



# VEDANT FASHIONS LIMITED

(formerly Vedant Fashions Private Limited)

**REGD OFFICE:** 19, CANAL SOUTH ROAD, PARIDHAN GARMENT PARK,  
SDF 1, 4TH FLOOR, A501-A502, KOLKATA 700015, WB (IN)

**CIN:** L51311WB2002PLC094677 **PHONE:** 033-61255353

**WEBSITE:** [www.vedantfashions.com](http://www.vedantfashions.com); **EMAIL:** [secretarial@manyavar.com](mailto:secretarial@manyavar.com)

## NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF VEDANT FASHIONS LIMITED

Notice is hereby given that the **Twentieth (20th) Annual General Meeting (AGM)** of the **Members of Vedant Fashions Limited ("the Company")** will be held on **Thursday, September 8, 2022, at 3:30 P.M. (IST)**, through **Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")**, to transact the following business(es):

### ORDINARY BUSINESS(ES):

**1. Adoption of Audited (both Standalone & Consolidated) Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon**

To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

**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 the Companies Act, 2013 and Rules thereunder, the Audited Financial Statements (both Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2022, comprising the Balance Sheet as on March 31, 2022, Statement of Profit and Loss and the Cash Flow Statement for the year ended as on that date, together with the Annexures / Schedules / Notes thereon and the Reports of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

**2. Declaration of Dividend**

To declare a Dividend for the financial year ended March 31, 2022. The Board of Directors has recommended a Dividend of Rs. 5/- (Indian Rupees Five only) per fully paid-up equity share of Re. 1/- each.

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -**

**"RESOLVED THAT** pursuant to the provisions of the applicable provisions of the Companies Act, 2013, read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the power entrusted in the provisions of the Articles of the Company, the members of the Company do hereby approve a final dividend at the rate of Rs. 5/- (Indian Rupees Five only) per equity share of Re. 1/- (Indian Rupees One only), to be paid out of the surplus in the profit and loss account or out of the profits of the Company for the year ended March 31, 2022, as the case may be and remit the same to the respective members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which shall include any Committee and/or officer(s) authorised thereto) be and are hereby authorised to take all necessary steps to ensure remittance of the dividend to the Shareholders after complying with provisions of the applicable law, if any and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper and expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**3. Re-appointment of Mrs. Shilpi Modi, as a Director liable to retire by rotation**

To appoint a Director in place of Mrs. Shilpi Modi (DIN: 00361954), who retires by rotation and being eligible, offers herself for re-appointment.

**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 Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Shilpi Modi (DIN: 00361954), who retires by rotation and being eligible offers herself for reappointment, be and is hereby re-appointed as Whole-time Director of the Company, liable to retirement by rotation."

**4. Appointment of Auditor**

To appoint B S R & Co. LLP Chartered Accountants as Statutory Auditors for a term of 5 (five) consecutive years and authorise the Board of Directors to fix remuneration

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -**

**"RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on August 08, 2022, B S R & Co. LLP Chartered Accountants (FRN: 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company (in place of the retiring Statutory Auditors, S. R. Batliboi & Co. LLP) from the conclusion of the 20th Annual General Meeting of the Company (this Meeting) to hold such office for a period of 5 (five) consecutive years

till the conclusion of the 25th Annual General Meeting of the Company, at such remuneration as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, alter, enhance or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

## **SPECIAL BUSINESS:**

### **5. Approval for Related Party Transaction pertaining to appointment of Mr. Vedant Modi to the office or place of profit in the Company**

To appoint Mr. Vedant Modi to the Office or place of profit in the Company

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -**

**"RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws and in accordance with the recommendation of the Nomination & Remuneration Committee, the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment and payment of remuneration to Mr. Vedant Modi, who is a relative of Mr. Ravi Modi, Chairman & Managing Director, and Mrs. Shilpi Modi, Whole-time Director of the Company, to hold an office or place of profit in the Company, as Chief Marketing Officer of the Company w.e.f. June 01, 2022 on the terms and conditions, including remuneration as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable as per the policies of the Company to the grade of his appointment, as they may deem fit and proper from time to time."

### **6. Ratification of the Employee Stock Option Scheme**

To ratify the VFL Employee Stock Option Plan 2018 and the VFL Employees Stock Option Scheme 2018 ("Scheme Pratham")

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

**"RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed by the members in their Extra-Ordinary General Meeting of the Company held on September 03, 2018 and amended on September 04, 2021, pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act"), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), applicable guidelines issued by Reserve Bank of India ("RBI"), if any, provisions contained in the Memorandum of Association ("MOA") and the Articles of Association ("AOA") of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"], as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company [hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee ("NRC"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI (SBEB & SE) Regulations], the VFL Employee Stock Option Plan 2018 and the VFL Employee Stock Option Scheme 2018 – "Scheme Pratham" ("Scheme Pratham") which forms a part of the VFL Employees Stock Option Plan 2018, as formulated and approved by the members of the Company on September 03, 2018 and as amended on September 04, 2021 prior to the Initial Public Offer ("IPO") of the Company, be and is hereby ratified within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations, and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the NRC which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC), to create, offer, issue, reissue, grant, transfer and allot options, at any time, to or for the benefit of the employee(s) /directors of the Company (as may be permitted under applicable laws) and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered or any other activity required in connection with grant/ exercise/ vesting of options, already granted under the Scheme Pratham.

**RESOLVED FURTHER THAT** the Board/NRC be and is hereby authorized to issue and allot equity shares upon exercise of options, from time to time, in accordance with the Plan/ the Scheme Pratham.



**RESOLVED FURTHER THAT** the Board/NRC be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the Plan/ the Scheme Pratham on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws & regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in Scheme Pratham) shall be appropriately made, in a fair and reasonable manner in accordance with the Plan/ the Scheme Pratham.

**RESOLVED FURTHER THAT** the Board/NRC be and is hereby authorized to make any modifications or revisions or updations to the Plan/ the Scheme Pratham as it may deem fit, from time to time, provided that the same is in conformity with the Act, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended, SEBI (SBEB & SE) Regulations, as amended, the Memorandum and Articles of Association of the Company and any other applicable laws, rules and regulations thereunder.

**RESOLVED FURTHER THAT** the Board/NRC be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution and to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary."

**7. Ratification of extension of benefits of the Employee Stock Option Scheme to the employees of the Group Companies**

To ratify extending the benefits of the VFL Employee Stock Option Plan 2018 and the VFL Employees Stock Option Scheme 2018 ("Scheme Pratham") to the employees of the group companies including Subsidiary, Holding, if any, and associate Companies of Company

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

**"RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed by the members in their Extra-Ordinary General Meeting of the Company held

on September 03, 2018 and amended on September 04, 2021, pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act"), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), applicable guidelines issued by Reserve Bank of India ("RBI"), if any, provisions contained in the Memorandum of Association ("MOA") and the Articles of Association ("AOA") of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"], as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company [hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee ("NRC"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI (SBEB & SE) Regulations], consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the VFL Employee Stock Option Plan 2018 and the VFL Employee Stock Option Scheme 2018 – "Scheme Pratham" ("Scheme Pratham") which forms a part of the VFL Employees Stock Option Plan 2018 (referred to in the Resolution under Item No. 6 of this Notice) to such persons who are in employment of any present and future group company of the Company including holding, associate and subsidiary company(ies) of the Company, on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI (SBEB & SE) Regulations or other provisions of law as may be prevailing at that time.

**RESOLVED FURTHER THAT** the Board/NRC be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution and to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary."

Date: August 8, 2022

Place: Kolkata

**Registered Office:**

A501-502, SDF-I, 4th Floor,  
Paridhan Garment Park, 19, Canal South Road,  
Kolkata 700015, West Bengal (INDIA)  
CIN- L51311WB2002PTC094677  
Phone - 033 6125 5353  
Website - www.vedantfashions.com

By Order of the Board of Directors,  
**VEDANT FASHIONS LIMITED**

SD/-  
**NAVIN PAREEK**  
Company Secretary  
(Memb. No. F10672)

## NOTES:

1. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4, 5, 6 and 7 of the accompanying Notice, are annexed hereto.

2. **Holding of AGM through VC/OAVM:** In view of the ongoing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and hence, Ministry of Corporate Affairs ("MCA") has vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and the SEBI vide its circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as "Applicable Circulars") permitted holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with the Applicable Circulars, the Company has decided to convene the 20th AGM as an e-AGM and the Members can attend and participate in 20th AGM through VC/OAVM through log in credentials provided to them for the same. The deemed venue for 20th AGM shall be the Registered Office of the Company, i.e., Paridhan Garment Park, 19 Canal South Road, SDF-1, 4th Floor, A501-A502, Kolkata - 700015.

3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

4. Your Company has appointed KFin Technologies Limited ("KFin") to provide facility for voting through remote e-Voting, e-Voting during e-AGM and for participation in 20th AGM through VC/OAVM Facility.

5. **Book Closure:** Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books will remain closed from Friday, September 02, 2022 to Thursday, September 08, 2022 (both days inclusive).

6. **Payment of Dividend:** The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Friday, September 09, 2022 to those Members, whose names are registered in the Company's Register of Members:

- as Beneficial Owners as at the end of business hours on Thursday, September 01, 2022 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and
- whose names appear as Members in the Register of Members of the Company in physical form which are maintained with KFin having their address at Selenium Tower B, Plot Nos. 31 & 32, Financial District,

Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 on Thursday, September 01, 2022.

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the National Electronic Clearing Service ("NECS").

In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend warrant/cheque to them by post.

7. **Appointment / Re-appointment of Directors:** Pursuant to the provisions of 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ('SS2'), the relevant information in respect of the Directors seeking appointment / re-appointment at the AGM is attached as an Annexure and forms an integral part of this Notice.

8. **Dispatch of Annual Report through Electronic Mode & Procedure for obtaining the Annual Report, AGM Notice, and e-voting instructions by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:**

Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the "Green Initiative" announced by the Government of India; read with Applicable Circulars and the difficulties involved in dispatching of physical copies of the Annual Report in view of the ongoing outbreak of the COVID-19 pandemic, the Annual Report 2021-22 including Notice of e-AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. It is accordingly requested that those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- Members holding shares in demat form, who have not registered their email address and mobile numbers including address and bank details (including any changes thereof) may please contact and validate/update their details with the Depository Participant.
- Members holding shares in physical form may register/update their email address and mobile number with the Company's RTA- KFin Technologies Limited ("KFin") by sending an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual Report, AGM Notice and the e-voting instructions or alternatively sending Form ISR – 1 (available on the website of the RTA [https://karisma.kfintech.com/downloads/2Form\\_ISR-1.pdf](https://karisma.kfintech.com/downloads/2Form_ISR-1.pdf)) to the RTA of the Company.



C. Those members who have not registered their email addresses with the Company / Depository Participants, as the case may be, may temporarily get their email address and mobile number registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> for sending the same. The Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password.

D. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Ganesh Chandra Patro, Senior Manager, KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) on KFin's toll free No.: 1-800-309-4001 for any further clarifications / technical assistance that may be required.

Further, the Annual Report 2021-22 including Notice of 20th AGM will be available on the Company's corporate website at [www.vedantfashions.com](http://www.vedantfashions.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at <https://evoting.kfintech.com>.

9. Proxy & Authorized Representative: Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, who may or may not be a Member of the Company. In terms of the Applicable Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 20th AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Act, Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at [info@mandaassociates.in](mailto:info@mandaassociates.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [secretarial@manyavar.com](mailto:secretarial@manyavar.com).

10. Attending the AGM: Pursuant to the provisions of the circulars of AGM on the VC / OAVM:

A. Members can attend the meeting through log in credentials provided to them to connect to Video Conferencing. Physical attendance of the Members at the Meeting venue is not required.

B. The Members can join e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

C. As per the Applicable Circulars upto 1,000 Members will be able to join e-AGM on a first-come-first-served basis. However, the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend e-AGM without any restriction on account of first-come-first- served principle.

D. Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for e-AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. Procedure / Instructions for joining the e-AGM through VC / OAVM:

A. Member will be provided with a facility to attend the e-AGM through Video Conferencing platform provided by KFin, which can be accessed at <https://emeetings.kfintech.com/> by clicking "Video Conference" and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders / members' login where the EVENT and the Name of the Company can be selected.

B. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

C. Members are encouraged to join the Meeting through Desktop/Laptops with Google Chrome for better experience.

D. Further, Members will be required to allow camera when they speak and hence Members are requested to use high speed Internet to avoid any disturbance during the meeting.

E. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

F. Members who will be present in the e-AGM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the e-AGM. Please use your login credentials for accessing both the remote e-voting and e-AGM through VC / OAVM platform.

If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.kfintech.com>.

12. Procedure to raise questions / seek clarifications with respect to the Annual Report

A. Submission of Questions / queries prior to e-AGM: Members desiring any additional information with regard to Accounts/ Annual Reports or having any other question or query are requested to write to the Company Secretary on the Company's email id i.e. [secretarial@manyavar.com](mailto:secretarial@manyavar.com) at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, Members holding shares as on cut-off date may also visit <https://evoting.kfintech.com> and click on the tab "Post Your Queries Here" to post their queries/ views/ questions in the window provided, by mentioning their name, demat account number/ folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

B. Speaker Registration before e-AGM: In addition to above, speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the e-AGM and may have to allow camera access during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Members shall be provided with a 'queue number' before the e-AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session.

C. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided hereinabove. Please note that, Members' questions will be answered only if they continue to hold shares as on the cut-off date.

13. Electronic voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-

2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with Applicable Circulars, the Company is providing "remote e-Voting" facility to its Members in respect of the business to be transacted at 20th AGM. The instructions for remote e-voting are mentioned herein.

As per the SEBI circular dated December 09, 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

14. Remote E-Voting: The remote e-voting period commences on Monday, September 05, 2022 from 9.00 a.m. IST and ends on Wednesday, September 07, 2022, at 5.00 p.m. IST and Members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their votes electronically. The remote e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.


15. Voting during the e-AGM: Only those Members, who will be attending the e-AGM and who have not already cast their votes by remote e-voting prior to the meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at e-AGM. Members who have cast their votes by remote e-voting prior to the meeting, may attend e-AGM but shall not be entitled to cast their votes again at the meeting. Kindly refer remote e-voting instruction to understand e-voting during the e-AGM.

The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC / OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform, and no separate login is required for the same.

16. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., Thursday, September 01, 2022. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., Thursday, September 01, 2022, only shall be entitled to avail the facility of remote e-voting provided to cast votes or for participation and voting in the e-AGM.

## 17. Instructions for Voting through electronic means (Remote e-voting)

**A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login Method	
Individual Members holding securities in demat mode with NSDL	<b>1. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b>	
	i. Visit the e-services website of NSDL <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a personal computer or on a mobile	
	ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.	
	iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.	
	iv. Click on company name i.e., 'Vedant Fashions Limited' or e-voting service provider ("ESP") i.e., KFin.	
	v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the AGM.	
	<b>2 Those not registered under IDeAS:</b>	
	i. Visit <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> for registering.	
	ii. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a> .	
	iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> .	
	iv. 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.	
	v. Members will have to enter their User ID (i.e., the sixteen-digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.	
	vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.	
	vii. Click on company name i.e., Vedant Fashions Limited or ESP name i.e., KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period and voting during the AGM.	
	viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.	
		
	Individual Members holding securities in demat mode with CDSL	<b>1. Existing user who has opted for Electronic Access To Securities Information ("Easi / Easiest") facility:</b>
		i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>
ii. Click on New System Myeasi.		
iii. Login to Myeasi option under quick login		
iv. Login with the registered user ID and password.		
v. Members will be able to view the e-voting Menu.		
vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.		
<b>2. User not registered for Easi / Easiest</b>		
i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.		
ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.		
iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.		

Type of Member	Login Method	
	<b>3.</b>	<b>Alternatively, by directly accessing the e-voting website of CDSL</b>
	i.	Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>
	ii.	Provide demat account number and PAN
	iii.	System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.
	iv.	After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Vedant Fashions Limited' or select KFin.
	v.	Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication
Individual Members login through their demat accounts / Website of DP	i.	Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
	ii.	Once logged-in, Members will be able to view e-voting option.
	iii.	Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
	iv.	Click on options available against Vedant Fashions Limited or KFin.
	v.	Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode**

(1) Members whose email IDs are registered with the Company / DPs, will receive an email from KFin which will include details of e-voting Event Number ("EVEN"), USER ID and password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required

to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVENT" i.e., "Vedant Fashions - AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/





AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. Voting must be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.
  - x. A Member may then cast their vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (2) Members whose email IDs are not registered with the Company/ DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM, and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - iii. Alternatively, Members may send an email request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN card copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for

sending the Annual Report, Notice of AGM and the e-voting instructions.

After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**C. Access to join the AGM on KFin system and to participate and vote thereat.**

- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

**Other Instructions:**

- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- II. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Thursday, September 01, 2022, may obtain the User ID and Password in the manner as mentioned below:
  - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWDE-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399
 

Example	for	NSDL:	MYEPWD
IN12345612345678			
Example	for	CDSL:	MYEPWD
1402345612345678			
Example	for	Physical:	MYEPWD
XXXX1234567890			
  - b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click ‘Forgot password’ and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c. Members may call KFin toll free number 1800 309 4001.
- d. Members may send an email request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFin e-voting platform, then such Member can use his / her existing User ID and password for casting the vote through remote e-voting

### General Information

18. Documents for inspection: The relevant documents referred to in this Notice are available for inspection by the Members through electronic mode. The Members may write to the Company at [secretarial@manyavar.com](mailto:secretarial@manyavar.com) in that regard, by mentioning "Request for Inspection" in the subject of the Email.

The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Certificate from Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, will also be made available for inspection by the Members on request made as above.

19. The Board of Directors of the Company has appointed Mr. Anil Kumar Dubey, Partner, M/s. M & A Associates, Practicing Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner, and he has communicated his willingness for appointment and availability for this purpose.
20. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast vide e-voting at the e-AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of voting forthwith.
21. Once declared, the Results along with the consolidated Scrutinizer's report will be placed on the Company's website at [www.vedantfashions.com](http://www.vedantfashions.com) and website of KFin at <https://evoting.kfintech.com>. The Company shall forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed, within 2 working days from the conclusion of the meeting. The Results on resolutions

shall be declared not later than 2 working days from the conclusion of the meeting of the Company and subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the meeting date i.e., Thursday, September 08, 2022.

22. KPRISM- Mobile service application by KFin: Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com/app/> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.
23. Submission of PAN: The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to KFin.
24. Transfer of Shares (held in Physical Form): Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode is prohibited effective April 01, 2019, unless the securities are held in dematerialized form. In this regard, Members are requested to dematerialize their shares held in physical form, at the earliest possible.
25. Nomination: Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to KFin. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from KFin's website at <https://ris.kfintech.com/clientservices/isr/sh13.aspx>.
26. Gift distribution: The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. However, the Company is committed to the Members' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of ordinary / special business mentioned in this AGM Notice:

### Item No. 4:

The Members of the Company at the 15th Annual General Meeting (AGM) held on September 29, 2017 approved the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants [ICAI Firm Registration Number: 301003E/E300005] ("SRB"), as the Statutory Auditors of the Company to hold office from the conclusion of the said 15th AGM until the conclusion of 20th AGM ("this AGM"). SRB will complete their present term on conclusion of this AGM in terms of the same. The details of amount payable to SRB for the financial year 2021-22 are given in Note No. 40 of the Notes to Financial Statements for the financial year ended March 31, 2022, and is also mentioned below:

Particulars	For the year ended March 31, 2022 Amount (in INR Million)
As statutory auditors (audit & review of financial statements) *:	
Audit fees	3.00
Tax audit fees	0.40
Reimbursement of expenses	0.02
In other Capacity :	
Other services	0.20
<b>Total</b>	<b>3.62</b>

\*Excluding payment made related to IPO services

The Board of Directors of the Company (the "Board") at its meeting held on August 08, 2022, based on the recommendations of the Audit Committee, have recommended the appointment of B S R & Co. LLP Chartered Accountants (FRN: 101248W/W-100022) ("BSR"), in terms of Section 139 of the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (as amended) at a remuneration of Rs. 2.7 million, plus applicable taxes, out of pocket expenses (if any) at actuals and an amount equal to 5% of the value of fees to cover incidental expenses such as printing, telephone and other communications, courier, stationery, photocopy etc.

BSR have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

- A. **Proposed fees payable to the Statutory Auditor(s):** Rs. 2.7 million, plus applicable taxes, out of pocket expenses (if any) at actuals and an amount equal to 5% of the value of fees to cover incidental expenses such as printing, telephone and other communications, courier, stationery, photocopy etc. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.
- B. **Terms of appointment:** Appointment as Statutory Auditors of the Company from the conclusion of 20th AGM for a period of 5 (five) consecutive years till the conclusion of the 25th AGM of the Company, to carry out Statutory Audit of the Financial Statements (Standalone / Consolidated), Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results, Tax Audit (when appointed for such purpose by the Board) etc., of the Company.
- C. **In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fee payable to BSR from that of SRB. The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.
- D. **Basis of recommendation for appointment:** The recommendations are based on the fulfilment of the eligibility criteria prescribed in the Companies Act, 2013.
- E. **Credentials of the Statutory Auditor(s) proposed to be appointed:** BSR was constituted on March 27, 1990, as a partnership firm having firm registration no. as 101248W.

It was converted into limited liability partnership i.e., B S R & Co. LLP on October 14, 2013, thereby having a new firm registration no. 101248W/ W100022. BSR is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India (ICAI). The Firm is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, and Kochi. The Firm has a staff of over 3000 people and more than 100 Partners and audits companies listed on various stock exchanges in India. BSR holds a valid certificate issued by the Peer Review Board of ICAI.

The Board recommends passing of the resolution set out at Item no. 4 of this notice by way of an Ordinary Resolution.

No Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution No. 4 as contained in the Notice.

**Item No. 5:**

Mr. Vedant Modi, son of Mr. Ravi Modi (Chairman & Managing Director) & Mrs. Shilpi Modi (Whole-time Director), a related party, was appointed as the Chief Marketing Officer of the Company w.e.f. June 24, 2021, at a remuneration [cost to Company (CTC)] of Rs. 30,00,000/- (Rupees Thirty lakhs) per annum.

Since then, the annual review of the performance of Mr. Vedant Modi for the period ended on May 31, 2022, has been carried out in terms of the internal policies of the Company, which was reviewed/ approved by the Nomination & Remuneration Committee at its meeting held on June 15, 2022, whereby his remuneration (CTC) has been increased w.e.f. June 01, 2022. Mr. Vedant Modi at present draws remuneration as contained in the 'Annual Appraisal Letter – 2022' dated June 30, 2022, issued to him, i.e., CTC per annum of Rs. 50,00,000/- (Rupees Fifty lakhs), which includes an eligible performance linked incentive pay annual amount of Rs. 10,00,000/- (Rupees Ten lakhs). The Board of Directors at its meeting held on August 08, 2022, based on recommendation of Nomination and Remuneration Committee at its meeting held on June 15, 2022, and Audit Committee at its meeting held on August 08, 2022, has approved the said increase in remuneration of Mr. Vedant Modi.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding Rs. 2,50,000/- shall be subject to approval by the Board of Directors of the Company and the Members of the Company. Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis. As a good governance practice, the Board seeks the approval of shareholders by way of Ordinary Resolution, even though it believes that the above transaction is at arms' length and in ordinary course of business.

Mr. Vedant Modi, aged 23 years, holds a bachelor's degree in science from University College London where his main field of study was information management for business. He has been holding the position of Chief Marketing Officer of the Company since June 24, 2021. In this role, he has actively participated in the Company's brilliant branding campaigns including digital media branding, co-managed investor's relations, and supervised marketing research. Having played an integral role in brand building activities at the company, he contributed immensely to achieving positive brand preference and brand consideration among consumers. He has also represented the Company in the various conference call held with analysts/ investors to discuss the operational and financial performance of the Company.

The statement of disclosures as stipulated under the Companies (Meetings of Board and its Powers) Rules, 2014 is given below:

- (a) Name of the related party: Mr. Vedant Modi.
- (b) Name of the director or key managerial personnel who is related, if any: Mr. Ravi Modi, Chairman & Managing Director, and Mrs. Shilpi Modi, Whole-time Director.
- (c) Nature of relationship: Mr. Vedant Modi is related to Mr. Ravi Modi and Mrs. Shilpi Modi, as their son.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangements:
  - Mr. Vedant Modi to hold the office or place of profit as Chief Marketing Officer with effect from June 01, 2022, on a remuneration (CTC) of Rs. 50,00,000/- (Rupees Fifty lakhs) per annum.
  - Other benefits, perquisites, amenities, and facilities, as applicable / payable to the other employees occupying similar position in the said grade, as per the applicable policy of the Company.
  - The Board (including its Nomination and Remuneration Committee thereof) may approve the annual increment, promotion, change in designation or role and responsibilities in line with the Policy of the Company.
- (e) any other information relevant or important for the members to take a decision on the proposed resolution: Covered above.

The Board of Directors at its meeting held on August 08, 2022, considered and recommended passing of the resolution at Item No. 5 of this Notice by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Ravi Modi and Mrs. Shilpi Modi, and their relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

**Item No. 6 and 7:**

The Board of Directors of your Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to align employee interests with shareholders interest, driving performance of the employees, retention of employees, attract new talent and wealth creation for the employee, the members of the Company had in their meeting held on September 03, 2018 approved the VFL Employee Stock Option Plan 2018 ("the Plan") and the VFL Employee Stock Option 2018 – Scheme ("Scheme Pratham"), which has been framed in accordance with the Plan, and the same has been amended by the members on September 04, 2021.

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"], no company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre- IPO Scheme") unless (i) such Pre IPO Scheme is in conformity with the SEBI (SBEB & SE) Regulations; and (ii) such Pre IPO Scheme is ratified by its Members subsequent to the IPO.

Further, as per proviso to Regulations 12(1) of SEBI SBEB & SE Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre - IPO Schemes.

Considering that the Company came out with an IPO of its equity shares and got listed on the BSE Limited and the National Stock Exchange of India Limited with effect from February 16, 2022, the Plan and the Scheme Pratham is required to be ratified by the Members of the Company in terms of the Regulations 12(1) of the SEBI (SBEB & SE) Regulations, for making any fresh grants under the Plan and the Scheme Pratham.

The particulars as required under Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and disclosures required under SEBI (SBEB & SE) Regulations (as amended from time to time) are given below:

**1. Brief description of the Scheme(s)**

The Option Plan is called the VFL Employee Stock Option Plan 2018 ("the Plan") and the Scheme is called VFL Employee Stock Option Scheme 2018 – "Scheme Pratham" ("Scheme Pratham").

The objective of the Scheme is to align employee interests with shareholders interest, driving performance of the employees, retention of employees, attract new talent and wealth creation for the employee. The Company views employee stock options as instruments that would

enable the Employees to share the value they create for the Company in the years to come.

After vesting of the option, the grantee has a right (but not an obligation) to exercise the vested employee stock options within exercise period and obtain equity shares of the Company, subject to payment of exercise price and all applicable taxes at any time during the Exercise Period.

The Plan / Scheme Pratham is managed and administered under the direction of the Board by Nomination and Remuneration Committee (herein after referred as "NRC" or "Committee").

**2. Total number of options to be offered and granted under the Scheme:**

The maximum number of Options Granted to any Grantee under the Scheme shall not exceed 1 (one) percent of the fully diluted total share capital at the time of the Grant.

**3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme:**

The eligibility to participate in the Plan is subject to such criteria as may be decided by the Board/ Committee at its own discretion, including, but not limited to the date on which the Employee joins the Company, grade of the Employee, period of service with the Company, criticality or any other criteria, as the Committee determines.

**4. Requirement of Vesting and period of Vesting:**

The minimum vesting period shall be one year from the date of grant.

Options shall vest essentially based on continuation of employment and apart from that the vesting will be subject to Individual performance and corporate performance parameters as mentioned in the Scheme and as the Committee/Board may specify additionally.

**5. Maximum period within which the options shall be vested:**

Maximum period within which the options shall be vested is 4 (four) years from the date of grant of such options.

**6. Exercise price or pricing formula:**

The Exercise Price for the Options granted shall be as per the Scheme or as may be decided by the Board/NRC

**7. Exercise period and process of exercise:**

Exercise Period means the period of 10 years from the Grant Date, subject to Clause 13 of Plan, unless the Board/ Committee decides otherwise. In accordance with the Plan, the Participant/ Nominee can exercise the Vested Options immediately on or after vesting but within the Exercise Period. Any Vested Options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period.

**8. Appraisal process for determining the eligibility of the employees to the Scheme**

The appraisal process for determining the eligibility of the employee will be specified by the Board/Committee in accordance with the Scheme.

**9. The maximum number of options to be offered and issued per employee and in aggregate:**

The maximum number of Options Granted to any Grantee under the Scheme shall not exceed 1 (one) percent of the fully diluted total share capital at the time of the Grant.

**10. The conditions under which option vested in employees may lapse:**

Vested option under the Scheme may lapse if not exercised within the specified exercise period. The Option may also lapse under certain circumstances as determined by the Board/Committee even before expiry of the specified exercise period or as per the Plan/ the Scheme Pratham.

**11. The time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

As per Clause 13 of the Plan, in case the employment of the Participant is terminated for reasons other than Cause then, all Unvested Options with the Participant on the Termination Date shall lapse. All the Vested Options shall be permitted to be exercised within 6 months from the date of termination or before the expiry of the Exercise Period as per the relevant Notified Scheme(s), whichever is earlier unless the Board/ Committee decides otherwise.

In case of termination or cessation of employment due to retirement or superannuation, any Unvested Options would continue to vest and Vested Options may be exercised in accordance with the respective vesting schedules.

In case the termination of employment of a Participant with the Company is with Cause as per Clause 13 of the Plan, all Options (Vested as well as Unvested) shall stand automatically forfeited on the Termination Date.

**12. The Maximum quantum of benefits to be provided per employee under the Scheme**

Maximum benefits shall refer to the maximum number of options that may be issued per employee.

**13. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**

The Scheme is implemented and administered directly by the Company.

**14. Whether the ESOP Scheme involve new issue of shares by the company or secondary acquisition by a trust or both.**

The Scheme involve only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.

**15. The amount of loan to be provided for implementation of the Scheme by the Company to a trust, its tenure, utilization, repayment terms, etc.:**

Not applicable.

**16. Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 and Rule 12:**

The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations and Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 or as may be prescribed by regulatory authorities from time to time.

**17. The method which the Company shall use to value its options:**

The Company shall adopt fair market value method for valuation of the employee stock options.

**18. Statement with regard to disclosure in director's report:**

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it has used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the director's report.

**19. Period of lock-in:**

The lock-in shall be as mentioned in the Plan/Scheme Pratham depending upon the applicability on the Company, unless the Board/ Committee decides otherwise.

**20. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The Board/Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.

The members may please also note that the details of the options granted or equity shares issued under the scheme of employee stock option plan was disclosed in the Prospectus dated February 09, 2022 (pre-IPO) filed by the Company. The said details (including the cumulative basis data till the date of the Prospectus) are also shared below:

Particulars	Details				
	Fiscal 2019	Fiscal 2020	Fiscal 2021	From April 1, 2021 till the date of the Prospectus (i.e. Feb. 9, 2022)	Cumulative basis
Total options outstanding as at the beginning of the period	NIL	691,574	564,536	497,548	NIL
Total options granted during the year/period	691,574	38,078	64,386	495,140	12,89,178
Vesting period	Over a period of two to four years from the date of grant				
Exercise price of options in INR (as on the date of grant options)	172	268	342.5	400	NA
Options forfeited/ lapsed/ cancelled	NIL	165,116	131,374	66,079	362,569
Variation of terms of options	All options granted shall vest as per given vesting schedule in Scheme Pratham, which is spanned over a period of four years. Options shall vest based on the continuation of employment and apart from that vesting is subject to individual performance and corporate performance parameters				
Money realized by exercise of options	NA	NIL	NIL	45,153,440	45,153,440
Total number of options outstanding in force	691,574	564,536	497,548	664,089	664,089
Total options vested (excluding the options that have been exercised)	NIL	NIL	152,650	118,185	270,835
Options exercised (since implementation of the ESOP Plan)	NIL	NIL	NIL	262,520	262,520
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	NIL	NIL	NIL	262,520	262,520

*Note - Pursuant to a resolution of Company's Shareholders dated July 16, 2021, each equity share of Company of face value of Rs. 2 was sub-divided into 2 equity shares of face value of Re. 1 each. All the options/shares related data provided in the above table are post-split issue.*

The copies of the related documents will be open for inspection by the members through electronic mode on all working days, during business hours up till the date of the Annual General Meeting.

The Board recommends the resolutions set out at Item Nos. 6 and 7 of the accompanying notice for approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions as set out in Item nos. 6 and 7, except to the extent of their shareholding in the Company or stock options that may be granted to them under the ESOP Scheme.

## ANNEXURE

### DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING

Particulars	Mrs. Shilpi Modi
<i>Category of Director / Designation / Position in the Company</i>	Whole-time Director / Executive.
<i>DIN</i>	00361954
<i>Date of Birth / Age</i>	September 18, 1978 / 43 years
<i>Profile / Background Details, Recognition or awards</i>	Mrs. Shilpi Modi is the Whole-time Director of the Company. She has been associated with the Company since its inception. She has more than two decades of experience in the garment industry. She handles the digital strategy and product lifecycle of the Company and together with the senior management is responsible for implementation of strategy in respect of such functions.
<i>Qualifications</i>	She has studied commerce from Allahabad University.
<i>Experience and Expertise in specific functional areas</i>	General management, sales and marketing management, interpersonal relations management, corporate social responsibility management etc.
<i>Terms and conditions of appointment or reappointment</i>	Mrs. Shilpi Modi retires by rotation and being eligible, offers herself for re-appointment.
<i>Remuneration last drawn by such person, if applicable</i>	Rs. 8,92,24,525/- in the financial year 2021-22 (It was paid on the basis that the total compensation to her and the Chairman & Managing Director shall not exceed five percent of the audited annual profit before tax of the Company for the respective financial year, subject to a minimum compensation to her aggregating to Rs. 2 Crores)
<i>Remuneration sought to be paid</i>	(a) Fixed salary of Rs. 20.00 million per annum; payable on monthly basis. (b) Variable salary will be 0.60% of operating Profit before Tax (or PBT) or Rs. 20.00 million per annum whichever is higher. In addition to above, she will be entitled to Perquisites and other aspects as mentioned in the Agreement dated April 28, 2022, executed between the Company and her.
<i>Date of first appointment on the Board</i>	May 24, 2002
<i>Membership / Chairmanship of Committees of the Board of the Company</i>	Member of Stakeholders Relationship Committee, IPO Committee and Corporate Social Responsibility Committee of the Company.
<i>Directorships in Unlisted Companies (excluding foreign companies)</i>	<ul style="list-style-type: none"> <li>• Manyavar Creations Private Limited</li> <li>• Sarwamangal Developers Consultants Private Limited</li> <li>• Modi Fiduciary Services Private Limited</li> </ul>
<i>Directorships in Other listed Companies (excluding foreign companies)</i>	None
<i>Membership / Chairmanship of Committees of other Boards</i>	None
<i>No. of shares held in the Company</i>	26,56,104 equity shares of Re. 1/- each, representing 1.09% of the paid-up share capital of the Company.
<i>Relationship with other Directors, Manager and other KMP of the Company</i>	She is the spouse of Mr. Ravi Modi, Chairman and Managing Director of the Company.
<i>No. of Meetings of the Board attended during the year</i>	13 out of 13 meetings during the year 2021-22.

Mrs. Shilpi Modi is not disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed / re-appointed / continue as a director in any company.