Vinny Overseas Limited
A Govt. Recognised One Star Export House
MFG. OF RAYON - COTTON - POLYESTER - FASHION WEAR OF FABRICS
B/h.. International Hotel, Narol-Isanpur Road, Narol, Ahmedabad-382 405. (Guj.) INDIA.
(M) 9328804500-6300-7400 E-mail : cfo@vinnyoverseas.in, vinnyoverseas@gmail.com, vinnyoverseas2001@yahoo.com
Web. : www.vinnyoverseas.in • CIN : L51909GJ1992PLC017742

Date: 03/09/2026

To,

NATIONAL STOCK EXCHANGE OF INDIA LIMITED,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051,
Maharashtra,
India.
Trading Symbol: VINNY

BSE LIMITED,
The Corporate Relationship Department,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
25th Floor, P. J. Tower, Dalal Street,
Fort, Mumbai- 400 001, Maharashtra.
India.
Script Code: 543670

ISIN: **INE01KI01027**

Dear Sir/ Ma'am,

Sub.: Notice of 34th Annual General Meeting.

This is to inform that the 34th Annual General Meeting ("AGM") of the Company will be held on Friday, 25th September, 2026 at 02:30 p.m. through Video Conferencing/ Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Notice of 34th AGM is attached herewith.

The aforesaid Notice of AGM is also available at the website of the Company i.e www.vinnyoverseas.in

This is for your information and record.

Thanking you,

Yours Faithfully,

For, Vinny Overseas Limited

BHAVESH KANTIBHAI VAGHASIYA
Digitally signed by BHAVESH KANTIBHAI VAGHASIYA
Date: 2026.09.03 18:00:46 +05'30'

CS Bhavesh Vaghasiya
Company Secretary and Compliance Officer
M No. A49340

NOTICE IS HEREBY GIVEN THAT THE 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF VI NNY OVERSEAS LI MI TED WI LL BE HELD THROUGH VIDEO CONFERENCING ("VC") / OT HE R A U DI O-VISUAL MEANS ("OAVM"), ON FRIDAY, SEPTEMBER 25, 2026, AT 02:30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2026 together with the reports of Board of Directors and the Auditors thereon.
2. To appoint a director in place of Ms. Nishita Shah (DIN: 07197925) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Dhawal Sharad Jadhav (DIN: 02885608) as an Independent Director 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, 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dhawal Sharad Jadhav (DIN: 02885608), who has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from August 05, 2026.

RESOLVED FURTHER THAT Mr. Dhawal Sharad Jadhav shall be entitled to receive sitting fees for attending meetings of the Board of Directors and the Committees thereof, and remuneration by way of commission or such other remuneration as may be determined by the Board of Directors, subject to the limits and conditions prescribed under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

4. To reappointment of Mr. Parag Kailash Chandra Jagetiya as an independent director 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, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Parag Kailash Chandra Jagetiya (DIN: 08902895), whose first term as an Independent Director of the Company will expire at the close of business on 26.09.2026 and who is eligible for reappointment as an Independent Director for a second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 27 .09.2026 to 26 .09.2031.

RESOLVED FURTHER THAT Mr. Parag Kailash Chandra Jagetiya shall be entitled to receive sitting fees for attending meetings of the Board of Directors and the Committees thereof, reimbursement of expenses incurred in connection with attending such meetings, and such remuneration by way of commission or other remuneration as may be determined by the Board of Directors from time to time, subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

5. To reappointment of Mr. Divyaprakash Jagdishchandra Chechani as an independent director 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, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Divyaprakash Jagdishchandra Chechani (DIN: 08921232), whose first term as an Independent Director of the Company will expire at the close of business on 26.09.2026 and who is eligible for re-appointment as an Independent Director for a second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 27.09.2026 to 26.09.2031.

RESOLVED FURTHER THAT Mr. Divyaprakash Jagdishchandra Chechani shall be entitled to receive sitting fees for attending meetings of the Board of Directors and the Committees thereof, reimbursement of expenses incurred in connection with attending such meetings, and such remuneration by way of commission or other remuneration as may be determined by the Board of Directors from time to time, subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

6. RATIFICATION OF REMUNERATION OF COST AUDITOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ORDINARY RESOLUTION.

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration of ₹54,000 (Rupees Fifty Four Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. KVM & Co., Cost Accountants, Ahmedabad (Firm Registration No. 000458), appointed by the Board of Directors at its meeting held on May 20, 2026, on the recommendation of the Audit Committee, as the Cost Auditor of the Company for conducting the audit of the cost records for the financial year ending March 31, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

FOR AND ON BEHALF OF THE BOARD
VINNY OVERSEAS LIMITED
SD/-
MR. HIRALAL JAGDISHCHAND PAREKH
(MANAGING DIRECTOR)
DIN: 00257758
PLACE: AHMEDABAD
DATE: 02/09/2026

NOTES:

1. The Ministry of Corporate Affairs ("MCA") issued the General Circular Nos.:14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020 and 10/2022 dated 28th December, 2022 (Collectively Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024, dated September 19, 2024, Circular No. 03/2025 dated September 22, 2025 and all other relevant circulars issued from time to

time (collectively referred to as "MCA General Circulars"), The Securities and Exchange Board of India ("the SEBI") has also issued the Circular Nos.: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 (Collectively referred to as "the SEBI Circulars") permitting the holding of the AGMs, through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the SEBI Circulars, provisions of the Companies Act, 2013 ("Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015), the AGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of the Members.

2. Since this AGM is being held through VC/OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice. However, a Body Corporate Member are entitled to appoint an Authorised Representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The Body Corporate Member intending to authorize its representatives to attend the AGM are requested to submit to the Company, a certified true copy of the Board Resolution/authorization document, authorizing their Representative to attend and vote, on their behalf at the AGM.

As the AGM is being held through VC/OAVM in accordance with the MCA General Circulars, the last of which is General Circular No. 03/2025 dated 22nd September, 2025, the deemed venue of the 34th Annual General Meeting shall be the Registered Office of the Company at B/h. International Hotel, Narol-Isanpur Road, Narol, Ahmedabad – 382405, Gujarat. All documents referred to in the Notice will be available for inspection electronically during the AGM.

3. The Register of Members and Transfer Book of the Company will remain closed from Saturday, the 19th day of September 2026 to Friday, the 25th day of September 2026 (Both days inclusive) for the purpose of 34th AGM.

4. The Company has engaged the services of National Securities Depository Limited, as the authorized agency for conducting the e-AGM, providing remote e-voting and e-voting facility for/during the AGM of the Company. The instruction for participation by the Members is given in the subsequent paragraphs.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

6. As per the provisions of Section 124(5) of the Act, unclaimed dividend is liable to be transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government after the expiry of seven years from the date they become due for payment. As per Section 124 of the Act, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the IEPF. Currently, there are no dividend outstanding which are required to be transferred to the IEPF.

7. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for the F.Y. 2025-26, is being sent only through electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL) ("the Depositories"). The Members may note that the Notice and the Annual Report for the F.Y. 2025-26 will also be available on the Company's website i e. www.vinnyoverseas.in ; on the website of the BSE Limited and the National Stock Exchange of India Limited i.e. www.bseindia.com & www.nseindia.com , respectively.

8. The Notice of the 34th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent to the Members, whose e-mail IDs are registered with the Company/Depositories, for communication purposes. In case the Shareholder's e-mail ID is already registered with the Company/Depositories, login details for e-voting shall be sent on the registered e-mail ID.

9. In case the Shareholder holding Shares in physical mode has not registered his/her e-mail ID with the Company/Depositories, he/she may do so by sending a duly signed request letter to Bigshare Private Limited by providing Folio No. and name of the Shareholder at Bigshare Private Limited (Unit- Vinny Overseas

Limited), Office No S6-2 | 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 | Maharashtra | India., E-mail Id: ivote@bigshareonline.com.

10. In case the Shares are held in demat mode, the Shareholder may contact the Depository Participant ("DP") and register the e-mail in the demat account as per the process followed and advised by the DP.

11. The SEBI vide its Notification i.e. the SEBI (LODR) (Amendment) Regulations, 2022, dated 24th January, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Further, the SEBI, vide its Circular No.:-

SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has clarified that the Listed Companies, with immediate effect, shall issue the Securities in dematerialized form only while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc.

In view of the same and to eliminate all risks associated with physical Shares and avail various benefits of dematerialisation, the Members are advised to dematerialise the Shares held by them in physical form.

12. The Members are advised to avail the nomination facility in respect of Shares held by them pursuant to the provisions of Section 72 of the Act. The Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, power of attorney, change of address/name, Income Tax Permanent Account Number (PAN), etc. to their DP only. Changes intimated to the DP will be automatically reflected on the Company's record which will help the Company and its RTA to provide efficient & better services. The Members holding the Shares in physical mode are requested to intimate all above mentioned changes to RTA – Bigshare Services Private Limited or the Company as soon as the change occurs.

13. The Members holding Shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA Bigshare Private Limited. In respect with Shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

14. The SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/687 dated December 14, 2021, have made it mandatory to furnish PAN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the said document / details are not available on or after April 01, 2023, shall be frozen and Shareholder will not be eligible to lodge grievance or avail service request from the RTA and will not be eligible for receipt of dividend in physical mode. Further, Shareholders holding Shares in physical mode were to link their PAN with Aadhaar by March 31, 2022 as specified by the Central Board of Direct Taxes to avoid freezing of folio. Further, as per the above Circular of the SEBI, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025. Keeping the above statutory requirements in view, Members holding Shares in physical form are requested to furnish valid PAN, KYC and Nomination details immediately to the RTA / Company in the required forms, to ensure that, their folios are not frozen on or after April 1, 2023. The Company had sent communication letters on above to respective Shareholders for submission of required documents.

15. The Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the Meeting, Replies will be provided in respect of such queries received in writing, only at the Meeting.

16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection by writing to the Company at its email ID cs@vinnyoverseas.in till the date of the AGM.

17. Non-resident Indian Shareholders are requested to inform about the change in the residential status on return to India for permanent settlement, immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be.

18. The Company is having depository arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the Shareholders to hold and trade Company's equity Shares in electronic form. Interested Shareholders can avail this facility by opening a beneficiary account with depository participants. For more details, Shareholders may contact the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited (Unit- Vinny Overseas Limited), Office No S6-2 | 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 | Maharashtra | India., E-mail Id: ivote@bigshareonline.com.

19. The Board of Directors has appointed M/S Ladhawala & Associates Company Secretaries (M.No.41819) (COP No.16599), Partnership Firm, Practicing Company Secretary, having Office at A 909, Ashutosh Group, Aatma House, Opp. LA-Gajjar Complex, Ashram Road, Ellisbridge, Ahmedabad- 380006, to act as Scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.

20. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.vinnyoverseas.in and on the website of e-voting agency i.e. https://www.evoting.nsdl.com/ and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and will be communicated to the Stock Exchange.

21. Voting through electronic means:

(a) The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Secretarial Standards-2 issued by the Institute of Companies Secretaries of India (ICSI) on General Meetings and in compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means to all its Members to enable them to cast their votes electronically. The Company has made necessary arrangements with National Securities Depository Limited (NSDL) to facilitate the Members to cast their votes from a place other than the venue of the AGM [remote e-voting].

(b) 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 shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not Members as on the cut-off date should treat this notice for information purpose only.

(c) The Notice will be displayed on the website of the Company i.e. www.vinnyoverseas.in ; on the website of e-voting agency i.e. https://www.evoting.nsdl.com/ and on the website of BSE Limited and National Stock Exchange of India Limited i.e. www.bseindia.com & www.nseindia.com, respectively.

(d) The Members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.

(e) The Members whose names appear in the Register of Members/List of Beneficial Owners as on cut-off date are entitled to vote on Resolutions set forth in the Notice. Eligible Members who have acquired Shares after the dispatch of the Annual Report and holding Shares as on the cut-off date may approach RTA for issuance of the USER ID and Password for exercising their right to vote by electronic means.

(f) The remote e-voting period will commence at 09:00 a.m. (IST) on Tuesday, September 22, 2026 and will end at 05:00 p.m. (IST) on Thursday, September 24, 2026. During this period Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 18, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.