



VARDHMAN TEXTILES LIMITED

(Formerly Known as Mahavir Spinning Mills Limited)

Registered Office : Chandigarh Road, Ludhiana-141 010 (Punjab) INDIA

Phones : (0161) 2228943-48 Fax : (0161) 2601048, 2222616, 2601040

PAN No. : AABCM4692E

REF:VTXL:SCY:SEPT:2013-2014

Dated: 09.09.2013

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

SUB: CLAUSE-31 OF LISTING AGREEMENT.

Dear Sir,

In pursuance of Clause 31 of the Listing Agreement, please find enclosed herewith a copy of the proceedings of the 40th Annual General Meeting of the Company held on 31st August, 2013.

Thanking you,

Yours faithfully,
For VARDHMAN TEXTILES LIMITED

(KARAN KAMAL WALIA)
Company Secretary

**MINUTES OF THE 40TH ANNUAL GENERAL MEETING OF VARDHMAN
TEXTILES LIMITED HELD ON SATURDAY, 31ST AUGUST, 2013 AT 12.00
NOON AT THE REGISTERED. OFFICE, VARDHMAN PREMISES,
CHANDIGARH ROAD, LUDHIANA - 141 010.**

PRESENT:

DIRECTORS:

- | | | |
|------------------------|---|--|
| 1. Mr. S.P. Oswal | - | Chairman & Managing Director |
| 2. Mr. Prafull Anubhai | - | Director & Chairman of the Audit Committee |
| 3. Mr. Sachit Jain | - | Executive Director |
| 4. Mr. Neeraj Jain | - | Executive Director |

MEMBERS:

- | | | |
|---|--|------|
| 1. Adinath Investment & Trading Company | Member - Represented by Mr. S.P. Oswal | -do- |
| 2. Devakar Investment & Trading Co. (P) Limited | | -do- |
| 3. Srestha Holdings Limited | | -do- |
| 4. Santon Finance & Investment Co. Limited | | -do- |
| 5. Flamingo Finance & Investment Co. Limited | | -do- |
| 6. Ramaniya Finance & Investment Co. Limited | | -do- |
| 7. Anklesh Investments (P) Ltd. | | -do- |
| 8. Pradeep Mercantile Co. (P) Ltd. | | -do- |
| 9. Plaza Tading Co. (P) Ltd. | | -do- |
| 10. Marshall Invst. & Trdg. Co. (P) Ltd. | | -do- |
| 11. Syracuse Invst. & Trdg. Co. (P) Ltd. | | -do- |
| 12. Mahavir Spinning Mills (P) Ltd. | | -do- |
| 13. Vardhman Holdings Limited | | -do- |
| 14. Mr. Anil Kumar Sharma | Member | |
| 15. Mr. Jogesh Kumar | | -do- |
| 16. Mr. Kulwinder Singh | | -do- |
| 17. Mr. Yash Pal Arora | | -do- |
| 18. Mrs. Sumedha Sharma | | -do- |
| 19. Mr. Vijay Mehra | | -do- |
| 20. Mr. Ravi Shankar Kapoor | | -do- |



MINUTES BOOK

21. Mr. Prem Nath	-do-
22. Mr. Parveen Pathak	-do-
23. Mrs. Kuldeep Kaur	-do-
24. Mr. Pardeep Kumar	-do-
25. Mr. Jaswinder Pal Singh	-do-
26. Mr. R.N. Sharma	-do-
27. Mr. Pawan Kumar Ahuja	-do-
28. Mr. Sant Ram	-do-
29. Mr. Chander Mohan Sharma	-do-
30. Mr. Kewal Kishan	-do-
31. Mrs. Sunita Verma	-do-
32. Mr. Lachhman Soni	-do-
33. Mr. Prit Pal Singh	-do-
34. Mr. Devi Shankar Maurya	-do-

and other members as per the Attendance Register.

IN ATTENDANCE:

- | | | |
|-------------------------|---|-------------------|
| 1. Ms Karan Kamal Walia | - | Company Secretary |
|-------------------------|---|-------------------|
-

The Register of Members and Register of Director's Shareholding were produced at the commencement of the meeting and were kept open and accessible during the continuance of the meeting in pursuance to Section 307 of the Companies Act, 1956. As the quorum was present, the Chairman permitted the proceedings of the meeting to commence.

The Chairman welcomed the members and delivered his speech on the performance of the Company during the year 2012-2013 and working results for the first quarter ended on 30th June, 2013 and also informed the members about the status of the ongoing expansions and the future plans of the Company.

Thereafter, the Chairman asked the Company Secretary to take-up the items on Agenda for consideration and approval of the members one by one. The Agenda items were then taken up for the consideration of the members as follows:-

✓

ITEM NO. 1:

ADOPTION OF ANNUAL ACCOUNTS:

With the permission of the Chairman and the members present, the Directors' Report and the Audited Balance Sheet as at 31st March, 2013 alongwith Statement of Profit and Loss for the year 2012-13 and other notes to Financial Statements annexed thereto were taken as read. The Auditors' Report was read by Ms. Karan Kamal Walia, Company Secretary.

Mr. Ravi Shankar Kapoor proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT the Directors' Report and the Audited Balance Sheet of the Company as at 31st March, 2013 along with Statement of Profit & Loss for the year 2012-2013 and other Notes to Financial Statements annexed thereto and Auditors' Report thereon be and are hereby approved and adopted."

Mr. Kulwinder Singh seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

ITEM NO. 2:

TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE YEAR 2012-2013:

Mr. Pawan Kumar Ahuja proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT a dividend of Rs. 6.00 per share be and is hereby declared for payment out of the profits of the Company for the Year 2012-13 on 63,651,879 Equity Shares on the amount paid-up per share".

Mr. Prem Nath seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

ITEM NO. 3:

TO APPOINT A DIRECTOR IN PLACE OF MR. A.K. PURWAR, WHO RETIRES BY ROTATION IN ACCORDANCE WITH ARTICLE 108 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

~

MINUTES BOOK

Mr. Jogesh Kumar proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. A.K. Purwar, Director, who retires by rotation and being eligible for re-appointment, be and is here by re-appointed as a Director of the Company in accordance with the Article 108 of the Articles of Association of the Company."

Mr. Anil Kumar Sharma seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

ITEM NO. 3B:

TO APPOINT A DIRECTOR IN PLACE OF MR. D.L. SHARMA, WHO RETIRES BY ROTATION IN ACCORDANCE WITH ARTICLE 108 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

Mrs. Sumedha Sharma proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. D.L. Sharma, Director, who retires by rotation and being eligible for re-appointment, be and is here by re-appointed as a Director of the Company in accordance with the Article 108 of the Articles of Association of the Company."

Mr. Vijay Mehra seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

ITEM NO. 4:

TO APPOINT AUDITORS FOR THE YEAR 2013-2014 AND TO FIX THEIR REMUNERATION:

Mr. Ravi Shankar Kapoor proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section-224 & other applicable provisions, if any, of the Companies Act, 1956, M/s. S.C. Vasudeva & Company, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting at such remuneration and other expenses as are

✓

incidental to the audit and as may be approved and fixed by the Chairman of the Company."

Mr. Pardeep Kumar seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

SPECIAL BUSINESS

ITEM NO. 5:

TO ENHANCE THE BORROWING POWERS OF BOARD OF DIRECTORS UPTO RS. 2,200 CRORE OUTSTANDING AT ANY TIME IN EXCESS OF THE AGGREGATE OF ITS PAID UP CAPITAL AND FREE RESERVES:

Mr. Yash Pal Arora proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in the General Meeting of the Company held on 25th August, 2005 and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 and all other applicable provisions, if any, consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow monies together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) upto Rs. 2,200.00 crore (Rupees Twenty Two Hundred crores only) outstanding at any time in excess of the aggregate of its paid-up capital and free reserves."

Mr. Pawan Kumar Ahuja seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

ITEM NO. 6:

TO RE-APPOINT MR. NEERAJ JAIN AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

Mr. Ravi Shankar Kapoor proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 269, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. Neeraj Jain, be and is hereby re-appointed as an Executive Director of the Company for a period of three years with effect from 1st April, 2013 to 31st March, 2016 on a remuneration as detailed below:-

✓

MINUTES BOOK

S.NO.	REMUNERATION	DETAILS
I.	Basic Salary	Basic Salary will be in the scale of Rs. 1,35,000 - Rs. 12500 - Rs. 1,60,000 per month.
II.	Commission	Commission equal to 1% of the Net Profit of the Company subject to maximum of 75% of the Annual Basic Salary.
III.	Special Allowance	Special allowance @ Rs. 40,000 per month.
IV.	Other Allowances	Other allowances @ Rs. 10,500 per month.
V.	Perquisites	The perquisites shall be allowed in addition to basic salary, special allowance and commission. However, such perquisites shall be restricted to an amount equal to one year's basic salary during each year as per details given below:-
a)	Housing	House Rent Allowance equal to 40% of basic salary.
b)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, subject to ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family shall be reimbursed once in a year in accordance with the rules specified by the Company subject to a maximum of Rs. 40,000 per annum.
d)	Personal Accident Insurance	Premium not to exceed Rs. 5,000 per annum.
e)	Provident Fund & other funds.	Contribution to provident fund, superannuation fund or annuity fund and this will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961. The said contribution will also be

		subject to the rules framed by the Company in this respect.
f)	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service and this shall not be included in the computation of ceiling on perquisites. This will, however, be subject to the ceiling prescribed by the Central Government from time to time.
g)	Car	Free use of Company's car for official work as well as for personal purposes along with Driver.

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

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary/ alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and are acceptable to Mr. Neeraj Jain.

RESOLVED FURTHER THAT Mr. Sachit Jain, Executive Director, be and is hereby authorised to execute an agreement on behalf of the Company with Mr. Neeraj Jain."

Mr. Prit Pal Singh seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

ITEM NO. 7:

TO ENHANCE THE SITTING FEES OF THE DIRECTORS OF THE COMPANY:

Mr. Kulwinder Singh proposed the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of Section 309, 310, and other applicable provisions, if any, of the Companies Act, 1956, approval of the Members of the Company be and is hereby given to the enhancement of the sitting fees payable to the Directors of the Company from Rs.15,000/- and Rs.10,000/- per Meeting to Rs. 20,000/- and Rs. 15,000/- per Meeting for attending the Board Meeting and Committee Meeting respectively."

h

MINUTES BOOK

Mr. Anil Kumar Sharma seconded the resolution. It was then put to vote by show of hands and was declared as carried with the permission of the Chairman.

There being no other item, the meeting concluded with a vote of thanks to the Chair and the members present at the meeting.

For Vardhman Textiles Limited


Chairman

9.9.2013