



**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

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**Date: August 26, 2023**

To,  
BSE Limited,  
Listing Dept./Dept. of Corporate Service,  
Dalal Street,  
Mumbai-400001.

**Script Code: 532090      Scrip ID: VANDANA**

**Sub: Disclosure of Voting Results under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations')**

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the Listing Regulations, please find enclosed herewith voting results of the business transacted at the EOGM along with the consolidated report of the Scrutinizer. The said results along with the consolidated report of the Scrutinizer are also being uploaded on the website of the Company.

Kindly take the same on record.

Thanking You

**For Vandana Knitwear Limited**

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



**1<sup>st</sup> Extra Ordinary General Meeting of Vandana Knitwear Limited for the year 2023-24  
Details of Voting Results**

<b>Voting results</b>	
Record date	18-08-2023
Total number of shareholders on record date	5583
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	4
b) Public	36
<b>No. of resolution passed in the meeting</b>	<b>4</b>



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. CHARUL GATTANI (DIN: 09796702) TO ACT AS A DIRECTOR (EXECUTIVE) OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54040405	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		54040405	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	52944665	8470784	15.9993	8469716	1068	99.9874	0.0126
	Poll							
	Postal Ballot (if applicable)							
	Total		52944665	8470784	15.9993	8469716	1068	99.9874
<b>Total</b>	<b>Total</b>	<b>106985070</b>	<b>8470784</b>	<b>7.9177</b>	<b>8469716</b>	<b>1068</b>	<b>99.9874</b>	<b>0.0126</b>
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	52726335
Public Insitutions	
Public - Non Insitutions	



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. CHITRA NARANIWAL (DIN: 09077116) TO ACT AS DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54040405	52726335	97.5684	52726335	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>54040405</b>	<b>52726335</b>	<b>97.5684</b>	<b>52726335</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	52944665	8470784	15.9993	8469717	1067	99.9874	0.0126
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>52944665</b>	<b>8470784</b>	<b>15.9993</b>	<b>8469717</b>	<b>1067</b>	<b>99.9874</b>	<b>0.0126</b>
<b>Total</b>	<b>Total</b>	<b>106985070</b>	<b>61197119</b>	<b>57.2016</b>	<b>61196052</b>	<b>1067</b>	<b>99.9983</b>	<b>0.0017</b>
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ARPIT JAIN (DIN: 10166012) TO ACT AS A DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54040405	52726335	97.5684	52726335	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>54040405</b>	<b>52726335</b>	<b>97.5684</b>	<b>52726335</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	52944665	8470784	15.9993	8469716	1068	99.9874	0.0126
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>52944665</b>	<b>8470784</b>	<b>15.9993</b>	<b>8469716</b>	<b>1068</b>	<b>99.9874</b>	<b>0.0126</b>
<b>Total</b>	<b>Total</b>	<b>106985070</b>	<b>61197119</b>	<b>57.2016</b>	<b>61196051</b>	<b>1068</b>	<b>99.9983</b>	<b>0.0017</b>
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SIDDHARTH JAIN (DIN: 10164421) TO ACT AS DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54040405	52726335	97.5684	52726335	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		54040405	52726335	97.5684	52726335	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	52944665	8470784	15.9993	8469717	1067	99.9874	0.0126
	Poll							
	Postal Ballot (if applicable)							
	Total		52944665	8470784	15.9993	8469717	1067	99.9874
<b>Total</b>	<b>Total</b>	<b>106985070</b>	<b>61197119</b>	<b>57.2016</b>	<b>61196052</b>	<b>1067</b>	<b>99.9983</b>	<b>0.0017</b>
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





Office Address : 520, Grand K 10, Opp. Honest Restaurant, Nr. Genda Circle, Vadodara - 390007.  
Phone No.: 0265-2969504, Mobile : 9824250787 Email : cssuhasb@gmail.com

FORM MGT-13

**SCRUTINIZER'S COMBINED REPORT ON REMOTE E-VOTING & E-VOTING**  
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of 1<sup>st</sup> Extra Ordinary General Meeting ("EOGM") of Equity Shareholders of **Vandana Knitwear Limited** for the year 2023-24 held on Friday, 25<sup>th</sup> August, 2023 at 03.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Dear Sir,

I, Suhas Bhattbhatt, Proprietor of M/s. S Bhattbhatt & Co., Practicing Company Secretaries of Vadodara, was appointed as a Scrutinizer for the purpose of scrutinizing remote e-voting including the E-voting process conducted at the 1<sup>st</sup> Extra Ordinary General Meeting (EOGM) of the Equity Shareholders of Vandana Knitwear Limited ('Company') for the year 2023-24 held on Friday, August 25, 2023 at 03.00 p.m. IST pursuant to the provisions of (Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations').

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, if any, relating to remote E-voting prior to the date of EOGM and E-voting process during the EOGM.

My responsibility as a scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I submit my report as under:

1. The notice of Extra Ordinary General Meeting, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the EOGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular(s) and SEBI Circular(s).
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, August 18, 2023, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 4 in the Notice of Extra Ordinary General Meeting of the Company.
3. The Company had availed the E-voting facility offered by Central Depository Securities Limited ("CDSL") for providing remote E-voting facility to the Members of the Company prior to EOGM as well as during the EOGM.



4. The e-voting period for Remote e-voting commenced on Tuesday, 22<sup>nd</sup> August, 2023 at 9:00 a.m. (IST) and ended on Thursday, 24<sup>th</sup> August, 2023 at 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.
5. The Company also provided e-voting facility to the shareholders present at the EOGM held through VC / OAVM. The votes cast under remote e-voting before the EOGM and e-voting done at the time of EOGM were unblocked and calculated after the conclusion of Extra Ordinary General Meeting.
6. Based on the data downloaded from the official website of the CDSL for the remote e-voting and e-voting process, we have scrutinized and reviewed the remote e-voting and e-voting process and votes tendered therein.

I now submit my combined Report as under on the result of the remote e-voting and e-voting in respect of all the resolutions proposed in the Notice of Extra Ordinary General Meeting:

**Resolution No. 1 – Special Resolution**

1. Appointment of Ms. Charul Gattani (DIN: 09796702) to act as Executive Director.

Voting Description	No. of Members	No. of Valid Votes	Percentage of total number of valid votes cast
Voted in Favour	60	8469716	99.99
Voted Against	8	1068	0.01
Total	68	8470784	100
Invalid Votes	4*	52726335	-

\*Voting by Promoters and Promoter Group for this resolution shall not be considered for the passing of resolution as they are interested in this resolution.

RESULT: Passed with Requisite majority

**Resolution No. 2 – Special Resolution**

2. Appointment of Ms. Chitra Naraniwal (DIN: 09077116) to act as Non-Executive, Independent Director.

Voting Description	No of Members	No. of Valid Votes	Percentage of total number of valid votes cast
Voted in Favour	65	61196052	99.99
Voted Against	7	1067	0.01
Total	72	61197119	100
Invalid Votes	-	-	-

RESULT: Passed with Requisite majority





**Resolution No. 3 – Special Resolution**

3. Appointment of Mr. Arpit Jain (DIN: 10166012) to act as Non-Executive, Independent Director.

Voting Description	No of Members	No. of Valid Votes	Percentage of total number of valid votes cast
Voted in Favour	64	61196051	99.99
Voted Against	8	1068	0.01
Total	72	61197119	100
Invalid Votes	-	-	-

RESULT: Passed with Requisite majority

**Resolution No. 4 – Special Resolution**

4. Appointment of Mr. Siddharth Jain (DIN: 10164421) to act as Non-Executive, Independent Director.

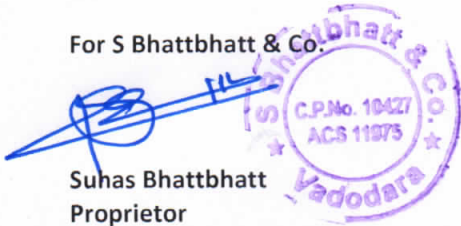
Voting Description	No of Members	No. of Valid Votes	Percentage of total number of valid votes cast
Voted in Favour	65	61196052	99.99
Voted Against	7	1067	0.01
Total	72	61197119	100
Invalid Votes	-	-	-

RESULT: Passed with Requisite majority

The relevant records relating to remote e-voting and e-voting were handed over to the Chairman of the company for safe keeping.

Thanking you,

For S Bhattbhatt & Co.



The stamp is circular and purple, containing the text: 'S Bhattbhatt & Co.', 'C.P.No. 10427', 'ACS 11975', and 'Vadodara'.

Suhas Bhattbhatt  
Proprietor

UDIN: A011975E000869854

C.P. NO. : 10427

M. NO. : A11975

Place: Vadodara

Date: 26.08.2023