



23 March, 2026

<p>The Listing Department, National Stock Exchange of India Limited "Exchange Plaza", C-1, Block-G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 SCRIP CODE: VARDMNPOLY</p>	<p>The Listing Department, BSE Limited 25th Floor, P.J. Towers, Dalal Street Fort, Mumbai- 400001 SCRIP CODE: 514175</p>
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Subject: Notice of Extraordinary General Meeting scheduled to be held on 16th April, 2026

Dear Sir/Madam,

Pursuant to compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Notice calling Extraordinary General Meeting (EGM) scheduled to be held on Thursday, 16th April, 2026 at 11:00 A.M. at registered office of the company situated at Vardhman Park, Chandigarh Road, Ludhiana, Punjab- 141123, to transact the businesses as set out in the enclosed notice of EGM.

Pursuant to section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and in compliance with SEBI (LODR) Regulations, 2015, the company has fixed the cut-off date for determining the eligibility of the members for voting (remote e-voting and voting process at EGM venue) is 09.04.2026. The company is providing e-voting facility to its members through electronic voting system of Central Depository Services (India) Limited (CDSL) available at: <https://www.evotingindia.com>

This is for your information and record please.

Thanking you

Yours truly,
For Vardhman Polytex Limited

Ajay K. Ratra
Company Secretary



Vardhman Polytex Limited

Regd. Office: Vardhman Park, Chandigarh Road, Ludhiana-141123

Phone: +91-161-6629888, Email: secretarial@vpl.in

Website: www.vpl.in; CIN: L17122PB1980PLC004242

Notice of Extraordinary General Meeting

NOTICE is hereby given that **Extraordinary General Meeting (EGM)** of the members of the **Vardhman Polytex Limited** (“Company”) will be held on **Thursday, April 16, 2026 at 11:00 AM** at the registered office of the company: Vardhman Park, Chandigarh Road, Ludhiana- 141123 to transact the following business: -

SPECIAL BUSINESS:

ITEM NO. 1

TO CREATE, OFFER, ISSUE AND ALLOT OPTIONALLY CONVERTIBLE DEBENTURES ON PREFERENTIAL BASIS

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 contained under Sections 23, 42, 62(3), 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 and 18 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges or any other authority/ body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of the central government, Reserve Bank of India, stock exchange and any other appropriate statutory/ regulatory and/ or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/ permissions and/ or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, for issuance and allotment of:

(A) INR denominated, unlisted, secured, redeemable and optionally convertible debentures on a private placement basis aggregating up to INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) (“OCDs”) on a preferential basis; and

(B) equity shares of the Company upon conversion of the OCDs as per the terms of the OCD Subscription Deed (as defined below),

to certain prospective investors, in each case, such persons being funds managed by EAAA India Alternatives Limited and their nominees, on a private placement namely:

S. No.	Name of Proposed Allottee	Category (Promoter Group/ Non-promoter)
1.	Special Situation India Fund	Non-promoter

hereinafter referred to as the “Proposed Allottee(s)” of the aforesaid securities, which will be issued and allotted in one or more tranches, having such terms as set out in the OCD subscription cum trust deed to be executed *inter alia* between the Company and the Trustee (“OCD Subscription Deed”) and on such terms and conditions as the Board may, from time to time, determine and consider proper including as to when the said OCDs are to be issued, the consideration for the issue, coupon rate, redemption period, utilization of the issue proceeds and all matters connected with or incidental thereto (“Preferential Issue”). The Company has also agreed to issue and allot INR denominated, listed, secured, redeemable and non-convertible debentures on a private placement basis aggregating up to INR 95,00,00,000 (Indian Rupees Ninety Five Crores only) (“NCDs”) which will be secured by the Security (as defined below) (for the sake of brevity NCD and OCDs are collectively referred to as “Debentures”) and to execute a debenture trust deed setting out inter-alia the terms and conditions for the issuance of the and the repayment of the amounts due under the NCDs. Catalyst Trusteeship Limited is proposed to be appointed as the debenture trustee in relation to the issue of each type of Debentures (and/ or any other debenture trustee appointed from time to time as per the agreed terms of the Debentures) (the “Trustee”).

RESOLVED FURTHER THAT pursuant to the provisions of the Chapter V of SEBI ICDR Regulations, 2018 the “Relevant Date” for calculating the price of resultant equity shares of the Company pursuant to conversion of the OCDs will a date 30 (thirty) days prior to the date on which the holders of the OCDs become entitled to apply for the equity shares of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the OCDs shall be subject to the following terms and conditions:

1. The OCD holder(s) shall be entitled to exercise the option to convert any or all of the OCDs into equity shares of the Company in one or more tranches, at any time during the term thereof as agreed, by issuing a written notice to the Company, specifying the number of OCDs proposed to be converted. The Company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialised form. The subscription amount paid by the holders of OCDs towards subscription of the OCDs shall be appropriated and adjusted against the price determined at the time of conversion of OCDs to equity shares, as mentioned hereinabove, and no additional amounts shall be payable by the holders of OCDs for conversion of OCDs to equity shares.

2. The OCDs shall be convertible into equity share of the Company at the option of the OCD holder(s) within 6 (six) to 15 (fifteen) months from the date of allotment of the OCDs.
3. The OCD holder(s) shall make payment from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
4. The term of the OCDs shall not exceed 18 (eighteen) months from the date of first allotment.
5. Upon exercise of the option by OCD holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as are required including to credit the same to the designated demat account of the OCD holder(s);
6. The equity shares arising from the exercise of conversion will be listed on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
7. The equity shares so allotted on exercise of the conversion shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company, including entitlement to voting rights and dividend.
8. The OCDs by itself, until exercised and converted into equity shares, shall not give to the OCD Holder(s) thereof any rights with respect to that of an equity shareholder of the Company;
9. The OCDs and equity shares allotted pursuant to the exercise of the conversion shall be as per the ICDR Regulations;
10. The Debentures (as defined below) shall be secured in favour of Catalyst Trusteeship Limited (acting as common security trustee for the Debentures), with *inter alia* by the following assets:
 - (i) a first ranking exclusive charge by way of hypothecation over all the movable assets (including movable fixed assets), current assets, intangible assets (including but not limited to software and web designs), investments (including investments in subsidiaries), intellectual property rights of the Company, certain bank accounts held or to be held by the Company in relation to the transactions pertaining to the OCDs, including the account in which the funds for the OCDs are disbursed, and the receivables of the insurance policies in relation to the secured assets of the Company for the Debentures will be deposited and all monies lying in such accounts, in each case, both present and future and all other fixed assets as may be required by the Trustee from time to time ("**Hypothecated Properties 1**");
 - (ii) a first ranking exclusive charge (only for the benefit of the holders of NCDs) by way of hypothecation on the debt service reserve account ("**DSRA**") maintained/ to be maintained in the form of fixed deposit(s) or bank deposits or cash, with any bank as may appointed by the Company, for an amount equivalent to 1 (one) month of coupon/ interest payments in relation to the NCDs;
 - (iii) a first ranking exclusive charge by way of mortgage over the following properties of the Company:
 - (a) Residential flat nos. 518/1 and 518/2, comprising the first floor and second floor, respectively, situated at Housefed Complex, Phase-1, Shaheed Bhagat Singh Nagar, Ludhiana, Punjab ("**Ludhiana Property 1**");
 - (b) Land parcel situated at Village Mundian Khurd, Tehsil Sahnewal, District Ludhiana, Punjab whereby total land admeasuring 26 acres 6 Kanal 9 Marle, situated in the revenue estate of Village Mundian Khurd, Focal Point Ludhiana Punjab ("**Ludhiana Property 2**").
 - (c) Commercial space referred to as Unit Number 305 situated at Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi ("**New Delhi Property 1**");
 - (d) Flat number 01/307, Third Floor situated at Plot Number 1, J Block, Community Center, Rajouri Garden, New Delhi ("**New Delhi Property 2**");
 - (e) Land parcel admeasuring (i) approximately 265 Bigha 11 Biswa; and (ii) approximately 10 Bigha 9 Biswa, situated at Village Patti Jutthi, Tehsil & District Bathinda, Punjab ("**Bhatinda Property**"); and
 - (f) Land admeasuring 269 Bigha 18 Biswa situated at Village Nangal Nihla, Tehsil Nalagarh, District Solan, Himachal Pradesh ("**Nalagarh Property**");
 - (iv) a first ranking exclusive charge by way of hypothecation and mortgage (as the case may be) over the following properties owned by Ms. Manju Oswal ("**Promoter 1**"):
 - (a) House No. B-XIX-532, measuring 115 sq. yards, comprised in khata no.27/27, out of khasra no.610/426 situated at Village Taraf Gehlewal, Tehsil & District Ludhiana, Punjab ("**Ludhiana Property 3**");
 - (b) Hadbast No. 166, measuring 3494.72 sq yds, Park Street Lane, College Road, Village Taraf Gehlewal, Tehsil & District Ludhiana, Punjab – 141007 ("**Ludhiana Property 4**"); and
 - (c) Plot No. B-XIX-534, Hadbast No. 166, College Road, Taraf Gahlewal, District Ludhiana, Punjab – 141007, admeasuring 436.84 Square Yards owned by Ms. Manju Oswal ("**Ludhiana Property 5**");

The Promoters, Amrante Trust through Rakhi Oswal and the Third Party Obligor are hereinafter collectively referred to as the **"Promoter Group"**).

- (ii) any other security by way of charge, mortgage, pledge, lien or any other security interest over movable (tangible or intangible) or immovable properties of the Company or the Promoter Group as may be agreed between the Company and the Trustee from time to time,

collectively referred to as the **"Security"**. The Debentures are also proposed to be guaranteed by:

- (i) an unconditional and irrevocable personal guarantee (**"Personal Guarantee"**) from Mr. Adish Oswal (**"Promoter 2"**);
- (ii) an unconditional and irrevocable corporate guarantee(**"Corporate Guarantees"**) from the following entities:
- (a) Adesh Investment and Trading Company Private Limited
 - (b) Allepy Investment and Trading Co. Pvt. Ltd;
 - (c) Alma Assets Consultancy Private Limited;
 - (d) Alfort Merchants Private Limited;
 - (e) Boras Investment and Trading Company Private Limited;
 - (f) Calgary Investment and Trading Company Pvt Ltd;
 - (g) Enakshi Investments Pvt Ltd;
 - (h) Gagan Mercantile Company Private Limited;
 - (i) Kent Investments Private Limited;
 - (j) Liberty Mercantile Company Pvt Ltd;
 - (k) Nightingale Dealcom Private Limited;
 - (l) Oswal Holding Private Limited;
 - (m) Panchsheel Textile Mfg and Trading Company Private Limited;
 - (n) Pioneer Marcantile Private Limited; and
 - (o) Ruby Mercantile Company Pvt Ltd,
- each a **"Third Party Obligor"**;

11. No fractional equity shares shall be issued by the Company upon conversion;

12. The OCDs shall carry an interest of 18% (*eighteen per cent.*) per annum compounded annually, to be accrued till conversion. In the case the OCD holder(s) do not exercise the right to convert the OCDs or any part thereof into the equity shares of the Company, the balance OCDs shall carry an interest of 18% (eighteen per cent.) per annum compounded monthly for the entire term of the OCDs from the date of allotment.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board for the issuance and allotment of such number of fully paid up equity shares of the Company of the same face value and with the same voting and economic rights as those of other outstanding equity shares of the Company and which shall rank *pari passu* with the existing equity shares of the Company in all respects as determined basis the conversion price and conversion methodology as may be agreed from time to time as per the terms and conditions of the OCD Subscription Deed, to the holders of the OCDs, as per the terms and conditions of the OCD Subscription Deed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through Private Placement Offer Letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principal approval from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board of directors of the company, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot OCDs, and thereafter allotment of equity shares further on exercise of the conversion option attached with OCDs, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the OCDs including deciding the size and timing of any tranche of the OCDs), open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, entering into contracts, arrangements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of OCDs and listing and trading of equity shares issued on exercise of conversion option attached with OCDs), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to take all such steps, as may be necessary for the admission of the OCDs and equity shares (to be issued on exercise of the option to convert the OCDs into equity shares) with the depositories, viz. NSDL and CDSL and for the credit of such OCDs/ shares to the respective dematerialized securities account of the Proposed Allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any Director(s)/ Company Secretary/ any officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT Mr. Adish Oswal, Chairman & Managing Director (DIN: 00009710) and Mr. Ajay K. Ratra, Company Secretary of the Company, be and are hereby, severally, authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s)."

ITEM NO. 2

TO CONSIDER ALTERATION OF ARTICLES OF ASSOCIATION 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 Section 5, 14 and other applicable provisions of the Companies Act read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company in the following manner:

Article 131A shall be inserted after Article 131 as follows:

"131A *Observer*

Notwithstanding anything to the contrary contained in these articles, any trust deed for securing debentures or debenture stock may if so arranged provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stock of some person to be an observer to the Board pursuant to and in accordance with the terms of the financing documents executed in respect of such financial assistance."

"RESOLVED FURTHER THAT Mr. Adish Oswal, Chairman & Managing Director (DIN: 00009710) and Mr. Ajay K. Ratra, Company Secretary of the Company, be and are hereby, severally, authorized to take all actions and do all such acts, deeds, and things as they may, in their absolute discretion, deem necessary and desirable and to sign and execute necessary documents, applications, returns including but not limited to intimation to Stock Exchanges, filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s)."

**By order of the Board
For Vardhman Polytex Limited**

**Sd/-
Ajay K. Ratra
Company Secretary
M.No.: F4681**

**Date: 19.03.2026
Place: Ludhiana**

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 commencement of the meeting. The blank proxy form is enclosed.

However, a person can act as proxy on behalf of not more than fifty (50) members or holding in the aggregate not more than ten percent (10 %) of the total share capital of the company.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items specified in special business is annexed hereto and forms part of the Notice.
3. The copies of relevant documents are open for inspection at the Registered Office of the Company on all working day between 10.30 A.M. to 12.30 P.M. upto the date of the EGM.
4. Members desiring any information as regards to accounts and operations of the company are requested to write to the Company at secretarial@vpl.in at least 7 days before the date of EGM so as to enable the Management to keep the information ready.
5. 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/RTA of the Company.
6. In support of the Green Initiative and in compliance with the MCA General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and General Circular No. 09/2023 dated September 25, 2023 read with other relevant circulars in this context and General Circular No. 03/2025 dated September 22, 2025 your Company proposes to send this notice of EGM in electronic form only to the members whose email addresses are registered with the Company/ RTA or Depositories/ Depository Participant(s).
7. The Notice of EGM can also be accessed from the website of the company at www.vpl.in and from Stock Exchanges at www.bseindia.com and www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL at www.evotingindia.com
8. M/s Khanna Ashwani and Associates, Company Secretaries, has been appointed as scrutinizer to scrutinize the voting process and voting at the meeting.
9. **Voting Instructions:**

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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and other MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the ensuing EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

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

- i) The voting period begins on **Monday, April 13, 2026** (09:00 AM) and ends on **Wednesday, April 15, 2026** (05:00 PM). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., April 9, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsd.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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 21 09911
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.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> • 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.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 to be also 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.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the **EVSN: 260319004 for Vardhman Polytex Limited.**
- x) 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.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@vpl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders– Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

1. A STATEMENT SETTING OUT THE MATERIAL FACTS IN THE NATURE OF CONCERN OF INTEREST, FINANCIAL OR OTHERWISE OF EVERY DIRECTOR AND THE MANAGER AND EVERY OTHER KEY MANAGERIAL PERSON AND RELATIVES.
2. INFORMATION AND FACTS TO ENABLE MEMBERS TO UNDERSTAND THE MEANING, SCOPE AND IMPLICATIONS OF THE ITEMS OF BUSINESS AND TO TAKE DECISION THEREON.

ITEM NO. 1

The Board has explored various options and proposed to raise funds by way of issue of certain securities on preferential basis, for the purpose as detailed below.

Accordingly, the board of directors of the Company (“Board”) in their meeting held on March 19, 2026, subject to necessary approval(s), has approved the proposal for raising of funds by way of issuance and allotment of:

(A) INR denominated, unlisted, secured, redeemable and optionally convertible debentures on a private placement basis aggregating to INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) (“OCDs”) on a preferential basis; and

(B) equity shares of the Company upon conversion of the OCDs as per the terms of the OCD Subscription Deed (as defined below),

to certain prospective investors, in each case, such persons being funds managed by EAAA India Alternatives Limited and their nominees, on a private placement basis namely:

S. No.	Name of Proposed Allottee	Category (Promoter Group/ Non-promoter)
1.	Special Situation India Fund	Non-promoter

hereinafter referred to as the “Proposed Allottee(s)”, of allotment of the aforesaid securities, which will be issued and allotted in one or more tranches, having such terms as set out in the OCD subscription cum trust deed to be executed *inter alia* between the Company and the Trustee (“OCD Subscription Deed”), which will be issued and allotted in one or more tranches, in accordance with Section 42, 62 and 71 of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of Chapter V ‘Preferential Issue’ of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) as amended from time to time, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR Regulations, on the terms and conditions as detailed in the Special Resolution set out at Item No. 1 of the notice.

In furtherance of the aforesaid and in accordance with the terms of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, the Company has also agreed to issue and allot INR denominated, listed, secured, redeemable and non-convertible debentures on a private placement basis aggregating up to INR 95,00,00,000 (Indian Rupees Ninety Five Crores only) (“NCDs”) which will be secured by the Security (as defined above) (for the sake of brevity NCD and OCDs are collectively referred to as “Debentures”) and to execute a debenture trust deed setting out inter-alia the terms and conditions for the issuance of the and the repayment of the amounts due under the NCDs. Catalyst Trusteeship Limited, is proposed to be appointed as the debenture trustee in relation to the issue of each type of Debentures (and/or any other debenture trustee appointed from time to time as per the agreed terms of the Debentures) (“Trustee”).

The terms of issue of the OCDs are set out below in Table 1 below:

TABLE 1

S. No.	Terms	Details
1.	Instrument / Facility and Amount	Secured, unlisted, redeemable Optionally Convertible Debentures (OCDs) on private placement basis and on preferential basis aggregating up to INR 25,00,00,000 (Indian Rupees Twenty Five Crores).
2.	Face Value	INR 1,00,000 per security
3.	Purpose or objects of the Issue	The proceeds of the OCDs shall be used for: (a) Modernisation and de-bottlenecking of the Nalagarh plant; (b) Capital expenditure; (c) Working capital expenses; (d) Capital expenditure; and (e) General corporate purposes.
4.	Tenor	Maximum Tenure of OCDs is 18 months as per SEBI ICDR Regulations. The OCD holder(s) have the option to exercise conversion into shares between 6 to 15 months as per Term sheet.
5.	OCD Terms	Terms of the OCDs: (a) Date of exercise of conversion option: Any date of Investor’s choice with a conversion period from 6-15 months from deemed date of allotment of the OCDs; (b) Conversion Date: Date on which OCDs are converted into equity shares of the Company; (c) IRR: To be accrued at 18% (<i>eighteen per cent.</i>) per annum compounded annually until conversion; (d) Conversion option: Proposed Allottee shall have an option to convert the OCDs in whole or in parts into equity shares of the Company; (e) In case part or none of the OCDs are converted then the OCD balance amount shall have an interest rate of 18% (<i>eighteen per cent.</i>) per annum compounded monthly for the entire tenure of the OCDs from the date of allotment. (f) Pricing: Conversion price of the OCDs for their conversion into equity shares of the Company shall be determined at the time of conversion of the OCDs as per applicable SEBI ICDR Regulations, RBI regulations and the Companies Act and its rules. (g) Bullet repayment at the end of 18 months from the deemed date of allotment of the OCD, the Proposed Allottee do not exercise their option to convert the OCDs into equity shares of the Company.

Disclosures in accordance with the provisions of Section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and SEBI ICDR Regulations:

1. The object(s) of the Issue:

As per S. No. 3 of Table 1 above.

2. Total number of shares or other securities to be issued:

2500 secured, unlisted, redeemable Optionally Convertible Debentures (OCDs) having face value of Rs 1,00,000 per security aggregating up to Rs. 25,00,00,000.

3. The price or price band at which the allotment is proposed:

Unlisted, unrated, secured, redeemable, Optionally Convertible Debentures of face value INR 1,00,000 (Indian Rupees One Lakh only) each, to be issued at the face value, aggregating up to INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) with an option to convert into equity shares as per terms of the OCDs read with OCD Subscription Deed.

4. Basis on which the price has been arrived at:

The Company may have certain stressed assets as on the date of this notice of Extraordinary General Meeting. However, for the purposes of determining the pricing of the OCDs at the time of conversion into equity shares, the Company is not proposing to adopt the pricing framework under Regulation 164(A) of the SEBI ICDR Regulations. The Company proposes to repay its outstanding indebtedness, pursuant to which its borrowal accounts are expected to be classified as 'standard assets' by its existing lenders on or prior to the date of the Extraordinary General Meeting.

The Company is issuing OCDs, where in accordance with Chapter V of the SEBI ICDR Regulations, the 'relevant date' for calculating the price of the resultant equity shares pursuant to conversion of OCDs shall be determined at the time, which shall not earlier than 30 (thirty) days prior to the date on which the OCD holder(s) becomes entitled to apply for the shares of the Company.

Irrespective of the above, given that the Preferential Issue is to qualified institutional buyers (QIBs) is not exceeding 5 QIBs, the Company is adopting the price methodology provided under Regulation 164(4) of the SEBI ICDR Regulations, which provides that the conversion price of the OCDs shall not be less than the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

5. The relevant date on the basis of which price has been arrived at:

The relevant date for the price of the equity shares upon conversion of OCDs, if converted, will be determined in accordance with the terms of the OCDs read with OCD Subscription Deed and Section 62(3) of the Companies Act and Chapter V of SEBI ICDR Regulations, 2018

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the '**Relevant Date**' for calculating the floor price for the issuance of equity shares of the Company pursuant to the exercise of conversion of the OCDs will be the date 30 days prior to the date on which the Proposed Allottee is entitled to apply for conversion of OCDs to Equity Shares.

6. The class or classes of persons to whom the allotment is proposed to be made:

S. No.	Name of Proposed Allottee	Category (Promoter Group/ Non-promoter)
1.	Special Situation India Fund	Non-promoter

7. Intention of Promoters, directors, Key Managerial Personnel or Senior Management to subscribe to the offer:

None of the promoters, directors, key managerial personnel or senior management of the Company intend to subscribe to the OCDs.

8. The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI ICDR Regulations, Preferential Allotment of the OCDs is required to be completed within a period of 15 (Fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed under applicable law subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (Fifteen) days shall commence from the date of such approval or permission being obtained.

Further as per Regulation 162(2), the allotment of the equity shares pursuant to exercise of OCDs shall be completed within a period of 15 (Fifteen) days from the date on which OCD holder(s) exercise the option attached with OCDs or such other shorter timeline prescribed under applicable law or OCD Subscription Deed.

9. The names of the Proposed Allottees and the percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Issue:

Proposed allottee as per point no. 6 above. As the price of equity shares upon conversion of OCDs shall be determined as on the 'Relevant Date' under SEBI ICDR Regulations, which shall be a date 30 (thirty) days prior to the date on which the holders of the OCDs become entitled avail the option to convert the OCDs to apply for the equity shares, presently, it is not possible to determine the number of shares that the OCDs holders would become entitled to upon such conversion of OCDs into equity shares. Hence, the post issue capital cannot be ascertained presently.

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of OCDs including conversion thereof into equity shares of the Company.

10. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During FY 2025-26, the Company has not allotted any securities on preferential basis.

11. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

12. The pre-issue and post-issue shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A.	Promoters' Holding:				
1	Indian:				
	Individual	6386500	1.39	6386500	1.39
	Body Corporate	150636410	32.83	150636410	32.83
	Sub Total	157022910	34.22	157022910	34.22
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	157022910	34.21	157022910	34.21
B.	Non Promoters' Holding:				
1	Institutional Investors	2132427	0.46	2132427	0.46
2	Non-Institutional Investors:				
	Private Body Corporate	25172746	5.49	25172746	5.49
	Directors and Relatives	104	0.00	104	0.00
	Indian Public	267231416	58.23	267231416	58.23
	Other (Including NRIs)	7334401	1.60	7334401	1.60
	Sub Total (B)	301871094	65.78	301871094	65.78
	Grand Total (A + B)	458894004	100	458894004	100

*As the price of equity shares upon conversion of OCDs shall be determined as on the 'Relevant Date' under SEBI ICDR Regulations, which shall be a date 30 (thirty) days prior to the date on which the holders of the OCDs become entitled avail the option to convert the OCDs to apply for the equity shares, presently, it is not possible to determine the number of shares that the OCDs holders would become entitled to upon such conversion of OCDs into equity shares. Hence, the post issue shareholding cannot be ascertained presently.

13. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of Proposed Allottee	Current status of Proposed Allottee	Proposed Status of Allottee Post the Preferential Issue
Special Situation India Fund	Non Promoter	Non Promoter

in each case, such persons being funds managed by EAAA India Alternatives Limited and their nominees.

14. Lock-In Period:

The OCDs allotted pursuant to Preferential Issue and further equity shares to be allotted upon exercise of option of conversion by the debenture holder shall be subject to lock-in for such period as specified under provisions of SEBI ICDR Regulations.

The pre-preferential holding of the proposed allottee(s), if any, shall also be locked in as per the requirement of lock in of pre preferential holding under provisions of SEBI ICDR Regulations.

15. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Name of Investors	Address	Identity of Natural Person(s) who is/are the Ultimate Beneficial Owner of the shares proposed to be Issued	No. of OCDs proposed to be allotted	Pre-Issue		Post-Issue*	
				No. of Shares	%	No. of Shares	%
Special Situation India Fund	Edelweiss House, Off Fund C.S.T Road, Kalina, Mumbai-400098	Mr. Srinath Narasimhan	Up to 2500 OCDs of Face Value INR 1 Lacs	-	-		

*As the price of equity shares upon conversion of OCDs shall be determined as on the 'Relevant Date' under SEBI ICDR Regulations, which shall be a date 30 (thirty) days prior to the date on which the holders of the OCDs become entitled avail the option to convert the OCDs to apply for the equity shares, presently, it is not possible to determine the number of shares that the OCDs holders would become entitled to upon such conversion of OCDs into equity shares. Hence, the post issue shareholding cannot be ascertained presently.

16. Requirements as to re-computation of price:

Since the equity shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(1) and 167 of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

However, the Company undertakes to re-compute the price of the OCDs issued in terms of the preferential allotment under this resolution as per the provision of the SEBI ICDR Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified OCDs shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its Promoters or directors are declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Promoters or directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

18. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares which will be issued/allotted on conversion of OCDs. Such equity shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

19. Valuation report from a Registered valuer:

Since, the "Relevant Date" for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the OCDs will be 30 days prior to the date on which the Proposed Allottee is entitled to apply for equity shares. Report from Registered Valuer will be obtained in due course and will be available at the website of the company.

20. Practicing Company Secretary's Certificate:

M/s Khanna Ashwani & Associates, Practicing Company Secretary, have issued a certificate dated 19.03.2026 confirming that the proposed preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations. The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is <https://www.oswalgroup.com/investor-stock-exchange-intimation>.

21. Other Disclosures/Undertaking:

- A) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- B) Neither the Company nor its directors or Promoters are declared as Willful Defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- C) The Proposed Allottees have not sold or transferred any equity shares during the 90 (Ninety) trading days preceding the relevant date.

The approval of the members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42, 62 and 71 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations and accordingly the approval of the members of the Company is being sought.

The Board of directors of the Company believe that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for your approval.

None of the other Directors or Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 2

The Articles of Association ("AOA") of the Company presently do not contain any provision enabling the appointment of an observer to the meetings of the Board of Directors by the debenture trustees or debenture holders.

In connection with the proposed / existing borrowing arrangements of the Company, including issuance of debentures or other debt securities, it is a standard requirement of lenders and/or debenture trustees to have a right to appoint a nominee/observer on the Board of the Company in accordance with the terms of the relevant financing documents and trust deed.

Accordingly, in order to facilitate the Company to comply with such requirements, it is proposed to amend the AOA of the Company by inserting a new Article 131A enabling appointment of an observer by the debenture trustees or debenture holders, as set out in the resolution.

The Board of Directors is of the view that the proposed amendment is in the best interest of the Company and its stakeholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, 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.

The Board recommends the resolution set out at Item No. 2 for approval of the Members as a Special Resolution.

**By order of the Board
For Vardhman Polytex Limited**

**Sd/-
Ajay K. Ratra
Company Secretary
M.No.: F4681**

**Date: 19.03.2026
Place: Ludhiana**



VARDHMAN POLYTEX LIMITED

CIN: L17122PB1980PLC004242

Regd. Office: Vardhman Park, Chandigarh Road, Ludhiana-141123, Punjab, India

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/We record my/our presence at the Extraordinary General Meeting of the Company at Registered Office of the company at Vardhman Park, Chandigarh Road, Ludhiana-141123 on Thursday, April 16, 2026 at 11:00 AM.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.



VARDHMAN POLYTEX LIMITED

CIN: L17122PB1980PLC004242

Regd. Office: Vardhman Park, Chandigarh Road, Ludhiana-141123, Punjab, India

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:	L17122PB1980PLC004242		
Name of the Company:	Vardhman Polytex Limited		
Registered Office:	Vardhman Park, Chandigarh Road, Ludhiana-141123		
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

- Name E-mail id
Address
Signature Or failing him
- Name E-mail id
Address
Signature Or failing him
- Name E-mail id
Address
Signature Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, April 16, 2026 at 11:00 AM at Registered Office of the company at: Vardhman Park, Chandigarh Road, Ludhiana-141123.

Resolution No.:

- TO CREATE, OFFER, ISSUE AND ALLOT OPTIONALLY CONVERTIBLE DEBENTURES ON PREFERENTIAL BASIS.
- TO CONSIDER ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.

Signed this.....day of.....2026

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

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.

Route Map of EGM Venue
Vardhman Polytex Limited
Vardhman Park, Chandigarh Road, Ludhiana-141123



