinyl acetate, polypropelene nylon and rayon.*
12. *To deal in immovable properties such as land and buildings or otherwise and to purchase, acquire, take on lease or in exchange or in any other lawful manner in India or abroad any area, land including agriculture land, plot, buildings, structures, factories, farm houses and estates, real estates or interest therein and any rights over or connected with them and to develop the same for sale on installments or otherwise, or for any other purpose by preparing building sites and by constructing, altering, improving, developing, promoting, decorating, furnishing, maintaining of heritage spots, hotels, resorts, malls, plazas, shopping malls, farm houses, complexes, commercial and residential buildings, colonization, multi*

storeyoffices, multiplex, amusement park, flats, gardens, houses, shops, showrooms and townships and to equip them or any part thereof with all or any amenities or conveniences thereon and by consolidating or connecting or subdividing properties and leasing or disposing of the same and to manage such land and buildings and to carry on the business as colonizers, developers to act as civil engineers, managers, advisers, consultants, planners, architects, designers, buildings experts, promoters, contractors, subcontractors of government, semi government, general contractors in the field of real estate in India or abroad and To carry on the business of apply, acquire, maintain any type of civil construction work viz roads, canells, dams, bridges, infrastructure items with any government or any authority, supreme , municipal, local or otherwise or from private sector byway of bid or tender.

- 13. To carry on the business of manufacture, trade, buy, sell, import, export, agent, distributor, C and F agent, processor, packer, consignor, contractor, turnkey contractor, consultants, liasion, quarry and deal in all and every kind of building materials, including gitty concrete, bajri, stones, cement, bricks, lime, tiles, earthen, killin owner, ceramic wares, wall coverings, mud articles, paper machine articles , stones, cement, rodi, bajri.*
- 14. To buy take on lease, sub lease or under licence, contract, concession, grant or otherwise acquire mines and mining rights any land or other place and metalliferousland and interest therein and explore, work, export, develop for the purpose of mining and minerals, minerals of economic, industrial importance in any part of the world.*
- 15. To carry on the business as exporters, importers, buyers, purchase, sellers, traders, distributors, stockiest, franchise commission agents and agents, for all type of marketing and services, brokers, C and F agents, education, jewelry items, agency business industrial and consumer goods, provisions and foodstuffs, ceramic and ceramic items, glass, china wares, glass ware, porcelain wares, crockery wares, pottery, tableware, hotel wares, glass wares, sanitary wares, sanitary systems, decorative wares, earth wares, earth ware, cement glaze, tiles, FMCG, dry fruits, pharmaceutical, stationary, gift items, handicraft paper and paper products, paintings, computers, ceramics, sanitary items, medicine, books, optical items, readymade garments, woolen suits, men and women wear, kids wear, textiles, fabrics, hosiery goods handicrafts, cotton, scarves, sarees, woolen items, pillow cover, bed cover, fibers of textile material whether agriculture or animal or natural products of manmade and other synthetic fibers and filaments and all kinds of textile machines, textile substances, handloom and power loom products, carpet, floor covering, furnishings, fabrics, durries all kinds of precious and semi precious stones, marbles, granites, glass, plywood, furniture, wood and wooden items, cement, steel, pipes, gem and jewelers, curious, plastic and plastic products toys, leather and leather goods, rice and other food grains and processed and preserved*

food, fresh food, plant seed dry fruits, eatable, all kinds of edible and non-edible oils, oil seed and their products, vegetables, vegetables products, dairy products, brewer, horticultural products, flowers, marine products and sea food, tea, tobacco and tobacco products, all kinds of electrical and electrical products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, software, hardware, all kinds of cosmetic and toiletries items, all kind of shoe, chapels, ladies sandal , footwars, all kinds of iron, scalp salt and chemicals.

16. *To do and carry on the business In India and elsewhere as manufacturers Producers, processors, formulators, Purchasers and sellers, exporters, and importers, merchants, distributors, traders, marketing and dealing in chemicals and basic drugs, drug intermediates, fine chemicals intermediates disinfectants, insecticides, pesticides, germicides, deodorants, detergents, cosmetics, petrochemicals, Bio- chemicals preparations and elements, agricultural chemicals, organic- inorganic chemical, dyes and dyes intermediates varnishes, resins, essence, perfumes, plastic To spirit, sprays, alkalis, acids and salts.*
17. *To carry on the business of buying, selling, reselling, importing, transporting, Storing, developing, promoting, marketing or supplying, trading, dealing in any Manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere. To Import and exports and manufacturing of all type of Items as Bicycle tyres and tubes, solid tyres, bicycle parts, rims, bicycle chains, Saddles, rubber solutions, rubber of all kinds and all rubber products, motorcycle Tyres and tubes, motor cycles parts, off highway tyres and tubes, Agricultural tyres, ATV tyres, lawn and mining tyres, passengers Vehicle tyres and tubes, truck tyres and tubes, radial tyres of all kinds, Nylon cord, steel wires, Rubber chemicals, import and export of all machines, equipment for any industry.*
18. *To construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, reconstruct, develop, set up, turn to account, maintain, keep, operate and run multiple food processing units for manufacturing, processing, preparing, preserving, refining, buying, selling and otherwise dealing in any manner in all type of food and food related products including cereals, spices, masala, beverages, dairy products, milk products, convenience foods and processed foods of all kind and every description and providing incidental and ancillary services in relation thereto, and to act as buyer, seller, stockiest, distributors, importer, exporter, or otherwise to deal in all sorts of food grains, commodities, vegetables, fruits, edibles, vegetarian and non-vegetarian food products and similar goods and to establish, promote, develop, manage multiple brands, trade name and trademarks in relation to the business of the Company for dealing in food articles, food products, fast moving consumer goods and other consumer products and for such purpose to act as a brand owner, licensee, franchisee, representative or distributor and/ or otherwise.*



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to the Change in Memorandum of Association of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized, to make applications/Forms or any other document(s) with concerned authorities to give effect of Change in Memorandum of Association of the Company.”

ITEM NO. 4: INCREASE IN AUTHORISED SHARE CAPITAL:

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 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any amendment thereto or re- enactment thereof)the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing 12,00,00,000 (Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of Rs. 1/- each to Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 20,00,00,000(Twenty Crore) Equity Shares of Rs. 1/- each by creation of additional 8,00,00,000(Eight Crore) Equity Shares of Rs. 1/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THATthe Clause V of the Memorandum of Association of the Company be substituted with the following:

V. The Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 1/- each.

RESOLVED FURTHER THATany of the Director of the company be and are hereby jointly/severally authorized to give effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

ITEM NO. 5: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THATpursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force, the consent of the members be and is hereby accorded for adoption of new set of Articles of Association as per the



provisions of Companies Act, 2013 in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

By and on behalf of the Board of Directors of
VANDANA KNITWEAR LIMITED

NARESH KUMAR GATTANI
MANAGING DIRECTOR
DIN 00125231

DATE: 28/10/2024
PLACE: BHILWARA



NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special business under Item No. 1, 2, 3, 4 & 5 set out above is annexed and details as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018, (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. A member entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be a valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members/Proxies are requested to bring their attendance slips duly filled in along with their copy of this notice for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Notices, Circulars etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned below quoting their folio number(s):

M/s. Link Intime India Limited, C-13, Pannalal Silk Mills, Compound LBS
Marg, Bhandup (W), Mumbai 400078, Maharashtra.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s. Link Intime India Limited.
8. All documents referred to in the accompanying Notice and Explanatory Statement and



Draft Memorandum and Articles of Association shall be open for inspection at the Registered Office of the Company on all working days, except Sunday between 11.00 a.m. to 05:00 p.m. up to and including the date of Extraordinary General Meeting of the Company.

9. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
10. Members holding shares in physical form may be aware that trading of the Equity Shares of the Company has to be in demat form. In view of this and several other benefits of holding shares in demat mode, you are requested to have your shares dematerialized to avail the benefits of electronic form of trading.
11. In support of the “Green Initiative” announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.
12. Pursuant to the MCA General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated 8th December, 2021; General Circular No. 3/2022 dated 5th May, 2022; General Circular No. 11/2022 dated December 28, 2022; General Circular No. 09/2023 dated September 25, 2023; and SEBI Circular No. SEBI/HO/CFD/CFD-PoD/P/CIR/2023/167 dated 7th October, 2023 (collectively referred as “**Circulars**”), which permits the Company to send the Notice of EGM by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent (“**RTA**”) or Depository / Depository Participants. As permitted under the Circulars, the Company is sending the Notice on EGM in electronic form only. The Notice of EGM are made available on the Company’s website www.vandanaknitwear.com and also on the website of the stock exchange where the shares of the Company have been listed, viz., BSE Limited.
13. A route map, showing directions to reach the EGM venue is annexed hereto.
14. Voting through electronic means.
 - 1) 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 substituted vide Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the



Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at Extraordinary General Meeting. The Company has engaged the services of CDSL e-voting platform, i.e., <http://www.evotingindia.com/> as the agency to provide e-voting facility.

- 2) The facility for voting through polling paper shall be made available at the Extraordinary General Meeting (EGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper.
- 3) The members who have already cast their vote through remote e-voting may attend
- 4) the meeting but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 14th December, 2024 at 9:00 A.M. and ends on Monday, 16th December, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th December, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th December, 2024.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to CDSL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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

<p>Depository</p>	<p>visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <ol style="list-style-type: none"> 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 joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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-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 Depository Participants (DP)	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 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 2109911
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (i) 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit 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"> • 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.
Dividend Bank Details OR 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"> • 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.



- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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 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.
- 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(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.

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 vishal.parad@linkintime.co.in

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary



ID or NSDL-16 digit DPID + CLID), 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 vishal.parad@linkintime.co.in

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.



Annexure to the Notice: Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

SPECIAL BUSINESSES:

ITEM NO. 1: CHANGE IN NAME OF THE COMPANY:

The Members may note that the Board of Directors of the Company at its meeting held

On Monday, 28th October 2024 proposed for change of name of the Company from "Vandana Knitwear Limited" to "ATVO Enterprises Limited", subject to the approval of Central Government, the Members of the Company and other relevant Statutory and Regulatory authorities like stock Exchanges, NSDL and CDSL. The Board is in the opinion that the name change would give better representation in the Market. The Registrar of Companies has approved the Availability of Name of the Company as 'ATVO Enterprises Limited' dated 16th November, 2024.

The provisions of the Companies Act, 2013 and rules made there under requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association. The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Consequent upon change of name of the Company, the name "Vandana Knitwear Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. "ATVO Enterprises Limited".

Pursuant to the provisions of the Companies Act, 2013 and rules made there under, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution. Therefore, the Board considers that the Resolution set out at Item No.1 in this Notice is in the best interest of the Company and recommends the said Special Resolution for approval of shareholders. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs, Stock Exchanges and/ or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "ATVO Enterprises Limited".

The Board of Directors recommend passing of the Special Resolution as contained in item No. 1 of the notice.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.



ITEM NO. 2: AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REQUIRED BY COMPANIES ACT, 2013:

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors in its meeting held on 28th October, 2024 has approved, subject to the approval of members, the amendment in the Memorandum of Association of the Company.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Extra Ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members byway of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board of Directors recommend passing of the special resolution as contained in item No. 2 of the notice

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

ITEM NO. 3: CHANGE IN OBJECT CLAUSE OF THE COMPANY –

With the various opportunities available in the market, the Board of directors is of the opinion that there is a need to alter the main object clause of the Memorandum of Association of the Company, it is proposed to enter into new activities and undertake new business activities which can be advantageously carried on with the existing business of the Company.

The Board at its meeting held on 28th October, 2024 has approved alteration of the MOA of the Company and the Board now seek Members approval for the same. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board of Directors recommend passing of the special resolution as contained in item No. 3 of the notice.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.



ITEM No. 4: INCREASE IN AUTHORISED SHARE CAPITAL

The Board of Directors of the company, proposed to increase the Authorized share capital of the Company from Rs.12,00,00,000(Rupees Twelve Crore) to Rs. 20,00,00,000(Rupees Twenty Crore) for the purposes of further issue of share capital required for new projects of the company.

The change in authorized share capital of the Company requires alteration in clause V of Memorandum of Association of the Company.

The Board of Directors in its Meeting held on 28th October, 2024, decided to increase in authorized share capital and to alter capital clause of the Memorandum of Association of the company, which requires approval of members in the General meeting.

Therefore Board recommended to pass the resolution as mentioned in Item No. 4 of the Notice Convening Extra ordinary General Meeting as Ordinary Resolution.

None of the Directors including Managing Director or Key Managerial personnel of the Company are concerned or interested in the proposed resolution, directly or indirectly through any of their relatives except to the extent of the shares held by them.

ITEM No. 5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of Schedule I of the Act which sets out the model articles of association for a company limited by shares. The Board at its meeting held on 28th October, 2024 has approved alteration of the AOA of the Company and the Board now seek Members' approval for the same. Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members as Special Resolution.



None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

By and on behalf of the Board of Directors of
VANDANA KNITWEAR LIMITED

NARESH KUMAR GATTANI
MANAGING DIRECTOR
DIN 00125231

DATE: 28/10/2024
PLACE: BHILWARA



**Form No. MGT-11
(PROXY FORM)**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014) Name of the member (s):
 E-mail Id:..... Registered address:
 Folio/Client Id:..... DP ID:

I/we, being the member (s) having..... Shares of the above named company, hereby appoint: 1) Name.....R/o..... having e-mail id..... (Signature)or failing him 2) Name.....R/o..... having e-mail id..... (Signature)or failing him 3) Name.....R/o..... having e-mail id..... (Signature) as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, 17th December, 2024 at Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg Road, Bhilwara-311001, Rajasthan at 04.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Type of Resolution	Mark(√)
	Special Business		
1.	Change in Name of the Company	Special	
2.	Amendment of the Memorandum of Association of the Company as required by the Companies Act, 2013	Special	
3.	Change in Object Clause of the Company	Special	
4.	Increase in Authorised Share Capital of the Company	Ordinary	
5.	Adoption of New Set of Articles of Association of the Company	Special	



Attendance Slip

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg Road, Bhilwara-311001, Rajasthan, at 04:00 P.M. on Tuesday, the 17th December, 2024.

.....
Full name of the Shareholder Signature (in block capitals)

FolioNo...../DP IDNo.*&

Client ID No.*.....

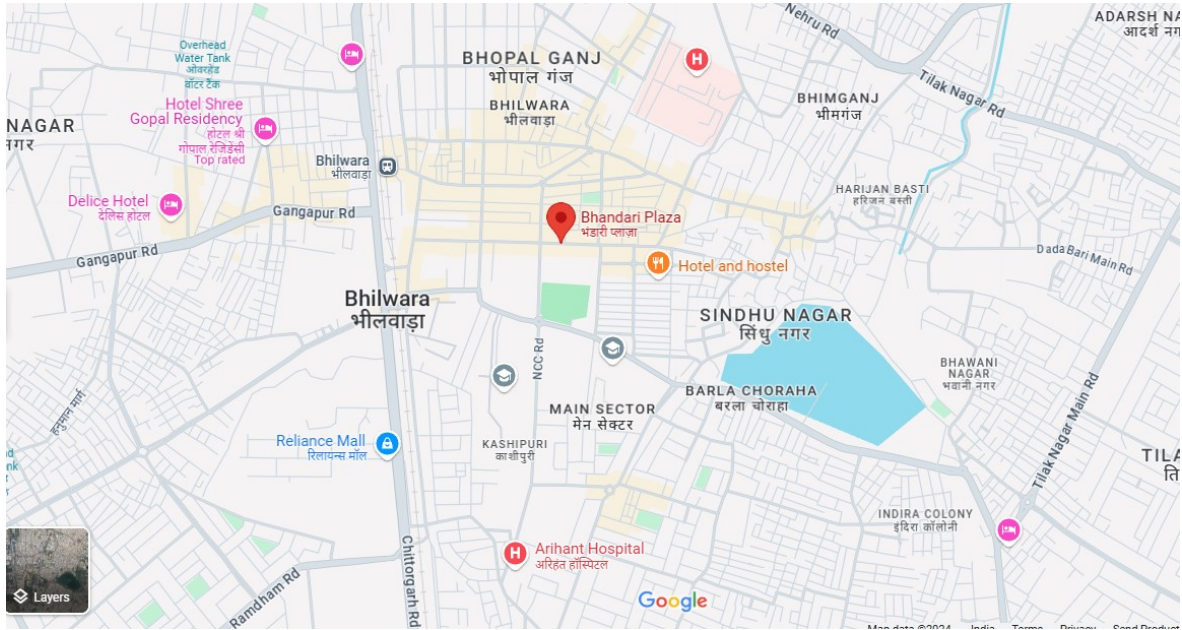
* Applicable for members holding shares in electronic form.

.....
Full name of Proxy (in block capitals)

.....
Signature

NOTE: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Venue of Meeting:



VANDANA KNIWEAR LIMITED

Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad,
Rajendra Marg, Bhilwara-311001, Rajasthan.
Tel. No. : 01482-297961
Email: vandanaknitwearlimited2021@gmail.com
Website: <http://www.vandanaknitwear.com/>