



**Date:** 04 February 2025

**The BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400 001  
Scrip Code- **537524**

**Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith a copy of Notice of Postal Ballot dated 03.02.2025, seeking approval of the members by way of Ordinary Resolutions/Special Resolutions.

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 31, 2025 ("Cut-off date"). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has engaged the services of NSDL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

REMOTE E-VOTING DETAILS	
VOTING STARTS ON	VOTING ENDS ON
Thursday, 05th February, 2025, at 9:00 a.m. (IST)	Friday, 06th March, 2025, at 5:00 p.m. (IST)



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Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses.

Kindly take note of the above information.

**Thanking you.  
For Viaan Industries Limited**

**Ms. Teena Goel  
Company Secretary & Compliance officer**

**Encl:** as above



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## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 05th February, 2025, at 9:00 a.m. (IST)	Friday, 06th March, 2025, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, *if any*, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as **‘MCA Circulars’**), to transact the special business as set out hereunder by passing Ordinary and Special Resolution, by way of postal ballot only, by voting through electronic means (**‘remote e-Voting’**).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof (**‘Statement’**) is annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, Viaan Industries Limited (**‘Company’**) is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**‘RTA’**)/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the **‘Notes’** section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for

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Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri West, Mumbai – 400053

Contact: +919999985400 | E-mail: info@v-ind.com

Website: [accounts1@redmaxindia.com](mailto:accounts1@redmaxindia.com) | CIN No: L15201MH1982PLC291306



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the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Thursday, March 06, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

### **SPECIAL BUSINESS:**

1. To approve change in the name of the Company and consequent amendments in the Memorandum of Association and Articles of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required from the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the approval of the members of the Company be and is hereby accorded to change the name of the Company from “Viaan Industries Ltd.” to “Redmax Footwears Ltd” or such suitable name as may be approved by the Registrar of Companies, Central Registration Centre (CRC) and the name clause in the Memorandum of Association be substituted as under;

#### **I. The Name of the Company is “Redmax Footwears Ltd”**

**RESOLVED FURTHER THAT** pursuant to Section 13, 14 and other applicable provisions, if any, of the Act, upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “Viaan Industries Ltd.” wherever as appearing in the Memorandum of Association and Articles of Association and other relevant documents, papers, and places of the Company, as applicable, be substituted by the new name “Redmax Footwears Ltd”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds, in its absolute discretion including

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any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company.”

2. To approve shifting of the registered office of the Company from one state to another and consequent amendments in the Memorandum of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, reenactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of “Maharashtra” to the State of “Delhi” and the existing clause II of Memorandum of Association regarding Registered Office of the Company be substituted with the following clause:

- II. The Registered Office of the Company will be situated in the State of Delhi, within the jurisdiction of Registrar of Companies, National Capital Territory of Delhi (NCT) and Haryana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds including selection of location of the registered office of the Company within the jurisdiction of Registrar of Companies, National Capital Territory of Delhi (NCT) and Haryana, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according /granting approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval

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of the members of the Company.”

3. To approve the Acquisition of 100% (One Hundred Percent) of share capital of Redmax Activewear Private Limited, on a fully diluted basis.

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

**RESOLVED THAT**, pursuant to section 186 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules”) including any amendment, reenactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, the consent of the members of the Company be and is hereby accorded for acquisition of 100% (One Hundred Percent) share capital of Redmax Activewear Private Limited incorporated on 24<sup>th</sup> April, 2023;

**RESOLVED FURTHER THAT**, the acquisition of said shares is intended to be for a price of approximately 157.16 per share, shall be payable in cash or any other mode in the best interest of the Company;

**RESOLVED FURTHER THAT**, the Directors of the Company, be and are hereby is, authorized to negotiate, execute, deliver and carry out on behalf of this corporation an Acquisition Agreement (the “Agreement”) with the Shareholders of Redmax Activewear Private Limited substantially in the form presented to the shareholders, but with such changes and additions as such officers may deem to be in the best interests of this corporation;

**RESOLVED FURTHER THAT**, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions;

**RESOLVED FURTHER THAT**, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.”

4. To approve and amend the material Related Party Transaction limits with Hemant Jindal.

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including

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any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and based on the recommendation/approval of the Audit Committee and the Board of Directors, and in supersession of the earlier resolution passed by the members at the Annual General Meeting of the Company dated 22<sup>nd</sup> November 2024, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transaction(s)/contract(s)/ arrangement(s)/agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Hemant Jindal, related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the FY 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹10 crores in a FY 2024- 25, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

5. To approve and amend the material Related Party Transaction limits with Monika Jindal.

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the

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time being in force) read with the Company's Policy on Related Party Transactions' and based on the recommendation/approval of the Audit Committee and the Board of Directors, and in supersession of the earlier resolution passed by the members at the Annual General Meeting of the Company dated 22<sup>nd</sup> November 2024, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transaction(s)/contract(s)/ arrangement(s)/agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Monika Jindal, related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the FY 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹10 crores in a FY 2024- 25, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

6. To approve and amend the material Related Party Transaction limits with Neha Jindal.

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and based on the recommendation/approval of the Audit Committee and the Board of Directors,

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and in supersession of the earlier resolution passed by the members at the Annual General Meeting of the Company dated 22<sup>nd</sup> November 2024, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transaction(s)/contract(s)/ arrangement(s)/agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Neha Jindal, related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the FY 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹10 crores in a FY 2024- 25, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Board For Viaan Industries Limited**

HEMANT  
JINDAL

Digitally signed by  
HEMANT JINDAL  
Date: 2025.02.03 12:34:06  
+05'30'

**Mr. Hemant Jindal**  
**Managing Director**  
**DIN: 00238742**

**Date: 03.02.2025**

**Place: New Delhi**

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## Notes:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.

2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Purva Sharegistry (India) Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on Friday, 31<sup>st</sup> January, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in this Notice.

5. The remote e-Voting shall commence on Wednesday, February 05, 2025, at 9:00 a.m. (IST) and shall end on Thursday, March 06, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

6. The Board of Directors of the Company has appointed M/s **Vasist & Associates**, PR No. 2355/2022, Company Secretaries as a Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this

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postal ballot.

7. The Scrutinizer will submit his/her consolidated report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.

8. The result of the postal ballot declared along with the Scrutinizer's Report ('Result') shall be placed on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), where the ordinary equity shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri, West, Mumbai City, Mumbai, Maharashtra, India, 400053.

9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., Thursday, March 06, 2025.

10. Members may download the Notice from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).

11. The vote in this Postal Ballot cannot be exercised through proxy.

12. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to [tgoel6962@gmail.com](mailto:tgoel6962@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period till the date of announcement of the results of this Postal Ballot.

13. Process for Registration of e-mail addresses

A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

As part of the Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, Purva Sharegistry (India) Private Limited, for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-Voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) below i.e., Login method for e-Voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to [support@purvashare.com](mailto:support@purvashare.com) or [evoting@nsdl.com](mailto:evoting@nsdl.com).

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B. Registration of e-mail address permanently with Company/DP: Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding. Members are requested to register their e-mail address with the Company/RTA in respect of physical holding, by visiting the link: [support@purvashare.com](mailto:support@purvashare.com) which provides further information about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your

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Contact: +919999985400 | E-mail: [info@v-ind.com](mailto:info@v-ind.com)

Website: [accounts1@redmaxindia.com](mailto:accounts1@redmaxindia.com) | CIN No: L15201MH1982PLC291306



# VIAAN INDUSTRIES LTD.

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	<p>vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"><li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li></ol>

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	<ol style="list-style-type: none"><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. 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL 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.</li><li>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.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.





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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@vasishtassociates.com](mailto:cs@vasishtassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [accounts1@redmaxindia.com](mailto:accounts1@redmaxindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated

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- Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [accounts1@redmaxindia.com](mailto:accounts1@redmaxindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **FOR ATTENTION OF THE MEMBERS**

1. Members are requested to refer any change of address among others:
  - a. To the Company's Registrar in respect of their physical share folios.
  - b. To their Depository Participants (DPs) in respect of their electronic demat accounts.
2. Dematerialisation of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred/ traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/ splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): Purva Sharegistry (India) Private Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai- 400011, Maharashtra or may write to the Secretarial Department of the Company at Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri West, Mumbai – 400053, for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE324N01027.
3. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD3/P/CIR/2023/195 dated 28th December 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute

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resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at [accounts1@redmaxindia.com](mailto:accounts1@redmaxindia.com).

4. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

Members are requested to quote their Folio No./DP ID, Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 110 OF  
COMPANIES ACT 2013**

(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

**SPECIAL BUSINESS:**

**Item No. 1**

**TO APPROVE CHANGE IN THE NAME OF THE COMPANY AND  
CONSEQUENT AMENDMENTS IN THE MEMORANDUM OF ASSOCIATION  
AND ARTICLES OF ASSOCIATION OF THE COMPANY**

In order to enhance the brand/market value of the products of the Company, the Board of Directors on January 27, 2025 has approved the proposal to change the name of the Company from "Viaan Industries Limited" to "Redmax Footwears Ltd" or such suitable name as may be approved by the Registrar of Companies, Central Registration Centre (CRC) subject to approvals, consents, sanctions and permissions of the Central Government, the Members of the Company, the Stock Exchanges and other relevant Statutory and Regulatory authorities, as may be required.

Pursuant to Section 13 and 14 of the Act, to give effect to the change in name of the Company and consequent amendment in the Memorandum of Association and Articles of Association of the Company, the approval of the members (shareholders) of the Company by way of special resolution is required.

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 of the Company.

As per Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) (LODR) 2015, the listed entity is required to comply with the conditions for change of name laid down in the Companies Act, 2013, and rules made thereunder. In this regard, a certificate from a Practicing Chartered Accountant confirming compliance with the conditions provided in Regulation 45(1) of LODR is attached as **Annexure 1** to this notice

A copy of the Memorandum of Association and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the

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Company at its registered office during the normal business hours between 10.00 A.M (IST) to 6:00 P.M. (IST) on all working days upto the date of the meeting.

None of the Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

The Board recommends the special resolution set out at Item No. 1 of the notice for approval of the members of the Company.

### **Item No. 2**

#### **TO APPROVE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER AND CONSEQUENT AMENDMENTS IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The registered office of the Company is currently situated at Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri West, Mumbai – 400053. For the purpose of business and administrative convenience, the Board of Directors of the Company at its meeting held on January 27, 2025 has approved and recommended to the members of the Company the proposal of shifting of the registered office of the Company from Mumbai, State of Maharashtra to New Delhi, State of Delhi.

The shifting of the registered office from one state to another and alteration of Clause II of the Memorandum of Association ('the MOA') the Company requires the approval of the members of the Company by way of special resolution, in terms of section 12, 13 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder.

A copy of the MOA of the Company together with the proposed alterations is available for inspection by the members of the Company at its registered office during the normal business hours between 10.00 A.M (IST) to 6:00 P.M. (IST) on all working days upto the date of the meeting.

None of the Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

The Board recommends the special resolution set out at Item No. 2 of the notice for approval of the members of the Company

### **Item No. 3**

#### **TO APPROVE THE ACQUISITION OF 100% (ONE HUNDRED PERCENT) OF SHARE CAPITAL OF REDMAX ACTIVEWEAR PRIVATE LIMITED, ON A FULLY DILUTED BASIS.**

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Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on January 27, 2025 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for Acquisition of 100% (One Hundred Percent) of share capital of Redmax Activewear Private Limited, on a fully diluted basis.

The acquisition shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

The Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is hereunder;

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	RedMax Active Wear Pvt. Ltd
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	The acquisition is a related party transaction.  The target entity is a promoter group entity.  The transaction is being carried out on arm’s length basis after obtaining a valuation report from the registered valuer.
3.	Industry to which the entity being acquired belongs	The target entity belongs the industry of footwear manufacturing and selling.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The target entity is engaged in the similar business in which the Company is engaged as per its new objects.  The acquisitions will strengthen the collaboration of resources.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable

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6.	Indicative time period for completion of the acquisition;	Three months from obtaining the approval of shareholders.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	The consideration shall be paid either in cash or any other mode in the best interest of the Company.
8.	Cost of acquisition and/or the price at which the shares are acquired;	The price per share is Rs. 157.16.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	100%
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	The target entity was incorporated on 24 <sup>th</sup> April, 2023 in India.  The Company registered a revenue of Rs. 3,87,60,383 in the financial year 2023-24.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

### **Item No. 4, 5 and 6**

### **TO APPROVE AND AMEND THE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH HEMANT JINDAL.**

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As per the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with effect from 1st April, 2022, related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity, whichever is lower and such material related party transactions exceeding the limits, would require prior approval of Members by means of an ordinary resolution. Once approved by shareholders, the transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders.

The members of the Company at the Annual General Meeting (AGM) dated 22nd November 2024 of the Company approved the material Related Party Transaction limits with Hemant Jindal upto an amount of Rs. 2 crores and for related party transactions with Monika Jindal upto an amount of Rs. 1 crores and for related party transactions with Neha Jindal upto an amount of Rs. 1 crores, in the best interest of the Company and its members/shareholders, the Company proposes the revision of transaction limit for entering into material related party transactions with JSW Steel, a related party of the Company from time to time in supersession of the limits as approved by the members of the Company at AGM of the Company.

Hemant Jindal is the promoter and the Managing Director of the Company. The Company proposes entering and/ or continuing with Material Related Party Transactions/ contracts/arrangements/ agreements with Hemant Jindal up to an amount not exceeding Rs. 10 crores, for the FY 2024-25, the Company hereby seeks approval from the Members in line with Regulation 23(4) of Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with Mr. Hemant Jindal will continue to be in adherence with arm's length principle as per the Companies Act, 2013 (the Act) & Listing Regulations, as reviewed by our Statutory auditor and the Audit Committee.

Mrs. Monika Jindal is the Director of the Company. The Company proposes entering and/ or continuing with Material Related Party Transactions/ contracts/arrangements/ agreements with Monika Jindal up to an amount not exceeding Rs. 10 crores for the FY 2024-25, the Company hereby seeks approval from the Members in line with Regulation 23(4) of Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with Mrs. Monika Jindal will continue to be in adherence with arm's length principle as per the Companies Act, 2013 (the Act) & Listing Regulations, as reviewed by our Statutory auditor and the Audit Committee.

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Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri West, Mumbai – 400053

Contact: +919999985400 | E-mail: info@v-ind.com

Website: [accounts1@redmaxindia.com](mailto:accounts1@redmaxindia.com) | CIN No: L15201MH1982PLC291306



## VIAAN INDUSTRIES LTD.

Racing Towards A Billion Hearts

Mrs. Neha Jindal is the related party of the Company. The Company proposes entering and/or continuing with Material Related Party Transactions/ contracts/arrangements/ agreements with Neha Jindal up to an amount not exceeding Rs. 10 crores for the FY 2024-25, the Company hereby seeks approval from the Members in line with Regulation 23(4) of Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with Mrs. Neha Jindal will continue to be in adherence with arm's length principle as per the Companies Act, 2013 (the Act) & Listing Regulations, as reviewed by our Statutory auditor and the Audit Committee.

Information required to be disclosed in the Explanatory Statement for this Item pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

1.	Name of Related Party	Hemant Jindal
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
3.	Type of the proposed transaction	Loan from director/promoter
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Monetary value of transactions shall be subject to a maximum Rs. 10 crores during the financial year.  The tenure of the loan shall be as decided by the Board
5.	Particulars of the proposed transaction	Provided in explanatory statement
6.	Tenure of the transaction	As decided by the Board
7.	Value of the proposed transaction	Provided in explanatory statement
8.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	More than the turnover of the Company till date.
9.	Justification of the proposed transaction	For commencing the business operation
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally by the Audit committee.

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11.	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this explanatory statement setting out material facts.
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Owned fund of director
B.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"><li>• Nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure of the indebtedness</li></ul>	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given <i>(including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)</i>	As decided by the Board
D.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

1.	Name of Related Party	Monika Jindal
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
3.	Type of the proposed transaction	Loan from director/promoter
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Monetary value of transactions shall be subject to a maximum Rs. 10 crores during the financial year.  The tenure of the loan shall be as decided by the Board
5.	Particulars of the proposed transaction	Provided in explanatory statement

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6.	Tenure of the transaction	As decided by the Board
7.	Value of the proposed transaction	Provided in explanatory statement
8.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	More than the turnover of the Company till date.
9.	Justification of the proposed transaction	For commencing the business operation
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally by the Audit committee.
11.	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this explanatory statement setting out material facts.
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Owned fund of director
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"><li>• Nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure of the indebtedness</li></ul>	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given <i>(including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)</i>	As decided by the Board
D.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

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1.	Name of Related Party	Neha Jindal
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
3.	Type of the proposed transaction	Loan from relative of director/promoter
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Monetary value of transactions shall be subject to a maximum Rs. 10 crores during the financial year.  The tenure of the loan shall be as decided by the Board
5.	Particulars of the proposed transaction	Provided in explanatory statement
6.	Tenure of the transaction	As decided by the Board
7.	Value of the proposed transaction	Provided in explanatory statement
8.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	More than the turnover of the Company till date.
9.	Justification of the proposed transaction	For commencing the business operation
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally by the Audit committee.
11.	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this explanatory statement setting out material facts.
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Owned fund

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B.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"><li>• Nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure of the indebtedness</li></ul>	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given <i>(including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)</i>	As decided by the Board
D.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

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**S.C. GARG & ASSOCIATES**
*Chartered Accountants*
**Off:** LU - 39, Upper Ground Floor, Pitampura, Delhi-110034

**Phone No.:** +91-9312233947, +91-7011427932 **E-mail:** sudhircarg76@gmail.com

To,  
 The Chief General Manager  
 Listing Operation,  
 BSE Limited,  
 20" Floor, P.J. Towers,  
 Dalal Street,  
 Mumbai - 400001

Dear Sir,

**Sub: Application for obtaining in-principal approval for change in the name of the company as per provisions of regulation 45 of SEBI (LODR) Regulations, 2015**

We, **S.C. Garg & Associates**, Practicing Chartered Accountant, Internal Auditors of **Viaan Industries Limited** (hereinafter referred to as the company have examined the relevant records of the company and information provided by Management of the company in relation to issue a certificate for compliance with conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for change of Name of the Company's name from **Viaan Industries Limited to Redmax Footwears Limited Or Redmax Lifestyle Limited** .

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions- of regulation 45 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that:

(a) Time period of at least one year has elapsed from the last name change that was occurred in the year: The Company has not changed its name since at least one year.

(b) Total Hundred percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.

We hereby confirm that the more than fifty percent of the total revenue in the preceding one year period is generated by the new activity. The period of one year has been counted from 1st January, 2024 to 31<sup>st</sup> December, 2024 for the calculation in compliance with Regulation 45(1) (b) of SEBI LODR.

Further, working and bifurcation of revenue generated in Rupees and Percentage is given below for your ready reference.

Sr.	Particulars	Amount In Rupees	Percentage
1)	Revenue Generated By New Activity	219600.00	100%
	<b>Total</b>		100%

(a) The amount invested in the new activity/project is at least fifty per cent, of the assets of the listed entity: We hereby confirm that the amount invested in the new activity is at least fifty percent of the assets of the company

This certificate is issued at the request of the company pursuant to requirement of Regulation 45(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the stock exchange where the equity shares of the company are listed.

For S.C. Garg & Associates  
Chartered Accountants  
Firm Regn. No. 006873N

**Sudhir Garg** Digitally signed by Sudhir Garg  
Date: 2025.01.14 19:02:08  
+05'30'

CA Sudhir Garg  
Partner  
Membership No. 096194

Place: New Delhi

Date: 14.01.2025  
UDIN : 25096194BMHYMC3306