

Vardhman Appliances Limited

Registered Office:- Plot No. 43, First Floor, Rajasthani Udyog Nagar Adrash Nagar, Delhi- 110033

E-mail ID: legal@vardhmanappliances.com, Contact No.: 01143970000

CIN: U27509DL2023PLC418176

SHORTER NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of Vardhman Appliances Limited will be held on Tuesday, 30/09/2025 at 03:00 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 Standalone and Consolidated Financial Statements of the company for the period ended 31st March, 2025 together with Report of the Board of Directors and Auditors thereon:

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

“RESOLVED THAT the Audited Standalone and Consolidated Balance Sheet as on 31st March, 2025 and the Profit and Loss Account for the year ending on that date together with Directors’ Report and the Audited Accounts thereon be and are hereby considered, approved and adopted unanimously.”

2. To appoint a Director in place of Mr. Parmod Kumar Jain, 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. Parmod Kumar Jain, 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”.

3. To appoint a Director in place of Mr. Subodh Kumar Jain 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. Subodh Kumar Jain, 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”.

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SPECIAL BUSINESS:

4. Ratification of Remuneration paid to Cost Auditors for FY 2025-26.

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of the remuneration of Rs. 3,00,000/- (Rupees Three lakhs Only) plus applicable taxes and out of pocket expenses, payable to Goyal, Goyal & Associates, having FRN. 000100, “Cost Auditors” appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 be and is hereby ratified.”

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

**Saurabh Kumar Mishra
Company Secretary**

**Date: 23/09/2025
Place: Delhi**

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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.

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

Item No.4 - Ratification of Remuneration paid to Cost Auditors for FY 2025-26:

The Board of Directors of the Company, at its meeting held on September 23, 2025 approved the re-appointment of Goyal, Goyal & Associates, having FRN. 000100 at a remuneration of 3,00,000/- (Rupees Three lakhs Only), Cost Accountant, as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2025.

In accordance with the provisions of Section 148 of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, the consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the resolution.

The Board of Directors recommends the resolution for approval of the members as an Ordinary Resolution.

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

**Saurabh Kumar Mishra
Company Secretary**

Date: 23/09/2025

Place: Delhi

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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 30th day of September, 2025 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 Standalone and Consolidated Financial Statements of the company for the period ended 31st March, 2025 together with Report of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Parmod Kumar Jain, who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment
3. To appoint a Director in place of Mr. Subodh Kumar Jain who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

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4. Ratification of Remuneration paid to Cost Auditors for FY 2025-26

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.

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Attendance Slip

2nd Annual General Meeting, Tuesday, 30/09/2025 AT 03:00 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 2nd Annual General Meeting of the Company on Tuesday, 30/09/2025 at 11:00 AM 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.

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Route Map

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