

NOTICE is hereby given that the 1st Annual General Meeting of the Members of Vardhman Appliances Limited will be held on Friday, 27th September, 2024 at 04:00 PM at Plot No. 43, First Floor, Rajasthani Udyog Nagar Adarsh Nagar, Delhi- 110033 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the company for the period ended 31st March, 2024 together with Report of the Board of Directors and Auditors thereon:

2. To appoint the Statutory Auditors and to fix their remuneration:

To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time SALIL & CO., Chartered Accountants FRN: 500135N, be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held for the Financial year 2028-29, at such remuneration as may be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.”

3. To appoint a Director in place of Mr. Piyush Jain (DIN 03437549) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment:

To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Piyush Jain (DIN: 03437549), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

4. To appoint a Director in place of Mr. Vinod Kumar Jain (DIN 00087174) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Vinod Kumar Jain (DIN: 00087174), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”

SPECIAL BUSINESS:

5. Regularization of appointment of Ms. Apeksha Lodha, DIN 10061720, an additional independent director as an independent director of the company.

To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Apeksha Lodha, DIN: 10061720, who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on 09/08/2024 in which additional Independent director appointed and whose term of office expires at the ensuing Annual General Meeting (‘AGM’) and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, recommended by the Nomination & Remuneration Committee and Board of Directors for appointment, whose candidature is received for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 09/08/2024 for a term up to 08/08/2029, not liable to retire by rotation.”

6. Regularization of Mr. Akhil Jain, DIN 07475298, additional director (Non-Executive), as director in the Annual General Meeting.

To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Akhil Jain, DIN: 07475298, who was appointed as an Additional Director (Non Executive) of the Company by the Board of Directors with effect from 21/12/2023 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, whose candidature is received for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Regularization of appointment of Mr. Mamraj Agarwal, DIN 00180671, an additional independent director as an independent director of the company.

To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152,160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Mamraj Agarwal, DIN: 00180671, who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on 21/12/2023 in which additional

Independent director appointed and whose term of office expires at the ensuing Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, recommended by the Nomination & Remuneration Committee and Board of Directors for appointment, whose candidature is received for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 21/12/2023 for a term up to 20/12/2028 not liable to retire by rotation."

8. Regularization of Mr. Sambhav Jain, DIN 08413272, additional director as director in the Annual General Meeting.

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

"RESOLVED THAT pursuant to Section 197, 198 read with Schedule V or any other applicable provision of the Companies Act, 2013 Mr. Sambhav Jain, DIN: 08413272, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09/08/2024 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, whose candidature is received for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED THAT the consent of the members be and is hereby accorded to pay the remuneration upto Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration."

9. Regularization of Mr. Siddharth Jain, DIN 10204524, additional director as director in the Annual General Meeting.

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

"RESOLVED THAT pursuant to Section 197, 198 read with Schedule V or any other applicable provision of the Companies Act, 2013 Mr. Siddharth Jain, DIN: 10204524, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09/08/2024 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, whose candidature is received for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED THAT the consent of the members be and is hereby accorded to pay the remuneration up to Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration."

10. Regularization of Mr. Vineet Jain, DIN 08413329, additional director as director in the Annual General Meeting.

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

“RESOLVED THAT pursuant to Section 197, 198 read with Schedule V or any other applicable provision of the Companies Act, 2013 Mr. Vineet Jain, DIN: 08413329, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09/08/2024 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, whose candidature is received for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

“RESOLVED THAT the consent of the members be and is hereby accorded to pay the remuneration up to Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.”

11. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025 and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with 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 payable to M/s Goyal, Goyal & Associates Cost Accountants (Firm Registration No. 000100) appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25, amounting to Rs. 3,00,000/- (Three lakhs Rupees only) excluding applicable taxes and out of pocket expenses, if any as incurred in connection with the aforesaid audit be and is hereby confirmed, ratified and approved.

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

12. Approval of appointment of Mr. Piyush Jain as whole time director and designated as Joint Managing Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such approvals as may be necessary, consent of the members be and is hereby accorded for the appointment of Mr. Piyush Jain, DIN: 03437549 as Whole Time Director and designated as Joint Managing Director of the Company for a period of 5 years w.e.f. 09/08/2024, upon the terms and conditions, set out in the Explanatory Statement annexed to the Notice convening this meeting, with the liberty to the Board of Directors to alter and vary such terms of appointment and remuneration so as to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Piyush Jain, DIN: 03437549.

“RESOLVED THAT the consent of the members be and is hereby accorded to pay the remuneration upto Rs. 10 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.”

13. Approval of the alteration of the article of association of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

"The existing Articles of Association (“AOA”) are required to be altered based on the shareholders’ agreement dated May 23, 2024, executed by and between, inter alia, the Company, and the investor i.e. India Inflection Opportunity Trust (the “Investor”). With the execution of the agreement, Part B (Amended Articles) (**Annexure A**) is required to be added and the existed Articles to be made Part A."

“RESOLVED FURTHER THAT Mr. Saurabh Kumar Mishra, PAN: AZQPM2458M, Company Secretary of the Company be and is hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid Resolution, including, but not limited to filing of necessary statutory documents with concerned Registrar of Companies and other statutory authorities, as applicable.”

14. Issuance of Equity Shares through preferential placement for consideration other than cash.

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

“RESOLVED THAT in accordance with Section 42 & 62 of the Companies Act, 2013 read with Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, subject to the provisions of the Articles of Association of the Company and other laws applicable to the Company, Consent and approval of the members of the company be and is hereby accorded to offer, issue, and allot 7,27,274 (Seven Lakh Twenty Seven Thousand Two Hundred And Seventy Four) Equity Shares at a face value of Rs. 10 (Rupees Ten) each at premium of Rs. 151.16 per Share aggregating to Rs.11,72,07,477.84/- (Rupees Eleven Crore Seventy Two Lakh Seven Thousand Four Hundred And Seventy Seven and Eighty four Paise Only) on a Preferential Allotment Basis by share swap ratio of 1:2.75 on such terms and conditions as the Board of Directors may, from time to time, deem fit and most beneficial to the Company and any fraction shall be rounded off to the nearest integer.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank pari passu with the existing Shares of the company in all respects.”

**By Order of the Board of Directors
For Vardhman Appliances Limited**

Saurabh Kumar Mishra

PAN : AZQPM2458M

Company Secretary

Address : S-431, 3rd Floor, School Block, Shakarpur Delhi, India 110092

Date: 05/09/2024

Place: Delhi

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxy Form is attached with this notice separately.
2. Members are requested to notify immediately any change of address to the Company at its Registered Office, quoting their folio number.
3. Members are requested to bring their attendance slip attached along with their copy of Notice to the Meeting.
4. With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of the Annual General Meeting of the company is annexed separately.
5. The required Statutory Register maintained under the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 - Regularization of appointment of Ms. Apeksha Lodha, DIN 10061720, an additional independent director as an independent director of the company:

The Board of Directors of your Company had appointed Ms. Apeksha Lodha, DIN: 10061720 as an Additional Independent Director w.e.f. 09/08/2024, in terms of Section 161 of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013, Ms. Apeksha Lodha, DIN: 10061720 shall hold office as an Additional Independent Director upto the ensuing Annual General Meeting.

Brief Profile of Ms. Apeksha Lodha, DIN: 10061720

Particulars	Details
DIN	10061720
Date of Birth (Years)	17/10/1993 (30 Years)
Date of Appointment (Proposed)	09/08/2024
Qualifications	B.A LL.B from Jindal Global Law School, O.P Jindal Global University, Sonipat in 2016
Experience in specific functional areas	Apeksha Lodha is a Partner at the Law Firm and has rich experience in the field of civil and commercial litigation and arbitration. She completed her B.A LL.B from Jindal Global Law School, O.P Jindal Global University, Sonipat in 2016. She appears regularly before District Courts, High Courts and Supreme Court. She has dealt with matters pertaining to contractual disputes, maritime law, negotiable instruments

	act, arbitration. She has appeared before the High Courts in writ jurisdiction representing oil and gas companies, educational institutions, insurance companies and infrastructure companies.
Directorship held in Other company	One(1) i.e. E2fa Foundation
Membership/ Chairmanship of Committees of other Boards	Chairman of Nomination and Remuneration committee at Vardhman Appliances Limited
Number of shares held in the company	Nil
Past Remuneration	Sitting fees as approved by the Board
Proposed Remuneration	
Terms and conditions of appointment or re-appointment	Ms. Apeksha Lodha has been appointed for 5 years i.e 09/08/2024 to 08/08/2024 as an Independent Director of the Company and is not liable to retire by rotation, Appointed
Date of first appointment on the Board	09/08/2024
Relationship with other Directors, Manager and other KMP of the company	None
The number of Meetings of the Board attended during the year	-

The Company has received from Ms. Apeksha Lodha, DIN: 10061720 (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,

(ii) Intimation in Form DIR-8 in terms of Rule 14 of the said Rules, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such appointment and

(iii) A declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Apeksha Lodha, DIN: 10061720 as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from 09/08/2024 for a term up to 08/08/2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Further pursuant to said section, she will not be liable to retire by rotation. In the opinion of the Board, Ms. Apeksha Lodha, DIN: 10061720 fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is independent of the management. A copy of the letter for the appointment of Ms. Apeksha Lodha, DIN: 10061720 as an Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

No director, key managerial personnel or their relatives, except Ms. Apeksha Lodha, DIN: 10061720, to whom the resolution relates, are interested or concerned in the resolution.

The Board of Directors commends the resolution as set out at Item No. 5 for approval of the members as an ordinary resolution.

Item No. 6 - Regularization of Mr. Akhil Jain, DIN 07475298, additional director, as director in the Annual General Meeting:

Mr. Akhil Jain, DIN: 07475298 was appointed as an additional director with effect from 21/12/2023 pursuant to Section 161 of the Companies Act, In this regard, the Board feels that presence of Mr. Akhil Jain, DIN: 07475298 on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption.

All directors of the Company are interested except Independent Directors and key managerial personnel are not interested or concerned in the resolution.

Item No. 7 - Regularization of appointment of Mr. Mamraj Agarwal, DIN 00180671, an additional independent director as an independent director of the company:

The Board of Directors of your Company had appointed Mr. Mamraj Agarwal, DIN: 00180671 as an Additional Independent Director w.e.f. 21/12/2023, in terms of Section 161 of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013, Mr. Mamraj Agarwal, DIN: 00180671 shall hold office as an Additional Independent Director upto the ensuing Annual General Meeting.

Brief Profile of Mr. Mamraj Agarwal, DIN: 00180671

Particulars	Details
DIN	00180671
Date of Birth (Years)	07/01/1958 (66 Years)
Date of Appointment (Proposed)	21/12/2023

Qualifications	Chartered Accountant in Practice
Experience in specific functional areas	35 Years of Experience
Directorship held in Other company	Nil
Membership/ Chairmanship of Committees of other Boards	Chairman of Audit Committee at Vardhman Appliances Limited
Number of shares held in the company	Nil
Past Remuneration	Sitting fees as agreed by the Board
Proposed Remuneration	Sitting fees as may be agreed by the Board
Terms and conditions of appointment or re-appointment	Appointed for 5 years from December 21, 2023 to December 20, 2028
Date of first appointment on the Board	21/12/2023
Relationship with other Directors, Manager and other KMP of the company	No relation with any other director
The number of Meetings of the Board attended during the year	3(Three)

The Company has received from Mr. Mamraj Agarwal, DIN: 00180671 (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,

(ii) Intimation in Form DIR-8 in terms of Rule 14 of the said Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and

(iii) A declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Mamraj Agarwal, DIN: 00180671 as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from 21/12/2023 for a term up to 20/12/2028 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further pursuant to said section, he will not be liable to retire by rotation. In the opinion of the Board, Mr. Mamraj Agarwal, DIN: 00180671 fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management. A copy of the letter for the appointment of Mr. Mamraj Agarwal, DIN: 00180671 as an Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

No director, key managerial personnel or their relatives, except Mr. Mamraj Agarwal, DIN: 00180671, to whom the resolution relates, are interested or concerned in the resolution.

The Board of Directors commends the resolution as set out at Item No. 7 for approval of the members as an ordinary resolution.

Item No. 8 - Regularization of Mr. Sambhav Jain, DIN 08413272, additional director as director in the Annual General Meeting:

Mr. Sambhav Jain, DIN: 08413272 was appointed as an additional director with effect from 09/08/2024 pursuant to Section 161, 196, 197, 203, and Schedule V of the Companies Act, 2013, the appointment of a Director, terms and conditions of appointment and remuneration are required to be approved by shareholders at the next general meeting of the company held after the appointment.

The Board of Directors of the Company, recommends the appointment of Mr. Sambhav Jain, DIN: 08413272 for approval of members.

Name	Mr. Sambhav Jain, DIN: 08413272
Designation	Director
Salary inclusive of all allowances	Remuneration upto Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.
Retirement Benefits	Company's Contribution towards Provident Fund, Gratuity as per the rules of the Company.
Minimum Remuneration	Where in any financial year during the currency of tenure of the Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

General Information

Nature of industry	Manufacturing and Wholesale in electronic and all kinds of other household appliances
Date or expected date of commencement of commercial production.	August 07, 2023
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
Financial performance based on given indicators.	The company has recognized total Income of Rs. 24262.59 Lakhs .The Company has earned a net profit of

	Rs.1041.37 Lakhs for the year ended 31st March 2024. Earnings per share Rs 4.01 during the year.
Foreign Investments or collaborators, if any.	NIL

2. Information about the Appointee

Name	Mr. Sambhav Jain, DIN: 08413272
Designation	Additional Director
Proposed Designation	Director
DIN	08413272
Date of Birth	03/08//1991
Original Date of Appointment	09/08/2023
Proposed Date of Appointment	09/08/2024
Qualifications	MBA from the US
Shareholding, if any.	2,080,000 share of (Equity) (7.62% % of the Paid-up share capital of the Company)
Experience in specific functional areas	Mr. Sambhav Jain brings a blend of technical and managerial expertise, with a background in electronics and communication and an MBA from the US. His previous experience in the corporate sector has helped him to effectively manage the water heating and e-commerce segments.
Directorship held in Other public company	Vardhman Home Appliances Limited
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	-
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Past Remuneration	-
Proposed Remuneration w.e.f. 09/08/2024	Remuneration upto Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial	Son of Director.

personnel, if any	
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3. Other information

Reasons of inadequate profit: Uncertain economic conditions, poor economic growth, high inflation, slow-down industry growth severely affected the market. This had an adverse effect on productivity and profitability of the company.

Steps taken or proposed to be taken for improvement: Company is trying to tap new markets and to identify new sources for procurement of raw material at cheaper cost and taking necessary steps recover dues from the clients.

Expected increase in the productivity and profits in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve further in near future and the management is optimistic of achieving improvement in performance.

4. Disclosures

Information on the remuneration package of the managerial personnel: The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.

All directors of the Company are interested except Independent Directors and key managerial personnel are not interested or concerned in the resolution.

Item No. 9 - Regularization of Mr. Siddharth Jain, DIN 10204524, additional director as director in the Annual General Meeting:

Mr. Siddharth Jain, DIN: 10204524 was appointed as an additional director with effect from 09/08/2024 pursuant to Section 161, 196, 197, 203, and Schedule V of the Companies Act, 2013, the appointment of a Director, terms and conditions of appointment and remuneration are required to be approved by shareholders at the next general meeting of the company held after the appointment.

The Board of Directors of the Company, recommends the appointment of Mr. Siddharth Jain, DIN: 10204524 for approval of members.

Name	Mr. Siddharth Jain, DIN: 10204524
Designation	Director
Salary inclusive of all allowances	Remuneration upto Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.
Retirement Benefits	Company's Contribution towards Provident Fund, Gratuity as per the rules of the Company.
Minimum	Where in any financial year during the currency of tenure of the Director,

Remuneration	the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.
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Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

General Information

Nature of industry	Manufacturing and Wholesale in electronic and all kinds of other household appliances
Date or expected date of commencement of commercial production.	August 07, 2023
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
Financial performance based on given indicators.	The company has recognized total Income of Rs. 24262.59 Lakhs .The Company has earned a net profit of Rs.1041.37 Lakhs for the year ended 31st March 2024. Earnings per share Rs 4.01 during the year.
Foreign Investments or collaborators, if any.	NIL

2. Information about the Appointee

Name	Mr. Siddharth Jain, DIN: 10204524
Designation	Additional Director
Proposed Designation	Director
DIN	10204524
Date of Birth	16/05//1987
Original Date of Appointment	09/08/2023
Proposed Date of Appointment	09/08/2024
Qualifications	BBA and MBA degree holder
Shareholding, if any.	2,080,000 share of (Equity) (7.62% % of the Paid-up share capital of the Company)
Experience in specific functional areas	Mr. Siddharth Jain is a BBA and MBA degree holder and is responsible for managing the group's backward integration services. He is in charge of the fabrication, paint shop and

	molding units.
Directorship held in Other public company	Nil
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	-
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Past Remuneration	-
Proposed Remuneration w.e.f. 09/08/2024	Remuneration upto Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Son of Director.

3. Other information

Reasons of inadequate profit: Uncertain economic conditions, poor economic growth, high inflation, slow-down industry growth severely affected the market. This had an adverse effect on productivity and profitability of the company.

Steps taken or proposed to be taken for improvement: Company is trying to tap new markets and to identify new sources for procurement of raw material at cheaper cost and taking necessary steps recover dues from the clients.

Expected increase in the productivity and profits in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve further in near future and the management is optimistic of achieving improvement in performance.

4. Disclosures

Information on the remuneration package of the managerial personnel: The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.

All directors of the Company are interested except Independent Directors and key managerial personnel are not interested or concerned in the resolution.

Item No. 10- Regularization of Mr. Vineet Jain, DIN 08413329, additional director as director in the Annual General Meeting:

Mr. Vineet Jain, DIN: 08413329 was appointed as an additional director with effect from 09/08/2024 pursuant to Section 161, 196, 197, 203, and Schedule V of the Companies Act, 2013, the appointment of a Director, terms and conditions of appointment and remuneration are required to be approved by shareholders at the next general meeting of the company held after the appointment.

The Board of Directors of the Company, recommends the appointment of Mr. Vineet Jain, DIN: 03437549 for approval of members.

Name	Mr. Vineet Jain, DIN: 08413329
Designation	Director
Salary inclusive of all allowances	Remuneration upto Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.
Retirement Benefits	Company's Contribution towards Provident Fund, Gratuity as per the rules of the Company.
Minimum Remuneration	Where in any financial year during the currency of tenure of the Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

General Information

Nature of industry	Manufacturing and Wholesale in electronic and all kinds of other household appliances
Date or expected date of commencement of commercial production.	August 07, 2023
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
Financial performance based on given indicators.	The company has recognized total Income of Rs. 24262.59 Lakhs .The Company has earned a net profit of Rs.1041.37 Lakhs for the year ended 31st March 2024. Earnings per share Rs 4.01 during the year.
Foreign Investments or collaborators, if any.	NIL

2. Information about the Appointee

Name	Mr. Vineet Jain, DIN: 08413329
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Designation	Additional Director
Proposed Designation	Director
DIN	08413329
Date of Birth	12/05//1994
Original Date of Appointment	09/08/2023
Proposed Date of Appointment	09/08/2024
Qualifications	MBA graduate from ISB
Shareholding, if any.	2,080,000 share of (Equity) (7.62% % of the Paid-up share capital of the Company)
Experience in specific functional areas	Mr. Vineet Jain an MBA graduate from ISB, is an expert in identifying new product categories and has played a pivotal role in expanding the cooking appliances range, helping it to make it one of the largest portfolios in this segment.
Directorship held in Other public company	Vardhman Home Appliances Limited
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Past Remuneration	-
Proposed Remuneration w.e.f. 09/08/2024	Remuneration upto Rs. 5 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Son of Director.

3. Other information

Reasons of inadequate profit: Uncertain economic conditions, poor economic growth, high inflation, slow-down industry growth severely affected the market. This had an adverse effect on productivity and profitability of the company.

Steps taken or proposed to be taken for improvement: Company is trying to tap new markets and to identify new sources for procurement of raw material at cheaper cost and taking necessary steps recover dues from the clients.

Expected increase in the productivity and profits in measurable terms: The Company is committed to build the business operations within budget and considering that the business

operates on a going concern basis, it is believed that financial position of the company will improve further in near future and the management is optimistic of achieving improvement in performance.

4. Disclosures

Information on the remuneration package of the managerial personnel: The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.

All directors of the Company are interested except Independent Directors and key managerial personnel are not interested or concerned in the resolution.

Item No.11-To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025:

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice and the remuneration of Rs. 3,00,000/- Lakhs (Three Lakhs Rupees only) excluding applicable taxes and out of pocket expenses, if any, payable to the Cost Auditor has to be ratified by the shareholders of the Company.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Goyal, Goyal & Associates (Firm Registration No. 000100), Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of Rs. 3,00,000/- Lakhs (Three Lakhs Rupees only) excluding applicable taxes and out of pocket expenses, if any payable to the Cost Auditor which has to be ratified by the shareholders of the Company.

In making the decision on the appointment and remuneration of the Cost Auditor, the Audit Committee considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

M/s Goyal, Goyal & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company. Therefore, Approval of the Members is required for the payment of above remuneration to the cost auditor.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025. None of the Directors or 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. 11 of the Notice. The Board recommends, the Ordinary Resolution set out at Item No. 11 of the Notice for ratification by the Members of the Company

Item No. 12- Approval of appointment of Mr. Piyush Jain as Whole Time Director designated as Joint Managing Director of the Company:

The board in its meeting held on 09/08/2024 approved the appointment of Mr. Piyush Jain, DIN: 03437549 as Whole Time Director designated as Joint Managing Director of the Company for a

period of 5 years. Pursuant to Section 196, 197, 203, and Schedule V of the Companies Act, 2013, the appointment of a Whole Time Director designated as Joint Managing Director of the Company, terms and conditions of appointment and remuneration are required to be approved by shareholders at the next general meeting of the company held after the appointment.

The Board of Directors of the Company, recommends the appointment of Mr. Piyush Jain, DIN: 03437549 for a period of 5 years at the terms & remuneration as set out herein below, for approval of members.

Name	Mr. Piyush Jain, DIN: 03437549
Designation	Whole Time Director designated as Joint Managing Director
Salary inclusive of all allowances	Rs. 10 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration
Retirement Benefits	Company's Contribution towards Provident Fund, Gratuity as per the rules of the Company.
Minimum Remuneration	Where in any financial year during the currency of tenure of the Whole Time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

General Information

Nature of industry	Manufacturing and Wholesale in electronic and all kinds of other household appliances
Date or expected date of commencement of commercial production.	August 07, 2023
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
Financial performance based on given indicators.	The company has recognized total Income of Rs. 24262.59 Lakhs .The Company has earned a net profit of Rs.1041.37 Lakhs for the year ended 31st March 2024. Earnings per share Rs 4.01 during the year.
Foreign Investments or collaborators, if any.	NIL

2. Information about the Appointee

Name	Mr. Piyush Jain, DIN: 03437549
Designation	Director
Proposed Designation	Whole Time Director designated as Joint Managing Director
DIN	03437549
Date of Birth	01/01//1983
Original Date of Appointment	07/08/2023
Proposed Date of Appointment	09/08/2024
Qualifications	B.tech, MBA
Shareholding, if any.	41,60,000 share of (Equity) (15.24% of the Paid-up share capital of the Company)
Experience in specific functional areas	• Holds Master Degree from Lancaster University United Kingdom in 2005 • Experience of 15+ years in the business • Combines his technical background in computer science and management expertise gathered strategically drives the Company forward. • Expertise to the room heaters and kitchen appliances segment. Spearheading the operations and Finance for the entire group
Directorship held in Other public company	Nil
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	Member of Audit Committee
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Past Remuneration	Basic Salary for FY 2023-24- Rs. 5,00,000 per month, FY 2024-25- Rs. 8,00,000 per month, & FY 2025-26- 10,00,000 per month
Proposed Remuneration w.e.f. 09/08/2024	Rs. 10 lacs per month as decided by the Board for the financial year 2024-2026 as minimum remuneration.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Parmod Kumar Jain is his father.

3. Other information

Reasons of inadequate profit: Uncertain economic conditions, poor economic growth, high inflation, slow-down industry growth severely affected the market. This had an adverse effect on productivity and profitability of the company.

Steps taken or proposed to be taken for improvement: Company is trying to tap new markets and to identify new sources for procurement of raw material at cheaper cost and taking necessary steps recover dues from the clients.

Expected increase in the productivity and profits in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve further in near future and the management is optimistic of achieving improvement in performance.

4. Disclosures

Information on the remuneration package of the managerial personnel: The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.

All directors of the Company are interested except Independent Directors and key managerial personnel are not interested or concerned in the resolution.

Item No. 13 - Approval of the alteration of the article of association of the company:

The existing Articles of Association (“AOA”) are required to be altered based on the shareholders’ agreement dated May 23, 2024, executed by and between, inter alia, the Company, and the investor i.e. India Inflection Opportunity Trust (the “Investor”). With the execution of the agreement, Part B (Amended Articles) (**Annexure A**) is required to be added and the existed Articles to be made Part A.

None of the Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No 12 of the Notice.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the members.

Item No. 14 - Issuance of Equity Shares through preferential allotment for consideration other than cash:

The board of directors has proposed in its meeting held on 04/09/2024 to raise the share capital of the company on a private placement basis. In terms of section 42 and other applicable provisions of the Companies Act, 2013, as well as the relevant rules, made there-under including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 subject to the necessary approval(s), of the member's proposal has been placed for raising funds by offering, issuing, and allotting 7,27,274 (Seven Lakh Twenty Seven Thousand Two Hundred And Seventy Four) Equity Shares at a face value of Rs. 10 (Rupees Ten) each at premium of Rs. 151.16/- (Rupees One Hundred and Fifty One and Sixteen Paise) per Share on a private placement basis for consideration other than cash by share

swap ratio of 1:2.75 on such terms and conditions as the board of directors may, from time to time, deem fit and most beneficial to the company and any fraction shall be rounded off to the nearest integer.

The information as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 for private placement is as under:

Preferential Placement Issue Size, Number of Equity Shares to be issued and nominal Value of each share: Your company proposes to issue 7,27,274 (Seven Lakh Twenty Seven Thousand Two Hundred And Seventy Four) Equity Shares of face value of Rs. 10 (Rupees Ten) each at premium of Rs. 151.16 per Share which aggregates to Rs.117207477.84/- (Rupees Eleven Crore Seventy Two Lakh Seven Thousand Four Hundred And Seventy Seven and Eighty four Paise) on a private placement basis for consideration other than cash by share swap ratio of 1:2.75 in terms of provisions of sections 42 and 62 and all other applicable provisions of the Companies Act, 2013.

Date of Board Meeting for approval of Preferential Placement: 04/09/2024

Nature of Shares: Equity Shares

The object of the Issue: The Company proposes to make Lazer India Private Limited ('LIPL'), group company, its wholly owned subsidiary. For the same, the management proposes to purchase all equity shares from the existing shareholders of LIPL and issue equity shares to the existing shareholders of LIPL through preferential allotment for consideration other than cash.

Manner of Issue of Shares: Private Placement

Price at which such shares are proposed to be issued: Face value of Rs. 10 issued at premium of Rs. 151.16/- per Share

The basis on which the price has been arrived at: Price determined on the basis of valuation by a Registered Valuer; Mr. Bhavesh M Rathod (IBBI Approved Valuer) - IBBI/RV/06/2019/10708 in accordance with the provisions as applicable.

Relevant date with reference to which the price has been arrived at: 31/03/2024

Issue opening period in terms of section 42 of companies Act 2013 read with rule 14 of companies (Prospectus and Allotment of Securities) Rules 2014: Preferential placement pursuant to the special resolution will be kept open from 28/09/2024 to 30/09/2024 (both days inclusive).

Class and Classes of person to whom the allotment is proposed to be made: Eligible Investors.

The intention of promoters, directors or key managerial personnel to subscribe to the offer: Equity Shares are being offered to the promoters of the company and their relatives.

The proposed time within which the allotment shall be completed: The company will complete the issue & allotment of Equity Shares within a period of 60 days from the date of receipt of the share application money.

The names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them:

S. No.	Name	Existing Shareholding	No. of Shares Allotted	% of post issue capital
1	Mr. PARMOD KUMAR JAIN	5200000	145455	19.07
2	Mr. PIYUSH JAIN	4160000	116364	15.26
3	Mr. AKHIL JAIN	4160000	116363	15.26
4	Mr. VINOD KUMAR JAIN	4160000	116364	15.26
5	Mr. SAMBHAV JAIN	2080000	58182	7.63
6	Mr. VINEET JAIN	2080000	58182	7.63
7	Mr. SUBODH KUMAR JAIN	2080000	58182	7.63
8	Mr. Siddharth Jain	2080000	58182	7.63
	Total		727274	

Terms of issue, including terms and rate of dividend on each share, premium, etc.: Equity Shares are issued at a price of Rs. 10 (Rupees Ten) each at premium of Rs. 151.16 per Share per share. The rate of dividend shall be decided by the board of directors.

Terms, manner, and mode of redemption: Not Applicable.

Tenure: Not Applicable.

The change in control, if any, in the company that would occur consequent to the preferential offer: There will be no change in the management control of the company on account of this proposed allotment on a private placement basis.

The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price: 13,03,100 equity shares were issued on private placement basis to India Inflection Opportunity Trust at a premium of Rs. 151.16/- per share in the Board meeting held on June 5, 2024

The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered Valuer: The Company proposes to make Lazer India Private Limited ('LIPL'), group company, its wholly owned subsidiary. For the same, the management proposes to purchase all equity shares from the existing shareholders of LIPL

and issue equity shares to the existing shareholders of LIPL through preferential allotment for consideration other than cash.

Current Shareholding Pattern of the company:

S.No.	Shareholder's Name	No. of Shares Held
1.	Mr. AKHIL JAIN	4160000
2.	INDIA INFLECTION OPPORTUNITY TRUST – INDIA INFLECTION OPPORTUNITY FUND	1303100
3.	Mr. PARMOD KUMAR JAIN	5200000
4.	Mr. PIYUSH JAIN	4160000
5.	Mr. SAMBHAV JAIN	2080000
6.	Mr. SUBODH KUMAR JAIN	2080000
7.	Mr. Siddharth Jain	2080000
8.	Mr. VINEET JAIN	2080000
9.	Mr. VINOD KUMAR JAIN	4160000
	Total:	27303100

The pre-issue and post-issue shareholding pattern of the company:

Equity Share

Sr. No.	Category of Shareholders	Pre-Issue		Post-Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters				
1	Indian				
	Individual	26000000	95.23	26727274	95.35
	Bodies Corporate	0	0	0	0
	Sub-total	26000000	95.23	26727274	95.35

2	Foreign Promoters	0	0	0	0
	Sub-total (A)	26000000	95.23	26727274	95.35
B	Non-Promoter's holding:				
1	Institutional Investors	0	0	0	0
2	Non-Institutions				
	Private Corporate Bodies	1303100	4.77	1303100	4.65
	Directors and Relatives	0	0	0	0
	Indian Public	0	0	0	0
	others (including NRIs)	0	0	0	0
	Sub-total	1303100	4.77	1303100	4.65
C	Total Shareholding	27303100	100	28030374	100

In terms of the provisions of Section 42 of the Companies Act 2013 read with the Rules framed there-under (Act), the company is offering or making an invitation to subscribe to its Equity Shares on a Private Placement Basis, it is mandatory to obtain the prior approval of its shareholders by way of passing a special resolution in general meeting. Therefore, the board has recommended the passing of the resolution, as set out in this notice, by way of a special resolution.

None of the directors, any other key managerial person(s) of the company, and their relatives are in any way, concerned or interested in the said Resolution except to the extent of their shareholding, if any, in the company.

**By Order of the Board of Directors
For Vardhman Appliances Limited**

**Saurabh Kumar Mishra
PAN : AZQPM2458M
Company Secretary
Address : S-431, 3rd Floor, School Block, Shakarpur Delhi, India 110092**

**05/09/2024
Place: Delhi**

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]

CIN: U27509DL2023PLC418176

Name of the Company: Vardhman Appliances Limited

Registered office: Plot No. 43, First Floor, Rajasthani Udyog Nagar Adarsh Nagar, Delhi-110033

Name of the Member(s):	
Registered address:	
Email address:-	
No. of shares held:-	
Folio No/ Client Id:-	
DP ID:-	

I/We, being the member of Vardhman Appliances Limited holding {No of Share} shares of the above named company, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the Company, to be held on the 27th day of September, 2024 at 11:00 AM at Plot No. 43, First Floor, Rajasthani Udyog Nagar Adarsh Nagar, Delhi- 110033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the audited Financial Statements of the company for the period ended 31st March, 2024 together with Report of the Board of Directors and Auditors thereon
2. To appoint the Statutory Auditors and to fix their remuneration
3. To appoint a Director in place of Mr. Piyush Jain (DIN: 03437549) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment
4. To appoint a Director in place of Mr. Vinod Kumar Jain (DIN: 00087174) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment
5. Regularization of appointment of Ms. Apeksha Lodha, DIN: 10061720, an additional independent director as an independent director of the company
6. Regularization of Mr. Akhil Jain, DIN: 07475298, additional director, as director in the Annual General Meeting
7. Regularization of appointment of Mr. Mamraj Agarwal, DIN: 00180671, an additional independent director as an independent director of the company
8. Regularization of Mr. Sambhav Jain, DIN: 08413272, additional director as director in the Annual General Meeting
9. Regularization of Mr. Siddharth Jain, DIN: 10204524, additional director as director in the Annual General Meeting
10. Regularization of Mr. Vineet Jain, DIN: 08413329, additional director as director in the Annual General Meeting
11. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025.
12. Appointment and re-designation of Mr. Piyush Jain, DIN: 03437549 as Whole Time Director of the Company designated as Joint Managing Director of the Company.
13. Approval of the alteration of the article of association of the company
14. Issuance of Equity Shares through private placement for consideration other than cash

Signed on this ____ day of _____

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.

Attendance Slip

1st Annual General Meeting, Friday, 27 September, 2024 AT 04:00 PM

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the 1st Annual General Meeting of the Company on Friday, 27 September, 2024 at 04:00 PM at Plot No. 43, First Floor, Rajasthani Udyog Nagar Adarsh Nagar, Delhi- 110033

Member's/Proxy's name in Block Letters

**Member's/Proxy's
Signature**

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

Vardhman Appliances Limited
Registered Office:- Plot No. 43, First Floor, Rajasthani Udyog Nagar Adarsh Nagar, Delhi- 110033
E-mail ID: legal@vardhmanappliances.com, Contact No.: 9899246658
CIN: U27509DL2023PLC418176

Route Map

Vardhman Appliances Limited
Plot No. 43, First Floor, Rajasthani Udyog Nagar Adarsh Nagar, Delhi- 110033

