



REF: VPL:SEC:Jan:2018-19

Date: 02.01.2019

The Listing Department, National Stock Exchange of India Ltd, "Exchange Plaza" Bandra-Kurla Complex, Bandra (East), Mumbai-400051 Scrip Code: VARDMNPOLY	The Listing Department, BSE Limited, 25 th Floor, P.J Towers Dalal Street Fort, Mumbai-400001 Scrip Code: 514175
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Subject: Notice of Extraordinary General Meeting.

Dear Sir / Madam,

Please find enclosed herewith Notice of Extraordinary General Meeting (EGM) scheduled to be held on Monday, 28th day of January, 2019 at 11:00 AM at registered office of the company at Vardhman Park, Chandigarh Road, Ludhiana, Punjab, India, to transact the Special Business as set out in the notice of EGM.

The company has engaged Central Depository Service Limited (CDSL) as the authorized agency to provide E-Voting facility. The E-Voting period shall commence on Friday, 25th January, 2019 at 9:00 AM and shall close on Sunday, 27th January, 2019 at 5:00 PM.

For the aforesaid purpose, the company has fixed the cut-off date - 21st January, 2019 as per Rule 20 of Companies (Management and Administration) Rules, 2014 to determine the entitlement of voting rights of members.

Thanking you,

Yours truly,

For Vardhman Polytex Limited


Ajay K. Ratra
Company Secretary



Encl: as above



VARDHMAN POLYTEX LIMITED

CIN: L17122PB1980PLC004242

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

Tel: +91-161-6629888

Email: secretarial@vpl.in, Website: www.vpl.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Vardhman Polytex Limited will be held on **Monday, the 28th day of January, 2019, at 11.00 a.m.** at Registered Office of the company at Vardhman Park, Chandigarh Road, Ludhiana-141123 to transact the following business:

SPECIAL BUSINESS:

Item No.1

Holding of office or place of profit/employment by Mr. Adish Oswal, as Chief Operating Officer of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 188 of the Companies Act, 2013 (“the Act”); Companies (Meetings of Board and its Powers) Rules, 2014, and all other applicable sections/rules of the Companies Act, 2013 and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or reenactment thereof for the time being in force), and subject to such approvals as may be required, approval of the members of the Company be and is hereby accorded for holding of office or place of profit/ employment by Mr. Adish Oswal, as Chief Operating Officer (COO) of the Company, with effect from December 26, 2018, on total remuneration which may exceed Rs. 2,50,000/- per month; including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to review and determine from time to time, the term of holding of the said office or place of profit/employment of Mr. Adish Oswal, including his remuneration at its discretion, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard.”

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

Sd/-

**Ajay K. Ratra
Company Secretary**

Place: Ludhiana

Date: 26-12-2018

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.**
A person can act as proxy on behalf of members not exceeding

fifty (50) and holding in the aggregate not more than 10 (ten)% of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

Corporate members are requested to send in advance duly certified copy of Board Resolution/Letter of Authority/ Power of Attorney authorizing their representative to attend the meeting.

The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form forms part of the notice.

3. Route map and details of prominent land mark of the venue of meeting is enclosed
4. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.
5. **Remote e-voting** – Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with relevant Rules of the Act and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on Resolution proposed to be passed in the Extraordinary General Meeting (“EGM”) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the EGM (‘remote e-voting’). The facility for voting shall also be made available at the EGM and the members attending the EGM who have not cast their vote by remote e-voting shall be able to vote at the EGM. The members who have cast their vote by remote e-voting may attend the EGM but shall not be entitled to cast their vote again.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period:

Commencement : From 9.00 A.M. of January 25, 2019
of e-voting

End of e-voting : Up to 5.00 P.M. of January 27, 2019

E-Voting shall not be allowed beyond 5.00 p.m. of January 27, 2019. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.

In terms of requirements of the Act, and the relevant Rules, Company has fixed Monday, 21st January, 2019 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 21st January, 2019 only.

A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. Only members as on Cut-off Date, who have not exercised their voting rights through remote e-voting, shall be entitled to vote at the meeting.

Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the EGM, i.e. Monday, 28th January, 2019.

Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The Scrutinizer, after scrutinising the votes cast at the EGM and through remote e-voting, will, not later than 2(two) days of conclusion of the EGM, make a consolidated Scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company (www.vpl.in) and on the website of CDSL e-Voting. The results shall simultaneously be communicated to the concerned Stock Exchanges, where the securities of the Company are listed.

6. The Company has appointed Mr. Ashwani Khanna Prop. M/s Khanna Ashwani & Associates, Practicing Company Secretary, as 'Scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No.1

Appointment of Mr. Adish Oswal as "Chief Operating Officer" of the Company with effect from 26th December, 2018 on a total remuneration, as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month. Further, besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.

Mr. Adish Oswal, aged 38 years, is the third generation Entrepreneur of the Oswal family which has pioneered Textile Business in Punjab since generations. He is a Commerce Graduate from Delhi University and has attended various training programmes such as Managerial Finance at Harvard University, Boston; one on Core Competence, Capability & Strategy at IIM, Ahmedabad & another on Strategy for Fast Growing Enterprises at ISB Hyderabad. Mr. Adish Oswal has more than 15 years of rich experience in textile industry. He has vast experience in selection of technology, machineries and operation of plants. He also spearheads the Groups initiatives in the areas of Finance, Marketing, Business Development, Corporate Communication and Corporate Affairs.

Mr. Adish Oswal, being a Director is a related party within the definition of Section 2(76) of the Companies Act, 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, at a monthly remuneration exceeding Rs. 2,50,000/- requires approval by way of ordinary resolution of the Company.

Hence, approval of members is sought for his appointment and payment of remuneration as proposed in the resolution under this item of business.

The information as required in accordance with Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is asunder:

- a) Name of the related party: Mr. Adish Oswal
- b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Adish Oswal, himself being a Chairman & Managing Director. He is son of Mrs. Manju Oswal, Director.
- c) Nature of relationship: Mr. Adish Oswal, himself being a Director on the Board of the company is the related party. He is son of Mrs. Manju Oswal, Director.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Appointment of Mr. Adish Oswal as "Chief Operating Officer" (COO) of the Company with effect from 26th December, 2018 on a total remuneration as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month. Besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.

Further, the terms of employment and remuneration of Mr. Adish Oswal, may be varied from time to time, based on the industry standards prevailing for similar position, and based on his performance evaluation. No duration or period for his employment is fixed, however, termination and other terms shall be governed as per rules and HR policy. Mr. Adish Oswal may be re-designated from time to time.

- e) Any other relevant information:
Mr. Adish Oswal holds 4,20,511 Equity Shares of the Company constituting 1.89% of the Paid up-equity share capital of the company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mrs. Manju Oswal being relative and Mr. Adish Oswal being the appointee are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

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

**Place: Ludhiana
Date: 26-12-2018**

**Sd/-
Ajay K. Ratra
Company Secretary**



VARDHMAN POLYTEX LIMITED

CIN: L17122PB1980PLC004242
Registered 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 Monday, 28th January, 2019 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.

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.....

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 Monday, 28th January, 2019 at 11.00 a.m at Registered Office of the company at Vardhman Park, Chandigarh Road, Ludhiana-141123.

Resolution No.

- Holding of office or place of profit/employment by Mr. Adish Oswal, as Chief Operating Officer of the Company

Signed this.....day of.....2019

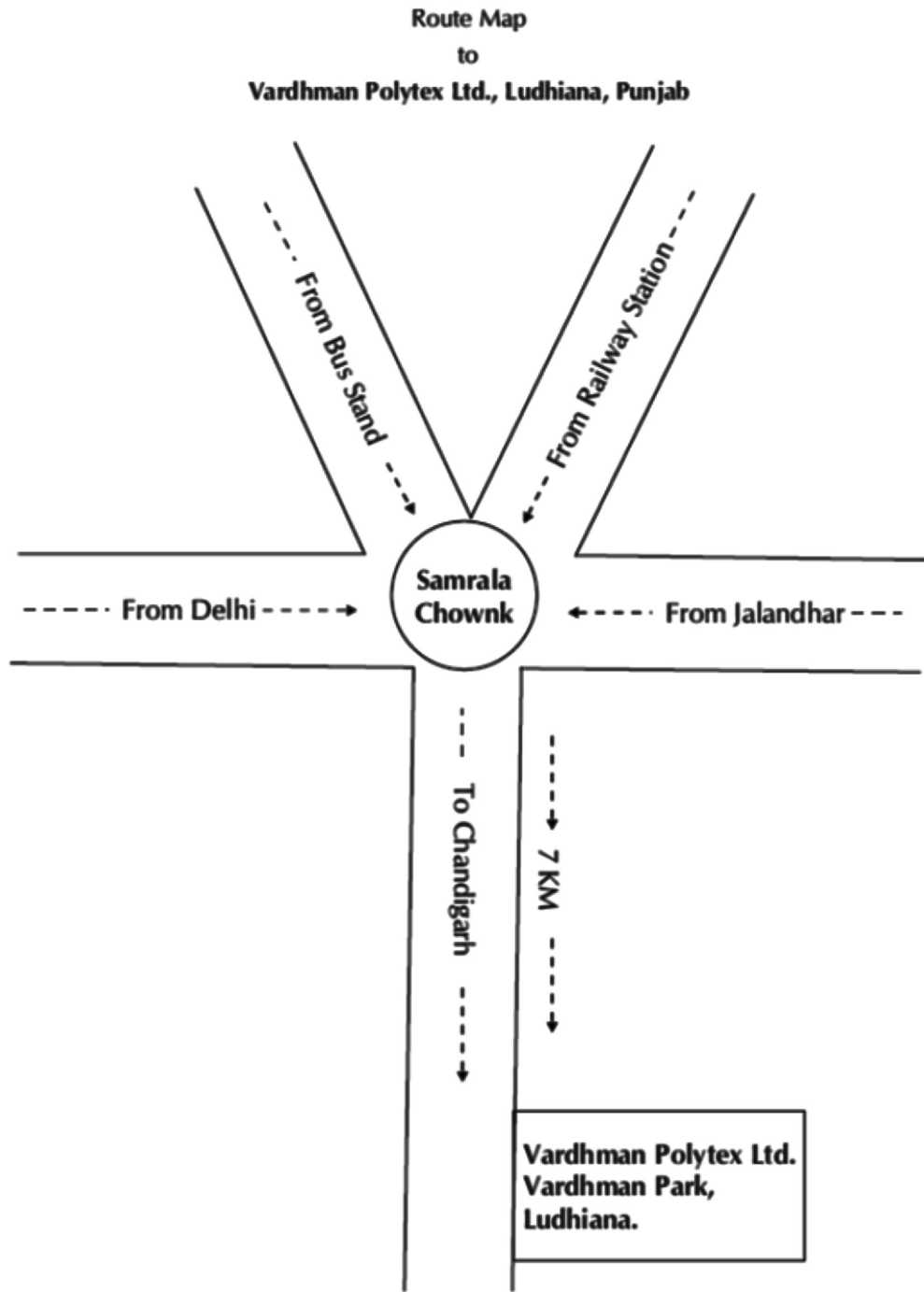
Signature of Shareholder :

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





VARDHMAN POLYTEX LIMITED

CIN: L17122PB1980PLC004242

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

Tel: +91-161-6629888

Email: secretarial@vpl.in, Website: www.vpl.in

Name of sole/first
Named member :

Address :

Registered Folio No./
DP ID No./ Client ID No :

Number of shares held :

Dear Member,

Subject : Process and manner for availing E-voting Facility

Pursuant to provisions of sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the business to be transacted at the Extraordinary General Meeting of the Company to be held on Monday, 28th January, 2019, at 11.00 a.m. may be transacted through electronic voting system and the company is providing facility for voting by electronic means. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting facility is available at the link www.evotingindia.com

The electronic voting particulars are set out below:

EVS (E-voting sequence number)	User ID	Password/PIN

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

Commencement of e-voting	From 9.00 A.M. of January 25, 2019
End of e-voting	Up to 5.00 P.M. of January 27, 2019

E-voting shall not be allowed beyond 5.00 p.m. of January 27, 2019. During the e-voting period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The cut-off date for the purpose of e-voting is 21st January, 2019.

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the Extraordinary General Meeting to be held on 28th January, 2019.

Instructions for E-voting

Members are requested to follow the instructions below to cast their vote through e-voting:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on Shareholders/Members.
- 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) Members 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 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 Members holding shares in Demat Form 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) <ul style="list-style-type: none"> • 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 sequence number in the PAN field. Sequence number is printed alongwith address of shareholder on physical copy. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field
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 as mentioned in instruction (3).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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 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.
- 9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of <Vardhman Polytex Limited> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 16) If Demat account holder has forgotten the changed 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.
- 17) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the App from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 18) Note for Non – Individual Shareholders and Custodians
 - 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 as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- 19) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st January, 2019 may follow the same instructions as mentioned above for e-Voting.
- 20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com