VEEKAYEM FASHION AND APPARELS LIMITED

REGD. OFF. : - 113, UDYOG BHAVAN, SHARMA IND. ESTATE, WALBHAT ROAD, GOREGAON EAST, MUMBAI – 400063, MAHARASHTRA, INDIA

Email: admin_mumbai@vkmgroups.biz **Website:www.vkmgroups.com**

Telephone No. 022- 40351414, 40351481

CIN: U17120MH1985PLC037516

13th March 2024

To,

The Manager,

Listing Department

The National Stock Exchange of India Limited Exchange Plaza,

Bandra Kurla Complex, Bandra (East),

Mumbai - 400 051

Dear Sir/Madam,

Sub: Corrigendum/Addendum to the Notice of Extraordinary General Meeting (EGM) of Veekayem Fashion and Apparels Limited.

This is with reference to our earlier submission of Notice dated 24th February 2024 for convening the Extraordinary General Meeting ('EGM') of the members of the company Scheduled to be held on Wednesday, 20th March 2024 at 03.30 p.m. at the registered office of the Company. The EGM notice was already dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder ("the Act") on 27th February 2024.

Subsequent to the issuance of the EGM Notice, corrections were observed in the Item No 1 of Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 contained in the EGM Notice. Accordingly, this Corrigendum/Addendum is issued to the shareholders of the Company today. This Corrigendum/ Addendum shall form an part of and should be read in conjunction with the Notice of EGM dated 24th February, 2024.

The Corrigendum/ Addendum to the Notice of the Extraordinary General Meeting of the Company is attached herewith, the same is also available on the website of the Company i.e www.vkmgroups.com

The schedule of the EGM is set out below as intimated earlier also:

Event	Date	Time
Cut-off date to vote on EGM resolutions	13th March, 2024	N.A.
Commencement of e-voting	17th March 2024	09:00 AM IST
End of e-voting	19th March,2024	05:00 PM IST
EGM	20th March, 2024	03:30 PM IST

We request you to kindly take a note of the above.

Thanking You,

Yours faithfully,

For Veekayem Fashion and Apparels Limited

Gopika Singh

Digitally signed by Gopika Singh
Date: 2024.03.13 23:08:28 +05'30'

Gopika Singh

Company Secretary

Mem. No. : 23550

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CORRIGENDUM/ADDENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 20TH MARCH, 2024

We draw attention of all the shareholders of Veekayem Fashion and Apparels Limited ("the Company") to the Notice dated 24th February, 2024 for convening the Extra Ordinary General Meeting of the Company ("EGM") scheduled on Wednesday, 20th March, 2024 at 03.30 P.M. at the registered office of the Company. The EGM Notice has already been dispatched/ emailed to all the shareholders of the Company on 27th February 2024 in due compliance with the provisions of the Companies Act, 2013 read with relevant rules thereunder.

Shareholders are aware that the Company is offering remote e-voting facility to its shareholders on all the resolutions proposed to be transacted at the EGM. However, to enable the Shareholders to exercise their voting rights through remote e-voting facility or at the EGM Venue on an informed basis, the Company deems it appropriate to bring the latest factual position, as mentioned below to the notice of the Shareholders of the Company through this Corrigendum/Addendum to the EGM Notice **("Corrigendum/Addendum").**

Subsequent to the issuance of the EGM Notice, the Board of the Directors of the Company at their meeting held on 13th March, 2024 have considered and approved the corrections/changes required to be made in Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 forming part of EGM Notice. Accordingly, this Corrigendum/Addendum is being issued to the shareholders of the Company. This Corrigendum/Addendum shall form part of and should be read in conjunction with the Notice of EGM dated 24th February, 2024.

Below are the corrections:

1. **Point No. 4 of Item No. 1 of Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 should now be replaced and read as follows:**

4. Basis on which the price of the Preferential Issue has been arrived at:

The Equity Shares of the Company are listed on SME Platform of National Stock Exchange of India Limited ("NSE"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued pursuant to conversion of warrants shall not be less than higher of the following:

(a) Rs. 117.89/- each as per the [90 trading days] volume weighted average price (VWAP) of the Equity Shares of Veekayem Fashion and Apparels Limited quoted on the Stock Exchange preceding the relevant date (considering relevant date as February 19, 2024)

(b) Rs. 192.19/- each as per the [10 trading days] volume weighted average price (VWAP) of the Equity Shares of Veekayem Fashion and Apparels Limited quoted on the Stock Exchange preceding the relevant date (considering relevant date as February 19, 2024).

(c) As provided by the registered valuer in the following manner: -

Valuation Methods	Weights	Value INR
Value per Share as per Cost Approach	Ignored	Ignored
Value per Share as per Income Approach (DCF)	1	76.26
Value per Share as per Market Approach (MCM)	1	89.23
Value per Share (Average of all the above)		82.75
Recommended Value per Share (Rounded off)		**83**

Accordingly, the issue price of Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at a price of Rs. 192.19/- each which further rounded of to 192.50/- for the purpose of issue (Face Value Rs. 10/- each + Premium Rs. 182.50/- each).

2. **Point No. 18 of Item No. 1 of Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 should now be replaced and read as follows:**

18. Name and the address of Valuer who performed valuation: Mr Neeraj Agarwal,

Official Address of the Valuer: 72 Bentick Street AC Mansion 2nd Floor Room F Kolkata 700001

Residence: 43 Shyamnagar Road Natural City Block M 3rd Floor Flat 3A Kolkata 700055

3. **Point No. 17 of Item No. 1 of Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 should now be replaced and read as follows:**

17. Pricing:

The Equity Shares of the Company are listed SME platform of National Stock Exchange of India Limited("NSE"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The price of the warrant has been considered for pricing in compliance with Regulation 164 and Regulation 166A of Chapter V of SEBI (ICDR) Regulations,2018. Accordingly, the issue price of Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at a price of Rs. 192.50/- each (Face Value Rs. 10/- each + Premium Rs. 182.50/- each).

4. **Point No. 10 of Item No. 1 of Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 should now be replaced and read as follows:**

10. *Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No	Category	Pre Preferential Issue*		Preferential Issue	Post Preferential Issue (Assuming conversion of all warrants)	
		No of shares held	% of share holding		No of shares held	% of share holding
A	**Promoters Holding**					
1	**Indian**					
	Individual	4291730	73.0416	813700	5105430	68.0440
	Bodies corporate & LLP	-	-	-	-	-
	Sub-total	**4291730**	**73.0416**	**813700**	**5105430**	**68.0440**
2	Foreign Promoters	-	0.00	-	-	0.00
	Sub-total (A)	**4291730**	**73.0416**	**813700**	**5105430**	**68.0440**
B	**Non-promoters' holding**					
	Institutional investors	-	-	-	-	-
	Non-institution					
	Private corporate bodies	114000	1.9402	-	114000	1.5194
	Indian public & HUF	1454000	24.7459	813700	2267700	30.2234
	(Others (including NRIs)	16000	0.2723	-	16000	0.2132
	Sub-total (B)	**1584000**	**26.9584**	**813700**	**2397700**	31.956
C	**Non Promoter & Non Public**	-	0.00	-	-	0.00
	GRAND TOTAL (A) + (B) + (C)	**5875730**	**100.00**	**1637400**	**7503130**	**100.00**

*As on 23rd February, 2024

Assumptions:

i. All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.

ii. The warrants are held by the aforesaid allottees at the time of exercise of the option and

iii. The options are exercised by them in full.

5. **Point No. 29 in Item No. 1 of Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 should be added and read as follows:**

29. As per 163 (fa) of SEBI (ICDR) Regulations, 2018, percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue as per below table:

S. No.	Name of Allottee(s)	Pre-Preferential Holding of Equity Shares	Number of Warrants	Post Preferential Holding (Assuming conversion of all warrants)	Percentage To Post Preferential Issue Capital	Change in Control	Post Preferential Issue Capital (In Number)
	PROMOTERS						
1.	VIJAYKUMAR GUPTA	397318	90500	4,87,818	6.5015	**No change**	
2.	HEMANT GUPTA	406856	90600	4,97,456	6.63	No change	
3.	AMIT GUPTA	412005	90500	5,02,505	6.6973	**No**	

						change	
4.	KRISHANKANT GUPTA	405307	90500	4,95,807	6.6080	No change	
5.	SURENDRA GUPTA	405307	90500	4,95,807	6.6080	No change	
6.	MAHESH GUPTA	445307	90500	5,35,807	7.1411	No change	
7.	MADANLAL GUPTA	459406	135300	5,94,706	7.9261	No change	
8.	ARUN GUPTA	367116	135300	5,02,416	6.6961	No change	
	OTHERS						
9.	KARUNA KAMLESH JAIN	NIL	54000	54,000	0.7197	No change	**7503130**
10.	TANVI CHATURVEDI	52000	54000	1,06,000	1.4127	No change	
11.	KUNWAR JAVED	12000	41500	53,500	0.7130	No change	
12.	HEMRAJ	22000	15500	37,500	0.4998	No change	
13.	ANJU VINAY MODI	2000	26800	28,800	0.3838	No change	
14.	MINU VIKASH MODI	12000	26800	38,800	0.5171	No change	
15.	JAGENDER GUPTA	NIL	26800	26,800	0.3572	No change	
16.	ABHISHEK CHOTIA	NIL	26800	26,800	0.3572	No change	
17.	AJAYKUMAR JAIPRAKASH GUPTA HUF	NIL	324500	3,24,500	4.3248	No change	
18.	KUNWAR RIZWAN	4000	211000	2,15,000	2.8655	No change	
19.	JYOTI BHIRWANI	6000	6000	12,000	0.1599	No change	
	Total	**3408622**	**1627400**	**5036022**	**67.12**		

On and from the date hereof, the EGM Notice dated 24th February, 2024 shall always be read in conjunction with this Corrigendum/ Addendum which is also being uploaded on the website of the Company at https://www.vkmgroups.com/ and on the website of Kfin Technologies Limited at https://www.kfintech.com/, and on https://www.nseindia.com/.

All other contents of the EGM Notice, save and except as amended / clarified by this Corrigendum/Addendum, shall remain unchanged.

By Order of the Board of Directors
For Veekayem Fashion and Apparels Limited

Sd/-

Gopika Singh
Company Secretary
ACS- 23550

Date: 13th March 2024
Place: Mumbai