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

27th February 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: Notice of Extraordinary General Meeting of Veekayem Fashion and Apparels Limited.

We would like to inform you that the Extraordinary General Meeting of the Company is scheduled to be held on Wednesday, 20th March, 2024 at the Registered office of the Company in compliance with the applicable provisions of the Companies Act, 2013.

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. https://www.vkmgroups.com/.

The schedule of the EGM is set out below:

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: 2024.02.27 21:34:04 +05'30'

Gopika Singh
Company Secretary
Mem. No. : - 23550

VEEKAYEM FASHION AND APPARELS LIMITED

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Telephone No. 022- 40351414, 40351481

CIN: U17120MH1985PLC037516

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting ("EGM") of the Members of the Veekayem Fashion and Apparels Limited will be held on Wednesday, 20th March, 2024 at 03:30 P.M. at the Registered Office of the Company situated at 113, Udyog Bhavan, Sharma Ind. Estate, walghat road, Goregaon East, Mumbai City, Mumbai, Maharashtra, India, 400063 to transact the following business:

SPECIAL BUSINESS:

1. **Preferential Issue of Convertible Warrants**

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

"**RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations, 2018"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot way of Preferential Allotment, upto 16,27,400 (Sixteen Lakhs Twenty Seven Thousand and Four Hundred) Convertible Warrants of Face value of Rs. 10/- (Rupee Ten only) each at a premium of Rs. 182.50 (Rupees One Hundred Eighty Two and Fifty paise only) each aggregating to Rs. 31,32,74,500/- (Rupees Thirty One Crore Thirty Two Lakhs Seventy Four Thousand and Five Hundred) only.

to select individual from Promoter/ Promoter Group and certain Identified person (individuals), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of Proposed Allottees (Promoter/Promoter Group)	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
1.	VIJAYKUMAR GUPTA	90500	Not Applicable
2.	HEMANT GUPTA	90600	Not Applicable
3.	AMIT GUPTA	90500	Not Applicable
4.	KRISHANKANT GUPTA	90500	Not Applicable
5.	SURENDRA GUPTA	90500	Not Applicable
6.	MAHESH GUPTA	90500	Not Applicable
7.	MADANLAL GUPTA	135300	Not Applicable
8.	ARUN GUPTA	135300	Not Applicable
9.	KARUNA KAMLESH JAIN	54000	Not Applicable
Others			
10.	TANVI CHATURVEDI	54000	Not Applicable
11.	KUNWAR JAVED	41500	Not Applicable
12.	HEMRAJ	15500	Not Applicable
13.	ANJU VINAY MODI	26800	Not Applicable
14.	MINU VIKASH MODI	26800	Not Applicable
15.	JAGENDER GUPTA	26800	Not Applicable
16.	ABHISHEK CHOTIA	26800	Not Applicable
17.	AJAYKUMAR JAIPRAKASH GUPTA HUF	324500	Not Applicable
18.	KUNWAR RIZWAN	211000	Not Applicable

19.	JYOTI BHIRWANI	6000	Not Applicable
	TOTAL	**16,27,400**	

RESOLVED FURTHER THAT:

i. The Relevant Date for the purpose of pricing of issue of the Convertible Warrants in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 19th February, 2024 being the 30th day prior to 20th March, 2024 i.e., the date on which the Extraordinary General Meeting of the shareholders is convened, in terms of the Companies Act, 2013 to consider the proposed preferential issue and the conversion price for the conversion of warrants into Equity Shares is the said Relevant date as per SEBI (ICDR) Regulations, 2018.

ii. The Convertible warrants as may be offered, issued and allotted in accordance with the terms of this resolution, shall be in dematerialised form and the Equity Shares to be allotted on exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.

iii. The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Convertible Warrants and the Equity Shares issued and allotted pursuant to the exercise of the warrants shall be locked in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of allotment into one fully paid-up Equity Share of Rs. 10/- each at the price which be determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder;

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required;

RESOLVED FURTHER THAT the Convertible Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned convertible warrants and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate

authority may impose at the time of their approval as agreed by the Board;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Convertible Warrants of the Company as it may in its absolute discretion deem fit and proper;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

2. Alteration in Main Objects Clause of Memorandum of Association of the Company by adding 4TH and 5th CLAUSE IN PARA III. (A) and to be read as follows:

"RESOLVED THAT, pursuant to the provisions of Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities, consent of the members be and is hereby accorded to alter/amend the existing Main Object Clause by adding the same with the following new clause as "clause 4" and "Clause 5":

4. To carry on the business of manufacturers, importers, exporters, and traders of all types of shoes, baby kits, diapers, sanitary pads and men's and women's innerwear.

5. To carry on business using E- Commerce and software designing for textiles industry for attainment of the main objects mentioned in clause 1 to 4 above.

RESOLVED FURTHER THAT, any Directors of the Company or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including modification, amendment, filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By Order of the Board
For Veekayem Fashion and Apparels Limited

Sd/-
Gopika Singh
Company Secretary
ACS – 23550

Date: 24th February, 2024
Place: Mumbai

NOTES:

1. Explanatory Statement as required under section 102 of the Companies Act 2013 is Annexed hereto.
2. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies to be effective, should be duly stamped, completed, signed and must be received at the registered office of the company, not later than 48 hours before the time fixed for commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
4. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows: ¬
   - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
   - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "KFin Technologies Limited" on their email ID einward.ris@kfintech.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id einward.ris@kfintech.com.
6. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM at venue.
7. The business set out in the Notice can be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Notice of EGM will be placed on the Company's website on https://www.vkmgroups.com/.
10. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, M/s. Kfin Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.
11. Members are requested to quote their Folio No. or DP ID / Client ID in all correspondence with the Company / Registrar and Share Transfer Agent.
12. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 23rd February,2024 will receive the Notice of EGM through electronic mode only.
13. As per the MCA General Circular 20/2020 dated 05th May, 2020 and 02/2021 dated 13th January,2021, the

Notice of EGM will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.

14. Information and other instructions relating to e-voting are as under:

a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its member's facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system. ('remote e-voting').

b. The Company has engaged the services of M/s KFIN Technologies Limited ("KFIN") as the Agency to provide e-voting facility.

c. The Board of Directors of the Company has appointed M/s. H. Maheshwari & Associates, Practicing Company Secretaries, as the Scrutinizer, to scrutinize the voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 13th March, 2024.

e. 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, i.e. 13th March, 2024 only shall be entitled to avail the facility of remote e-voting.

f. The Scrutinizer, after scrutinizing e-voting at the EGM and remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.vkmgroups.com. The results shall simultaneously be communicated to the Stock Exchange.

g. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 20th March, 2024.

h. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

i. Map to the Venue, Ballot Paper, Proxy Form and Attendence Slip is available at the end of Notice.

PROCEDURE FOR REMOTE E-VOTING

i. 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 will be 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.

ii. 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.

iii. The remote e-Voting period commences on Sunday 17th March, 2024 at 9:00 A.M. and ends on Tuesday, 19th March, 2024 at 5:00 P.M. The remote e-voting module will be disabled by KFintech thereafter.

iv. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

v. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

vi. The details of the process and manner for remote e-Voting and e-EGM 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 meetings (e-EGM) of the Company on KFintech system to participate e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

I) **Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: i. Visit URL: https://eservices.nsdl.com/ ii. Click on the "Beneficial Owner" icon under "Login" under'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"

	iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services i. To register click on link: https://eservices.nsdl.com/ ii. Select "Register Online for IDeAS" or click at:https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under Shareholder/Member' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the eVoting Service Provider name, i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest i. Visit URL: https://web.cdslindia.com/myeasi/home/loginor URL:http://www.cdslindia.com/ ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest i. Option to register available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL
	i. Visit URL: http://www.cdslindia.com/ ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	I. II. III.	You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote eVoting period without any further authentication.

P.T.O.

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	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7774, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., VEEKAYEM FASHION AND APPARELS LIMITED- EGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option

ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs@bssandassociates.comwith a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Even No."

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered with KFintech, by accessing the link:https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspxMe mber s are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.comalong with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.

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

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

As Annexed to the Notice convening the Extraordinary General Meeting Scheduled to be held on Wednesday, 20th March, 2024

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item no. 1

The Board of the Directors of the Company at its meeting held on 24th February, 2024 has given their consent subject to approval of Members by way of Special Resolution to issue and allot 16,27,400 (Sixteen Lakhs Twenty Seven Thousand and Four Hundred) Convertible Warrants to identified person of Promoter/ Promoter Group and other Identified person on Preferential Allotment basis.

The purpose of the proposed issue as mentioned above is for working capital requirements and general corporate purpose.

In terms of Section 62(1) (c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 and 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. **List of Allottees for Preferential Allotment of Convertible Warrants:**

Sr. No.	Name of Proposed Allottees (Promoter/Promoter Group)	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
1.	VIJAYKUMAR GUPTA	90500	Not Applicable
2.	HEMANT GUPTA	90600	Not Applicable
3.	AMIT GUPTA	90500	Not Applicable
4.	KRISHANKANT GUPTA	90500	Not Applicable
5.	SURENDRA GUPTA	90500	Not Applicable
6.	MAHESH GUPTA	90500	Not Applicable
7.	MADANLAL GUPTA	135300	Not Applicable

8.	ARUN GUPTA	135300	Not Applicable
9.	KARUNA KAMLESH JAIN	54000	Not Applicable
Others			
10.	TANVI CHATURVEDI	54000	Not Applicable
11.	KUNWAR JAVED	41500	Not Applicable
12.	HEMRAJ	15500	Not Applicable
13.	ANJU VINAY MODI	26800	Not Applicable
14.	MINU VIKASH MODI	26800	Not Applicable
15.	JAGENDER GUPTA	26800	Not Applicable
16.	ABHISHEK CHOTIA	26800	Not Applicable
17.	AJAYKUMAR JAIPRAKASH GUPTA HUF	324500	Not Applicable
18.	KUNWAR RIZWAN	211000	Not Applicable
19.	JYOTI BHIRWANI	6000	Not Applicable
	TOTAL	**16,27,400**	

2. **Objects of the preferential issue:**

   The proposed issue of 16,27,400 Convertible Warrants on Preferential allotment basis is for working capital requirements and general corporate purpose.

3. **Maximum number of specified securities to be issued and price of the securities:**

   The resolution set out in the accompanying notice authorizes the Board to issue 16,27,400 Convertible Warrants of Rs. 10/- (Rupee Ten only) each at a price of Rs. 192.50/- (Rupees One Hundred Ninety Two and Fifty paise only) each including premium of Rs. 182.50/- (Rupees One Hundred and Eighty Two and Fifty paise only) each on preferential basis for Cash consideration.

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. 106.55/- 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)

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).

5. **Relevant date with reference to which the price has been arrived at:**

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Convertible Warrants with reference to the proposed allotment is 19th February, 2024.

6. **The class or classes of persons to whom the allotment is proposed to be made:**

The proposed preferential allotment of Convertible Warrants is being made to the individuals of Promoter and Promoter Group of the Company and other Identified Individuals by the Board of Directors of the Company.

7. **Intent of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:**

The Promoter/ Promoter Group have conveyed to the Company in writing of their respective intention to subscribe to the proposed Preferential Issue of Convertible Warrants. The following is the list of them indicating their status in the Company as Directors and Key Managerial Personnel or any person of senior management of the Company and who intend to subscribe to the offer being proposed under special resolution under Item No. 1 of the Notice for shareholders' approval at this meeting.

Sr. No.	Name of Proposed Allottees (Promoter/Promoter Group)	Designation in the Company (Issuer)	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
1.	VIJAYKUMAR GUPTA	Whole-time director	90500	Not Applicable
2.	HEMANT GUPTA	CFO	90600	Not Applicable
3.	AMIT GUPTA	Knitted Department Head	90500	Not Applicable
4.	KRISHANKANT GUPTA	Managing Director	90500	Not Applicable
5.	SURENDRA GUPTA	Factory Manager	90500	Not Applicable
6.	MAHESH GUPTA	Head – domestic Sales	90500	Not Applicable
7.	MADANLAL GUPTA	Non -Executive Director	135300	Not Applicable
8.	ARUN GUPTA	Trouser Department Head	135300	Not Applicable
	TOTAL		**16,27,400**	

8. **The change in control if any in the company that would occur consequent to the preferential offer;**

The proposed Preferential Allotment of Convertible Warrants will not result in any change in the management and control of the Company.

9. **Time frame within which the preferential allotment shall be completed:**

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Convertible Warrants within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extraordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

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 (Appx.)		No of shares held	% of share holding (Appx.)
A	Promoters Holding					
1	Indian					
	Individual	4291730	73.04	813700	5105430	68.04
	Bodies corporate & LLP	-	-	-	-	-
	Sub-total	**4291730**	**73.04**	**813700**	**5105430**	**68.04**
2	Foreign Promoters	-	0.00	-	-	0.00
	Sub-total (A)	**4291730**	**73.04**	**813700**	**5105430**	**68.04**
B	Non-promoters' holding					
	Institutional investors	-	-	-	-	-
	Non-institution					
	Private corporate bodies	114000	9.05	-	114000	1.94
	Indian public & HUF	1454000	15.69	813700	2267700	30.22
	(Others (including NRIs)	16000	0.27	-	16000	0.27
	Sub-total (B)	**1584000**	**25.01**	**813700**	**2397700**	-
C	Non Promoter & Non Public	-	0.00	-	-	0.00
	GRAND TOTAL (A) + (B) + (C)	**5875730**	**100.00**	**1627400**	**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.

11. **Consequential Changes in the Voting Rights:**

Voting rights will change according to the change in the shareholding pattern mentioned above.

12. **All proposed allottees are natural persons, accordingly there are no ultimate beneficial owners of the warrant proposed to be allotted. There will be no change in control post preferential issue.**

13. **There were no allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**

    During the period from 01st April 2023 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

14. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable**

15. **Undertakings:**

    i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

    ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked–in till the time such amount is paid by the allottees.

16. **Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**

    Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are wilful defaulters.

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 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).

18. **Name and the address of Valuer who performed valuation- Not Applicable**

19. **Current and Proposed Status of the Allottees :**

    The Current and Proposed Status of the allottees will be as per table below:

Sr. No.	Name of Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Current Status	Post Preferential issue Status
1.	VIJAYKUMAR GUPTA	90500	Promoter	Promoter
2.	HEMANT GUPTA	90600	Non promoter but Promoter Group	Non promoter but Promoter Group

3.	AMIT GUPTA	90500	Non promoter but Promoter Group	Non promoter but Promoter Group
4.	KRISHANKANT GUPTA	90500	Promoter	Promoter
5.	SURENDRA GUPTA	90500	Non promoter but Promoter Group	Non promoter but Promoter Group
6.	MAHESH GUPTA	90500	Non promoter but Promoter Group	Non promoter but Promoter Group
7.	MADANLAL GUPTA	135300	Promoter	Promoter
8.	ARUN GUPTA	135300	Non promoter but Promoter Group	Non promoter but Promoter Group
Others				
9.	KARUNA KAMLESH JAIN	54000	Non- Promoter	Non- Promoter
10.	TANVI CHATURVEDI	54000	Non- Promoter	Non- Promoter
11.	KUNWAR JAVED	41500	Non- Promoter	Non- Promoter
12.	HEMRAJ	15500	Non- Promoter	Non- Promoter
13.	ANJU VINAY MODI	26800	Non- Promoter	Non- Promoter
14.	MINU VIKASH MODI	26800	Non- Promoter	Non- Promoter
15.	JAGENDER GUPTA	26800	Non- Promoter	Non- Promoter
16.	ABHISHEK CHOTIA	26800	Non- Promoter	Non- Promoter
17.	AJAYKUMAR JAIPRAKASH GUPTA HUF	324500	Non- Promoter	Non- Promoter
18.	KUNWAR RIZWAN	211000	Non- Promoter	Non- Promoter
19.	JYOTI BHIRWANI	6000	Non- Promoter	Non- Promoter
TOTAL		**16,27,400**		

20. Certificate of Practicing Company Secretary:

A copy of the certificate from PCS Hemant Maheshwari, Proprietor of H. Maheshwari & Associates (Company Secretaries) certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extraordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 20th March, 2024.

Further the Certificate is hosted on the website of the Company in the following link: - https://www.vkmgroups.com/certificate-of-compliance-from-company-secretary-in-practice-for-preferential-allotment/

21. Lock-in period

Convertible Warrants and Equity Shares to be allotted on conversion of convertible warrants shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of atleast 90 trading days from the date of allotment of warrants.

22. Material Terms of Issue of Convertible Warrants – The Issue of Convertible Warrants shall be subject to following terms and conditions:

i. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs. 10/- each to the Warrant holders.

ii. 25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 10/- each at a price of Rs. 192.50/- each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

23. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Company nor its promoters and directors are wilful defaulters as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

24. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue of 16,27,400 Convertible Warrants convertible into equivalent number of Equity Shares of Face Value of Rs. 10/- (Rupee Ten) each at an issue price of Rs. 192.50/- (One Hundred and Ninety Two rupees and Fifty Paise only) each including premium of Rs. 182.50/- (Rupees One Hundred Eighty Two and Fifty Paise only) each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 24th February, 2024.

25. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 31,32,74,500/- by way of Preferential Issue of 16,27,400 Convertible Warrants.

26. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Total 8 (Eight) Individual forming part of the Promoter/ Promoter Group of the Company intends to subscribe to the Offer aggregating to 8,13,700 of Convertible Warrants as mentioned above.

27. **Principle terms of assets charged as securities:** Not Applicable

28. **Interest of the Promoters/ Directors:**

none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item 02.

Alteration in Main Objects Clause of Memorandum of Association

The company proposes to undertake the business to carry on the business of To carry on the business of manufacturers, importers, exporters and traders of all types of shoes, baby kits, diapers, sanitary pads and men's and women's innerwear and run its business also on using E- Commerce and also want to do software designing for textiles industry for attainment of the main objects mentioned in clause 1 to 4 above.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of "Clause 4" and "Clause 5"after the existing "Clause 3" to the Main Object Clause para (III)(A) of the Memorandum of Association of the Company as stated in the resolution in the annexed notice.

The above amendment would be subject to the approval of the Registrar of Companies, Mumbai and any other statutory or Regulatory authority, as may be necessary.

none of the Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice.

By Order of the Board
For Veekayem Fashion and Apparels Limited

Sd/-
Gopika Singh
Company Secretary
ACS-23550

Date: 24th February, 2024
Place: Mumbai

VEEKAYEM FASHION AND APPARELS LIMITED

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

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

Telephone No. 022- 40351414, 40351481

CIN: U17120MH1985PLC037516

ATTENDANCE SLIP

(Full name of the members attending_____
(In block capitals)
Ledger Folio No./Client ID No. No._____of shares held:

Name of Proxy_____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of the VEEKAYEM FASHION AND APPARELS LIMITED 113, UDYOG BHAVAN, SHARMA IND. ESTATE, WALBHAT ROAD, GOREGAON EAST, MUMBAI – 400063 on Wednesday, 20th March 2024 at 03:30 P.M.

(Member's /Proxy's Signature)

Note:

1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

2) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Form No. MGT-11,
Proxy Form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on at 113, Udyog Bhavan, Sharma Ind. Estate, Walghat Road, Goregaon East, Mumbai MH 400063 IN, Mumbai – 400057, on Wednesday 20th March 2024 at 03:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I /we Assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To consider Preferential Issue of 1627400 Convertible Warrants		
2.	To consider Alteration in Main Objects Clause of Memorandum of Association of the Company by adding 4TH and 5th CLAUSE IN PARA III. (A) and to be read as follows:		

***Applicable for investors holding shares in Electronic form.**

Signed this____day of___2024

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder Across Revenue Stamp

Note:
1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2) The proxy need not be a member of the company.

VEEKAYEM FASHION AND APPARELS LIMITED

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

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

Telephone No. 022- 40351414, 40351481

CIN: U17120MH1985PLC037516

POLLING PAPER (FORM NO.MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **VEEKAYEM FASHION AND APPARELS LIMITED**

Registered Office: 113, UDYOG BHAVAN, SHARMA IND. ESTATE, WALBHAT ROAD, GOREGAON EAST, MUMBAI - 400063

CIN: U17120MH1985PLC037516

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

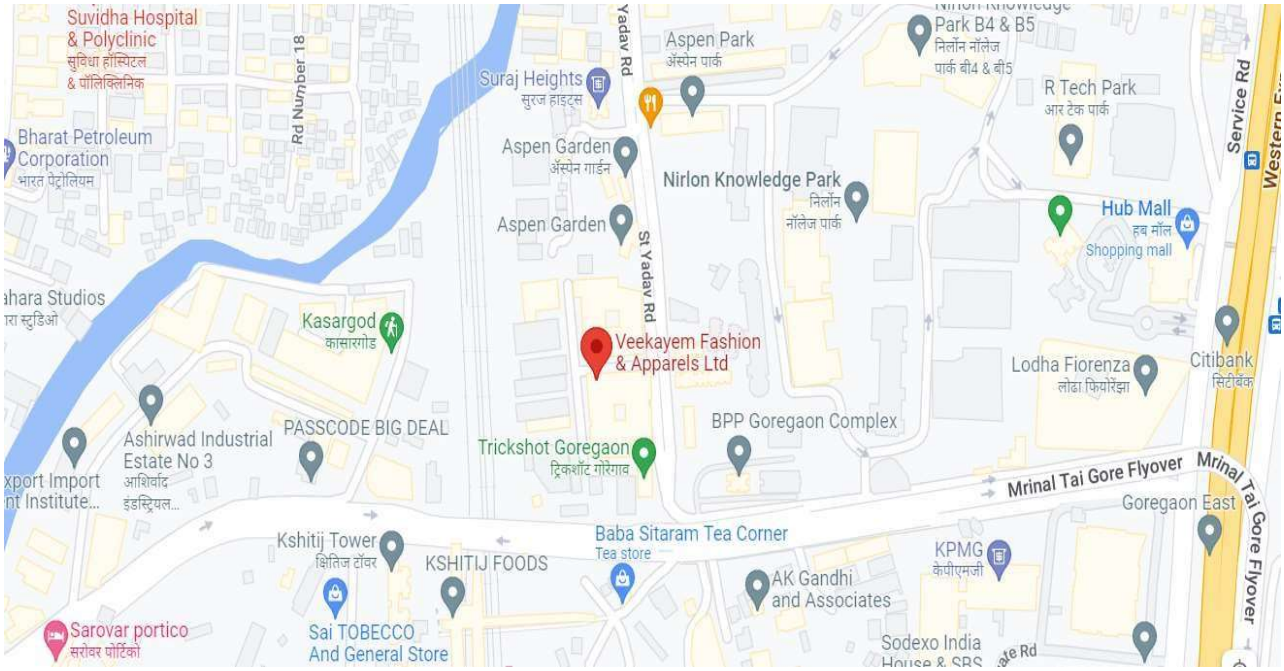
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1.	To consider Preferential Issue of 1627400 Convertible Warrants				
2	To consider Alteration in Main Objects Clause of Memorandum of Association of the Company by adding 4TH and 5th CLAUSE IN PARA III. (A) and to be read as follows:				

Place: Mumbai
Date:

(Signature of the shareholder)

ROUTE MAP FOR VENUE OF THE EGM



VENUE OF EGM

113, UDYOG BHAVAN, SHARMA IND. ESTATE, WALBHAT ROAD, GOREGAON EAST,
MUMBAI 400063 MH IN