



VIAAN INDUSTRIES LTD.

Racing Towards A Billion Hearts

Date: 06th March, 2025

The BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001
Scrip Code- 537524

Subject: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Proceedings of Postal Ballot

Dear Sir/ Madam,

This is in continuation to our earlier communication dated February 04, 2025, regarding submission of Notice of Postal Ballot dated February 03, 2025, seeking approval of the shareholders, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, in respect of following Resolution:

S No.	Type of Resolution	Subject matter of Resolution
1.	Special Resolution	To approve change in the name of the Company and consequent amendments in the Memorandum of Association and Articles of Association of the Company.
2.	Special Resolution	To approve shifting of the registered office of the Company from one state to another and consequent amendments in the Memorandum of Association of the Company.
3.	Special Resolution	To approve the Acquisition of 100% (One Hundred Percent) of share capital of Redmax Activewear Private Limited, on a fully diluted basis.
4.	Ordinary Resolution	To approve and amend the material Related Party Transaction limits with Hemant Jindal.
5.	Ordinary Resolution	To approve and amend the material Related Party Transaction limits with Monika Jindal.
6.	Ordinary Resolution	To approve and amend the material Related Party Transaction limits with Neha Jindal.



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In this regard, pursuant to Regulation 30 read with Schedule III of the SEBI Listing Regulations, please find enclosed herewith the summary of the proceedings of business transacted through Postal Ballot vide Notice dated February 03, 2025. The remote e-voting period for Postal Ballot was concluded on Thursday, March 06, 2025 at 5:00 p.m. (IST).

You are requested to take on record the above information.

Thanking you,

For Viaan Industries Limited

Teena
Goel

Digitally signed
by Teena Goel
Date: 2025.03.06
22:28:30 +05'30'

Teena Goel

Company Secretary & Compliance officer

Encl: As above



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SUMMARY OF THE PROCEEDINGS OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS IN RESPECT OF RESOLUTION AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED FEBRUARY 03, 2025 PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013, OF VIAAN INDUSTRIES LIMITED ("THE COMPANY"), RESULTS OF WHICH DECLARED ON THURSDAY, MARCH 06, 2025 AND DEEMED TO BE PASSED ON SAID DATE BEING THE LAST DATE OF REMOTE E-VOTING

Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively the 'MCA Circulars'), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company had sent a Notice of Postal Ballot dated February 03, 2025 to the shareholders on Tuesday, February 04, 2024, to obtain the consent of the Members on the following Special Business appended below:

S No.	Type of Resolution	Subject matter of Resolution
1.	Special Resolution	To approve change in the name of the Company and consequent amendments in the Memorandum of Association and Articles of Association of the Company.
2.	Special Resolution	To approve shifting of the registered office of the Company from one state to another and consequent amendments in the Memorandum of Association of the Company.
3.	Special Resolution	To approve the Acquisition of 100% (One Hundred Percent) of share capital of Redmax Activewear Private Limited, on a fully diluted basis.
4.	Ordinary Resolution	To approve and amend the material Related Party Transaction limits with Hemant Jindal.

Registered office: Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri West, Mumbai – 400053

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Website: info@v-ind.com |CIN No: L15201MH1982PLC291306



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5.	Ordinary Resolution	To approve and amend the material Related Party Transaction limits with Monika Jindal.
6.	Ordinary Resolution	To approve and amend the material Related Party Transaction limits with Neha Jindal.

In accordance with applicable MCA and SEBI Circulars, the Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were duly sent through email on Tuesday, February 04, 2024 ('date of completion of dispatch'), to those members whose e-mail addresses were registered with the Purva Shareregistry (India) Private Limited, Company's Registrar and Transfer Agent ('RTA')/ National Securities Depository Limited ('NSDL') as on Friday, January 31, 2025 ('cut-off date').

Further, a public advertisement informing the date of completion of dispatch of Postal Ballot Notice was published on February 05, 2024, in The Free Press Journal (English) and Nav Shakti (Marathi) Newspaper.

The Company had engaged the services of National Securities Depository Limited ('NSDL' or 'evoting service provider') for the purpose of providing e-voting facility (through remote e-voting) and technical services relating to the Postal Ballot to all its members.

The remote e-voting commenced on Wednesday, 05th February, 2025, at 9:00 a.m. (IST) and ended on Thursday, 06th March, 2025 at 5.00 PM (IST). The remote e-Voting facility was disabled by NSDL immediately thereafter and the voting was not permitted beyond the said period.

The Board had appointed M/s Vasisht & Associates, PR No. 2355/2022, Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer, after scrutiny of e-voting received within the scheduled time submitted his report to the Company Secretary (Authorised by Chairman and Board for this purpose), on March 06, 2025, which was countersigned by Ms. Teena Goel, Company Secretary and Compliance Officer of the Company, who was authorized by Chairman for this purpose.

Based on the report of the Scrutinizer, Ms. Teena Goel, Company Secretary and Compliance Officer of the Company, (duly authorised by the chairman of the Company in this regard), declared the results of the Postal Ballot through remote e-voting on March 06, 2025 and the same was displayed on the notice board at the Registered Office of the Company.

Based on the analysis of the valid votes, the Scrutinizer has reported that the resolution as set out in the Notice of Postal Ballot dated February 03, 2025, was duly passed with requisite majority and the same shall be deemed to have been passed on the last date specified for e-Voting i.e., Thursday, March 06, 2025.

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The text of resolution as set out in the postal ballot notice dated February 03, 2025, that was passed by the shareholders is as follows:

Resolution No. 1- Special Resolution

To approve change in the name of the Company and consequent amendments in the Memorandum of Association and Articles of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required from the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the approval of the members of the Company be and is hereby accorded to change the name of the Company from “Viaan Industries Ltd.” to “Redmax Footwears Ltd” or such suitable name as may be approved by the Registrar of Companies, Central Registration Centre (CRC) and the name clause in the Memorandum of Association be substituted as under;

I. The Name of the Company is “Redmax Footwears Ltd”

RESOLVED FURTHER THAT pursuant to Section 13, 14 and other applicable provisions, if any, of the Act, upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “Viaan Industries Ltd.” wherever as appearing in the Memorandum of Association and Articles of Association and other relevant documents, papers, and places of the Company, as applicable, be substituted by the new name “Redmax Footwears Ltd”

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or

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doubts that may arise in this regard without further consent or approval of the members of the Company.”

Resolution No. 2- Special Resolution

To approve shifting of the registered office of the Company from one state to another and consequent amendments in the Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, reenactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of “Maharashtra” to the State of “Delhi” and the existing clause II of Memorandum of Association regarding Registered Office of the Company be substituted with the following clause:

- II. The Registered Office of the Company will be situated in the State of Delhi, within the jurisdiction of Registrar of Companies, National Capital Territory of Delhi (NCT) and Haryana.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds including selection of location of the registered office of the Company within the jurisdiction of Registrar of Companies, National Capital Territory of Delhi (NCT) and Haryana, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according /granting approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company.”



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Resolution No. 3- Special Resolution

To approve the Acquisition of 100% (One Hundred Percent) of share capital of Redmax Activewear Private Limited, on a fully diluted basis.

“RESOLVED THAT, pursuant to section 186 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules”) including any amendment, reenactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, the consent of the members of the Company be and is hereby accorded for acquisition of 100% (One Hundred Percent) share capital of Redmax Activewear Private Limited incorporated on 24th April, 2023;

RESOLVED FURTHER THAT, the acquisition of said shares is intended to be for a price of approximately 157.16 per share, shall be payable in cash or any other mode in the best interest of the Company;

RESOLVED FURTHER THAT, the Directors of the Company, be and are hereby is, authorized to negotiate, execute, deliver and carry out on behalf of this corporation an Acquisition Agreement (the “Agreement”) with the Shareholders of Redmax Activewear Private Limited substantially in the form presented to the shareholders, but with such changes and additions as such officers may deem to be in the best interests of this corporation;

RESOLVED FURTHER THAT, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions;

RESOLVED FURTHER THAT, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.”

Resolution No. 4- Ordinary Resolution

To approve and amend the material Related Party Transaction limits with Hemant Jindal.

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company’s Policy on Related Party Transactions’ and based on

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the recommendation/approval of the Audit Committee and the Board of Directors, and in supersession of the earlier resolution passed by the members at the Annual General Meeting of the Company dated 22nd November 2024, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transaction(s)/contract(s)/ arrangement(s)/agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Hemant Jindal, related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the FY 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹10 crores in a FY 2024- 25, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Resolution No. 5- Ordinary Resolution

To approve and amend the material Related Party Transaction limits with Monika Jindal.

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and based on the recommendation/approval of the Audit Committee and the Board of Directors, and in

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supersession of the earlier resolution passed by the members at the Annual General Meeting of the Company dated 22nd November 2024, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transaction(s)/contract(s)/ arrangement(s)/agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Monika Jindal, related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the FY 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹10 crores in a FY 2024- 25, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Resolution No. 6- Ordinary Resolution

To approve and amend the material Related Party Transaction limits with Neha Jindal.

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and based on the recommendation/approval of the Audit Committee and the Board of Directors, and in supersession of the earlier resolution passed by the members at the Annual General Meeting of

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the Company dated 22nd November 2024, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transaction(s)/contract(s)/ arrangement(s)/agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Neha Jindal, related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the FY 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹10 crores in a FY 2024- 25, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For Viaan Industries Limited

Teena
Goel

Digitally signed
by Teena Goel
Date: 2025.03.06
22:29:25 +05'30'

Teena Goel
Company Secretary & Compliance officer