



18.12.2024

The Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block-G,
Bandra - Kurla Complex,
Bandra (E),
Mumbai - 400051

SCRIP CODE: VARDMNPOLY

The Listing Department,
BSE Limited
25th Floor,
P.J. Towers,
Dalal Street Fort,
Mumbai- 400001

SCRIP CODE: 514175

SUBJECT: OUTCOME OF BOARD MEETING - RAISING OF FUNDS BY RIGHTS ISSUE AND ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

Dear Sir/Madam,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the board of directors of the company at its meeting held today i.e., Wednesday, 18th December, 2024 has, inter alia, considered and approved the following:

1. Rights Issue

Issuance of equity shares of the Company for an amount upto Rs.120 Crores by way of a rights issue to the eligible equity shareholders of the Company as on the record date (to be determined and notified subsequently), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Companies Act, 2013 and other applicable laws, at such price and on such terms and conditions as may be decided by the Board or a duly constituted committee of the Board in accordance with applicable laws, subject to receipt of necessary approvals, as may be required.

2. Preferential Issue of Convertible Warrants:

Issuance of up to 7,24,50,000 (Seven Crore Twenty Four Lakh Fifty Thousand) warrants convertible into, or exchangeable for, equal number of equity shares of the Company having a face value of Re. 1/- (Rupee One Only) within the period of 18 (Eighteen) months in accordance with the applicable laws at a price of Rs.12.55 (Rupees Twelve and Fifty Five Paise only) ("Warrant Issue Price") aggregating up to Rs.90,92,47,500/- (Rupees Ninety Crore Ninety Two Lakh Forty Seven Thousand Five Hundred only) to the entity falling under "Promoter Group" in terms of Section 2(1)(pp) of SEBI ICDR Regulations (as mentioned in Annexure- I, attached herein) by way of preferential issue in accordance with the provisions of Section 23, 42 and 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter-V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the members of the Company and other regulatory authorities,



as may be applicable. Each Warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches. Upon issue of Warrants as stated above, an amount equivalent to 25% of Warrant Issue Price shall be called/payable upfront from the proposed allottees and the balance would be payable at the time of conversion of the Warrants into Equity Shares.

Details relating to Preferential Issue of Warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, ('SEBI Circular'), are provided in Annexure-II.

3. Extraordinary General Meeting of Shareholders:

Board decided to hold an Extraordinary General Meeting ('EGM') of the company on **Friday, 17th January, 2025 at 11:00 A.M.** at the registered office of the company: Vardhman Park, Chandigarh Road, Ludhiana-141123 to obtain the approval of the shareholders of the Company, inter-alia, in relation to the above Preferential Issue of Warrants convertible into equity shares. The Board of Directors has approved the draft notice of the EGM and matters related thereto. The notice of the said EGM will be sent separately to the Stock Exchange(s) and to the Members of the Company and will also be available on the Company's website (www.vpl.in) and on the website of the stock exchange(s) i.e. at www.bseindia.com and www.nseindia.com respectively, in due course.

The Company has fixed 'Cut-off Date' on 10th January, 2025 (end of the day) for the purpose of determining the number of shareholders entitled to vote at the ensuing EGM of the company. Those shareholders holding shares whether in dematerialized form or in physical form, as on the close of business hours on 10th January, 2025 will be entitled to avail the facility of remote e-voting as well as voting at EGM.

The meeting of Board of Directors commenced at 5.00 PM and concluded at 6.45 PM.

We request you to kindly take on record the same.

Thanking you,

Yours truly,
For Vardhman Polytex Limited

Ajay K. Ratra
Company Secretary

Encl: As above



Annexure-I

List of Proposed Allottees

Sr. No.	Name of Proposed Allottee(s)	Category (Promoter Group/ Non Promoter)	No. of Warrants to be allotted
1	Oswal Holding Private Limited*	Promoter Group	2,29,25,000 (Series-1) 2,41,25,000 (Series-2) 2,54,00,000 (Series-3)
		Total	7,24,50,000

*an entity falling under "Promoter Group" in terms of Section 2(1)(pp) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018



Annexure-II

The details relating to Preferential Issue of Convertible Warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular dated 13th July, 2023 are as under:

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued	Warrants convertible into Equity Shares of face value of Re.1/- each
2	Type of Issuance	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations read with the Companies Act, 2013 and rules made thereunder.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	<p>Issue of upto 7,24,50,000 (Seven Crore Twenty-Four Lakh Fifty Thousand) warrants, at a price of Rs.12.55 (Rupees Twelve and Fifty Five Paise only) per Warrant, payable in cash ("Warrant Issue Price") aggregating up to Rs.90,92,47,500/- (Rupees Ninety Crore Ninety Two Lakh Forty Seven Thousand Five Hundred only), each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Re. 1/- (Rupee One Only) each within the period of 18 (Eighteen) months, in accordance with the applicable laws.</p> <p>Floor Price determined as per the provisions of the Regulation 164(1) and Regulation 166A(1) of the SEBI ICDR Regulations is Rs.12.54 (Rupees Twelve and Fifty Four Paise only) per warrant.</p> <p>The Board of directors of the Company has fixed the Issue price of Rs.12.55 (Rupees Twelve and Fifty Five Paise only) which is above the floor price as determined in compliance with the requirements of the ICDR Regulations.</p> <p>The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s).</p>



		The price of the warrants and the number of Equity Shares to be allotted on conversion of warrants shall be subject to appropriate adjustments as permitted under applicable laws.
4	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable
Additional information in case of Preferential Issue		
5	Name of Investors	As per Annexure-I
6	Post allotment of securities- outcome of the subscription, issue price/allotted price (in case of convertibles), number of investors	<p>Refer Annexure-III for the outcome of subscription.</p> <p>Issue price: Rs.12.55 per warrant.</p> <p>An amount equivalent to 25% of the Warrant Issue Price shall be payable upfront at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of option of conversion of the warrant(s).</p> <p>Number of proposed allottees: 1</p>
7	In case of convertibles- intimation on conversion of securities or on lapse of the tenure of the instruments	<p>Each Warrant would be convertible into, or exchangeable, within a maximum period of 18 months from the date of allotment of the Warrants into equivalent number of fully paid up equity share of face value of Re.1/- each of the Company.</p> <p>Same will be intimated to stock exchanges as and when warrants will be converted or lapsed.</p>



Annexure-III

Sr. No.	Name of Proposed Allottee(s)	Pre-Issue Equity Shareholding		No. of Warrants to be allotted	Post-Issue Equity Shareholding (assuming full conversion of warrants)	
		No. of Share(s)	%		No. of Share(s)	%
1	Oswal Holding Private Limited	-	-	2,29,25,000 (Series-1) 2,41,25,000 (Series-2) 2,54,00,000 (Series-3) Total: 7,24,50,000	7,24,50,000	14.25