



**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: 18.12.2024

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai – 400001.

**Scrip Code : 532090**

**Dear Sir/Madam,**

**Sub: Submission of Scrutinizer Report**

Dear Sir/Madam,

Pursuant to section 108 of the Companies Act, 2013 read with rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Scrutinizer's Report related to voting for EGM held on Tuesday, 17<sup>th</sup> December, 2024 at 4:00 PM (IST) at Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg, Bhilwara-311001 (Rajasthan).

Please take the same on your record.

Thanking you,  
Yours faithfully,  
VANDANA KNITWEAR LIMITED

**NARESH KUMAR GATTANI  
MANAGING DIRECTOR  
DIN 00125231**

Date: 18.12.2024  
Encl:



**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) and of the Companies (Management and Administration) Rules, 2014 as amended up to date.]

To  
The Chairman / Company Secretary  
**Vandana Knitwear Limited**  
Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad,  
Rajendra Marg, Bhilwara-311001 (Rajasthan), India

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on remote e-voting and venue voting at Extra Ordinary General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for Extra Ordinary General Meeting of Vandana Knitwear Limited held on Tuesday, 17<sup>th</sup> December 2024 at Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg, Bhilwara-311001 (Rajasthan), India.**

I, Brij Kishore Sharma of M/s. B K Sharma and Associates, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of **Vandana Knitwear Limited** ("Company") pursuant to Section 108 of The Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to conduct the remote e-voting in a fair and transparent manner in respect of the below mentioned resolutions.

I was also appointed as Scrutinizer to scrutinize the voting process during the said EGM

The notice dated 28<sup>th</sup> October 2024, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (RTA), in compliance with the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars").

The Company had availed the e-voting facility from Central Depository Services (India) Limited (CDSL) for conducting remote e-voting.



The voting period for remote e-voting commenced on Saturday, 14<sup>th</sup> December 2024 (09:00 A.M.) to Monday 16<sup>th</sup> December 2024 (05:00 P.M.) and the Central Depository Services (India) Limited (CDSL) e-voting platform was blocked thereafter.

The Company had also provided voting facility to the shareholders present at the EGM through Ballot/Polling paper, who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, 10<sup>th</sup> December, 2024 were entitled to vote on the resolutions as contained in the Notice of the EGM.

I have scrutinized and reviewed the remote e-voting and venue voting during the EGM and votes casted therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) voting system and polling paper received.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and venue voting during the EGM on the resolutions contained in the notice of the EGM.

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

I now submit my Consolidated Report as under on the result of the remote e-voting and venue voting during EGM in respect of the said resolutions.

**Resolution No.1: (Special Resolution)**

**CHANGE IN NAME OF THE COMPANY**

**(i) Voted in favour of resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	62776057	99.9999%

**(ii) Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1041	0.0001%



(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

**Resolution No.2: (Special Resolution)**

**TO AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REQUIRED BY COMPANIES ACT, 2013**

(i) **Voted in favour of resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	62776057	99.9999%

(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1041	0.0001%

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

**Resolution No.3: (Special Resolution)**

**Change in Object Clause of the Company**

(i) **Voted in favour of resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	62776057	99.9999%





(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1041	0.0001%

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

**Resolution No.4: (Ordinary Resolution)**

**INCREASE IN AUTHORISED SHARE CAPITAL**

(i) **Voted in favour of resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	62776057	99.9999%

(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1041	0.0001%

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

**Resolution No.5: (Special Resolution)**

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

(i) **Voted in favour of resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	62776057	99.9999%





(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1041	0.0001%

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

Based on the aforesaid result I report that all resolutions as set out in item no 1 to 5 of the Notice have been **Passed with Requisite Majority**

The electronic data and all other relevant records relating to Remote e-voting and venue voting during the EGM through Central Depository Services (India) Limited (CDSL) e-voting Platform will remain in safe custody until the Chairman considers, approves and signs the Minutes of the Extra Ordinary General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for the safe keeping.

Thanking you.

For **B K Sharma & Associates**  
Company Secretaries  
Unique Code: S2013RJ233500

**[BRIJ KISHORE SHARMA]**

CP. No.:12636  
M. No.: F6206  
Peer Review Certificate No.: 1172/2021  
**UDIN: F006206F003411135**

Place: Jaipur  
Date: 17.12.2024

Countersigned by  
For **Vandana Knitwear Limited**  
Chairman

**VOTING RESULTS**

<b>Company Name</b>		<b>Vandana Knitwear Limited</b>						
<b>Date of the AGM/EGM</b>		17th December 2024						
<b>Total number of shareholders on record date</b>		6,619						
<b>No. of shareholders present in the meeting either in person or through proxy:</b>		32						
<b>Promoters and Promoter Group:</b>		4						
<b>Public:</b>		28						
<b>No. of Shareholders attended the meeting through Video Conferencing</b>		NA						
<b>Promoters and Promoter Group:</b>								
<b>Public:</b>								
<b>Item No. 1</b>	<b>Change in Name of the Company</b>							
<b>Resolution required: (Ordinary/ Special)</b>	Special							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]* 100</b>
Public- Institutional Holders	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	E-Voting		52726335	97.5684	52726335	0	100.0000	0.0000
	Poll	54040405	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)					0		0.0000
Public- Others	E-Voting		10049662	18.9814	10048621	1041	99.9896	
	Poll	52944665	1101	0.0021	1101	0	0.0000	0.0000
	Postal Ballot (if applicable)		0		00	0		
<b>Total</b>		106985070	62777098	58.6784	62776057	1041	99.99834175	0.0017



Item No. 2	Amendment of the Memorandum of Association of the Company as required by Companies Act, 2013							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Public- Institutional Holders	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	E-Voting		52726335	97.5684	52726335	0	100.0000	0.0000
	Poll	54040405	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)					0		0.0000
Public- Others	E-Voting		10049662	18.9814	10048621	1041	99.9896	
	Poll	52944665	1101	0.0021	1101	0	0.0000	0.0000
	Postal Ballot (if applicable)		0		00	0		
<b>Total</b>		<b>106985070</b>	<b>62777098</b>	<b>58.6784</b>	<b>62776057</b>	<b>1041</b>	<b>99.99834175</b>	<b>0.0017</b>

Item No.3	Change in Object Clause of the Company							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Public- Institutional Holders	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	E-Voting		52726335	97.5684	52726335	0	100.0000	0.0000
	Poll	54040405	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)					0		0.0000
Public- Others	E-Voting		10049662	18.9814	10048621	1041	99.9896	
	Poll	52944665	1101	0.0021	1101	0	0.0000	0.0000
	Postal Ballot (if applicable)		0		00	0		
<b>Total</b>		<b>106985070</b>	<b>62777098</b>	<b>58.6784</b>	<b>62776057</b>	<b>1041</b>	<b>99.99834175</b>	<b>0.0017</b>





Item No.4		Increase in Authorised Share Capital						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Public- Institutional Holders	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	E-Voting		52726335	97.5684	52726335	0	100.0000	0.0000
	Poll	54040405	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)					0		0.0000
Public- Others	E-Voting		10049662	18.9814	10048621	1041	99.9896	
	Poll	52944665	1101	0.0021	1101	0	0.0000	0.0000
	Postal Ballot (if applicable)		0		00	0		
Total		106985070	62777098	58.6784	62776057	1041	99.99834175	0.0017

Item No.5		Adoption of New Set of Articles of Association of the Company						
Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Public- Institutional Holders	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	E-Voting		52726335	97.5684	52726335	0	100.0000	0.0000
	Poll	54040405	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)					0		0.0000
Public- Others	E-Voting		10049662	18.9814	10048621	1041	99.9896	
	Poll	52944665	1101	0.0021	1101	0	0.0000	0.0000
	Postal Ballot (if applicable)		0		00	0		
Total		106985070	62777098	58.6784	62776057	1041	99.99834175	0.0017

