Vardhmān

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:FEB:2025-26 **Dated:09.02.2026**

BSE Limited, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, 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 : POSTAL BALLOT NOTICE - DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated January 21, 2026, seeking approval of Members of the Company by way of Special Resolution on the following resolution through Postal Ballot Process:

1.	To alter the Object Clause of the Memorandum of Association of the Company.

Postal Ballot Notice is being sent only through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) and whose email ID is registered with the Company/ Depositories, as on Friday, January 30, 2026 (Cut-off Date). The Company has engaged the services of CDSL as the agency for providing remote e-Voting facility. The detailed procedure for remote e-Voting is provided in the Notes to the Notice of the Postal Ballot.

Further, the shareholders who have not registered their email address and in consequence could not receive the Postal Ballot Notice may get their email registered by writing to the Company/ RTA/ Depository Participant (DP) (more specifically detailed in Point No. 5 of the Notes to the attached Postal Ballot Notice).

The e-voting facility will be available during the following period:

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Commencement of voting	Tuesday, February 10, 2026 at 09:00 a.m. IST
End of voting	Wednesday, March 11, 2026 at 05:00 p.m. IST

The e-Voting module will be disabled by the Service provider i.e. CDSL after 5:00 P.M. on Wednesday, March 11, 2026. The result of the Postal Ballot shall be declared on or before 2 working days from the conclusion of e-Voting process. The Members can vote on resolution through remote e-Voting facility only. Assent or dissent of the Members on the resolution mentioned in the Notice would be taken through remote e-Voting system only.

The Postal Ballot Notice is also available on the website of the Company at www.vardhman.com and on the website of CDSL (e-Voting agency) at www.evotingindia.com.

Kindly note and display the notice on your notice board for the information of the members of your exchange and general public.

Thanking you,

Yours faithfully,
FOR VARDHMAN TEXTILES LIMITED

SANJAY GUPTA

Digitally signed by SANJAY GUPTA
DN: c=IN, postalCode=141010, st=PUNJAB, street=HOUSE NO.- 1883 ,WARD NO.-10 ,LUDHIANA,SECTOR 32-A CHANDIGARH ROAD ,141010, l=LUDHIANA, o=Personal, serialNumber=f90871601598b55efe52bd5cbc80d08eb5f6f27c6f81ae06bc5f1ae6f4af6eb, pseudonym=d15d9677668740aaaa6f9f38f5a08c80a, 2.5.4.20=1248acf9801b98bc1c230ebad1a39521233702926b19f69cd2ade021fd129d95, email=SANJAYGUPTA@VARDHMAN.COM, cn=SANJAY GUPTA
Date: 2026.02.09 12:28:09 +05'30'

(Sanjay Gupta)
Company Secretary

Vardhman Textiles Limited
CIN: L17111PB1973PLC003345
Registered Office: Chandigarh Road, Ludhiana, Punjab - 141010
Tel. No. 91-161-2228943 **Fax No.:** 91-161-2601048
Email: secretarial.lud@vardhman.com;
Website: www.vardhman.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars as defined below)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")**, including any statutory modification(s) or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("the Listing Regulations")**, Secretarial Standard on General Meetings **("SS-2")** issued by The Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 read with other relevant circulars and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars") and any other applicable laws and regulations, to transact the following proposed special business by the Members of Vardhman Textiles Limited **("the Company")** by passing resolution by way of Postal Ballot only by voting through electronic means (**"remote e-Voting"**). The proposed resolution as set out below, along with the Explanatory Statement pursuant to Sections 102 and 110 of the Act setting out material facts in relation to the proposed resolution, is being sent to the Members for their consideration and approval.

The Company will send Postal Ballot Notice by e-mail to all its Members who have registered their email addresses with the Company/RTA or Depository/ Depository Participants ("DP") and the communication of assent/ dissent of the Members will only take place through the remote e-Voting system. This Postal Ballot Notice is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the

Members for this Postal Ballot. The Company is providing remote e-Voting facility for the Postal Ballot as an alternate, which would enable the Members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically.

You are requested to peruse the proposed resolution set out below along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-Voting facility provided by the Company not later than 5:00 P.M. IST on Wednesday, 11th March, 2026, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section **"Instructions for voting through remote e-Voting"**.

The results of voting by means of Postal Ballot through remote e-Voting shall be declared on or before 2 working days from the conclusion of e-Voting process and will be displayed along with the Scrutinizer's Report at the Company's website www.vardhman.com and on the website of Central Depository Services (India) Limited **("CDSL")**, who will provide the platform for remote e-Voting, and will also be communicated to the Stock Exchanges where the shares of the Company are listed.

ITEM OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:

ITEM NO. 1:

TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions, as may be imposed by them, consent of the Members of the Company be and is hereby accorded for insertion of the below mentioned object clause as sub-clause (xxxiv) after sub-clause (xxxiii) of clause III (B) of the Memorandum of Association of Company:

> *"To set up, purchase or otherwise acquire, manage electricity generation plants and facilities and to generate, accumulate, distribute, supply, sell or otherwise deal with electricity of all kinds including hydel, thermal, nuclear, gaseous, solar, wind and other non-conventional sources or otherwise, whether at its own or in collaboration or arrangement with any other third party, for captive consumption or selling to external parties or otherwise as they deem fit and proper in this context."*

RESOLVED FURTHER THAT the Board of Directors (which shall include any Committee

thereof), be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required to give effect to the above resolution and further to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to this resolution."

By order of the Board of Directors
For Vardhman Textiles Limited

Sd/-
(Sanjay Gupta)
Company Secretary
M. No.: FCS 4935

Place: Ludhiana
Date: 21st January, 2026

Notes:

1. The Explanatory Statement for the proposed resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts pertaining to the resolution is annexed hereto and forms part of this Notice.

2. In accordance with the MCA Circulars, the Company has sent this Postal Ballot Notice through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited **("NSDL")**/ Central Depository Services (India) Limited **("CDSL")**, (collectively referred as **"Depositories"**), as on Friday, 30th January, 2026 **(the "Cut-off Date")** and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants **("DP")** and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Limited **("RTA")** or the Company.

3. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-Voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.

4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-Voting only.

5. Members holding shares in physical mode and who have not registered their email addresses can now register the same by writing to the Company with details of folio number and submitting duly filled relevant KYC forms as available on the website of the Company i.e. www.vardhman.com, at secretarial.lud@vardhman.com or to RTA at rta@alankit.com. Members holding shares in demat mode are requested to register/ update their email addresses with the relevant Depository Participant.

6. The Postal Ballot Notice is also available on the website of the Company at www.vardhman.com. The same can also be accessed from the website of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively and on the website of Central Depository Services (India) Limited (e-Voting agency) at www.evotingindia.com.

7. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting. Alternately, Members may also send their requests to secretarial.lud@vardhman.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

8. Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, i.e. Friday, 30th January, 2026, shall be entitled to avail the facility of remote e-Voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.

   It is, however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

9. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, 30th January, 2026.

10. The Board of Directors of the Company in its meeting held on January 21, 2026 has appointed M/s Khanna Ashwani & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner. Mr. Ashwani Kumar Khanna (Certificate of Practice No. 2220), Prop. of the said firm, has given his consent to act as the scrutinizer and would be available for the purpose of ascertaining the requisite majority.

11. The Scrutinizer will, after the conclusion of remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board including Company Secretary, who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot shall be declared latest by 05:00 p.m. on Friday, 13th March, 2026. The last date specified by the Company for e-Voting i.e. Wednesday, 11th March, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

    The result of the Postal Ballot and Report of Scrutinizer will also be displayed on the website of the Company at www.vardhman.com. The same can also be accessed from the website of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively and on the website of CDSL (e-Voting agency) at www.evotingindia.com.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Punjabi language).

13. Important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-Voting	Friday, 30th January, 2026
Commencement of voting	Tuesday, 10th February, 2026 at 09:00 a.m. IST
End of voting	Wednesday, 11th March, 2026 at 05:00 p.m. IST

The e-Voting module will be disabled by the Service provider i.e. CDSL after 5:00 P.M. on Wednesday, 11th March, 2026.

14. Instructions for voting through remote e-Voting:

In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and Secretarial Standard on General Meeting (SS–2), the Company is providing a facility to all its Members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-Voting). The e-Voting facility is being provided by CDSL.

The dispatch of the Notice shall be deemed to be completed on the day on which the Company sends out the communication for the Postal Ballot process by e-mail to the Members of the Company. The e-Voting period begins at 9.00 A.M. (IST) on Tuesday, 10th February, 2026 and ends at 5.00 P.M. (IST) on Wednesday, 11th March, 2026. 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. Friday, 30th January, 2026 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

The instructions for Members for voting through electronic means are as under:

(a) As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting Facility provided by Listed Entities, **"individual shareholders holding shares of the Company in demat mode"** can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote e-Voting, as devised by the Depositories / Depository Participant(s), is given below:

Option 1 – Login through Depositories

NSDL	CDSL
1. **Members who have already registered for IDeAS facility to follow below steps:**	1. **Members who have already registered for Easi / Easiest to follow below steps:**

(i) Go to URL: https://eservices.nsdl.com (ii) Click on the "Beneficial Owner" icon under 'IDeAS' section. (iii) A new page will open. Enter the existing User ID and Password. On successful authentication, click on "Access to e-Voting". (iv) Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	(i) Go to URL: www.cdslindia.com and then go to Login and select New System Myeasi. (ii) Login with user id and password. (iii) Click on e-Voting. The option will be made available to reach e-Voting page without any further authentication. (iv) Click on the Company name or e-Voting service provider name to cast your vote during the remote e-Voting period.
2. User not registered for IDeAS e-Services: (i) To register click on link: https://eservices.nsdl.com. Select option "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp . (ii) Proceed with completing the required fields.	**2. User not registered for Easi/ Easiest:** (i) Option to register is available at www.cdslindia.com (ii) Click on login & New System Myeasi Tab and then click on registration option.
3. Users can directly access e-Voting module of NSDL and follow the below process: (i) Go to URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp (ii) Enter 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. (iii) Enter the OTP received on registered email id/mobile number and click on login. (iv) On successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. (v) Click on the 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.	**3. Users can directly access e-Voting module of CDSL and follow the below process:** (i) Go to URL: www.cdslindia.com (ii) Click on the icon "E-Voting" (iii) Provide Demat Account Number and PAN No. (iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat account. (v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress. (vi) Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Option 2 - Login through Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login,

you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the 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.

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 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.: 1800 1020 990 and 1800 22 44 30.

(b) Login method for e-Voting **for shareholders other than individual shareholders holding in Demat form and physical shareholders**:

(i) The Members should log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" module.

(iii) 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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 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. 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 (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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 to be also used by the demat holders for voting for resolution 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.

(ix) For members holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.

(x) Click on the EVSN: 260131001 for <**Vardhman Textiles Limited**> on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

(xvii) Additional facility for Non-Individual Shareholders and Custodians – Remote e-Voting only:

- 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 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 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.lud@vardhman.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

15. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

a) 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) and duly filled relevant KYC forms by email to secretarial.lud@vardhman.com / rta@alankit.com.

b) For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).

c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) 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 on 1800 21 09911.

By order of the Board of Directors
For Vardhman Textiles Limited

Sd/-
(Sanjay Gupta)
Company Secretary
M. No.: FCS 4935

Place: Ludhiana
Date: 21st January, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

This is to inform the Members that as per various Guidelines and Orders issued by the Madhya Pradesh Electricity Regulatory Commission, it is required that the Memorandum of Association (MOA) of the Consumer Company should include enabling provisions for 'Captive Power Generation and Consumption'. Therefore, to comply with the said regulatory requirements, the Board of Directors of your Company in its meeting held on January 21st, 2026, subject to the approval of Members of the Company, approved to amend the 'Objects Clause' of the MOA of the Company by incorporating therein enabling provisions for 'Captive Power Generation and Consumption'.

In terms of Section 13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, approval of the Members of the Company is required by way of special resolution for amending the MOA of the Company.

This is to inform the Members that there is no change in the main objects of the Company i.e. Para A of clause III of the MOA i.e. 'The main objects of the Company to be pursued on incorporation' shall remain the same. The proposed amendment pertains to Para B of clause III of the MOA i.e. 'The Objects incidental or ancillary to the attainment of the Main Objects'.

The Board recommends Special Resolution as set out in this Notice for the approval by the Members. Accordingly, your approval is solicited.

A draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members.

Memorandum of Interest:

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Notice.