# NOTICE

Notice is hereby given that the 4th Annual General Meeting of the members of the Company will be held on Tuesday, 22nd September, 2026 at 11.30 A.M at 303, Sun Industrial Estate, Sun Mill Compound, Lower Parel- West Mumbai, Maharashtra, India, 400 013 to transact the following business:

## ORDINARY BUSINESS:

1. **To receive, consider and adopt Audited Standalone and Consolidated Financial Statements, Directors' and Auditors' Report for the financial year ended March 31, 2026:**

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

   **"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby received, considered and adopted."

2. **Reappointment of Mrs. Archana Mustak Odiya, Non-Executive Director who retires by rotation and being eligible offers herself for re-appointment:**

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

   **"RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Archana Mustak Odiya (DIN: 09475973), who retires by rotation at this meeting, and being eligible, has offered herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. **Appointment of Statutory Auditor for a term of five (5) consecutive years of the Company:**

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

   **"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. SMNK & Co., Chartered Accountants (Firm Registration No. 134153W), who were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kumbhat & Co LLP, Chartered Accountants (Firm Registration No. 001609S/S000162) and who hold office up to the conclusion of this Annual General Meeting, and being eligible for appointment and having furnished their written consent and a certificate in terms of Section 141 of the Companies Act, 2013, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five (5) consecutive years, from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2031, at such remuneration as may be recommended by the Audit Committee and determined by the Board of Directors in consultation with the Statutory Auditors, in addition to applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the audit of the accounts of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution."

**Registered Office:**
**307, 308, Sun Industrial Estate**
**Sun Mill Compound, Lower Parel-**
**West Mumbai – 400 013**
**Maharashtra**

**For and on behalf of the Board of Directors**
**of Vashishtha Luxury Fashion Limited**

**Sd/-**
**Ravindra Dilip Dhareshivkar**
**Managing Director**
**DIN: 08202758**

**Date: 25th August, 2026**
**Place: Mumbai**

**NOTES**

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Business at the meeting, is annexed hereto and forms part of this notice.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with M/s Bigshare Services Private Limited, the Registrar and Share Transfer agent (RTA) of the Company for facilitating voting through electronic means, as the authorized agency.

3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

4. The facility for voting either through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

5. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

6. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY BUT A PROXY SO APPOINTED SHALL NOT HAVE RIGHT TO SPEAK AND CAN VOTE ONLY ON POLL. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member. The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting. Proxy Form is annexed to the Notice.

7. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.

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 at the Meeting.

9. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

10. The Company has set Tuesday, 15th September, 2026 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting.

11. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

12. The Register of Members and Share Transfer Books of the company will remain closed from Wednesday, 16th September, 2026 to Tuesday, 22nd September, 2026 (both days inclusive).

13. The Board of Directors has appointed R.B. Tanna & Associates, Practicing Company Secretaries (COP NO.: 14434), Mumbai as Scrutinizer for remote e-voting process and conducting the voting process in a fair and transparent manner during AGM.

14. In compliance with the with the applicable provisions of the Companies Act, 2013, the Companies (Accounts) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Notice of the 4th Annual General Meeting along with the Annual Report for the financial year 2025-2026 is being sent electronically to all Members whose e-mail addresses are registered with the Company/Depository Participant(s), unless any Member has requested a physical copy of the same. Members who wish to receive a physical copy of the Notice and Annual Report may send a request to the Company at cs@vashishthaluxuryfashion.com mentioning their Name, DPIP/CLID/BOID/Folio Number, Postal Address along with PIN Code and Contact Number for requesting Hard Copy of the Notice and Annual Report.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s).

16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.vashishthaluxuryfashion.com. The results shall also be uploaded to the Stock Exchange where the shares of the company are listed within 48 hours of the conclusion of the Annual General Meeting.

17. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice as per the requirement of Secretarial Standards -2 on General Meeting.

18. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.

19. Members may also note that the Annual Report for the financial year 2025-26 together with the Notice of 4th Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Route Map will also be available on the website of the Company www.vashishthaluxuryfashion.com for their download.

**Registered Office:**
**307, 308, Sun Industrial Estate**
**Sun Mill Compound, Lower Parel**
**West Mumbai – 400 013**
**Maharashtra**

**Date: 25th August, 2026**
**Place: Mumbai**

**For and on behalf of the Board of Directors**
**of Vashishtha Luxury Fashion Limited**

**Sd/-**
**Ravindra Dhareshivkar**
**Managing Director**
**DIN: 08202758**

**Bigshare i-Vote E-Voting System**

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

i. The voting period begins on Saturday, 19th September 2026 at 9:00 A.M. and ends on Monday, 21st September 2026 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

| **Type of shareholders** | **Login Method** |
|---|---|

| | |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period. |

| | |
|---|---|
| | 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000. |

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE**: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  *(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

**3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  **NOTE**: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  *(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    **Note**: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

**Helpdesk for queries regarding e-voting:**

| **Login type** | **Helpdesk details** |
|---|---|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338 |

## ANNEXURE TO NOTICE

**Relevant details as stipulated under Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of the directors seeking appointment/re-appointment as per Item No. 2 of the notice at the ensuing Annual General Meeting and the Companies Act, 2013.**

| Sr. No. | Particulars | |
|---|---|---|
| 1. | Name of the Director | Archana Mustak Odiya |
| 2. | Age | 41 years<br>December 07, 1985 |
| 3. | Date of first appointment on Board | 28th August, 2024 |
| 4. | Qualification | Bachelor of Commerce degree from Mumbai University and Diploma certificate in Fashion Design from Maharashtra Kala Shikshan Prasarak Mandal |
| 5. | Brief Resume of the Director including nature of expertise in specific functional areas | Mrs. Archana Mustak Odiya is an entrepreneur and fashion professional with extensive experience in the fashion and textile industry. Inspired by her family's artistic background, she has developed expertise in fashion designing, creative direction, product development, textile innovation, brand building, and business management. She has received several awards and recognitions for her contribution to the industry and has played a significant role in driving innovation and growth in the fashion business. |
| 6. | Other Directorships | Nil |
| 7. | Chairmanship/Membership of Committees in companies in which position of Director is held | She is the Chairman of Stakeholders' Relationship Committee, member of Nomination and Remuneration Committee of Vashishtha Luxury Fashion Limited. |
| 8. | Relationship with other Directors and other Key Managerial Personnel of the Company | She is related to Mr. Mustak Basirbhai Odiya, Executive Director of the Company. |
| 9. | No. of equity shares held in the Company | 13 equity shares |
| 10. | No. of board meetings attended during the year (2025-2026) | 12 |
| 11. | Terms and conditions of appointment or re-appointment | As per Companies Act, 2013 |
| 12. | Remuneration last drawn (Including sitting fees) | Sitting fees- Rs. 85,000 |

**EXPLANATORY STATEMENT**

**Statement Pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”)**

M/s. Kumbhat & Co. LLP, Chartered Accountants (Firm Registration No. 001609S/S000162), resigned as the Statutory Auditors of the Company with effect from 08th October, 2025, thereby causing a casual vacancy in the office of the Statutory Auditors.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the Members of the Company, at the Extraordinary General Meeting held on 10th November, 2025, appointed M/s. SMNK & Co., Chartered Accountants (Firm Registration No. 134153W) to fill the said casual vacancy. In accordance with the provisions of Section 139(8) of the Companies Act, 2013, they hold office only up to the conclusion of the ensuing Annual General Meeting.

The Audit Committee and the Board of Directors, at their respective meetings held on 25th August, 2026, have recommended the appointment of M/s. SMNK & Co., Chartered Accountants (Firm Registration No. 134153W**)** as the Statutory Auditors of the Company for a term of five (5) consecutive years, commencing from the conclusion of this 4th Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2031, at such remuneration as may be recommended by the Audit Committee and determined by the Board of Directors in consultation with the Statutory Auditors, in addition to applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit of the accounts of the Company.

M/s. SMNK & Co., Chartered Accountants, have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they satisfy the criteria relating to independence and are not disqualified from being appointed as the Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

**Disclosure of Details required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| Particulars | Details |
|---|---|
| **Name of the Proposed Statutory Auditor** | M/s. SMNK &Co., Chartered Accountants (Firm Registration No. 134153W) |
| **Terms of Appointment** | Appointment as Statutory Auditors of the Company for Five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2031. |
| **Proposed Fees Payable** | Statutory Audit Fee of ₹3,70,000 plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit as may be approved by the Board of Directors/Audit Committee from time to time. |
| **Material Change in Fees (where a new auditor is proposed to be appointed)** | There is no material change in the audit fees payable to the Statutory Auditors as compared to the fees approved at the time of their appointment by the Members at the Extraordinary General Meeting held on 10th November, 2025 |

| | |
|---|---|
| **Basis of Recommendation for Appointment** | The Audit Committee and the Board of Directors have considered various factors including the qualifications, experience, expertise, industry knowledge, independence, peer review status, audit methodology, resources, professional standing, and eligibility of the proposed auditors under the applicable provisions of the Companies Act, 2013 and the rules made thereunder. Based on its evaluation, the Audit Committee has recommended the appointment of the proposed Statutory Auditors. |
| **Credentials of the Proposed Statutory Auditor** | M/s. SMNK &Co., Chartered Accountants, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). SMNK & Co. operates from multiple business centers strategically located across the state of Gujarat, with the Head Office in Vadodara and branch offices in Anand, Ahmedabad, Gandhinagar & Rajkot in Gujarat & Indore in Madhya Pradesh & Fatehnagar in Rajasthan, each managed by qualified and experienced Chartered Accountants.<br><br>The firm is peer-reviewed by the ICAI, reflecting its adherence to prescribed standards of audit quality, ethical conduct, and professional competence.<br><br>In addition to its core team, the firm is supported by a panel of subject-matter experts and technical consultants, whose services are availed on a need-basis. This arrangement enables the firm to deliver specialized and timely professional solutions to its clientele across various domains. |

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

## ATTENDANCE SLIP

### ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 22, 2026

**CIN:** L17100MH2022PLC389963

**Name of the Company:** Vashishtha Luxury Fashion Limited

**Registered office**: 307, 308, Sun Industrial Estate, Sun Mill Compound, Lower Parel- West Mumbai, Maharashtra, India, 400 013

I hereby record my presence at the 4th Annual General Meeting of the Company held on Tuesday, September 22, 2026 at 11.30 a.m. at 303, Sun Industrial Estate, Sun Mill Compound, Lower Parel-West Mumbai, Maharashtra, India, 400 013 Maharashtra, India.

| Name of the Member | Registered address | Client ID/ DP ID No. | No. of shares held |
|---|---|---|---|
| | | | |

Signature: ____________________________

Name of the Proxy holder/ Authorised Representative ____________________________

Signature: ______________

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the premises.

2. Only Member/Proxy holder/Authorised Representative can attend the Meeting.

3. Member/Proxy holder/Authorised Representative should bring his/her copy of the Notice of the AGM for reference 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]

**CIN:** L17100MH2022PLC389963
**Name of the Company:** Vashishtha Luxury Fashion Limited
**Registered office**: 307, 308, Sun Industrial Estate, Sun Mill Compound, Lower Parel- West Mumbai, Maharashtra, India, 400 013

**Name of the member (s):**
**Registered address:**
**E-mail Id:**
**Folio No/ Client Id:**
**DP ID:**

I/We, being the member (s) of …………. shares of the above named company, hereby appoint

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

2. Name: ……………………
Address:
E-mail Id:
Signature:

As my/our proxy to attend and vote for me/us and on my/our behalf at the 4th Annual General Meeting of the Company, to be held on Tuesday, 22nd September, 2026 at 11:30 A.M. at 303, Sun Industrial Estate, Sun Mill Compound, Lower Parel- West Mumbai, Maharashtra, India, 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

**1.** To receive, consider and adopt Audited Standalone and Consolidated Financial Statements, Directors' and Auditors' Report for the financial year ended March 31, 2026

1. Reappointment of Mrs. Archana Mustak Odiya, Non-Executive Director who retires by rotation and being eligible offers herself for re-appointment.
2. Appointment of Statutory Auditor for five (5) consecutive years of the Company.

Signed this………day of………………………….. 2026

Signature of shareholder :

| Affix Revenue Stamp |
|---|

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.**

## BALLOT PAPER

**CIN:** L17100MH2022PLC389963
**Name of the Company:** Vashishtha Luxury Fashion Limited
**Registered office**: 307, 308, Sun Industrial Estate, Sun Mill Compound, Lower Parel- West Mumbai, Maharashtra, India, 400 013
**Date of AGM:** 22nd September 2026

| | |
|---|---|
| **Name of the Member** | |
| **Registered Address** | |
| **Registered Folio No. / DP ID & Client ID** | |
| **Class of shares** | |
| **Number of shares** | |

I/we hereby exercise my/our vote(s) in respect of Ordinary Resolutions enumerated below to be passed through ballot paper for the businesses stated in the notice of the Company by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

| **Sr. No.** | **Description of Resolution** | **Resolution Type** | No. of shares | FOR I/We assent to the resolution | AGAINST I/We dissent to the resolution |
|---|---|---|---|---|---|
| 1. | To receive, consider and adopt Audited Standalone and Consolidated Financial Statements, Directors' and Auditors' Report for the financial year ended March 31, 2026 | Ordinary | | | |
| 2. | Reappointment of Mrs. Archana Mustak Odiya, Non-Executive Director who retires by rotation and being eligible offers herself for re-appointment | Ordinary | | | |
| 3. | Appointment of Statutory Auditor for a term of five (5) consecutive years of the Company. | Ordinary | | | |

**Signature of Member:** ________________________________________
**Name of Member:** ________________________________________

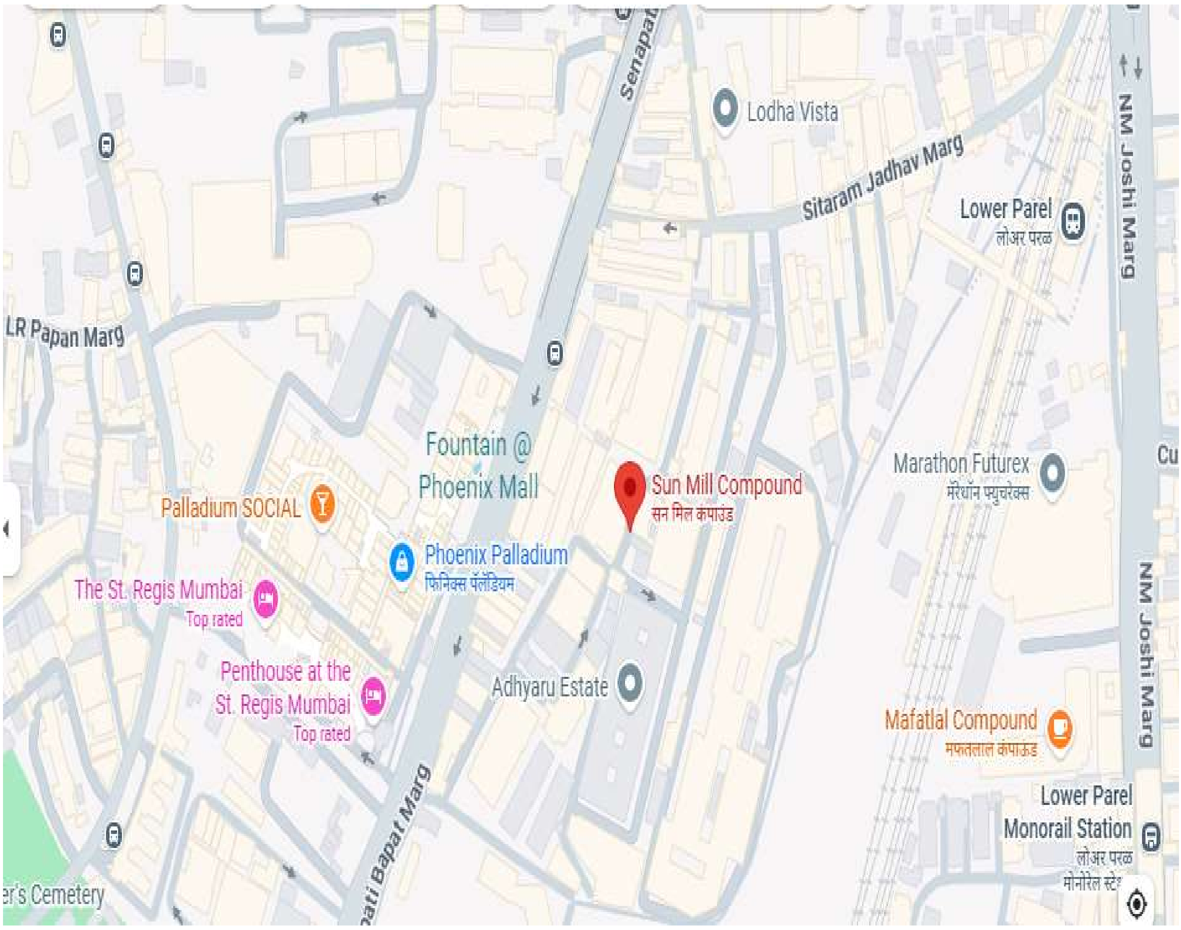
**Place:** __________________ **Date:** __________________

### INSTRUCTIONS

1. This Ballot Paper is for members attending the physical Annual General Meeting and exercising their voting rights through ballot/poll, as applicable and who have not cast their vote through remote e-voting process
2. Please place a tick (✓) in the appropriate box against each resolution. Do not put a tick in more than one box for the same resolution.
3. Voting rights are reckoned on the basis of the shares registered in the name of the Members as on 15th September, 2026.
4. The Ballot Paper should be deposited in the ballot box provided at the AGM venue.
5. The form should be signed by the member as per the specimen signature registered with the Company/Depository.
6. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authority Resolution together with their specimen signatures authorizing their representative
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot paper will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer

to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Scrutinizer's decision on the validity of the Ballot Paper shall be final and binding.

**ROUTE MAP TO THE AGM VENUE**




**Venue of AGM:**
**303, Sun Industrial Estate,**
**Sun Mill Compound,**
**Lower Parel- West Mumbai,**
**Maharashtra, India, 400 013**