VEDANT FASHIONS LIMITED

CIN: L51311WB2002PLC094677

Email: *secretarial@manyavar.com* | **Website:** *www.vedantfashions.com* | **Phone:** 033-61255353

Notice of the Twenty-Fourth Annual General Meeting of the members of Vedant Fashions Limited

Notice is hereby given that the **Twenty-Fourth (24th) Annual General Meeting ('AGM')** of the Members of Vedant Fashions Limited ("the Company") will be held on Monday, September 28, 2026, at 3:00 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 Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon**

   To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, 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 applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, comprising the Balance Sheet as on March 31, 2026, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity 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 considered and adopted."

2. **Declaration of Dividend**

   To declare a Final Dividend on the equity shares for the financial year ended March 31, 2026. The Board of Directors has recommended a Dividend of ₹ 7.75/- (Indian Rupees Seven and Seventy-Five Paisa only), per fully paid-up equity share of ₹ 1/- (Indian Rupees One only) each.

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

   "RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the power entrusted in the provisions of the Articles of Association of the Company, the members of the Company do hereby approve a final dividend at the rate of ₹ 7.75/- (Indian Rupees Seven and Seventy Five Paisa only) per equity share of ₹ 1/- (Indian Rupee 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, 2026, 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 as a Director of the Company.

   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(6) and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, Mrs. Shilpi Modi (DIN: 00361954), Director of the Company who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retirement by rotation."

SPECIAL BUSINESS(ES):

4. **Re-Appointment of Chairman and Managing Director**

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RAVI MODI (DIN: 00361853) AS CHAIRMAN AND MANAGING DIRECTOR FOR A PERIOD OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY AND FIXING THE TERMS OF 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 Sections 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the rules made thereunder and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and subject to such consents, permissions and approvals as may be required in this regard, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for re-appointment to the office of Managing Director and pursuant to recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors at its meeting held on 25th July, 2026, the consent of the members be and is hereby accorded for the re-appointment of Mr. Ravi Modi as the Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 28th August, 2026, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement and draft agreement to be entered into by the Company and Mr. Ravi Modi and as available for the inspection of the members.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee and Audit Committee of the Board) be and is hereby authorized to alter, vary and amend the terms and conditions of re-appointment and/or remuneration of Mr. Ravi Modi in such manner as may be agreed to between the Board and Mr. Ravi Modi, within the limits hereby sanctioned in compliance with the laws, as applicable, from time to time.

RESOLVED FURTHER THAT in the event of losses or inadequacy of profits, the remuneration as approved shall be payable as minimum remuneration, subject to the limits and conditions prescribed under sections 197 and 198 read with Schedule V to the Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

5. **Re-Appointment of Whole-time Director**

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MRS. SHILPI MODI (DIN: 00361954) AS WHOLE-TIME DIRECTOR FOR A PERIOD OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY AND FIXING THE TERMS OF 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 Sections 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the rules made thereunder and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and subject to such consents, permissions and approvals as may be required in this regard, and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for re-appointment to the office of Whole-time Director and pursuant to recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors at its meeting held on 25th July, 2026, the consent of the members be and is hereby accorded for the re-appointment of Mrs. Shilpi Modi as the Whole-time Director of the Company for a period of 5 (Five) years with effect from 28th August, 2026, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement and draft agreement to be entered into by the Company and Mrs. Shilpi Modi and as available for the inspection of the members.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee and Audit Committee of the Board) be and is hereby authorized to alter, vary and amend the terms and conditions of re-appointment and/or remuneration of Mrs. Shilpi Modi in such manner as may be agreed to between the Board and Mrs. Shilpi Modi, within the limits hereby sanctioned in compliance with the laws, as applicable, from time to time.

RESOLVED FURTHER THAT in the event of losses or inadequacy of profits, the remuneration as approved shall be payable as minimum remuneration, subject to the limits and conditions prescribed under sections 197 and 198 read with Schedule V to the Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

6. **Re-Appointment of Non-Executive Independent Director**

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. MANISH MAHENDRA CHOKSI (DIN: 00026496) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR HIS SECOND TERM OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable, Regulation 17, 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations") as amended from time to time, and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Manish Mahendra Choksi (DIN: 00026496) who holds office as an Independent Director up to September 05, 2026, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, under the provisions of the Act, Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for re-appointment to the office of Non-Executive, Independent Director of the Company, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from September 06, 2026 up to and including September 05, 2031 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Act and the Rules made thereunder, and the applicable provisions of the Listing Regulations, Mr. Manish Mahendra Choksi shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, on such terms as set out in his letter of appointment and as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits of section 197 of the Act read with the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

7. **Appointment of Mr. Nihir Parikh (DIN: 03434395) as a Non-Executive Independent Director of the Company**

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. NIHIR PARIKH (DIN: 03434395) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR FIRST TERM OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and Rules 4, 5 and 6 of the Companies (Appointment and Qualification of Director) Rules, 2014 and such other rules, as may be applicable (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time, and pursuant to the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on July 17, 2026 and the Board of Directors at its meeting held on 2nd September, 2026, Mr. Nihir Parikh (DIN: 03434395) who has been appointed by the Board of Directors as an Additional Director, to be designated as Non Executive Independent Director of the Company with effect from 2nd September, 2026, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 2nd September, 2026, up to and including 1st September, 2031, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Nihir Parikh, shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and Listing Regulations, on such terms as set out in his letter of appointment and as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits of section 197 of the Act read with the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

8. **Appointment of Ms. Neetu Kashiramka (DIN: 01741624) as a Non-Executive Independent Director of the Company**

TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. NEETU KASHIRAMKA (DIN: 01741624) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR FIRST TERM OF FIVE YEARS ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and Rules 4, 5 and 6 of the Companies (Appointment and Qualification of Director) Rules, 2014 and such other rules, as may be applicable (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time, and pursuant to the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at its meeting held on 2nd September, 2026, Ms. Neetu Kashiramka (DIN: 01741624) who has been appointed by the Board of Directors as an Additional Director, to be designated as Non Executive Independent Director of the Company with effect from 2nd September, 2026, in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing her candidature for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non- Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 2nd September, 2026, up to and including 1st September 2031, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Neetu Kashiramka (DIN: 01741624), shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and Listing Regulations, on such terms as set out in her letter of appointment and as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits of section 197 of the Act read with the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

Date: September 2, 2026
Place: Kolkata

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

NAVIN PAREEK
Company Secretary & Compliance Officer
(ICSI Memb. No. F10672)

Registered Office:
A501-502, 4th Floor, SDF-1,
Paridhan Garment Park,
19, Canal South Road, Kolkata 700015, West Bengal (INDIA)
CIN- L51311WB2002PLC094677
Phone - 033 6125 5353
Website - ***www.vedantfashions.com***

NOTES:

1. **Explanatory Statement:** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), where applicable, Regulation 36 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as applicable, in respect of business to be transacted at the 24th Annual General Meeting ("AGM"), as set out under Item Nos. 4,5,6,7 and 8 above and the relevant details of the Directors as mentioned under Item No. 3, above as required by Regulation 36(3) of the Listing Regulations and as required under the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed hereto.

2. **Holding of AGM through VC/OAVM:** Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024, September 22, 2025 and the Securities and Exchange Board of India vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (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.

3. In compliance with the applicable provisions of the Act, Listing Regulations read with the Applicable Circulars, the Company has decided to convene the 24th AGM as an e-AGM and the Members can attend and participate in 24th AGM through VC/ OAVM through login credentials provided to them for the same. The deemed venue for 24th 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.

4. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form is not annexed to this Notice. Further, attendance slip including route map is not annexed to this Notice.

5. 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 24th AGM through VC/OAVM Facility.

6. 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 the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, the Annual Report for the Financial Year 2025-26 including the Notice of the e-AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA. 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.

   Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where the Notice of AGM and the Annual Report for the financial year 2025-26 is available is being sent to those members whose e-mail address are not registered with the Depositories/not submitted to the RTA.

   In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of ***https://evoting.kfintech.com*** (KFintech Website) or contact Mr. S. Prasad, Manager, at ***evoting@kfintech.com*** or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

   Further, the Annual Report 2025-26 including Notice of 24th AGM will be available on the Company's corporate website at ***www.vedantfashions.com***. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at ***www.bseindia.com*** and National Stock Exchange of India Limited at ***www.nseindia.com*** and on the website of KFin at ***https://evoting.kfintech.com***.

   However, the Shareholders of the Company may request physical copy of the Annual Report (inclusive of AGM Notice) from the Company by sending a request at ***complianceofficer@manyavar.com***, in case they wish to obtain the same.

7. **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 24th 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*** with a copy marked to ***evoting@kfintech.com*** and ***secretarial@manyavar.com***.

8. **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 fifteen 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 up to 2,000 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 Act.

9. **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.

   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***.

10. Electronic voting: In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

    However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.

    Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

11. **Procedure for 'remote e-voting' and 'e-voting at the AGM' ("Insta Poll"):**

A. **Remote E-Voting Facility:**

The Company is providing to its members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

The remote e-voting period commences on Friday, September 25, 2026 from 9.00 a.m. IST and ends on Sunday, September 27, 2026, at 5.00 p.m. IST and Members holding shares either in dematerialized form or in physical 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.

B. **Instructions for Voting through electronic means (Remote e-voting)**

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meeting (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular- SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. **User already registered for IDeAS facility:** I. Open web browser and type the following URL: ***https://eservices.nsdl.com/*** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. II. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. III. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	2. **User not registered for IDeAS e-Services** Option to register is available at ***https://eservices.nsdl.com*** Select "Register Online for IDeAS" Portal or click at ***https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp*** and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

Type of shareholders	Login Method
	3. Alternatively by directly accessing the e-Voting website of NSDL Visit the e-voting website of NSDL. Open web browser and type the following URL: ***https://www.evoting.nsdl.com/*** either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider- - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	4. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest I. Open web browser and type: ***www.cdslindia.com*** and click on login icon and select New System Myeasi II. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. III. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.
	2. User not registered for Easi/Easiest Option to register for Easi/Easiest is available at ***www.cdslindia.com*** Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	3. Alternatively, by directly accessing the e-Voting website of CDSL I. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in ***www.cdslindia.com***. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. II. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. II. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. III. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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

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

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at ***evoting@nsdl.co.in*** or call at : 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at ***helpdesk.evoting@cdslindia.com*** or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: ***https://evoting.kfintech.com*** in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein, you are required to mandatorily change your 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVEN, i.e., 'Vedant Fashions Limited- AGM' and click on "Submit"
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at ***info@mandaassociates.in*** and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'VFL_EVEN No.'

Details on Step 3 are mentioned below

II) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. 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/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.

ii. Facility for joining AGM though VC/ OAVM shall open 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id. Questions /queries received by the Company till 24 hours before the AGM date shall only be considered and responded during the AGM.

vi. Facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis.

vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

B. Instructions for e-voting at the AGM (Insta Poll)

i. 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.

ii. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

iii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

iv. 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.

v. The Voting Rights shall be in proportion to their shares in the paid-up equity shares capital of the company as on the cut-off date i.e., **Monday, September 21, 2026**. 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., **Monday, September 21, 2026** 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.

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*** 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. The Members who wish to post their questions prior to the meeting can do the same by visiting ***https://emeetings.kfintech.com***. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option in the window provided. 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: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit ***https://emeetings.kfintech.com*** and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

C. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session and/or limit the number of Speakers at its discretion, 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. **Dividend Related Information**

The dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid on or after Tuesday September 29, 2026, 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 Monday, September 21, 2026 as per the lists to be furnished by NSDL and CDSL in respect of the shares of the Company, which are maintained with KFin (RTA) having their address at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500032 (India), within the stipulated timeline as per the law.

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/RTA shall dispatch the dividend warrant/cheque to them by post.

As per the Indian Income Tax Act, 2025 ('IT Act'), dividends paid or distributed by the Company is taxable in the hands of the shareholders. Accordingly, companies are required to deduct tax at source from dividends paid to shareholders at the time of making the payment of the said Dividend, if declared at the above AGM. TDS rate may vary depending on the residential status of the shareholder and the documents submitted to and accepted by the Company under the provisions of the Act. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Depositories Participants (in case of shares held in demat mode).

(A) Resident Shareholders

For resident shareholders, taxes shall be deducted at source under Section 393(1) of the IT Act as follows:

Particulars	TDS Rate
Members having valid Permanent Account Number (PAN)	10%
Members not having PAN*/ invalid PAN*/ inoperative PAN**	20%

* As per Section 397 of the IT Act, TDS will be deducted at 20%, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company/KFinTech/Depository Participant. In case of individual members, if PAN is not registered with the Company/KFinTech/Depository Participant & cumulative dividend payment to an individual member is more than INR 10,000/- during the tax year 2026-27, TDS/withholding tax will be deducted at 20% in compliance with Section 397 of the IT Act.

** As per section 262(6) of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be inoperative and tax shall be deducted at higher rates as prescribed under the IT Act. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking validity of PANs / inoperative PANs.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the tax year 2026-27 does not exceed INR 10,000/-. Further, as per Section 393(6) of the IT Act, no TDS shall be deducted if the Resident Individual Shareholder provides duly filed declaration in Form 121, provided that the form is accurately filled, and it meets the prescribed eligibility conditions under the relevant IT Act and IT Rules.

With respect to shareholders submitting order under Section 395 of the IT Act, lower/NIL withholding tax certificate obtained from Income Tax authorities along with self-attested copy of PAN card will be required. Accordingly, the rate of tax mentioned in the order under Section 395 of the IT Act will be taken for the purpose of withholding tax.

With respect to shareholders being Mutual Funds, self-attested copy of registration certificate with SEBI and PAN card along with self-declaration that the mutual fund is a specified mutual fund as per Serial No. 20 or Serial No. 21 of Schedule VII of the IT Act read with Section 393(5) of the IT Act, will be required for non-deduction of TDS.

With respect to shareholders being Life Insurance Corporation ("LIC"), General Insurance Company ("GIC"), Other Insurer as mentioned under Section 393(4) (Table: Serial No. 10) of the IT Act, self-attested copy of registration / exemption certificate substantiating that the provisions of Section 393(1) (Table: Serial No. 7) of the IT Act is not applicable along with PAN card will be required for non-deduction of TDS.

With respect to shareholders being Category I or Category II Alternative Investment Fund (AIF), a self-declaration that its income is exempt under Schedule V (Table: Serial No. 1) of the IT Act, self-attested copy of SEBI registration certificate and self-attested copy of the PAN card will also be required for non-deduction of TDS.

In case of any other entity exempt from withholding tax under the provisions of Section 393(6) of the IT Act and entities as provided in Circular No. 18 of 2017 dated 29th May 2017, the authorized signatory shall submit a self-declaration duly signed with stamp affixed for the purpose of claiming exemption from TDS along with self-attested copy of PAN card.

With respect to shareholders mentioned under Section 393(5) of the IT Act such as Government, Reserve Bank of India and/or any corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income, self-declaration along with any documentary evidence that the person is covered under Section 393(5) of the Act and a self-attested copy of the PAN card.

(B) Non-Resident Shareholders

As per Section 159 of the IT Act, non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] are subject to TDS @ 20% (*plus applicable surcharge and cess*) or rates specified under Double Taxation Avoidance Agreement, whichever is lower.

Non-resident shareholder can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents –

(i) Self-attested copy of PAN Card. In case of persons not having a PAN, Tax Identification Number of the shareholder in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the shareholder is identified by the Government of that country or the specified territory of which he claims to be a resident.

(ii) Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident.

(iii) Copy of Form 41 (*as per Rule 75 of the Income Tax Rules 2026*) filed electronically on the Indian Income Tax Portal.

(iv) Self-declaration from non-resident shareholders, primarily covering the following:

- Non-resident is eligible to claim the benefit of respective tax treaty;
- Non-resident will continue to remain a tax resident of the country of your residency during the Tax Year 2026-27 or Calendar Year 2026;
- Non-resident receiving the dividend income is the beneficial owner of such income.
- Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base or Business Connection or Place of Effective Management in India.
- Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI').

Note - The Company is not obligated to automatically apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of DTAA rates shall depend upon the completeness of the documents submitted by the non-resident shareholders and review to the satisfaction of the Company.

For all shareholders (Resident and Non-Resident) - Declaration as per Rule 203

In terms of Rule 203(2) of the Income Tax Rules 2026, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file a declaration with the company in the manner prescribed in the Rules. The declaration must consist of name, address, PAN, along with other documents mentioned above depending upon the tax residency status of such person to whom credit is to be given and proportion of credit to be given in respect of dividend income.

For this purpose the shareholder may submit the above documents (PDF/JPG Format) by uploading with KFin at ***https://ris.kfintech.com/form15*** or email to ***einward.ris@kfintech.com*** or ***complianceofficer@manyavar.com***. The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, September 22, 2026.

Kindly note any forms, declarations and documents that are incomplete and/or unsigned or submitted after Tuesday, September 22, 2026 (7.00 pm I.S.T.) will not be considered by the Company.

Members may please note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, non-compliance of prescribed procedure or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per IT Act and claim appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted. Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

Unclaimed Dividend: The details of members who have not claimed their dividend for the financial year 2021-22, 2022-23, 2023-24 and 2024-25 are made available on the Company's website at ***https://www.vedantfashions.com/investors-category/reports-results/investor-information/investor-education-and-protection-fund/***. Members who have not encashed/claimed their dividend pertaining to the financial year 2021-22, 2022-23, 2023-24 and 2024-25 are advised to write to the Company or KFin immediately, claiming dividends declared by the Company. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the amount of dividend and the underlying shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority as notified by the Ministry of Corporate Affairs.

14. 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 despatch of the Notice and holding shares as of the cut-off date i.e., Monday, September 21, 2026, 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

   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***. 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.

III. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, September 21, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

General Information

15. 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*** 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, Contract of Services or Agreement executed with the Executive Directors and the Company and the Certificate from Auditors of the Company, Letter of Appointment of Non-Executive Independent Director 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.

16. The Board of Directors of the Company has appointed Ms. Khusbhoo Agarwal, Partner of 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 she has communicated her willingness for appointment and availability for this purpose.

17. 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.

18. Once declared, the Results along with the consolidated Scrutinizer’s report will be placed on the Company’s website at ***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, as also displayed in the Notice Board at the Registered Office of the Company, 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., Monday, September 28, 2026.

19. 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.

20. **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

21. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

22. **Nomination:** Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in electronic form may contact their respective DPs for availing the facility of nomination in respect of shares held by them. The Nomination form can be downloaded from the Company’s website at ***https://vedantfashions.com/wp-content/uploads/2024/04/Form-No.-SH-13-1.pdf*** or KFin’s website at ***https://ris.kfintech.com/clientservices/isr/sh13.aspx***.

23. SEBI has established a common Online Dispute Resolution Portal pursuant to its circular dated July 31, 2023, as updated from time to time, for resolution of disputes arising in the Indian securities market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (***https://smartodr.in/login***) and the same can also be accessed through the Company’s Website.

24. **Online application for Investor Query:** Members are hereby notified that our RTA , KFin Technologies Limited, basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, has launched an online application which can be accessed at ***https://ris.kfintech.com/default.aspx#*** > Investor Services > Investor Support. Members are requested to register / signup, using the Name , PAN , Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query, Complaints, check for status, KYC details, Dividend , Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: ***https://kprism.kfintech.com/signup***

25. **Senior Citizens - Investor Support:**

    As part of the initiative, our RTA in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

    Senior Citizens wishing to avail this service can send the communication with the below details to the email id, ***senior.citizen@kfintech.com*** . Senior Citizens (above 60 years of age) have to provide the following details :

    1. ID proof showing Date of Birth
    2. Folio Number
    3. Company Name
    4. Nature of Grievance

    A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

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 in terms of Section 102 of the Companies Act, 2013 ("the Act") read with Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable

The following Explanatory Statement pursuant to Section 102(1) of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 36(5) of the Listing Regulations sets out all the material facts relating to the item of special business mentioned in this AGM Notice:

Item No. 4:

Re-appointment of Mr. Ravi Modi (DIN: 00361853) as Chairman and Managing Director

The Board of Directors at its meeting held on August 28, 2021 has passed the resolution for reappointment of Mr. Ravi Modi (DIN: 00361853) as Chairman and Managing Director of the Company. Further, the Shareholders at the Extra-Ordinary General Meeting (EGM) held on September 04, 2021, approved the re-appointment of Mr. Ravi Modi as a Chairman and Managing Director of the Company for a period of 5 (Five) years, with effect from August 28, 2021 up to and including August 27, 2026.

Mr. Ravi Modi has studied Commerce from St. Xavier's College, Kolkata. Mr. Modi has been associated with the Company since inception as Founder & Promoter of the Company, bringing with him a wealth of experience and expertise spanning over 25 years in the industry and a sharp strategic vision. Considering the Leadership qualities and in-depth knowledge of business and experience in general management of organization, exposure to Sales and Marketing Management, Finalization of Products & Designs, understanding of the consumers, ability to analyse and understand the key Financial Statements, Interpersonal Relations, Human Resources Management, communication, Corporate Social Responsibility including environment and sustainability and on the basis of performance evaluation, based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors, at its meeting held on July 25, 2026, approved and recommended the reappointment of him as Chairman and Managing Director for a further period of 5 (Five) years commencing from August 28, 2026 upto and including August 27, 2031, subject to the approval of shareholders in the ensuing 24th Annual General Meeting, and his office shall be liable to retire by rotation.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Act, proposing his candidature to the office of Chairman and Managing Director of the Company.

A. **PERIOD OF REAPPOINTMENT:** August 28, 2026 to August 27, 2031

B. **REMUNERATION:** The maximum remuneration payable to Mr. Ravi Modi will be ₹ 36 million per annum comprising of ₹ 18 Million as Fixed Pay and ₹ 18 Million as Variable Pay, which will be payable based on the performance targets of the Company and such other parameters as may be decided/determined by the Nomination and Remuneration Committee or the Board from time to time, with the authority to the Board of Directors to revise/vary/amend the terms & conditions of letter of appointment including remuneration within the maximum limit of ₹36 million.

No sitting fees will be paid for attending the meeting of the Board of Directors or Committees thereof.

Mr. Ravi Modi satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act and he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

All other terms and conditions of the reappointment are set out in the Contract of Services or Agreement to be executed between the Company and Mr. Ravi Modi.

Brief resume of Mr. Ravi Modi and other disclosures relating to him are provided in "**Annexure**" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

It is proposed to seek the Shareholders' approval for the re-appointment of and remuneration payable to Mr. Ravi Modi, as Chairman and Managing Director, in terms of the provisions of the Act.

Mr. Ravi Modi is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment and payment of remuneration. Relatives of Mr. Ravi Modi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors except Mrs. Shilpi Modi, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board believes that the Company will benefit from his rich and varied experience. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5:

Re-appointment of Mrs. Shilpi Modi (DIN: 00361954) as Whole-time Director

The Board of Directors at its meeting held on August 28, 2021 has passed the resolution for reappointment of Mrs. Shilpi Modi (DIN: 00361954) as Whole-time Director of the Company. Further, the Shareholders at the Extra-Ordinary General Meeting (EGM) held on September 04, 2021, approved the re-appointment of Mrs. Shilpi Modi as a Whole-time Director of the Company for a period of 5 (Five) years, with effect from August 28, 2021 up to and including August 27, 2026.

Mrs. Shilpi Modi has studied Commerce from Allahabad University. Mrs. Modi has been associated with Company since inception, bringing with her vast experience and expertise spanning over 25 years in the garment industry. She oversees the Company's production & product lifecycle. Considering her Leadership qualities and in-depth knowledge and experience in general management of organization and also Interpersonal relations, human resources management skills, communication, corporate social responsibility including environment and sustainability and on the basis of performance evaluation, based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors, at its meeting held on July 25, 2026, approved and recommended the reappointment of her as Whole-time Director for a further period of 5 (Five) years commencing from August 28, 2026 upto and including August 27, 2031, subject to the approval of shareholders in the ensuing 24th Annual General Meeting, and her office shall be liable to retire by rotation.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Act, proposing her candidature to the office of Whole-time Director of the Company.

A. **PERIOD OF REAPPOINTMENT:** August 28, 2026 to August 27, 2031

B. **REMUNERATION:** The maximum remuneration payable to Mrs. Shilpi Modi will be ₹ 24 Million per annum comprising of ₹ 12 Million as Fixed Pay and ₹ 12 Million as Variable Pay, which will be payable based on the performance targets of the Company and such other parameters as may be decided/ determined by the Nomination and Remuneration Committee or the Board from time to time, with the authority to the Board of Directors to revise/vary/ amend the terms & conditions of letter of appointment including remuneration within the maximum limit of ₹ 24 million.

No sitting fees will be paid for attending the meeting of the Board of Directors or Committees thereof.

Mrs. Shilpi Modi satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act and she is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

All other terms and conditions of the reappointment are set out in the Contract of Services or Agreement to be executed between the Company and Mrs. Shilpi Modi.

Brief resume of Mrs. Shilpi Modi and other disclosures relating to her are provided in "Annexure" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

It is proposed to seek the Shareholders' approval for the re-appointment of and remuneration payable to Mrs. Shilpi Modi, as Whole-time Director, in terms of the provisions of the Act.

Mrs. Shilpi Modi is interested in the resolution set out at Item No. 5 of the Notice with regard to her re-appointment and payment of remuneration. Relatives of Mrs. Shilpi Modi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors except Mr. Ravi Modi, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board believes that the Company will be benefitted from her rich and varied experience. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Item No. 6:

Re-appointment of Mr. Manish Mahendra Choksi (DIN: 00026496) as Non-Executive Independent Director

The Board of Directors at its meeting held on September 06, 2021 has passed the resolution for appointment of Mr. Manish Mahendra Choksi (DIN: 00026496) as Non-Executive Independent Director of the Company. Further, the Shareholders at the Extra-Ordinary General Meeting (EGM) held on September 07, 2021, approved the appointment of Mr. Manish Mahendra Choksi as a Non-Executive Independent Director of the Company for a period of 5 (Five) years, with effect from September 06, 2021 upto and including September 05, 2026.

Mr. Choksi is a Bachelor of Chemical Engineering and an MBA with specialisation in Entrepreneurial Management and MIS Program from the University of Houston, USA. He has been a leader in the IT community and is an angel investor with an interest in companies that champion the cross leverage of physical and e-commerce models with a focus on consumer, and artificial intelligence/data/ analytics spaces. He is non-executive Vice-Chairman on the Board of Directors of Asian Paints Limited. He has been associated with Asian Paints Limited since 1992 as an executive; he held various roles across the Sales, Information Technology, Supply Chain, Chemicals, International Business and HR functions at Asian Paints Limited. He is also Independent Director on the Board of Torrent Pharmaceuticals Limited, Birlasoft Limited and

MSL Driveline Systems Limited and a Director in several unlisted companies; he also serves on the advisory boards of several startups. He serves on the global advisory board of Chiratae Ventures (formerly IDG Ventures), one of India's largest technology-focused venture capital companies. Considering his ability to analyse and understand the key financial statements, experience in the fields of taxation, audit, financial management, banking, insurance and investments, treasury, fund raising and internal controls, his knowledge of Supply Chain Management, Technology and on the basis of performance evaluation and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, at its meeting held on July 25, 2026, approved and recommended the reappointment of him as Non-Executive Independent Director for a second term of 5(Five) years commencing from September 06, 2026 upto and including September 05, 2031, subject to the approval of shareholders in the ensuing 24th Annual General Meeting, and his office shall be not be liable to retire by rotation.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a Special Resolution by the shareholders. In terms of Section 149 read with Section 152 and Schedule IV of the Act, Mr. Manish Mahendra Choksi is eligible for reappointment for the second term as an Independent Director of the Company. The Company has, in terms of Section 160 of the Act, received in writing a notice from a member, proposing his candidature for the office of director.

The Company has received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties in terms of Regulation 25(8) of Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

The Director shall be paid sitting fees and commission, as may be approved by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee, within the overall permissible limits under section 197 of the Act. The terms and conditions of his re-appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Brief resume of Mr. Manish Mahendra Choksi and other disclosures relating to his are provided in "Annexure" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of Listing Regulations and other applicable Regulations, the re-appointment of Mr. Manish Mahendra Choksi as Non-Executive Independent Director is being placed before the members for their approval by way of a Special Resolution.

The Board recommends the special resolution set out in Item No. 6 of the Notice, for approval of the members. Mr. Choksi abstained from discussions and voting on the matters concerning his appointment during the meetings of NRC as well as the Board of Directors.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. Manish Mahendra Choksi and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7:

Appointment of Mr. Nihir Parikh (DIN:03434395) as Non-Executive Independent Director

In terms of Regulation 17 of the Listing Regulations, at least half of the Board of the Company is required to comprise Independent Directors, in view of the Chairperson being a promoter. In view of such requirements, the Nomination and Remuneration Committee has, based on the balance of skills, knowledge and experience required on the Board of the Company, prepared a description of the role and capabilities required of an independent director and recommended the appointment of Mr. Nihir Parikh (DIN: 03434395) as an Additional Director, to be designated as Non-Executive Independent Director on the Board of the Company.

Mr. Nihir Parikh is a business leader and entrepreneur with approximately two decades of Professional experience spanning consumer technology, e-commerce, fashion, beauty and personal care, omnichannel retail, corporate strategy, business development, supply chain management, business analytics and life sciences. Nihir spent nearly a decade at Nykaa, he held several leadership roles culminating in his last position as the Chief Executive Officer of Nykaa Fashion and NykaaMan, where he was responsible for driving growth across fashion and lifestyle categories, strengthening platform capabilities, and enhancing consumer engagement. Prior to joining Nykaa, he worked for over five years at GE Healthcare Life Sciences as Business Development Manager and earlier at Genentech Inc. USA as a Process Development

Engineer, Biotechnology. Mr. Parikh offers strong expertise in consumer internet, digital commerce, and omnichannel retail, with a proven track record in building and scaling consumer-centric platforms and brands in India. He currently serves as a Director at RNJP Technologies Private Limited, (***SoulSensei.in***) since July 2023. Mr. Parikh holds an MBA from INSEAD, Master of Science in Chemical Engineering from Stanford University, Bachelors in Chemical Engineering from UICT, Mumbai.

Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee at its meeting held on July 17, 2026, the Board of Directors at its meeting dated September 02, 2026 appointed Mr. Nihir Parikh (DIN: 03434395) as Additional Director of the Company to be designated as the Non-Executive Independent Director, to hold office up to the date of ensuing 24th Annual General Meeting of the Company.

In the aforesaid meeting the Board, based on the recommendation of Nomination and Remuneration Committee, further considered and approved the appointment of Mr. Nihir Parikh (DIN: 03434395) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from September 02, 2026 and up to and including September 01, 2031, subject to approval of the Members in the 24th Annual General Meeting of the Company..

Mr. Nihir Parikh qualifies for being appointed as a Non-Executive Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from member(s) proposing his candidature for the office of Director, not liable to retire by rotation. The Company has received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties in terms of Regulation 25(8) of Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

The Director shall be paid sitting fees and commission, as may be approved by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee, within the overall permissible limits under section 197 of the Act. The copy of the letter of appointment to be issued to Mr. Nihir Parikh setting out terms and conditions of his appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Brief resume of Mr. Nihir Parikh and other disclosures relating to his are provided in “Annexure” to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Nihir Parikh as Non-Executive Independent Director is being placed before the members for their approval by way of a Special Resolution.

The Board recommends the special resolution set out in Item No. 7 of the Notice, for approval of the members by means of a special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, except Mr. Nihir Parikh and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 7 of the Notice.

Item No.8:

Appointment of Ms. Neetu Kashiramka (DIN: 01741624) as Non-Executive Independent Director

In terms of Regulation 17 of the Listing Regulations, at least half of the Board of the Company is required to comprise Independent Directors, in view of the Chairperson being a promoter. In view of such requirements, the Nomination and Remuneration Committee has, based on the balance of skills, knowledge and experience required on the Board of the Company, prepared a description of the role and capabilities required of an independent director and recommended the appointment of Ms. Neetu Kashiramka (DIN: 01741624) as an Additional Director, to be designated as Non-Executive Independent Director on the Board of the Company.

Ms. Neetu Kashiramka is a Chartered Accountant with over 28 years of experience in finance, business leadership, strategy, corporate governance and value creation, particularly across the FMCG and consumer sectors.

She was the Managing Director and Chief Financial Officer of VIP Industries Limited and has held senior leadership positions with reputed organisations including Jyothy Laboratories and Greaves Cotton. At VIP Industries, she was responsible for finance and several strategic and corporate functions and was involved in business transformation, investor relations and key strategic initiatives.

She has extensive experience in corporate finance, capital markets, fundraising, IPOs, QIPs, mergers and acquisitions, investor relations, business transformation, operational restructuring and corporate governance. She has also been associated with the leadership and oversight of businesses through periods of significant growth and transformation.

She is the Founder of Neetara Advisors, a strategic and capital advisory firm, advising promoters and leadership teams on growth strategy, business transformation, fundraising, IPO readiness and value creation.

Ms. Kashiramka currently serves as an Independent Director and Chairperson of the Audit Committee of companies within the Groww Group. She brings to the Board extensive financial expertise, strategic leadership experience and a strong understanding of governance, stakeholder management and value creation.

She is a member of the Institute of Chartered Accountants of India and holds a Bachelor's degree in Commerce from the University of Mumbai.

Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting dated September 02, 2026 appointed Ms. Neetu Kashiramka (DIN: 01741624) as Additional Director of the Company to be designated as the Non-Executive Independent Director, to hold office up to the date of ensuing 24th Annual General Meeting of the Company.

In the aforesaid meeting the Board, based on the recommendation of Nomination and Remuneration Committee, further considered and approved the appointment of Ms. Neetu Kashiramka (DIN: 01741624) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from September 02, 2026 and up to and including September 01, 2031, subject to approval of the Members in the 24th Annual General Meeting of the Company.

Ms. Neetu Kashiramka qualifies for being appointed as a Non-Executive Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from member(s) proposing her candidature for the office of Director, not liable to retire by rotation. The Company has received declaration from her confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. She has further confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties in terms of Regulation 25(8) of Listing Regulations. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company.

The Director shall be paid sitting fees and commission, as may be approved by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee, within the overall permissible limits under section 197 of the Act. The copy of the letter of appointment to be issued to Ms. Neetu Kashiramka setting out terms and conditions of her appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Brief resume of Ms. Neetu Kashiramka and other disclosures relating to her are provided in "Annexure" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of Listing Regulations and other applicable Regulations, the appointment of Ms. Neetu Kashiramka as Non-Executive Independent Director is being placed before the members for their approval by way of a Special Resolution.

The Board recommends the special resolution set out in Item No. 8 of the Notice, for approval of the members by means of a special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, except Ms. Neetu Kashiramka and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 8 of the Notice.

Date: September 2, 2026
Place: Kolkata

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

NAVIN PAREEK
Company Secretary & Compliance Officer
(ICSI Memb. No. F10672)

Registered Office:
A501-502, 4th Floor, SDF-1,
Paridhan Garment Park,
19, Canal South Road, Kolkata 700015, West Bengal (INDIA)
CIN- L51311WB2002PLC094677
Phone - 033 6125 5353
Website - ***www.vedantfashions.com***

Annexure

Details of directors seeking appointment / re-appointment / fixation of remuneration at the Annual General Meeting

(including information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards)

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Category of Director / Designation / Position in the Company	Chairman & Managing Director / Executive	Whole-time Director / Executive	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
DIN	00361853	00361954	00026496	03434395	01741624
Date of Birth / Age	March 13, 1977 / 49 years	September 18, 1978 / 47 years	September 12, 1967/ 58 years	February 17, 1982 / 44 years	March 05, 1974 / 52 years
Profile / Background Details, Recognition or awards	Mr. Ravi Modi, the Chairman and Managing Director of our Company, has been the cornerstone of our consistent growth and continued success. An alumnus of St. Xavier's College, Kolkata, with a background in commerce, Mr. Modi has been associated with the Company since its inception. He brings with him over two and-a-half decades of rich industry experience and a sharp strategic vision. As part of his key responsibilities, Mr. Modi oversees the design and marketing operations of the Company. Working closely with the senior management team, he plays a pivotal role in steering the execution of strategic initiatives across these critical functions. Under his dynamic leadership, the Company has significantly accelerated its digital transformation journey. This includes the establishment of a robust online presence through our own proprietary e-commerce platform, as well as through strategic alliances with leading third-party online marketplaces. Mr. Modi's entrepreneurial acumen and leadership excellence have been widely recognised over the years.	Mrs. Shilpi Modi serves as the Whole time Director of our Company and has been an integral part of the organisation since its inception. A commerce graduate from Allahabad University, she brings with her nearly 27 years of rich experience in the garment industry. With a deep understanding of fashion trends and consumer preferences, Mrs. Modi oversees the management of the Company's entire product lifecycle. She works closely with the senior leadership team to drive and implement strategic initiatives across key operational areas. Her domain expertise and commitment have significantly contributed to the growth and evolution of our brand.	Mr. Manish Choksi is an accomplished business leader and technology strategist with over three decades of entrepreneurial and leadership experience. He serves as an Independent Director on the Board of the Company. He is a Bachelor of Chemical Engineering and an MBA with specialisation in Entrepreneurial Management and MIS Program from the University of Houston, USA. He is currently the Non-Executive Vice-Chairman of Asian Paints Limited, where he has been associated since 1992. Over the years, he has held leadership roles across key functions including Sales, Information Technology, Supply Chain, Chemicals, International Business, and Human Resources of Asian Paints Limited.	Mr. Nihir Parikh is a business leader and entrepreneur with approximately two decades of Professional experience spanning consumer technology, e-commerce, fashion, beauty and personal care, omnichannel retail, corporate strategy, business development, supplychain management, business analytics and life sciences. Nihir spent nearly a decade at Nykaa, he held several leadership roles culminating in his last position as the Chief Executive Officer of Nykaa Fashion and NykaaMan, where he was responsible for driving growth across fashion and lifestyle categories, strengthening platform capabilities, and enhancing consumer engagement. Prior to joining Nykaa, he worked for over five years at GE Healthcare Life Sciences as Business Development Manager and earlier at Genentech Inc. USA as a Process Development Engineer, Biotechnology.	Ms. Neetu Kashiramka is a Chartered Accountant with over 28 years of experience in finance, business leadership, strategy, corporate governance and value creation, particularly across the FMCG and consumer sectors. She was the Managing Director and Chief Financial Officer of VIP Industries Limited and has held senior leadership positions with reputed organisations including Jyothy Laboratories and Greaves Cotton. At VIP Industries, she was responsible for finance and several strategic and corporate functions and was involved in business transformation, investor relations and key strategic initiatives. She has extensive experience in corporate finance, capital markets, fundraising, IPOs, QIPs, mergers and acquisitions, investor relations, business transformation, operational restructuring and corporate governance. She has also been associated with the leadership and oversight of businesses through periods of significant growth and transformation.

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
	He was honoured with the prestigious EY Entrepreneur of the Year 2022 award in the Consumer Products and Retail category. His earlier accolades include the Entrepreneur of the Year Award in Trading Business – Retailer at the Entrepreneur Awards 2016 by ET Now and Franchise India, and recognition as a finalist at the 2016 Entrepreneur of the Year Awards by Ernst & Young. In 2015, he received the 'Bravery and Entrepreneur Award' and Certificate of Honour as one of the Top Entrepreneurs of India from Parwaz Media Group, along with the Emerging Leader Award at the CMA Management Excellence Awards. Further adding to his accomplishments, Mr. Modi was presented the Retail Leadership Award at the Asia Retail Congress by ET Now in 2013. In 2012, he received the Jewels of Rajasthan award by Maneesh Media Agency and was honoured as the Young Retailer of the Year at the Asia Retail Congress. In 2019, he was acknowledged as one of the Retail Icons of India by the Images Group. Beyond the business realm, Mr. Modi is deeply committed to social impact and education. He is a co-founder and trustee of Ashoka University and a trustee of the Manas Foundation. His unique approach to entrepreneurship has also been recognised by Forbes India, listing him among 'Bootstrapped Bosses', a group of visionary leaders who have built large businesses without external funding. His leadership has been profiled and lauded by platforms such as the International Retail Forum, YourStory, and CEO Insights India. Through his innovative thinking and strategic foresight, Mr. Modi has not only established our Company as a leading player in the Indian celebration and wedding wear segment but has also elevated it as a benchmark of excellence and customer-centricity in the global retail arena.		Beyond Asian Paints, he serves as an Independent Director on the boards of Torrent Pharmaceuticals Limited, Birlasoft Limited and MSL Driveline Systems Limited and is a Director in several unlisted companies and also serves on advisory boards of several startups. He has been a leader in the IT community and is an active angel investor with particular interest in investing in companies that champion cross leverage of physical and e-commerce models with a focus on consumers and artificial intelligence / data / analytics. Additionally, Manish is a member of the Global Advisory Board of Chiratae Ventures (formerly IDG Ventures), one of India's largest technology-focused venture capital firms and also on Boards of several startups in both and advisory and fiduciary roles.	Mr. Parikh offers strong expertise in consumer internet, digital commerce, and omnichannel retail, with a proven track record in building and scaling consumer-centric platforms and brands in India. He currently serves as a Director at RNJP Technologies Private Limited, (***SoulSensei.in***) since July 2023. Mr. Parikh holds an MBA from INSEAD, Master of Science in Chemical Engineering from Stanford University, Bachelor's degree in Chemical Engineering from UICT, Mumbai.	She is the Founder of Neetara Advisors, a strategic and capital advisory firm, advising promoters and leadership teams on growth strategy, business transformation, fundraising, IPO readiness and value creation. Ms. Kashiramka currently serves as an Independent Director and Chairperson of the Audit Committee of companies within the Groww Group. She brings to the Board extensive financial expertise, strategic leadership experience and a strong understanding of governance, stakeholder management and value creation. She is a member of the Institute of Chartered Accountants of India and holds a Bachelor's degree in Commerce from the University of Mumbai.

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Qualifications	Commerce at St. Xavier's College, Kolkata.	Commerce at Allahabad University.	Bachelor of Chemical Engineering and an MBA with specialisation in Entrepreneurial Management and MIS Program from the University of Houston, USA.	Master of Business Administration INSEAD, Masters in Chemical Engineering, Stanford University, USA, Bachelor of Engineering, Chemical Engineering, University of Mumbai, India.	Chartered Accountant and Bachelor of Commerce from the University of Mumbai
Experience and Expertise in specific functional areas	Mr. Ravi Modi has more than two decades of experience in the garment industry. He oversees the design and marketing functions of our Company. His areas of expertise are General management, Sales and Marketing management, Interpersonal Relations management, Finance, Taxation, Banking and Treasury management, Corporate Social Responsibility management, Legal & Regulatory Knowledge etc.	Mrs. Shilpi Modi brings with her nearly 27 years of rich experience in the garment industry with a deep understanding of fashion trends and consumer preferences. Her areas of expertise are General management, sales and marketing management, interpersonal relations management, corporate social responsibility management etc.	Mr. Manish Mahendra Choksi has over three decades of entrepreneurial and leadership experience. His areas of expertise are audit, financial management, banking, insurance and investments, treasury, fund raising and internal controls.	Mr. Nihir Parikh has over 20 years of industry experience. His areas of expertise are Consumer internet, digital commerce, omnichannel retail, business strategy, platform scaling, technology-led transformation and customer experience.	Ms. Neetu Kashiramka has over 28 years of experience in finance, business leadership, strategy, corporate governance and value creation, particularly across the FMCG and consumer sectors.
Terms and conditions of appointment or reappointment	Mr. Ravi Modi is re-appointed as Chairman and Managing Director of the Company for the period of five years with effect from August 28, 2026, liable to retire by rotation, subject to approval of Item No. 4 of the AGM Notice.	*Mrs. Shilpi Modi retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company. Further subject to approval of Item No. 3 & 5 of the AGM Notice, she is re-appointed as Whole-time Director of the Company for the period of five years with effect from August 28, 2026, liable to retire by rotation.	Mr. Manish Mahendra Choksi has been re-appointed as a Non-Executive Independent Director with effect from September 06, 2026, for a period of five years, and not liable to retire by rotation, subject to approval of Item No. 6 of the AGM Notice.	Mr. Nihir Parikh has been appointed as Non-Executive Independent Director of the Company for a period of five consecutive years with effect from September 02, 2026, and not liable to retire by rotation, subject to approval of Item No. 7 of the AGM Notice.	Ms. Neetu Kashiramka has been appointed as Non-Executive Independent Director of the Company for a period of five consecutive years with effect from September 02, 2026, and not liable to retire by rotation, subject to approval of Item No. 8 of the AGM Notice.
Remuneration last drawn by such person, if applicable	₹ 34.20 Million in FY 2025-26.	₹ 22.80 Million in FY 2025-26.	₹ 3 Million in FY 2025-26 (sitting fees & commission only)	Not Applicable	Not Applicable

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Remuneration sought to be paid	(a) Fixed salary of ₹ 18.00 million per annum; payable on monthly basis. (b) Variable salary will be ₹18.00 million per annum, payable in the manner as may be decided by the Committee and/or Board.	(a) Fixed salary of ₹ 12.00 million per annum; payable on monthly basis. (b) Variable salary will be ₹12.00 million per annum, payable in the manner as may be decided by the Committee and/or Board.	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law. In addition to above, he will be entitled to reimbursement of reasonable expenses in connection with his travel and accommodation for attending Board and Committee meetings.	Sitting fees and commission as approved by the Board of Directors/ shareholders in accordance with applicable provisions of law. In addition to above, he will be entitled to reimbursement of reasonable expenses in connection with his travel and accommodation for attending Board and Committee meetings.	Sitting fees and commission as approved by the Board of Directors/ shareholders in accordance with applicable provisions of law. In addition to above, she will be entitled to reimbursement of reasonable expenses in connection with her travel and accommodation for attending Board and Committee meetings.
Date of first appointment on the Board	May 24, 2002	May 24, 2002	September 06, 2021	September 02, 2026	September 02, 2026
Membership / Chairmanship of Committees of the Board of the Company	Member of Audit Committee and Stakeholders Relationship Committee. Chairperson of Risk Management Committee and Corporate Social Responsibility Committee of the Company.	Member of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.	Member of Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee. Chairperson of Stakeholders Relationship Committee.	Nil	Nil
Directorships in Unlisted Companies (excluding foreign companies)	Modi Fiduciary Services Private Limited	Sarwamangal Developers Consultants Private Limited; Modi Fiduciary Services Private Limited.	Refer Annexure below.	RNJP Technologies Private Limited	▪ Groww Invest Tech Private Limited ▪ Moveinsync Technology Solutions Private Limited ▪ Adachi Svipegreen Private Limited
Directorships in Other listed Companies (excluding foreign companies)	None	None	Asian Paints Limited ▪ Torrent Pharmaceuticals Limited; ▪ Birlasoft Limited	None	None
Membership / Chairmanship of Committees of such other Companies	Refer Annexure below.	Refer Annexure below.	Refer Annexure below.	Refer Annexure below.	Refer Annexure below.

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Listed Entities from which resigned as Director in past 3 years	None	None	None	▪ Nykaa Fashion Limited ▪ FSN International Limited	▪ Blow Past Retail Limited ▪ VIP Industries Limited
No. of shares held in the Company	16,88,134 equity shares of ₹ 1/- each, representing 0.69% of the paid-up share capital of the Company.	26,56,104 equity shares of ₹ 1/- each, representing 1.09% of the paid-up share capital of the Company.	Nil	Nil	Nil
Relationship with other Directors, Manager and other KMP of the Company	He is the spouse of Mrs. Shilpi Modi, Whole-time Director of the Company.	She is the spouse of Mr. Ravi Modi, Chairman and Managing Director of the Company.	None	None	None
No. of Meetings of the Board attended during the FY 2025-26 and FY 2026-27	During FY 2025-26: 8 out of 8 meetings.	During FY 2025-26: 7 out of 8 meetings.	During FY 2025-26: 8 out of 8 meetings.	Not Applicable	Not Applicable
	During FY 2026-27 (till date): 3 out of 3 meetings.	During FY 2026-27 (till date): 3 out of 3 meetings.	During FY 2026-27 (till date): 3 out of 3 meetings.	Not Applicable	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	-	-	The relevant information is provided in the Explanatory Statement to the AGM Notice.		

By virtue of the declarations received, Mr. Ravi Modi, Mrs. Shilpi Modi, Mr. Manish Mahendra Choksi, Mr. Nihir Parikh and Ms. Neetu Kashiramka are 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.

Annexure

Details of Directorships in Unlisted Companies (excluding foreign companies) of Mr. Manish Mahendra Choksi

- Satyadharma Investments and Trading Company Private Limited
- Ashimara Housing Private Limited
- Germinait Solutions Private Limited
- Unotech Software Private Limited
- All Things Baby India Private Limited
- Kathreftis AI Private Limited
- Hindustan Pencils Private Limited
- MSL Driveline Systems Limited

Details of Membership / Chairmanship of Committees of such other Companies

1. **Mr. Ravi Modi** - None
2. **Mrs. Shilpi Modi** - None
3. **Mr. Manish Mahendra Choksi:**

Sl. No.	Name of the Company	Name of the Committee	Position (Member/ Chairperson)
1.	MSL Driveline Systems Limited	1. Audit Committee 2. CSR Committee 3. Nomination & Remuneration Committee	1. Member 2. Member 3. Member
2.	Asian Paints Limited	1. lnvestment Committee 2. Nomination & Remuneration Committee	1. Member 2. Member
3.	Torrent Pharmaceutica ls Limited	1. Corporate Social Responsibility & Sustainability Committee 2. Nomination & Remuneration Committee 3. Audit Committee	1. Member 2. Chairperson 3. Member
4.	Satyadharma lnvestments	Corporate Social Responsibility Committee	Member
5.	Birlasoft Limited	1. Audit Committee 2. Risk Management Committee	1. Member 2. Chairperson

4. **Mr. Nihir Parikh:** None
5. **Ms. Neetu Kashiramka:**

Sl. No.	Name of the Company	Name of the Committee	Position (Member/ Chairperson)
1.	Billionbrains Garage Ventures Limited	1. Audit Committee 2. Risk Management Committee 3. CSR Committee	1. Chairperson 2. Chairperson 3. Member

Date: September 02, 2026
Place: Kolkata

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

Registered Office:
A501-502, 4th Floor, SDF-I,
Paridhan Garment Park,
19, Canal South Road, Kolkata 700015, West Bengal (INDIA)
CIN- L51311WB2002PLC094677
Phone - 033 6125 5353
Website - ***www.vedantfashions.com***
Email – ***secretarial@manyavar.com***

NAVIN PAREEK
Company Secretary & Compliance Officer
(ICSI Memb. No. F10672)