



## VARDHMAN POLYTEX LIMITED

(CIN: L17122PB1980PLC004242)

Regd. Office: 341 K-1, Mundian Khurd, P.O. Sahabana, Chandigarh Road, Ludhiana-141 123

Phones: 0161-2685301-05, 6629888, 6629990, Fax: 0161-6629988

E-Mail- vpl.sect@oswalgroup.com, Website: www.oswalgroup.com

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as the 'Act') read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as 'said Rules') that the Company is seeking consent of its members for the resolutions as set out in this notice are proposed to be passed by Postal Ballot. The explanatory statement pursuant to the provisions of Section 102 of the Act pertaining to the said resolutions setting out the material facts and reasons thereof alongwith the Postal Ballot Form are enclosed herewith for your consideration. The Company has appointed Mr. Bhupesh Gupta, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot process including e-voting process.

The members are requested to carefully read the instructions printed overleaf the Postal Ballot Form as well as the Notice and return the Form duly completed in all respects so as to reach the Scrutinizer on or before the close of working hours i.e. 6.00 p.m. on **Saturday, 27<sup>th</sup> December, 2014.**

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting will be announced/declared by the Chairman of the Company or by such other person as may be authorized by him on **Wednesday, 31<sup>st</sup> December, 2014 at 3.00 p.m.** at the registered office of the Company. The result of the Postal Ballot and the scrutinizer's report will be displayed and posted on the Company's website [www.oswalgroup.com](http://www.oswalgroup.com) and be communicated to the Stock Exchanges. The resolutions shall be taken as passed effectively from the date of announcement of the result.

#### E-voting Option

The Company is pleased to provide e-voting facility also as an alternative for the members which would enable them for casting of votes electronically, instead of sending Physical Postal Ballot Form. E-voting is optional. Please read carefully and follow the instructions for e-voting as provided under the 'Notes' to this Notice. The voting period will commence from 9.00 A.M. of 28<sup>th</sup> November, 2014 and ends at 6.00 P.M. of 27<sup>th</sup> December, 2014. The e-voting module shall be disabled for voting thereafter.

#### PROPOSED RESOLUTIONS:

##### ITEM NO. 1

#### Creation of charges / mortgages on the properties of the Company

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

"RESOLVED THAT in the supersession of earlier resolution passed by the members in Annual General Meeting held on 30.09.2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) the Company hereby accords its consent to the Board of Directors (hereinafter referred to as the Board which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to mortgage and/or charge in addition to the mortgages/charges created /to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/or in rupee currency) working capital limits and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, in one or more tranches, upto an aggregate limit of Rs. 1,000 crore (Rupees One thousand crore only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the respective loan agreement(s), heads of agreement(s), debenture trust deed(s) or loan agreements or any other document entered into/ to be entered into between the Company and the lender(s)/ investor(s)/agent(s) and/or trustee(s) in respect of the said and continuing such specific terms and conditions and covenants in respect of enforcement of security as

may be stipulated in that and agreed to between the Board of Directors or any Committees thereof and the lender(s), agent(s), and/or trustee(s).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise the documents and such other agreements for creation of charge as specified above and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to this resolution."

##### ITEM NO. 2

#### Authorisation to make loans or investments, give guarantee or provide security

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in addition to the amounts already invested/loans made or guarantees/security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to give any loans to any person or other body corporate including subsidiary/group/associate companies and/or give any guarantees or to provide security in connection with a loan to any other body corporate including subsidiary/group/associate companies or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate including subsidiary/group/associate companies exceeding sixty per cent of company's paid-up share capital, its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed Rs. 600 Crores (Rupees Six Hundred Crores only) at any point of time over and above the the paid-up share capital of the Company, free reserves and securities premium account.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for attainment of said object inter-alia execution of deeds/documents/papers, prescribing the limits, determine source of fund and decide terms and conditions for investment, loan, guarantee and security to be made or provided."

By Order of the Board  
For Vardhman Polytex Limited  
S/-  
(Sushil Sharma)  
Company Secretary

Place : Ludhiana

Date : 11<sup>th</sup> November, 2014

#### Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given hereto below. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to 27th December, 2014.
2. The Notice is being sent to all the Members of the Company by post and electronically (e-mail) to those members who have registered their e-mail ID with the Company/ Depositories, whose names appear in the Register of Members / record of Depositories as on the close of business hours on Friday, 21st November, 2014 (cut-off date). The Notice of Postal Ballot will also be available on the Company's website [www.oswalgroup.com](http://www.oswalgroup.com).
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on cut-off date.
4. Members who have not received Postal Ballot Notice/ Forms, or the member received it by e-mail and who wish to vote through Physical Postal Ballot Form, may send requests to the Company's email [vpl.sect@oswalgroup.com](mailto:vpl.sect@oswalgroup.com) for obtaining Postal Ballot Form.
5. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case of receiving vote through dual mode, the vote cast through e-voting shall only be considered.
6. Please update your email address with your Depository Participant/Company/RTA to ensure that Communication i.e. Notices, Annual Report etc shall reach you on your preferred email. The members, if they desire, may write to the Company to obtain the physical copy of the documents.

For VARDHMAN POLYTEX LIMITED

  
SUSHIL SHARMA  
COMPANY SECRETARY

7. The members may address their queries/ grievances in respect to voting by postal ballot including e-voting to Company Secretary at the registered office of the Company or at [vpl.sect@oswalgroup.com](mailto:vpl.sect@oswalgroup.com). In case you have any queries or issues regarding e-voting, please refer point 8(xviii).
8. Instructions for Members for voting electronically are as under:
- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - Click on "Shareholders" tab.
  - Now enter your User ID
    - For GDSL: 16 digits beneficiary ID
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - Members holding shares in physical form: Folio Number registered with the Company
  - Next enter the Captcha (Verification) Code as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <b>(Applicable for both demat shareholders as well as physical shareholders)</b> <ul style="list-style-type: none"> <li>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 (given where shareholders' address is printed on envelop) in the PAN field.</li> <li>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 RA0000001 in the PAN field.</li> </ul>
Date of Birth	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the Demat Account folio number in the Dividend Bank details field as mentioned in instruction (iii).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 mandatory 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for Vardhman Polytex Ltd.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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](mailto: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.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

##### ITEM NO. 1

The Company requires creation of charge by way of mortgage, pledge, hypothecation or otherwise on its assets as and when required while taking any financial assistance from banks, financial institution, etc. Further the Company also sells its invested surplus funds from time to time. The members in the Annual General Meeting held on 30.09.2014 by passing Special Resolution had authorized the Board of Directors for creation of charges / mortgages on the moveable and immoveable properties of the Company, both present and future, under section 180(1)(a) of the Companies Act, 2013 for an amount upto Rs. 1000 crore. In terms of the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the Company needs to take approval of Members under section 180(1)(a) of the Companies Act, 2013 through Postal Ballot process. Accordingly the Board recommends the resolution for your approval through Postal Ballot.

None of the Directors, Key Managerial Personnel, Promoters of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in this resolution except to the extent of their shareholdings in company.

##### ITEM NO. 2

Pursuant to section 186 of Companies Act, 2013 and rules there under, no company shall directly or indirectly give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. In case, the Company exceeds the above mentioned limits, then prior approval of members by way of a special resolution is required to be obtained.

The permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, to give powers to the Board of Directors (including Committee constituted thereof or any person(s) duly authorized by the Board), for making investment, providing loans or give guarantee or provide security in connection with loans to any persons or any other body corporate including subsidiary/associate/group companies for an amount not exceeding Rs. 600 crores. Accordingly, the Board recommends the resolution for your approval through Postal Ballot.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments/ loans are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

None of the Directors, Key Managerial Personnel, Promoters of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution except to the extent of their shareholdings in company.

By Order of the Board  
For Vardhman Polytex Limited  
Sd/-  
(Sushil Sharma)  
Company Secretary

Place : Ludhiana  
Date : 11<sup>th</sup> November, 2014

For VARDHMAN POLYTEX LIMITED  
  
SUSHIL SHARMA  
COMPANY SECRETARY



# VARDHMAN POLYTEX LIMITED

(CIN: L17122PB1980PLC004242)

Regd. Office: 341 K-1, Mundian Khurd, P.O. Sahabana,  
Chandigarh Road, Ludhiana-141 123

Phones: 0161-2685301-05, 6629888, 6629990, Fax: 0161-6629988  
E-Mail- vpl.sect@oswalgroup.com, Website: www.oswalgroup.com

## POSTAL BALLOT FORM

Serial No.

1. Name of Shareholder (s) :  
including joint holder (if any)  
{in BLOCK LETTERS}

2. Registered address of the :  
Sole/First named Shareholder

3. Registered Folio No./ :  
DP ID No./ Client ID No.\*  
*(\*Applicable to investors holding  
shares in dematerialized form)*

4. Number of Share held :

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 11.11.2014 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Sr No.	Item	Nature of Resolution	No. of Shares	I/WE assent to the Resolution (FOR)	I/WE dissent to the Resolution (AGAINST)
1.	Creation of charges / mortgages on the properties of the Company	Special Resolution			
2.	Authorisation to make loans or investments, give guarantee or provide security	Special Resolution			

(Signature of the Shareholder)

Place :

Date :

Email

For VARDHMAN POLYTEX LIMITED  
  
SUSHIL SHARMA  
COMPANY SECRETARY

## NOTES/ INSTRUCTIONS:

1. A Member desiring to exercise his/ her vote by Postal Ballot may complete this Postal Ballot Form in all respect and sent it to Scrutinizer appointed by the Company in the enclosed postage prepaid self-addressed envelope. Postage will be borne by the Company. However, envelopes containing the Postal Ballot Form if sent through courier at the cost of the member will also be accepted. The members residing outside India should stamp the envelopes appropriately.
2. The self-addressed envelope attached to this Notice bears the address of the Scrutinizer to whom duly completed Postal Ballot Forms are to be sent.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding this Form should be completed and signed (as per specimen signatures registered with the Company) by the first named Shareholder and failing him, by the next named Shareholder and so on. In case, shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization.
4. The votes should be casted either in favour or against by putting the tick (✓) Mark in the column provided for assent (FOR) or dissent (AGAINST). Postal Ballot Form bearing (✓) in both the column will render the Form invalid.
5. Duly completed Postal Ballot Forms should be received by the Scrutinizer **on or before the closing of working hours i.e. 6.00 pm on 27<sup>th</sup> December, 2014**. Postal Ballot Forms received after this date will be treated as if no reply from the Shareholder has been received.
6. There shall be one Postal Ballot for every Folio, irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholder as on the close of business hours on Friday, 21st November, 2014 (cut-off date).
7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
8. Members may request to Company for a duplicate Postal Ballot Form, if required. However, the duplicate Postal Ballot Form duly filled should reach the Scrutinizer not later than the date specified as above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The resolutions, if assented by the requisite majority, shall be considered as passed on the **31<sup>st</sup> December, 2014** (i.e. the day of announcement/declaration of postal ballot result).
11. **The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Postal Ballot Notice.**

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For VARDHMAN POLYTEX LIMITED  
  
SUSHIL SHARMA  
COMPANY SECRETARY