



Vandana Knitwear Limited

(formerly known as Trendy Knitwear Limited) CIN : L18101TG1995PLC019777

4-1-223, Hanuman Takdi, Opp. Axis Bank Ltd., Near Ramdev Optical, Bank Street, Hyderabad - 500 095.
Tel: 9441271629, 040-2476 3322 Fax : 040-2476 8877.
www.trendyknitwearlimited.com Email : trendyknitwear@gmail.com

06th September, 2019

To,
BSE Limited,
Listing Dept. /Dept. of Corporate Service,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Security Code: 532090

Security ID: VANDANA

Dear Sirs,

Sub: Notice of 24th Annual General Meeting

With reference to captioned subject, we hereby intimate you that the 24th Annual General Meeting of the Company is scheduled to be held on Monday, 30th September, 2019 at 10:00 a.m. at the Registered Office of the Company situated at 4-1-223, Hanuman Takdi, Bank Street, Hyderabad, Telangana - 500 095.

Notice of 24th Annual General Meeting is enclosed herewith for your reference.

Kindly take the same in your record

Thanking you.

Yours faithfully,

For Vandana Knitwear Limited

Mukesh Gadiya
Mukesh Gadiya
Director



Encl.: as above

Corporate Office

Shop No. 1, D/27, Yogi Kripa CHS. Ltd., Yogi Nagar, Borivali (W), Mumbai-400091.
Tel No. 022 - 28335345 Fax : 28332172 Mob.: 93237 27379.

NOTICE

NOTICE is hereby given that the **24th Annual General Meeting** of the Members of **VANDANA KNITWEAR LIMITED (formerly known as Trendy Knitwear Limited)** will be held on Monday, 30th day of September, 2019 at 10:00 a.m. at the registered office of the Company situated at 4-1-223, Hanuman Takdi, Bank Street, Hyderabad, Telangana - 500 095 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31st, 2019 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Babulal Jain (DIN: 02387803), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Jayesh Patel & Co., Chartered Accountants (FRN.: 146776W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2024, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

"RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E forms with Registrar of Companies."

SPECIAL BUSINESS

4. **To appoint Mr. Vinay Jha as an Executive Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Vinay Jha (DIN: 08532042) as Executive Director of the Company for a period of three (3) years with effect from 28th August, 2019 upon the remuneration and terms and conditions as may be mutually agreed between the Board of Directors of the Company and Mr. Vinay Jha.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary any such terms of appointment and remuneration as may be specified in the Act and as may be agreed to by the Board of Directors and Mr. Vinay Jha.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all necessary and expedient, acts, deeds and things, which may be usual, expedient or proper to give effect to above resolution."

5. **Shifting of Registered Office of the Company from the State of Telangana to the State of Rajasthan.**

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

"RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Telangana to the State of Rajasthan.

“RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

“II. The Registered Office of the Company will be situated in the state of Rajasthan.”

“RESOLVED FURTHER THAT upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of Telangana to Rajasthan.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard.

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

**PLACE: HYDERABAD
DATE: 05/09/2019**

**MUKESH GADIYA
DIN: 03025764**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with applicable rules thereon, a person can act as a proxy on behalf of members not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company, carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
4. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
5. Members and Proxies attending the Meeting should bring the attendance slip duly filled in along with their Annual Reports and PHOTO ID proof for attending the Meeting.
6. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Members desiring any information with regards to the accounts are requested to write to the Company at least 10 (ten days) prior to the date of meeting to enable the Management to keep the information ready at the meeting.
8. All the documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company between 10:30 a.m. to 12:30 p.m. on all working days (except Saturday) from the date hereof up to the date of meeting.
9. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
10. Members are requested to immediately intimate change of Address/bank mandate, if any, to their respective Depository Participants (DP) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agents, in respect of their physical share folios.
11. Members having shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's Registrars and Transfer Agents, for consolidation into single folio.
12. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
13. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company.
14. A profile of the Directors seeking re-appointment, as required by SEBI Listing Regulations, is annexed to this notice.
15. **The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive).**

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)" Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. *Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to logon to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) **The voting period begins on Friday, 27.09.2019 (9:00 a.m.) and ends on Sunday, 29.09.2019 (5:00 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 of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) **The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.**
- (xxi) The Company has appointed M/s. S Bhattbhatt & Co. (38045) Practicing Company Secretaries (Membership No. 11975, C.O.P 10427) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.trendyknitwearlimited.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

PLACE: HYDERABAD
DATE: 05/09/2019

MUKESH GADIYA
DIN: 03025764

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) sets out all material facts relating to the business item of the accompanying Notice.

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Vinay Jha (DIN: 08532042) as Executive Director of the Company, subject to approval of the members in the ensuing Annual General Meeting, for a term of three consecutive years with effect from 28th August, 2019, at a remuneration and on such terms and conditions as mutually agreed between the Board of Directors and Mr. Vinay Jha.

None of the Directors, Key Managerial Personnel or other relatives are interested in the above said resolution.

Brief Profile of Mr. Vinay Jha:

Name Of Director	Mr. Vinay Jha
DIN	08532042
Date Of Appointment	28/08/2019
Designation	Director
Directorship in other Public Limited Companies	NIL
Member/Chairman of the Committees of the Board of other Companies.	NIL

Item No. 5

As per Provision of Section 12 of the Companies Act, 2013 shifting of Registered Office of the Company outside the local limits of any city or town requires approval of the members by Special Resolution. The Registered Office of the Company is presently situated at 4-1-223, Hanuman Takdi, Bank Street, Hyderabad – 500 095, Telangana. With a view to improve Operational Efficiency the Board of Directors considered and subject to approval of the members, approved the proposal of shifting registered office to Bhilwara, Rajasthan.

Company would like to focus its main operations/projects in Bhilwara, (Rajasthan) and its surrounding areas which will enable the Company to conduct its operations more economically and efficiently. Last year the shareholders have approved shifting of registered office to City Chitodgarh (Rajasthan), however due to some procedural issues and unavoidable circumstances the Board has ultimately decided not to initiate such process till the resolution of all concerns and complications. Since then emphasize has given to overcome all demands/concerns for shifting during the year. The Board has also appointed various private agencies to provide SWOT analysis to check right place for shifting of office. As you are aware that current business of the company is mostly attributed by Rajasthan and shifting definitely push forward operational efficiency including cost and overall business growth.

The textile industries of the Bhilwara district displays an annual growth rate of 8 to 10 percent and are widely popular for exporting textile products like synthetic yarn, woollen commodities, cotton yarn, and fabrics. With textile being the main industry in the district, the area has more than 400 manufacturing units, making it a major textile centre specializing in synthetic fabrics for trousers. With this major issues like availability of proper man force, textile materials and effective cost cutting can be overcome with such decision. Apparel companies are more labor intensive. Availability of abundant and cheap labor in Rajasthan as compared with other places also attracts the much labor intensive textile and apparel companies towards this city.

The proposed change will in no way be detrimental to the interest of any member or Public, Employees or other Associates of the Company in any manner whatsoever.

The Board of Directors recommends the approval of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 5.

ATTENDENCE SLIP

PLEASE FILL THE ATTENDENCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint shareholders may obtain additional Attendance Slip on request.

L.F. No / D.P. Id & Client Id :
No. of Share(s) held :
Name of Members and :
Address of Member(s)

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 24th Annual General Meeting of Company held on Monday, the 30th September, 2019 at 10:00 a.m. at its Registered Office 4-1-223, Hanuman Takdi, Bank Street, Hyderabad, Telengana - 500 095.

Name of the Member/Proxy

Signature of the Member/Proxy

Notes:

1. Members/Proxy holder(s) is/are requested to bring their copies of the Annual Report with the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided at the entrance of the Meeting Hall.

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]

CIN : L18101TG1995PLC019777
 Name of the Company : Vandana Knitwear Limited
 Registered Office : 4-1-223, Hanuman Takdi, Bank Street, Hyderabad Telangana 500095.

Name of the members	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID / L.F.No.	

I/We being a member / members of _____ shares of the above named company, hereby appoint

- 1) Name: Address:
 Email id: Signature:
 or failing him
- 2) Name: Address:
 Email id: Signature:
 or failing him
- 3) Name: Address:
 Email id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of Company held on Monday, the September 30, 2019 at 10:00 a.m. at its Registered Office at 4-1-223, Hanuman Takdi, Bank Street, Hyderabad Telangana 500095 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	To adopt Audited Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Babulal Jain who retires by rotation and being eligible, seek re-appointment.		
3.	To appoint M/s. Jayesh Patel & Co., Chartered Accountants, as a Statutory Auditors of the Company.		
4.	To appoint Mr. Vinay Jha as Executive Director of the Company.		
5.	To change the Registered Office from the state of Telangana to the state of Rajasthan.		

Signed..... Day of September, 2019

**Affix
Re.1
Revenue
Stamp**

Note:

1. The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Your proxy will be entitled to vote in the manner as he/she may deem appropriate at 24th Annual General Meeting of Members of the Company, to be held on Monday, the 30th September, 2019 at 10:00 a.m. at the Registered Office at 4-1-223, Hanuman Takdi, Bank Street, Hyderabad – 500 095, Telangana or at any adjournment thereof.

EVSN (Electronic Voting Sequence Number)	Default Pan*
190905097	USE YOUR PAN

*Only Member who have not updated their PAN with Company / Depository Participant(s) shall use default PAN in the Pan filed.

Route Map to the Venue of AGM

4-1-223, Hanuman Takdi, Bank Street, Hyderabad Telangana 500 095

