



VIAAN INDUSTRIES LTD.
Racing Towards A Billion Hearts

08th May, 2024

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001
Scrip Code- 537524

Sub: Intimation for change in directors, Key managerial Personnel (Managing Director, Company Secretary), Auditor and Compliance officer of the Company under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. (**‘LODR Regulations’**) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD/P/CIR/2023/123 (**‘Circular’**)

This is to inform you that the Board of Directors of the Company in its meeting held on 08th May, 2024 at 6 P.M. inter alia considered and approved the following;

1. Appointment of Vasisht & Associates, PR No. 2355/2022 as Secretarial Auditor of the Company for the Financial Year 2024-25. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-I.
2. Removal of Ms. Dolly Dhandhresha (DIN- 07746698) from the directorship of the Company. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-II.
3. Appointment of Mr. Hemant Jindal (DIN-00238742) as the Managing Director of the Company. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-III.
4. Appointment of Mrs. Rupali Singhania (DIN- 07154845) as an Additional Director (Independent Director) of the Company. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-IV.
5. Appointment of Mr. Amit Singhania (DIN- 10607069) as Additional Director (Independent Director) of the Company. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-V.

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

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6. Appointment of Mr. Himanshu Kumar (DIN-07185026) as an additional director (Independent Director of the Company. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-VI.
7. Appointment of Ms. Teena Goel (ACS- 52336) as Compliance officer of the Company. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-VII.
8. Appointment of M/S. S.C. Garg & Associates, Chartered Accountants (FRN: 006873N), as Internal Auditor of the Company for the Financial Year 2024-25. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-VIII.
9. Appointment of Ashwani & Associates (FRN- 000497N), Chartered Accountants as the Statutory Auditors of the Company from the conclusion of Board Meeting till the conclusion of forthcoming Annual General Meeting. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-IX.
10. Removal of Mr. Satyajit Kolay as Chief Financial Officer of the Company. The details required under Regulation 30 of LODR Regulation and Circular is attached as Annexure-X.
11. Reconstitution of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship committee, Risk management committee. The details of the committee is attached as Annexure-XI.
12. Approving the alteration of main object clause of Memorandum of Association, subject to approval of Shareholder. The details are attached as Annexure-XII.

You are requested to take note of the same.

Yours Faithfully

Hemant Jindal
(Director)
DIN-00238742

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Disclosure of Information as per Regulation 30 of LODR Regulation and SEBI Circular No. SEBI/HO/CFD/CFD-PoD/P/CIR/2023/123 dated July13, 2023.

Annexure-I

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment of Secretarial Auditor of the Company
2.	date of appointment/ re-appointment/cessation/(as applicable) & terms of appointment	08 th May 2024. The Secretarial auditor is appointed for the Financial year 2024-25
3.	Brief profile in case of appointment	M/s. Vasisht & Associates, Firm of Company Secretaries is a peer reviewed firm by Institute of Company Secretaries of India having office in New Delhi and Faridabad is having the privilege of being actively and closely associated in the formation, functioning and managing of various Listed , Unlisted, Private Companies and Central Public Sector Enterprises along with rendering of professional services in the areas of Global Business Setup, Compliance Management, Company Law , Documentation and Regulatory Approvals.
4.	disclosure of relationship between directors (in case of appointment of director)	Not Applicable

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Annexure-II

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Removal pursuant to the NCLT, Mumbai order dated 06 February 2024. The Hon'ble NCLT approved the resolution plan of the Company and thus the erstwhile directors are liable to be removed.
2.	date of appointment/ re-appointment/ cessation/ (as applicable) & terms of appointment	06 th February 2024
3.	Brief profile in case of appointment	Not Applicable
4.	disclosure of relationship between directors (in case of appointment of director)	Not Applicable

Annexure-III

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Mr. Hemant Jindal is a director in the Company. Now, he is being appointed as Managing Director.
2.	date of appointment/ re-appointment/ cessation/ (as applicable) & terms of appointment	08 May 2024
3.	Brief profile in case of appointment	Mr. Hemant Jindal, has done his Bachelor in Business Studies from Western International University, United States of America in 2009. He has over 15 years of experience in the industry. He has extensive experience and a proven track record in the footwear industry. Mr. Hemant has strong networks in multiple sectors and with

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		different stakeholders including government, private, NGO, multilateral agencies, Consulates, Chambers of Business and Commerce.
4.	disclosure of relationship between directors (in case of appointment of director)	Mr. Hemant Jindal is the husband of Mrs. Monika Jindal

Annexure-IV

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as an Independent Director.
2.	date of appointment/ re-appointment/cessation/ (as applicable) & terms of appointment	08 May 2024
3.	Brief profile in case of appointment	Rupali is a fellow member of the Institute of Chartered Accountants of India. She worked with PricewaterhouseCoopers (PwC) for more than 10 years in tax and regulatory practice. She has more than two decades of diversified experience of working with several multinationals, domestic companies, start ups in FMCG, telecom, infrastructure, oil and gas and other industries.
4.	disclosure of relationship between directors (in case of appointment of director)	Mrs. Rupali Singhania is the wife of Mr. Amit Singhania.

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Annexure-V

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as an Independent Director.
2.	date of appointment/ re-appointment/cessation/ (as applicable) & terms of appointment	08 May 2024
3.	Brief profile in case of appointment	<p>Amit Singhania is a Chartered Accountant and an Advocate.</p> <p>He served as an Equity Partner at Shardul Amarchand Mangaldas & Co, Delhi offices for more than 16 years and worked with PricewaterhouseCoopers Private Limited for 4 years.</p> <p>Amit is a regular speaker at various conferences including those organized by IBA, CII, USISPF, FICCI and Assocham.</p>
4.	disclosure of relationship between directors (in case of appointment of director)	Mr. Amit Singhania is the husband of Mrs. Rupali Singhania

Annexure-VI

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as an Independent Director.
2.	date of appointment/ re-appointment/cessation/ (as applicable) & terms of appointment	08 May 2024
3.	Brief profile in case of appointment	Himanshu Kumar is a Chartered Accountant having over 15 years of experience.

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		Himanshu Kumar has a vast experience in advising foreign companies on matters pertaining to incorporation and setting outfits in India.
4.	disclosure of relationship between directors (in case of appointment of director)	No relation with any existing directors.

Annexure-VII

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as Compliance officer.
2.	date of appointment/ re-appointment/cessation/ (as applicable) & terms of appointment	08 May 2024
3.	Brief profile in case of appointment	Teena Goel has a rich experience in handling compliances and liasoning with various regulatory authorities. She has a vast experience is listing compliances.
4.	disclosure of relationship between directors (in case of appointment of director)	Not applicable

Annexure-VIII

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as Internal Auditor
2.	date of appointment/ re-appointment/cessation/ (as applicable) & terms of appointment	08 May 2024

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3.	Brief profile in case of appointment	<p>Office Address: 8 Ground Floor, Anand Vihar, Pitampura, New Delhi- 110034</p> <p>Email: scg171@gmail.com</p> <p>Term of Appointment: For the Financial Year 2024-25</p> <p>About the Auditor: S. C. Garg & Associates is established in the year 1986. It is a leading chartered accountancy firm rendering comprehensive professional services which include audit, management consultancy, tax consultancy, accounting services, manpower management, secretarial services etc.</p>
4.	disclosure of relationship between directors (in case of appointment of director)	Not applicable

Annexure-IX

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as Statutory Auditor
2.	date of appointment/ re-appointment/cessation/ (as applicable) & terms of appointment	08 May 2024
3.	Brief profile in case of appointment	<p>Office Address: 226-a, Tagore nagar, Ludhiana (Punjab)-141001</p> <p>Email: scg171@gmail.com</p> <p>Term of Appointment: Till the ensuing AGM</p>

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		About the Auditor: Ashwani & Associates are Chartered Accountancy firm with 40 years of experience in audit, tax, return filing, litigation, income tax settlement commission, GST, Mergers and Acquisition, Valuations, Due Diligence and have been recognized as one of the top ten firms in the country by various forums.
4.	disclosure of relationship between directors (in case of appointment of director)	Not applicable

Annexure-X

S. No	Details of event need to be provided	Information of such event
1.	Reason of change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Removal pursuant to the NCLT, Mumbai order dated 06 February 2024. The Hon'ble NCLT approved the resolution plan of the Company and thus the erstwhile Chief Financial Officer is liable to be removed.
2.	date of appointment/ re-appointment/ cessation/ (as applicable) & terms of appointment	06 th February 2024
3.	Brief profile in case of appointment	Not Applicable
4.	disclosure of relationship between directors (in case of appointment of director)	Not Applicable

Annexure-XI

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Audit Committee:

S. NO.	NAME	DESIGATION
1.	Rupali Singhania	Independent Director
2.	Amit Singhania	Independent Director
3.	Hemant Jindal	Non- Independent Director

Nomination and Remuneration Committee

S. NO.	NAME	DESIGATION
1.	Rupali Singhania	Independent Director
2.	Amit Singhania	Independent Director
3.	Hemant Jindal	Non- Independent Director

Stakeholder Relationship Committee

S. NO.	NAME	DESIGATION
1.	Amit Singhania	Independent Director
2.	Hemant Jindal	Non-Independent Director
3.	Ghanshyam Shukla	Non-Independent Director

Risk Management Committee

S. NO.	NAME	DESIGATION
1.	Amit Singhania	Independent Director
2.	Hemant Jindal	Non-Independent Director
3.	Ghanshyam Shukla	Non-Independent Director

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Annexure-XII

Summary of amendments in the Memorandum of Association of the Company

The existing Clause III (A) of the Main Object Clause of the Memorandum of Association of the Company is altered by inserting the following clauses;

“III (A) (iv) - To carry on the business of manufacturing, selling, marketing, importing and exporting of foot wears made from leather, rubber, and canvas Rexene, plastic etc. and act as leather merchants and leather dressers & designers. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire and deal with all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in the production or manufacturing of boots and shoes and other leather and rubber goods, or used in the footwear business which the company is competent to carry on or required by any customers of or persons having dealing with the Company or commonly dealt in by person engaged in footwear business and to manufacture, experiment with, render marketable and deal in all products or by-products, incidental to or obtain in footwear business carried on by the company.”

III (A) (v) - To own, run, manage, maintain and establish factories for the manufacture of all types of footwear, shoes, sandals, chappals and other items manufactured by the company or any other allied material, patterns or designs and to carry on the business of Shoes merchants whether in wholesale or in retail.

III (A) (vi)- To manufacture, assemble, process, treat, import, buy or sell, distribute or otherwise deal in various kinds of articles made from natural, synthetic and reclaimed rubber, polymers, compositions and ebonite, by the process of moulding, extrusion, blowing, fabrication, spreading calendaring or by other process/processes or a combination of two or more of them the articles inter-alia to include rubber moulded basketballs, footballs, volleyballs, tennis balls and other like balls and sports and leisure time equipment and components thereof, mechanical and industrial rubber goods and components tubings, profiles, sheetings, beltings, vee-belts, proofed fabrics and laminates of rubber, fiber and/or fabrics, hot water bottles, gloves, surgical goods and other hospital equipment, cycle, carriage and autotyres, tubes and components, cables, wires insulations, adhesives, finishes, rubber compounds reclaimed rubber, retreading materials and household and consumer goods.

III (A)(vii)- To carry on the business of e- commerce, on line shopping, net marketing and trading, Internet advertising and marketing, creating virtual malls, stores, shops, creating

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shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, but does not include banking and money circulating business.

III (A)(viii)- To carry on the business of manufacturing, buying, selling, Indenting, exchanging, converting, assembling, fabricating, altering, importing, exporting, processing or otherwise handling or dealing in Wrist Watches, Watch Cases, Watch Dials, Straps, Measuring Instruments, Precision Instruments, Clocks, Time Measuring Devices, Electronic Instruments of all types and descriptions and all components, parts and accessories, materials required directly or indirectly for the manufacturing of the same.

III (A)(ix)- To carry on the business of manufacturing, buying, selling, Indenting, exchanging, converting, assembling, fabricating, altering, importing, exporting, processing or otherwise handling or dealing in all types of t-shirts, caps, shorts or any other wearables and descriptions and all components, parts and accessories, materials required directly or indirectly for the manufacturing of the same.

III(A)(x) To enter into all transactions including any joint venture and undertake all acts and measures that relate to its object or that appear appropriate to directly or indirectly serve its object. The Company is entitled to establish branches in India or abroad and establish or acquire other companies or interests in other companies including its subsidiary, associate or joint venture and may hold and manage them or restrict itself to the administration of its investments

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