



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-161-2601 048
E: secretarial.lud@vardhman.com

Ref. VTL:SCY:SEP:2018-19

Dated: 03-Sep-2018

The Deputy General Manager,
Corporate Relationship Dept.,
Bombay Stock Exchange Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J Towers,
Dalal Street, Fort,
Mumbai-400001.
Scrip Code: 502986

The National Stock Exchange of India Ltd,
"Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

Scrip Code: VTL

SUB: SUBMISSION OF NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Please find attached herewith a copy of Notice of 45th Annual General Meeting (AGM) of the members of Vardhman Textiles Limited Scheduled to be held on Thursday, 27th September, 2018 at 11:00 a.m. at Registered Office, Vardhman Premises, Chandigarh Road, Ludhiana - 141010.

Hope you will find the same in order.

Thanking you,

Yours faithfully,
For **VARDHMAN TEXTILES LIMITED**


(Sanjay Gupta)
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AABCM4692E CIN: L17111PB1973PLC003345
WWW.VARDHMAN.COM

NOTICE

Notice is hereby given that the **45TH ANNUAL GENERAL MEETING** of Vardhman Textiles Limited will be held on Thursday, the 27th day of September, 2018 at 11:00 a.m. at the Registered Office of the Company situated at Chandigarh Road, Ludhiana, to transact the following business:-

ORDINARY BUSINESS:

Item No. 1 – To adopt financial statements

To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2018 together with Report of Board of Directors and Auditors thereon.

Item No. 2 – To declare Dividend

To declare a dividend of ₹ 15 per equity share for the year ended 31st March, 2018.

Item No. 3 – To re-appoint Mr. Sachit Jain as a director liable to retire by rotation

To appoint a Director in place of Mr. Sachit Jain (DIN No. 00746409), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 – To appoint Dr. Parampal Singh as an Independent Director 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made thereunder and Regulations 16 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Parampal Singh (DIN: 07995388), who was appointed as an

Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive three years starting from 27th November, 2017.”

Item No. 5 – To re-appoint Mr. Devendra Bhushan Jain as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made thereunder and Regulations 16, 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Devendra Bhushan Jain (DIN 06911676), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive three years starting from 8th November, 2017.”

Item No. 6 – To ratify remuneration payable to Cost Auditors for the financial year ending 31st March, 2019

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and Companies Cost Audit Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ramanath Iyer & Company, Cost Auditors, New Delhi 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 31st March, 2019, be paid the remuneration of ₹ 5,16,880/-.

RESOLVED FURTHER THAT Mr. Shri Paul Oswal, Chairman & Managing Director and Mr. Sanjay Gupta, Company Secretary, be and are hereby severally authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

Item No. 7 – To re-appoint Mr. Shri Paul Oswal as the Managing Director of the company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 & Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Shri Paul Oswal (DIN: 00121737), be and is hereby re- appointed as the Managing Director of the Company for a period of 5 years starting from 1st June, 2019 to 31st May, 2024.

RESOLVED FURTHER THAT Mr. Shri Paul Oswal shall be paid remuneration and other perquisites as per terms and conditions as detailed below:-

S. No.	Remuneration	Details
I.	Salary	In the scale of ₹ 5,00,000 - 10,000 - 5,40,000 per month.
II.	Commission	Equal to 2% of net profit calculated as per Section 198 of the Companies Act, 2013 subject to total remuneration being within the limits as prescribed in Part-II of Schedule-V to the Companies Act, 2013.
III.	Perquisites	The perquisites are allowed in addition to salary and commission as per details given below, however, such perks are restricted to an amount equal to one year's salary during each year.
a)	Housing	Free residential accommodation or House Rent Allowance equal to 40% per cent of the basic salary. Free furnishing is provided by the Company along with other amenities.
b)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medical claim insurance premium) on self and his family, subject to a ceiling of one month's salary in a year or five months' salary over a period of five years.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family are reimbursed once in a year in accordance with the rules specified by the Company.
d)	Club Fees	Fees of clubs subject to a maximum of two clubs. This does not include admission and life membership fees.
e)	Personal Accident Insurance	Premium not to exceed ₹ 5,000/- per annum.
f)	Car & Communication Expenses	Free use of Company's car for official work as well as for personal purposes along with Driver. All communication expenses at residence or otherwise shall be at Company's cost.
g)	Provident Fund & other funds	Contribution to provident fund, superannuation fund or annuity fund subject to the rules framed by the Company in this respect.
h)	Gratuity	Gratuity payable not exceeding half a month's salary for each completed year of service subject to the ceiling prescribed by the Central Government from time to time.
IV	Travelling Expenses	Expense incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips on actual basis which shall not be considered as perquisites.
V	Security Expenses	The expenses, as may be borne by the Company for providing security to Mr. S.P. Oswal and his family which shall not be considered as perquisites.

Explanation: "Family" means the spouse and the dependent children of the appointee.

RESOLVED FURTHER THAT Mr. Darshan Lal Sharma, Director, be and is hereby authorised to enter into an agreement with Mr. Shri Paul Oswal in respect of his re-appointment as Managing Director of the Company, for and on behalf of the Company."

Item No. 8- To approve continuation of directorship of Dr. Subash Khanchand Bijlani as a Non- Executive Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the Company, be and is hereby given for continuation of the directorship of Dr. Subash Khanchand Bijlani (DIN: 01040271) after April 1, 2019, as per his existing terms of appointment, as a non- executive director of the Company."

Item No. 9- To approve continuation of directorship of Mr. Prafull Anubhai as a Non- Executive Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the Company, be and is hereby given for continuation of the directorship of Mr. Prafull Anubhai (DIN: 00040837) after April 1, 2019, as per his existing terms of appointment, as a non- executive director of the Company."

Item No. 10- To approve continuation of directorship of Mr. Ashok Kumar Kundra as a Non- Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the Company, be and is hereby given for continuation of the directorship of Mr. Ashok Kumar Kundra (DIN: 00154024) after April 1, 2019, as per his existing terms of appointment, as a non- executive director of the Company."

By Order of the Board

Place: Ludhiana

Dated: 13th August, 2018

(Sanjay Gupta)

Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED ALONGWITH ATTENDENCE SLIP.

However, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **The Register of Members and the Share Transfer Books of the Company shall remain closed from closed from 17th September, 2018 to 27th September, 2018 (both days inclusive).**
4. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However members, holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
5. The information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the Annual General Meeting is also being annexed hereto separately and forms part of the Notice. The Director has furnished the requisite declarations for his re-appointment.

6. Members desiring any information, as regards Accounts, are requested to write to the Company at its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
7. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10:30 A.M. to 12:30 P.M.
8. Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar and Transfer Agent.
9. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing Companies to send official documents to their members electronically.

In support of the Green Initiative, your Company proposes to send the documents like Notice calling the Annual General Meeting and Annual Report containing Balance Sheet, Statement of Profit & Loss and Director's Report etc. and other communications in electronic form.

The Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar & Transfer Agent, Alankit Assignments Limited, New Delhi (in case of shares held in physical form).

10. The Annual Report 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by permitted mode.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account

Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN and Bank Account details to the Registrar and Share Transfer Agent. A blank form in this regard is being sent with this Annual Report.

12. The Securities and Exchange Board of India (SEBI) vide its notification dated June 8, 2018 has mandated that w.e.f. December 5, 2018, the transfer of shares would be carried out in dematerialized form only, except in case of transmission or transposition of securities. Hence, all the shareholders holding shares in physical form are hereby requested to get their physical shares dematerialized.

13. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015, the Company is pleased to provide members a facility to exercise their right to vote at the 45th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 24th September, 2018 (9:00 a.m.) and ends on 26th September, 2018 (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 of 20th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period on 26th September, 2018. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance slip provided with the Annual report.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

For Members holding shares in Demat Form and Physical Form	
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN: 180823006 for <VARDHMAN TEXTILES LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2018 may follow the same

instructions as mentioned above for e-Voting.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

14. M/s. B.K. Gupta & Associates, Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e- voting process). The Scrutinizer shall upon the conclusion of E-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

15. The Results of the resolutions passed at the AGM of the Company will be declared within 48 hours of conclusion of AGM. The results declared along with the Scrutinizer's report shall be simultaneously placed on the Company's website www.vardhman.com and on the website of CDSL and will be communicated to the stock exchanges.

16. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

17. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of the appointment of Auditors, who were appointed in the Annual General Meeting held on 22nd September, 2017.

By Order of the Board

Place: Ludhiana
Dated: 13th August, 2018

(Sanjay Gupta)
Company Secretary

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4:

The Board of Directors of the Company vide its resolution dated 25th November, 2017, had appointed Dr. Parampal Singh as an Additional Director of the Company pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. He will hold office upto the date of ensuing Annual General Meeting.

The Company has received requisite notice in writing from a member proposing the appointment of Dr. Parampal Singh as a candidate for the office of Independent Director of the Company for a term of consecutive three years starting from 27th November, 2017.

The Company has received consent from Dr. Parampal Singh and also a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Dr. Parampal Singh is independent of the Management and in the opinion of the Board, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members at the Registered Office of the Company during normal business hours on any working day. A brief profile of Dr. Parampal Singh is provided at the end of this statement.

The Board recommends the Ordinary Resolution as set out at item number 4 of the Notice for approval by the Members.

Memorandum of Interest:

Except Dr. Parampal Singh, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

The Board of Directors of the Company had appointed Mr. Devendra Bhushan Jain as an Additional Director of the Company pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. He will hold office upto the date of ensuing Annual General Meeting.

The Company has received requisite notice in writing from a member proposing appointment of Mr. Devendra Bhushan Jain as a candidate for the office of Independent Director of the Company for a term of consecutive three years starting from 8th November, 2017.

The Company has received consent from Mr. Devendra Bhushan Jain and also a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Mr. Devendra Bhushan Jain is independent of the Management and in the opinion of the Board, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members at the Registered Office of the Company during normal business hours on any working day. A brief profile of Mr. Devendra Bhushan Jain is provided at the end of this statement.

Further, pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019, approval of the Members is required by way of a Special Resolution for continuing the directorship of non-executive director who has attained the age of 75 years. As Mr. Devendra Bhushan Jain is aged above 76 years, the proposed resolution also meets compliance of the said Regulation 17.

The Board recommends the Special Resolution as set out at item number 5 of the Notice for approval by the Members.

Memorandum of Interest:

Except Mr. Devendra Bhushan Jain, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6:

Pursuant to the provisions of the Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Cost Audit is required to be conducted in respect of the Cost Accounts maintained by the Company. Upon the recommendations of Audit Committee, the Board of Directors in its meeting held on 12th May, 2018 had appointed M/s. Ramanath Iyer & Co., 808, Pearls Business Park, Netaji Subhash Place, New Delhi as Cost Auditors of the Company to conduct Cost Audit for Financial Year ending 31st March, 2019.

Accordingly, consent of the Members is solicited for passing an Ordinary Resolution as set out at Item No. 7 of the notice for ratification of payment of remuneration of ₹ 5,16,880/- to the Cost Auditors for the Financial Year ending 31st March, 2019. The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the Members.

Memorandum of Interest:

None of the Directors/ Key Managerial Personnel (KMP) of the Company/ their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7:

The Board of Directors vide resolution dated 23rd May, 2014 had re-appointed Mr. Shri Paul Oswal as the Chairman and Managing Director of the Company for a period of 5 years with effect from 1st June, 2014 to 31st May, 2019. His appointment was approved by the Members in their Annual General meeting held on 24th September, 2014.

The Board of Directors of the Company vide its resolution dated 13th August, 2018 had re-appointed Mr. Shri Paul Oswal as Managing Director of the Company for a term of 5 years starting from 1st June, 2019 to 31st May, 2024. The terms and conditions of the remuneration being paid to him are detailed in the resolution. His appointment is subject to approval of Members of the Company. Accordingly, your approval is solicited.

Memorandum of Interest:

Except Mr. Shri Paul Oswal, being appointee, Mr. Sachit Jain and Mrs. Suchita Jain being appointee's relative, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 7.

Item No. 8:

Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019 approval of the Members is required by way of a Special Resolution for continuing the directorship of non-executive director who has attained the age of 75 years.

Now, pursuant to these provisions, for continuation of directorship of Dr. S.K. Bijlani who is aged about 76 years, a Special Resolution by the Members of the Company is required.

Dr. Subash Khanchand Bijlani holds Degree in B.SC. Tech. (Mech. Eng.) from Manchester, UK, Post Graduate Diploma in Computer Management, Mumbai University, Post Graduate Diploma in Finance from Punjab University and Doctorate in Management (D.M.) from Maryland, USA. He is having a rich experience of more than 50 Years of Industry and Business. Now, considering his vast and rich experience and expertise in industry and Business, the Board of Directors recommends this Special Resolution for approval of the Members.

Memorandum of Interest:

Except Dr. Subash Khanchand Bijlani, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed Special Resolution as set out at Item No. 8 of the Notice.

Item No. 9:

Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019, approval of the shareholders is required by way of a special resolution for continuing the directorship of non-executive director who has attained the age of 75 years.

Now, pursuant to these provisions, for continuation of directorship of Mr. Prafull Anubhai who is aged about 79 years, a Special Resolution by the Members of the Company is required.

Mr. Prafull Anubhai holds Bachelor's degree in Commerce and Bachelor's degree in Science (Eco.) from London University. He is having a rich and varied experience of more than 43 years as a Business Consultant. Now, considering his vast and rich experience, the Board of Directors recommends this Special Resolution for approval of the Members.

Memorandum of Interest:

Except Mr. Prafulbhai Anubhai, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed Special Resolution as set out at Item No. 9 of the Notice

Item No. 10:

Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure

Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019, approval of the Members is required by way of a special resolution for continuing the directorship of non-executive director who has attained the age of 75 years.

Now, pursuant to these provisions, for continuation of directorship of Mr. Ashok Kumar Kundra who is aged about 75 years, a Special Resolution by the Members of the Company is required.

Mr. Ashok Kumar Kundra holds Master's degree in Economics and Doctorate of Philosophy. He is a retired IAS Officer. He has over 44 years of experience in policy making and Govt. related issues in State/Central Government. Now, considering his vast and rich experience, the Board of Directors recommends this Special Resolution for approval of the Members.

Memorandum of Interest:

Except Mr. Ashok Kumar Kundra, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed Special Resolution as set out at Item No. 10 of the Notice.

Information Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/ re-appointment in the Annual General Meeting.

Name of the Director	Mr. Shri Paul Oswal	Mr. Sachit Jain	Dr. Parampal Singh	Mr. Devendra Bhushan Jain
Date of Birth	08.04.1942	08.07.1966	12.03.1973	26.08.1942
Date of Appointment	23.05.2014	13.06.1994	27.11.2017	08.11.2017
Expertise in specific functional area	Experience of 50 years in Textile Industry.	Business Executive having experience of more than 28 years in Textile Industry.	Experience of over 17 years in teaching.	Rich experience in the field of marketing.
Qualification	M.Com (Gold Medalist)	B. Tech., MBA	M.Sc. Hons. (Microbiology), MBA (Marketing) and Ph.D. in Marketing.	B.Sc.
Directorships in Other Listed Companies as on 31st March, 2018	1. Vardhman Holdings Limited 2. Vardhman Acrylics Limited	1. Vardhman Special Steels Limited 2. Vardhman Holdings Limited 3. Vardhman Acrylics Limited	Nil	Nil
Chairman/Member of Committees of Other Listed Companies as on 31st March, 2018	Nil	Stakeholders Relationship Committee: Vardhman Holdings Limited	Nil	Nil
Shareholding in the Company	5,97,591	Nil	Nil	Nil
Relationship with other Director(s)	Mr. Sachit Jain is the son-in law and Mrs. Suchita Jain is daughter of Mr. Shri Paul Oswal.	Mr. Shri Paul Oswal is father-in-law and Mrs. Suchita Jain is wife of Mr. Sachit Jain.	Not related to any Director	Not related to any Director

VARDHMAN TEXTILES LIMITED

Vardhman Premises, Chandigarh Road,
Ludhiana, Punjab, 141010
Phone : 0161-2228943-48, & Fax : 0161-2601048
E-mail:secretarial.lud@vardhman.com & Website: www.vardhman.com
CIN: L17111PB1973PLC003345

30th August, 2018

Dear Shareholder(s),

In order to facilitate payment of dividends, the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, as amended vide Circular dated July 16, 2018, has mandated the Company/ RTA to obtain copy of PAN Card and Bank account details from all the shareholders holding shares in physical form.

Accordingly, you are requested to furnish self-attested copy of your PAN card and original cancelled cheque leaf / attested bank passbook showing the name of account holder along with the details mentioned in Annexure 'A'.

You may send the above details latest by 22nd September, 2018 to the M/s. Alankit Assignments Limited, at 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi - 110055.

Thanking you,
Yours faithfully,
FOR VARDHMAN TEXTILES LIMITED

Sd/-
Sanjay Gupta
Company Secretary



Annexure-A

To
M/s. Alankit Assignments Limited,
1E/13, Alankit Heights,
Jhandewalan Extension,
New Delhi -110055.

Dear Sir,

I/We hereby furnishing the following details as required by you. Kindly update the same in your records:

Name of Shareholder (s)	
Folio No.	
Pan (Enclose self-attested copy of Pan card/s of all holders)	
Bank Account No. (Enclose name printed original cancelled cheque / attested copy of passbook)	
Name of Bank	
Branch Address	
IFSC No.	
MICR No.	
Email ID	
Mobile / Telephone number	



Signature of Shareholder (s)

Name _____

CORPORATE INFORMATION

Board of Directors

Mr. Shri Paul Oswal

Chairman & Managing Director

Mr. Prafull Anubhai

Mr. Sachit Jain

Dr. Subash Khanchand Bijlani

Mr. Ashok Kumar Kundra

Mr. Darshan Lal Sharma

Mr. Devendra Bhushan Jain

Mr. Rajender Mohan Malla

Dr. Parampal Singh

Mrs. Suchita Jain

Joint Managing Director

Mr. Neeraj Jain

Joint Managing Director

Chief Financial Officer

Mr. Rajeev Thapar

Company Secretary

Mr. Sanjay Gupta

Auditors

M/s. Deloitte Haskins & Sells LLP,
Chartered Accountants, New Delhi

Bankers

Allahabad Bank
ICICI Bank Limited
Punjab National Bank
State Bank of India
Bank of India
Corporation Bank
IDBI Bank Limited
Canara Bank
Standard Chartered Bank
Exim Bank
Oriental Bank of Commerce
HDFC Bank

Registrar & Transfer Agent

Alankit Assignments Limited, New Delhi

Works

- Anant Spinning Mills, Mandideep
- Arihant Spinning Mill, Malerkotla
- Arisht Spinning Mills, Baddi
- Auro Dyeing (Unit-I & II), Baddi
- Auro Spinning Mills, Baddi
- Auro Textiles (Unit- I & II), Baddi
- Auro Weaving Mills, Baddi
- Mahavir Spinning Mills (Textile Division), Baddi
- Mahavir Spinning Mills (Textile Division) (Unit-II), Baddi
- Vardhman Spinning and General Mills, Ludhiana
- Vardhman Spinning Mills, Baddi
- Vardhman Fabrics, Budhni
- Vardhman Yarns, Satlapur
- Vardhman Fabrics (Power Division), Budhni
- Vardhman Yarns (Power Division), Satlapur

Branches

- P-22, 3rd Floor, Flat No. 6, C.I.T. Road, Scheme IV, Kolkata-700 014.
- Chandigarh Road, Ludhiana-141010.
- 314, Solaris II, Opposite L & T Gate No. 6, Saki Vihar Road, Andheri (East), Mumbai-400 072.
- 504, Dalamal House, Nariman Point, Mumbai - 400 021.
- 309-310, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi-110 001.
- 377-B, Muthuswami Industrial Complex, Palladam Road, Tirupur - 638 604.
- 1st Floor, Palm Court, Opposite Management Development Institute, MG Road, Sector -16, Gurugram - 122 001.



Vardhmān

Delivering Excellence. Since 1965.

VARDHAMAN TEXTILES LIMITED

CHANDIGARH ROAD, LUDHIANA - 141 010

CIN: L17111PB1973PLC003345

VARDHMAN TEXTILES LIMITED

CIN: L17111PB1973PLC003345
Regd. Office: Chandigarh Road, Ludhiana-141 010 (Punjab), India.
Phone No.: 0161-2228943-48, Fax: 0161-2601048
E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

ATTENDANCE SLIP
E-VOTING PARTICULARS

45TH ANNUAL GENERAL MEETING

2018

I/We hereby record my/ our presence at the 45th Annual General Meeting of Vardhman Textiles Limited held at the Registered Office of the Company situated at Chandigarh Road, Ludhiana-141 010 on Thursday, the 27th day of September, 2018 at 11:00 a.m.

Member's Folio/DP ID-Client ID No.

Member's /Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting place.
2. Electronic copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-18 alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID / Folio No. / DP / Client ID	SEQUENCE NO.
180823006		

NOTE: Please read instructions given at Point No. 13 of the Notice of 45th Annual General Meeting annexed in the Annual Report for 2017-18 of the Company, carefully before voting electronically.

VARDHMAN TEXTILES LIMITED

CIN: L17111PB1973PLC003345
Regd. Office: Chandigarh Road, Ludhiana-141 010 (Punjab), India.
Phone No.: 0161-2228943-48, Fax: 0161-2601048
E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We being the holder(s) of.....shares of the above named Company bearing folio no..... hereby appoint :

1. Name : Address :

E-mail Id : Signature: or failing him;

2. Name : Address :

E-mail Id : Signature: or failing him;

3. Name : Address :

E-mail Id : Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Thursday, the 27th day of September, 2018 at 11:00 a.m. at Registered Office of the Company situated at Chandigarh Road, Ludhiana-141 010 and at any adjournment thereof in respect of such resolutions as are indicated below:-

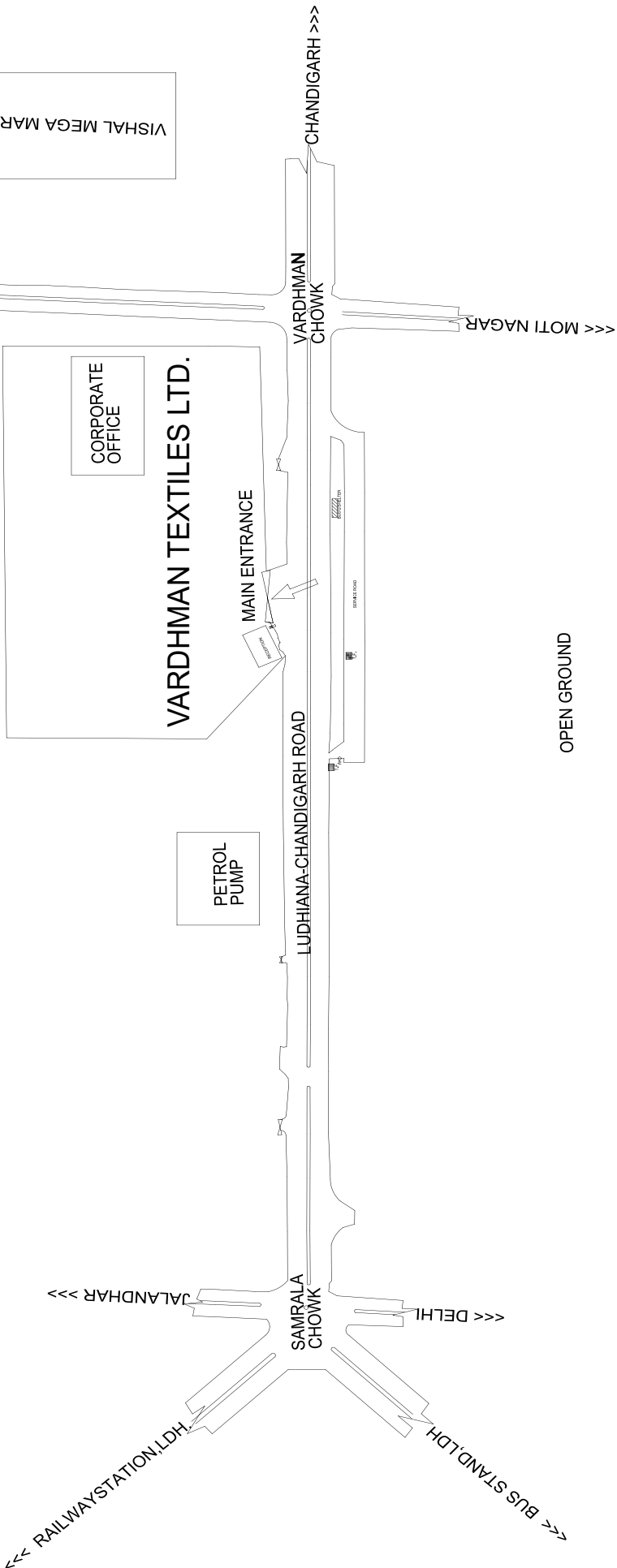
RESOLUTIONS:-	
Ordinary Business	
1.	To adopt Financial Statements.
2.	To declare Dividend.
3.	To re-appoint Mr. Sachit Jain as a director liable to retire by rotation.
Special Business	
4.	To appoint Dr. Parampal Singh as an Independent Director of the Company.
5.	To re-appoint Mr. Devendra Bhushan Jain as an Independent Director of the Company.
6.	To ratify remuneration payable to Cost Auditors for the financial year ending 31 st March, 2019.
7.	To re-appoint Mr. Shri Paul Oswal as the Managing Director of the Company.
8.	To approve continuation of directorship of Mr. Subhash Khanchand Bijlani as a Non- Executive Director of the Company.
9.	To approve continuation of directorship of Mr. Prafull Anubhai as a Non- Executive Director of the Company.
10.	To approve continuation of directorship of Mr. Ashok Kumar Kundra as a Non- Executive Director of the Company.

Signed this day of 2018.

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.

Affix Revenue Stamp not less than Rs. 0.15



PUDA SECTOR 32A

VISHAL MEGA MART

ROAD TO MIG FLATS
AND TAPPUR ROAD >>>

CORPORATE
OFFICE

VARDHMAN TEXTILES LTD.

MAIN ENTRANCE

PETROL
PUMP

LUDHIANA-CHANDIGARH ROAD

VARDHMAN
CHOWK

CHANDIGARH >>>

>>> MOTI NAGAR

OPEN GROUND

>>> JALANDHAR

SAMRALA
CHOWK

>>> DELHI

<<< RAILWAY STATION, LDH

<<< BUS STAND, LDH