



VARDHMAN TEXTILES LIMITED

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

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

PAN No. : AABCM4692E; CIN : L17111PB1973PLC003345

E-mail : exp.administration@vardhman.com; Website : www.vardhman.com

Ref. VTXL:SCY:DEC:2016-17

Dated: 22-Dec-2016

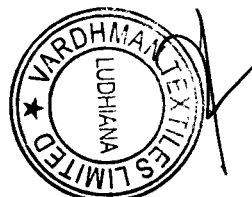
The Deputy General Manager, Corporate Relationship Deptt, Bombay Stock Exchange Limited, 1 st Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort, MUMBAI-400001. Scrip Code: 502986	✓ The National Stock Exchange of India Ltd, "Exchange Plaza, Bandra-Kurla Complex, Bandra (East), MUMBAI-400 051 Scrip Code: VTL
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SUB : POSTAL BALLOT

Dear Sir,

Pursuant to Section 110 read with Rule 22 of Companies (Management And Administration) Rules, 2014 and other applicable provisions, if any, please find enclosed herewith Certified True Copy of Board Resolution for conducting Postal Ballot in respect of following matters requiring member's approval:-

1. Ordinary Resolution for appointment of Mrs. Suchita Jain as Joint Managing Director of the Company u/s 196, 197, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
2. Ordinary Resolution for revision in remuneration being paid to Mr. Neeraj Jain, Joint Managing Director of the Company u/s 196, 197, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
3. Ordinary Resolution for revision in remuneration being paid to Mr. Sachit Jain, Joint Managing Director of the Company u/s 196, 197, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
4. Special Resolution to issue Non- Convertible Debentures (NCDs)/ Bonds u/s Section 42 and 71 of the Companies Act, 2013, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014.





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Kindly note that the members whose names appear in register of members/record of depositories as on **23rd December, 2016** are eligible to vote in the Postal Ballot and E-voting.

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

(KARAN KAMAL WALIA)

Company Secretary



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**TRUE COPY OF THE RESOLUTION PASSED BY BOARD OF DIRECTORS IN ITS MEETING
HELD ON 15TH NOVEMBER, 2016 AT LUDHIANA**

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

1. Ordinary Resolution for appointment of Mrs. Suchita Jain as Joint Managing Director of the Company u/s 196, 197, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
2. Ordinary Resolution for revision in remuneration being paid to Mr. Neeraj Jain, Joint Managing Director of the Company u/s 196, 197, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
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RESOLVED FURTHER THAT the Draft of Notice along with Statement u/s 102 thereto (a copy of which duly initialled by the Chairman for the purpose of identification was placed before the Board) be and is hereby approved and this Notice alongwith Statement u/s 102, be issued to the members by Ms. Karan Kamal Walia, Company Secretary.

RESOLVED FURTHER THAT M/s. B.K. Gupta & Associates, Practising Company Secretary, who has given his consent to act as scrutinizer, be and is hereby appointed as Scrutinizer to conduct the postal ballot process at such remuneration and out of





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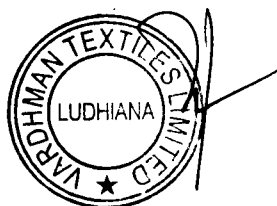
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pocket expenses, as may be determined by the Chairman and Managing Director of the Company.

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

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

SR. NO.	EVENTS	Date	Day
1.	Date on which consent is given by the Scrutinizer.	15.11.2016	Tuesday
2.	Date of Board Resolution authorizing Managing Director or any other Director and the Company Secretary who is responsible for entire Postal Ballot process.	15.11.2016	Tuesday
3.	Date of Appointment of Scrutinizer.	15.11.2016	Tuesday
4.	Cut-off date of Shareholders Notice.	23.12.2016	Friday
5.	Date of completion of dispatch of Notice.	30.12.2016	Friday
6.	Publication of notice in the News Paper.	31.12.2016	Saturday
7.	Postal Ballot process start date	02.01.2017	Monday
8.	Postal Ballot Process end date	31.01.2017	Tuesday
9.	Last date for receiving postal ballot forms by the scrutinizer.	31.01.2017	Tuesday
10.	Last date of submission of the report by the scrutinizer.	02.02.2017	Thursday
11.	Date of Declaration of the result by the Chairman/Authorised Director.	02.02.2017	Thursday





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12.	Last date of signing of Minutes by the Chairman.	04.02.2017	Saturday
13.	Date of returning the ballot papers, register and other related papers to the Chairman by the Scrutinizer.	04.02.2017	Saturday
14.	Date of handing over the postal ballot forms to the Company Secretary.	04.02.2017	Saturday

RESOLVED FURTHER THAT the notice be given to every member of the Company and voting right of such members be reckoned as on cutoff date which will be Friday, 23rd December, 2016.

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

RESOLVED FURTHER THAT Ms. Karan Kamal Walia, Company Secretary, be and is hereby authorised to retain custody of postal ballot forms and other records received from the scrutinizer.

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

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



Certified True Copy
For Vardhman Textiles Limited

(Karan Kamal Walia)
Company Secretary
M. No. FCS-7935