



**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

Date: September 29, 2023

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

Script Code: 532090 Scrip ID: VANDANA

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

Dear Sir/ Madam,

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

Kindly take the same on record.

Thanking You

For Vandana Knitwear Limited

Naresh Kumar Gattani
Managing Director
DIN: 00125231



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28th Annual General Meeting of Vandana Knitwear Limited for the year 2022-23
Details of Voting Results

Voting results	
Record date	22-09-2023
Total number of shareholders on record date	5509
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	31
No. of resolution passed in the meeting	3



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31st, 2023 and the Reports of the Directors’ and Auditors’ thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54040405	52726335	97.5684	52726335	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	54040405	52726335	97.5684	52726335	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	52944665	9550043	18.0378	9548964	1079	99.9887	0.0113
	Poll							
	Postal Ballot (if applicable)							
	Total	52944665	9550043	18.0378	9548964	1079	99.9887	0.0113
	Total	106985070	62276378	58.2103	62275299	1079	99.9983	0.0017
Whether resolution is Pass or Not.							Yes	
Details of Invalid Votes								
Category		No. of Votes						
Promoter and Promoter Group								
Public Insitutions								
Public - Non Insitutions								



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				2. To appoint a Director in place of Mrs. Ranjana Gattani (DIN: 00125150), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54040405	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	54040405	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	52944665	9550043	18.0378	9538954	11089	99.8839	0.1161
	Poll							
	Postal Ballot (if applicable)							
	Total	52944665	9550043	18.0378	9538954	11089	99.8839	0.1161
Total		106985070	9550043	8.9265	9538954	11089	99.8839	0.1161
Whether resolution is Pass or Not.							Yes	
Details of Invalid Votes								
Category		No. of Votes						
Promoter and Promoter Group		52726335						
Public Insitutions								
Public - Non Insitutions								



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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the revision in terms of payment of remuneration to Mrs. Ranjana Gattani (DIN: 00125150) Non – Executive Director of the Company, with effect from 1st April, 2023 and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54040405	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	54040405	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	52944665	9550043	18.0378	9538954	11089	99.8839	0.1161
	Poll							
	Postal Ballot (if applicable)							
	Total	52944665	9550043	18.0378	9538954	11089	99.8839	0.1161
Total		106985070	9550043	8.9265	9538954	11089	99.8839	0.1161
Whether resolution is Pass or Not.							Yes	
Details of Invalid Votes								
Category		No. of Votes						
Promoter and Promoter Group		52726335						
Public Insitutions								
Public - Non Insitutions								



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

FORM MGT-13

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

To,
The Chairman of 28th Annual General Meeting ("AGM") of Equity Shareholders of **Vandana Knitwear Limited** for the year 2022-23 held on Thursday, 28th September, 2023 at 02.30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Dear Sir,

I, Suhas Bhattbhatt, Proprietor of M/s. S Bhattbhatt & Co., Practicing Company Secretaries of Vadodara, was appointed as a Scrutinizer for the purpose of scrutinizing remote e-voting including the E-voting process conducted at the 28th Annual General Meeting (AGM) of the Equity Shareholders of Vandana Knitwear Limited ('Company') for the year 2022-23 held on Thursday, September 28, 2023 at 02.30 p.m. IST pursuant to the provisions of (Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations').

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

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

Now, I submit my report as under:

1. The notice of Annual General Meeting, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular(s) and SEBI Circular(s).
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, September 22, 2023, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 3 in the Notice of Annual General Meeting of the Company.
3. The Company had availed the E-voting facility offered by Central Depository Securities Limited ("CDSL") for providing remote E-voting facility to the Members of the Company prior to AGM as well as during the AGM.



4. The e-voting period for Remote e-voting commenced on Monday, 25th September, 2023 at 9:00 a.m. (IST) and ended on Wednesday, 27th September, 2023 at 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.
5. The Company also provided e-voting facility to the shareholders present at the AGM held through VC / OAVM. The votes cast under remote e-voting before the AGM and e-voting done at the time of AGM were unblocked and calculated after the conclusion of Annual General Meeting.
6. Based on the data downloaded from the official website of the CDSL for the remote e-voting and e-voting process, we have scrutinized and reviewed the remote e-voting and e-voting process and votes tendered therein.

Now I submit my combined Report as under on the result of the remote e-voting and e-voting during the AGM in respect of all the resolutions proposed in the Notice of Annual General Meeting:

Resolution No. 1 – Ordinary Resolution

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Directors' and Auditors' thereon.

Voting Description	No. of Members	No. of Valid Votes	Percentage of total number of valid votes cast
Voted in Favour	74	62275299	99.99
Voted Against	9	1079	0.01
Total	83	62276378	100
Invalid Votes	-	-	-

RESULT: Passed with Requisite majority

Resolution No. 2 – Ordinary Resolution

To appoint a Director in place of Mrs. Ranjana Gattani (DIN: 00125150), who retires by rotation and being eligible, offers herself for re-appointment.

Voting Description	No of Members	No. of Valid Votes	Percentage of total number of valid votes cast
Voted in Favour	68	9538954	99.98
Voted Against	11	11089	0.02
Total	79	9550043	100
Invalid Votes**	4	52726335	-

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

RESULT: Passed with Requisite majority



Resolution No. 3 – Special Resolution

To approve the revision in terms of payment of remuneration to Mrs. Ranjana Gattani (DIN: 00125150) Non – Executive Director of the Company, with effect from 1st April, 2023.

Voting Description	No of Members	No. of Valid Votes	Percentage of total number of valid votes cast
Voted in Favour	68	9538954	99.98
Voted Against	11	11089	0.02
Total	79	9550043	100
Invalid Votes	4	52726335	

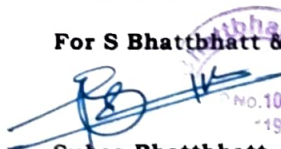
** Voting by Promoters and Promoter Group for this resolution shall not be considered for the passing of resolution as they are interested in this resolution.

RESULT: Passed with Requisite majority

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

Thanking you,

For S Bhattbhatt & Co.


Suhans Bhattbhatt
Proprietor
UDIN: A011975E001128431

C.P. NO. : 10427

M. NO. : A11975

Place: Vadodara

Date: 29.09.2023