



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

POSTAL BALLOT FORM

Sl. No.:

Name and Registered Address
of Sole/First named Shareholder/
Member/beneficial owner

2. Name of Joint Holder(s), if any

DP ID No./Client ID No. &

Registered Folio No.

4. Number of Equity Shares held

5. I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 7th August, 2014 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) mark in the appropriate box below:

Description of the Resolution

Number of
Shares for which
votes cast

I/We assent
to the
Resolution

I/We dissent
to the
Resolution

ITEM NO. 1

Special Resolution under section 180 (1) (c) of the Companies Act, 2013 authorizing the Board of Directors to exercise borrowing powers of the Company.

ITEM NO. 2

Special Resolution under section 180 (1) (a) of the Companies Act, 2013 authorizing the Company to mortgage and/or create any charge on immovable and/or movable properties of the Company.

Place

Date

(Signature of the Shareholder/Beneficial Owner)

Note :

- Kindly read the instructions printed overleaf before filling the form.
- Last date for receipt of Postal Ballot Forms by Scrutinizer is 11.09.2014



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POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that the following resolutions are circulated herewith for approval of members of Vardhman Textiles Limited ("the Company") to be accorded by Postal Ballot/ E-voting in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014:

SPECIAL BUSINESS:

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

BORROWING POWERS OF THE COMPANY:

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 40th Annual General Meeting held on 31st August, 2013 and pursuant to Section 180(1)(c) (previously being Section 293(1)(d) of the Companies Act, 1956) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 2,200 Crores (Rupees Two Thousand and Two Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

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

MORTGAGES/CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE:

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at Extra- ordinary General Meeting held on 6th April, 1994 and pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Company be and is hereby authorised to mortgage and/or charge all the present and future movable and immovable properties and whole of undertaking of the Company and in such form as the Board of Directors may determine for the purpose of securing any borrowing/loan together with power to take over management of the business and concern of the Company in certain events for securing the said borrowing/loans."

By Order of the Board of Directors

For Vardhman Textiles Limited

Sd/-

(Karan Kamal Walia)

COMPANY SECRETARY

Place : Ludhiana

Date : 07.08.2014

NOTES:

- Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 are appended hereto.
- The Company has appointed M/s. B.K. Gupta & Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
- The votes should be cast either in favour of or against by putting the tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick in both the columns will render the form invalid.
- The Notice is being sent to all the Members, whose names appear in the Register of Members as on 08.08.2014.
- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer E-voting facility as an alternative, to all the Shareholders of the Company. For this purpose, the Company has entered into agreement with CDSL for facilitating E-voting to enable shareholders to cast their vote electronically instead of dispatching Postal ballot Form, E-voting is optional.
- The Notice is being sent by E-mail to those members who have registered their E-mail address with the Company or with their Depository Participants. Members who have not registered their E-mail address will receive this notice along with form through post.
- The instructions for members for voting electronically are as under:-**
In case of members receiving e-mail (EVSN :- 140804014)
 - Log on to the e-voting website www.evotingindia.com
 - Click on "Shareholders" tab.
 - Now, select the "VARDHMAN TEXTILES LIMITED" from the drop down menu and click on "SUBMIT"
 - Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
 - If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
 - Now, fill up the following details in the appropriate boxes:

	For Members holding shares in De-mat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha- numeric *PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders)	
DOB	Enter the Date of Birth as recorded in your De-mat account or in the company records for the said De-mat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your De-mat account or in the company records for the said De-mat account or folio.	

*Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/De-mat Account number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository please enter the <YOUR NUMBER OF SHARES> in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in de-mat 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 de-mat 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.

(ix) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

(x) Click on <VARDHMAN TEXTILES LIMITED> 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 Resolutions.

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii)Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(xviii)Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

8. The voting period begins on 13.08.2014, 09:00 A.M. and ends on 11.09.2014, 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08.08.2014 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

9. M/s. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner. The Scrutinizer shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

10. The Results shall be declared on 12.09.2014. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.vardhman.com and on the website of CDSL within 2 (two) working days of the receipt of scrutinizer report at the Registered office of the Company and will be communicated to the Stock Exchanges.

STATEMENT FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 7TH AUGUST, 2014 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 & 2:

Pursuant to Section 293 (1) (d) and 293(1) (a) of the Companies Act, 1956, the members at their General Meetings had approved by way of Ordinary Resolutions:

a) Borrowings 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 293 (1) (d). (Annual General Meeting held on 31st August, 2013)

b) To mortgage and/or create any charge on immovable and/or movable properties of the Company pursuant to provisions of section 293(1) (a). (Extra-ordinary General Meeting held on 6th April, 1994)

With the enactment of Companies Act, 2013, the above said sections have been repealed and new Sections 180(1) (c) and 180(1) (a) have come into being in their place. Fresh approvals from shareholders are required for these resolutions.

The Board recommends the resolutions set forth in Item No. 1 & 2 above for approval of the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the proposed resolutions.

**By Order of the Board of Directors
For Vardhman Textiles Limited
Sd/-
(Karan Kamal Walia)
COMPANY SECRETARY**

**Place : Ludhiana
Date : 07.08.2014**

INSTRUCTIONS	
1.	A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send to the Scrutinizer in the enclosed self-addressed and postage pre-paid Envelope. No postage is required, however envelopes containing Postal Ballots, if sent through courier or registered post at the expense of or deposited at the address given herein by the registered member will also be accepted. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours on 11.09.2014.
2.	The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the company as on 08.08.2014.
3.	The self addressed pre paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4.	The Form should be completed and signed by the sole/first named shareholder. In the absence of the first named shareholder in a joint holding, the form may be completed and signed by next named shareholder. (However, where the form is sent separately by the first named shareholder and joint holder(s), the vote of first named shareholder would be valid).
5.	Duly completed form should reach scrutinizer on or before 05.00 P.M. on 11.09.2014. All forms received after this date will be treated as if reply from the shareholders has not been received.
6.	There will be only one postal ballot form for every folio irrespective of the number of joint shareholder(s).
7.	In case of shares held by Companies, Trusts etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signatures of Authorized Signatories.
8.	Members are requested not to send any other matter along with Postal Ballot Form in the enclosed Postage Prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
9.	Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
10.	The votes should be cast either in favour of or against by putting the (✓) mark in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both the column will be render the form and vote contained therein invalid.
