



VARDHMAN TEXTILES LIMITED

Regd. & Corporate Office: Chandigarh Road, Ludhiana-141 010, Punjab (India)

Phones: (0161) 2228943-48; Fax: (0161) 2220766

PAN No.: AABCM4692E; CIN: L17111PB1973PLC003345

E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

Ref. VTXL: SCY: AUG: 2014-15

Dated: 07.08.2014

The National Stock Exchange of India Ltd,
"Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
MUMBAI.

SUB: POSTAL BALLOT

Dear Sir,

Pursuant to Section 110 read with Rule 22 of Companies (Management And Administration) Rules, 2014 and other applicable provisions, if any, please find enclosed herewith Certified True Copy of Board Resolution for conducting Postal Ballot in respect of matter requiring member's approval by Special Resolution under Section 180(1)(a) and 180(1)(c) of Companies Act, 2013.

Kindly note that the members whose names appear in register of members/record of depositories as on 8th August, 2014 are eligible to vote in the Postal Ballot and E-voting.

This is for your information.

Thanking you,

Yours faithfully,

For VARDHMAN TEXTILES LIMITED



(KARAN KAMAL WALIA)

Company Secretary



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TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ITS MEETING HELD ON 7TH AUGUST, 2014 AT LUDHIANA

"RESOLVED THAT pursuant to provisions of Section 110 read with Rule 22 of Companies (Management and administration) Rules, 2014 and other applicable provisions/rules, if any, of the Companies Act, 2013 or any re-enactment thereof; any other law for the time being in force and subject to approval of members of the Company, the consent of Board of Directors of the Company, be and is hereby accorded to conduct the Postal Ballot to seek member's approval by a Special Resolution for the following items of business:

- a) To borrow over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 2,200 Crores (Rupees two thousand two hundred crores only) pursuant to provisions of section 180(1) (c).
- b) To mortgage and/or create any charge on immovable and/or movable properties of the Company pursuant to provisions section 180(1)(a).

RESOLVED FURTHER THAT the Draft of Notice alongwith Statement u/s 102 thereto (a copy of which duly initialled by the Chairman for the purpose of identification was placed before the Board) be and is hereby approved and this Notice alongwith Statement u/s 102, be issued to the Members by Ms. Karan Kamal Walia, Company Secretary.

RESOLVED FURTHER THAT M/s. B.K. Gupta & Associates, Practising Company Secretary, who has given his consent to act as scrutinizer, be and is hereby appointed as Scrutinizer for a period not exceeding 90 (Ninety) days from the date of appointment to conduct the postal ballot at such remuneration and out of pocket expenses, as may be determined by the Chairman of the Company.

RESOLVED FURTHER THAT M/s. B.K. Gupta & Associates, Practising Company Secretary, be and is hereby authorised to do all such acts, deeds and things as may be necessary to conduct the process in fair and transparent manner and to submit their final report, ballot papers and other related papers and registers to the Chairman of the Company within the specified time period.





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RESOLVED FURTHER THAT the following Calendar of Events for implementing, the proposal, be and is hereby approved and Mr. S.P. Oswal, Chairman &, Managing Director and Ms. Karan Kamal Walia, Company Secretary be and are hereby severally authorised to alter/modify/amend the calendar of events, if thought necessary for implementation of the resolution.

1.	Date on which consent is given by the Scrutinizer.	06.08.2014	Wednesday
2.	Date of Board Resolution authorizing Managing Director or any other Director and the Company Secretary who is responsible for entire Postal Ballot process.	07.08.2014	Thursday
3.	Date of Appointment of Scrutinizer.	07.08.2014	Thursday
4.	Cut-off date of Shareholders Notice.	08.08.2014	Friday
5.	Date of completion of dispatch of Notice.	12.08.2014	Tuesday
6.	Publication of notice in the News Paper.	13.08.2014	Wednesday
7.	Last date for receiving postal ballot forms by the scrutinizer.	11.09.2014	Thursday
8.	Last date of submission of the report by the scrutinizer.	12.09.2014	Friday
9.	Date of Declaration of the result by the Chairman/Authorised Director.	12.09.2014	Friday
10.	Last date of signing of Minutes by the Chairman.	13.09.2014	Saturday
11.	Date of returning the ballot papers, register and other related papers to the Chairman by the Scrutinizer.	15.09.2014	Monday
12.	Date of handing over the postal ballot forms to the Company Secretary.	16.09.2014	Tuesday

RESOLVED FURTHER THAT the notice be given to every member of the Company and voting right of such members be reckoned as on cutoff date which will be 8th August, 2014.





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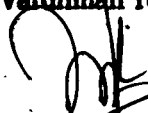
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RESOLVED FURTHER THAT Mr. S.P. Oswal, Chairman &, Managing Director and Ms. Karan Kamal Walia, Company Secretary be and are hereby severally authorised for submission of the said notice to the Stock Exchange and for publication of an advertisement in the news paper specifying the date of completion of dispatch of postal ballots and to do acts, deeds and things as may be required or deemed necessary to implement the said resolution.

RESOLVED FURTHER THAT Ms. Karan Kamal Walia, Company Secretary, be and is hereby authorised to retain custody of postal ballot forms and other records received from the scrutinizer has submitted his report on scrutiny to the Board of Directors.

RESOLVED FURTHER THAT Mr. S.P. Oswal, Chairman & Managing Director, failing him Mr. Sachit Jain, Executive Director, be and is hereby authorised to declare the results of the postal ballot process.

RESOLVED FURTHER THAT Mr. S.P. Oswal, Chairman &, Managing Director and Ms. Karan Kamal Walia, Company Secretary, be made responsible for the entire postal ballot process and that both are hereby severally authorised to send Notices to all members, to file the calendar of Events, Resolution with Registrar of Companies and to do any other act, file any document, found incidental and necessary for implementing this resolution."

**Certified True Copy
For Vardhman Textiles Limited**

**(KARAN KAMAL WALIA)
Company Secretary**