

NOTICE

Notice is hereby given that the 41st ANNUAL GENERAL MEETING of Vardhman Textiles Limited will be held on Wednesday, the 24th day of September, 2014 at 11.30 a.m. at the Registered Office of the Company situated at Chandigarh Road, Ludhiana, to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors and Directors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Sachit Jain (holding DIN No. 00746409), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint the Auditors of the Company:-
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting (subject to ratification by the members at every Annual General Meeting) at a remuneration to be decided by the Chairman & Managing Director in consultation with the Auditors plus applicable service tax and re-imbursalment of out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. **To appoint Mr. Prafull Anubhai as an Independent Director 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made there under and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prafull Anubhai (DIN 00040837), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 46th Annual General Meeting of the Company."
6. **To appoint Mr. Arun Kumar Purwar as an Independent Director 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Kumar Purwar (DIN 00026383), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 46th Annual General Meeting of the Company."

7. **To appoint Dr. Subash Khanchand Bijlani as an Independent Director 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Subash Khanchand Bijlani (DIN 01040271), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 46th Annual General Meeting of the Company."

8. **To appoint Mr. Ashok Kumar Kundra as an Independent Director 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made there under and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Kumar Kundra (DIN 00154024), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 46th Annual General Meeting of the Company."

9. **To appoint Mr. Shravan Talwar as an Independent Director 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shravan Talwar (DIN 01657234), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive three years starting from the date of this Annual General Meeting to the conclusion of 44th Annual General Meeting of the Company.”

10. **To appoint Mr. Devandra Bhushan Jain as an Independent Director 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 Section 149, 152 read with Schedule IV to the Companies Act, 2013, the rules made there under and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Devandra Bhushan Jain (DIN 06911676), who was appointed as an Additional Director pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive three years starting from the date of this Annual General Meeting to the conclusion of 44th Annual General Meeting of the Company.”

11. **To adopt new set of Articles of Association of the Company:**

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

“RESOLVED THAT pursuant to the provisions of the Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. **To re-appoint Mr. S.P. Oswal as Chairman and Managing Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V of Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as per Memorandum and Articles of Association of the Company, approval of the Members be and is hereby accorded to re-appoint Mr. S.P. Oswal as the Chairman and Managing Director of the Company for a term of 5 (five) consecutive years starting from 1st June, 2014 to 31st May, 2019.”

RESOLVED FURTHER THAT Mr. S.P. Oswal shall be paid remuneration and other perquisites as per terms and conditions as detailed below:-

S. No.	Remuneration	Details
I.	Salary	In the scale of ₹367,500 - 7,500 - 397,500 per month.
II.	Commission	Equal to 2 % of net profit calculated as per Section 198 of the Companies Act, 2013 subject to total remuneration being within the limits as prescribed in Part-II of Schedule-V to the Companies Act, 2013,
III.	Perquisites	The perquisites are allowed in addition to salary and commission as per details given below, however, such perks are restricted to an amount equal to one year's salary during each year:-
a)	Housing	Free residential accommodation or House Rent Allowance equal to 40% per cent of the basic salary. Free furnishing is provided by the Company along with other amenities.
b)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, subject to a ceiling of one month's salary in a year or five months' salary over a period of five years.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family is reimbursed once in a year in accordance with the rules specified by the Company.
d)	Club Fees	Fees of clubs subject to a maximum of two clubs. This does not include admission and life membership fees.
e)	Personal Accident Insurance	Premium not to exceed ₹5,000/- per annum.
f)	Car & Telephone	Free use of Company's car for official work as well as for personal purposes along with Driver and telephone at Company's cost.
g)	Provident Fund & other funds	Contribution to provident fund, superannuation fund or annuity fund subject to the rules framed by the Company in this respect.
h)	Gratuity	Gratuity payable not exceeding half a month's salary for each completed year of service subject to the ceiling prescribed by the Central Government from time to time.

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 & 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.S.P. Oswal.

RESOLVED FURTHER THAT Mr. D.L. Sharma, Director, be and is hereby authorised to enter into an agreement with Mr. S.P. Oswal in respect of his re-appointment as Chairman and Managing Director of the Company, for and on behalf of the Company.”

13. To appoint Mr. Sachit Jain as Joint Managing Director of the Company:-

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V of Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Members be and is hereby accorded to appoint Mr. Sachit Jain as Joint Managing Director of the Company for a term of 2 (two) consecutive years starting from 7th August, 2014 to 6th August, 2016 on a remuneration as detailed below:-

S. No.	Remuneration	Details
I.	Salary	Salary will be in the scale of ₹250,000 - 15,000 - 265,000 per month.
II.	Commission	Commission equal to 1% of the Net Profit of the Company subject to maximum of 100% of Annual Basic Salary.
III.	Special Allowance	Special Allowance @ ₹50,000 per month.
IV.	Perquisites	The perquisites shall be allowed in addition to salary and commission. However, such perquisites shall be restricted to an amount equal to one year's salary during each year as per details given below :-
a)	Housing	Free residential accommodation or House Rent Allowance equal to 40 per cent of the basic salary and free furnishing shall be provided by the Company along with other amenities. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
b)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, subject to a ceiling of one month's salary in a year or two months' salary over a period of two 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 ₹100,000 per annum.

d)	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
e)	Personal Accident Insurance	Premium not to exceed ₹5,000/- per annum.
f)	Car & Telephone	Free use of Company's car for official work as well as for personal purposes along with Driver and telephone at Company's cost.
g)	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.
h)	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.

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 & 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. Sachit Jain.

RESOLVED FURTHER THAT Mr. D.L. Sharma, Director, be and is hereby authorised to enter into an agreement with Mr. Sachit Jain in respect of his appointment as Joint Managing Director of the Company, for and on behalf of the Company.”

14. To appoint Mr. Neeraj Jain as Joint Managing Director of the Company:-

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V of Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Members be and is hereby accorded to appoint Mr. Neeraj Jain as Joint Managing Director of the Company for a term of 2 (two) consecutive years starting from 7th August, 2014 to 6th August, 2016 on a remuneration as detailed below:-

S. No.	Remuneration	Details
I.	Salary	Basic Salary will be in the scale of ₹220,000 - 15,000 - 235,000 per month.
II.	Commission	Commission equal to 1% of the Net Profit of the Company subject to maximum of 100% of the Annual Basic Salary.
III.	Special Allowance	Special allowance @ ₹50,000 per month.

IV.	Other Allowances	Other allowances @ ₹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 two month's basic salary over a period of two 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 ₹100,000 per annum.
d)	Personal Accident Insurance	Premium not to exceed ₹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 & 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. D.L. Sharma, Director, be and is hereby authorised to enter into an agreement with Mr. Neeraj Jain in respect of his appointment as Joint Managing Director of the Company, for and on behalf of the Company."

15. To enter into Related Party Transactions:

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

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013, the rules made there under and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby accorded for entering into contracts with related parties as per details mentioned in the Statement annexed to the notice, the copy of which is laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Karan Kamal Walia, Company Secretary be and is hereby authorised to do the necessary entries in the Register of contracts or arrangements and authenticate them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

16. To increase the sitting fees being paid to Independent Directors of the Company and Nominee Director:

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

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby given for enhancement of the sitting fees payable to the Independent Directors of the Company and Nominee Director from ₹20,000/- per Board Meeting and ₹15,000/- per Committee Meeting to ₹35,000/- per Board Meeting and ₹30,000/- per Committee Meeting.

BY ORDER OF THE BOARD

Place: Ludhiana

(KARAN KAMAL WALIA)

Dated: 7th August, 2014

Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.

However, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. 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.
3. Subject to the provisions of Section 126 of the Companies Act, 2013 (corresponding to Section 206A of the Companies Act, 1956), dividend as recommended by the Board of Directors, if declared at the meeting, will be dispatched/remitted commencing on or from 24th September, 2014.
4. **The Register of Members and the Share Transfer Books of the Company shall remain closed from 5th September, 2014 to 24th September, 2014 (both days inclusive).**
5. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However members, holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
6. The information pursuant to Corporate Governance Clause of the Listing Agreement(s) regarding the Directors seeking appointment/re-appointment in the Annual General Meeting is also being annexed hereto separately and forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
7. Members desiring any information, as regards Accounts, are requested to write to the Company at its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
8. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M.
9. Members are requested to bring their copy of Annual report along with them to the Annual General Meeting.
10. Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/ Registrar and Transfer Agent.
11. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing Companies to send official documents to their members electronically.

In support of the Green Initiative, your Company proposes to send

the documents like Notice calling the Annual General Meeting and Annual Report containing Balance Sheet, Statement of Profit & Loss and Director's Report etc and other communications in electronic form.

The Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar & Transfer Agent, Alankit Assignments Limited, New Delhi (in case of shares held in physical form)

12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members a facility to exercise their right to vote at the 41st Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The e-voting period commences on 17th September, 2014 (9:00 am) and ends on 19th September, 2014 (5:00 pm). During this period shareholder's of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 26th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period on 19th September, 2014. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17th September, 2014 (9:00 am) and ends on 19th September, 2014 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 26th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "VARDHMAN TEXTILES LIMITED" (EVSN: 140816028) from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) 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) *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 folio/Demat Account number in the PAN field. In case the folio 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 folio number 1 then enter RA00000001 in the PAN field.
DOB	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. In case either of the details are not recorded with the depository/RTA please enter <YOUR NUMBER OF SHARES> in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN: 140816028 for <VARDHMAN TEXTILES LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 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 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 scrutiniser 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

13. M/s. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The Scrutiniser shall within a period of three working days from the conclusion of E-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
14. The Results shall be declared at the Annual General Meeting of the Company. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.vardhman.com and on the website of CDSL within 2(two) working days of the passing of the resolution at the Annual General Meeting of the Company and communicated to the stock exchanges.
15. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

BY ORDER OF THE BOARD

Place: Ludhiana
Dated: 7th August, 2014

(KARAN KAMAL WALIA)
Company Secretary

ANNEXURE TO THE NOTICE: STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5 TO 9 OF THE SPECIAL BUSINESS:

In accordance with the provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of Directors as Independent Directors who are not liable to retire by rotation and who shall hold office upto a term of consecutive five years.

The Company had appointed Mr. Prafull Anubhai, Mr. Arun Kumar Purwar, Dr. Subash Khanchand Bijlani, Mr. Ashok Kumar Kundra and Mr. Shravan Talwar, all as Non- Executive Directors, liable to retire by rotation under the Companies Act, 1956.

Consequent to the applicability of the Companies Act, 2013, it is proposed to appoint Mr. Prafull Anubhai, Mr. Arun Kumar Purwar, Dr. Subash Khanchand Bijlani and Mr. Ashok Kumar Kundra as Independent Directors of the Company for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 46th Annual General Meeting of the Company. It is also proposed to appoint Mr. Shravan Talwar as Independent Director of the Company for a term of consecutive three years starting from the date of this Annual General Meeting to the conclusion of 44th Annual General Meeting of the Company. The Company has received consent from these Independent Directors and also declaration confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement with the Stock Exchanges.

In this regard, requisite notice in writing from a member has also been received, proposing appointment of Mr. Prafull Anubhai, Mr. Arun Kumar Purwar, Dr. Subash Khanchand Bijlani, Mr. Ashok Kumar Kundra and Mr. Shravan Talwar, as candidates for the office of Independent Director of the Company.

All these Independent Directors are Independent of the management and in the opinion of the Board they fulfill the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day. A brief profile along with other details of the Independent Directors are provided at the end of this statement.

The Board recommends the Ordinary Resolutions as set out at item numbers 5 to 9 of the Notice for approval by the shareholders.

MEMORANDUM OF INTEREST:

Other than the appointee himself, none of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions as set out in item numbers 5 to 9 of this Notice. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

ITEM NO. 10 OF THE SPECIAL BUSINESS:

The Board of Directors of the Company in their meeting held on 7th August, 2014 had appointed Mr. Devendra Bhushan Jain as an Additional Director of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and Articles of Association of the Company. He will hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has received requisite notice in writing from a member proposing appointment of Mr. Devendra Bhushan Jain as candidate for the office of Independent Director of the Company for a term of consecutive three years starting from the date of this Annual General Meeting to the conclusion of 44th Annual General Meeting of the Company.

The Company has also received consent from Mr. Devendra Bhushan Jain and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Devendra Bhushan Jain is Independent of the management and in the opinion of the Board fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day. A brief profile of Mr. Devendra Bhushan Jain is provided at the end of this statement.

The Board recommends the Ordinary Resolution as set out at item number 10 of the Notice for approval by the shareholders.

MEMORANDUM OF INTEREST:

Except Mr. Devendra Bhushan Jain, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 11 OF THE SPECIAL BUSINESS:

The Articles of Association ("AOA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the substantive sections of the Act which deal with the general working of companies. With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly

replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a company limited by shares. The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders.

MEMORANDUM OF INTEREST:

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11.

The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

ITEM NO. 12 OF THE SPECIAL BUSINESS:

The Board of Directors vide resolution dated 7th May, 2010 re-appointed Mr. S. P. Oswal as the Chairman and Managing Director of the Company for a period of 5 years with effect from 1st June, 2010 to 31st May, 2015 at terms and conditions approved by the shareholders in their General meeting held on 17th July, 2010. As per Section 196 (3) of the Companies Act, 2013, if a Managing Director has attained an age of 70 years during his tenure as Managing Director, then his appointment shall be made by a Special resolution.

Mr. S.P. Oswal, Chairman & Managing Director, has attained the age of 70 years in between his tenure of 5 years starting from 1st June, 2010 to 31st May, 2015. Owing to this, the Company is now required to attain shareholders' approval by way of Special resolution so as to continue his employment as the Chairman and Managing Director of the Company.

The Board of Directors in its meeting held on 23rd May, 2014 re-appointed Mr. S.P. Oswal as the Chairman and Managing Director of the Company for a term of 5 years starting from 1st June, 2014 to 31st May, 2019. The terms and conditions of the remuneration being paid to him are detailed in the resolution. His appointment is subject to approval of members of the Company. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

Except Mr. S.P. Oswal, being an appointee, Mr. Sachit Jain and Mrs. Suchita Jain, being the appointee's relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 13 OF THE SPECIAL BUSINESS:

The Board of Directors vide resolution dated 31st March, 2010 had re-appointed Mr. Sachit Jain as an Executive Director of the Company for a period of 5 years with effect from 30th March, 2010 to 29th March, 2015 at terms and conditions approved by the shareholders in their General meeting held on 17th July, 2010.

The Board of Directors in its meeting held on 7th August, 2014 had

appointed Mr. Sachit Jain as Joint Managing Director of the Company for a term of 2 (two) consecutive years starting from 7th August, 2014 to 6th August, 2016. The terms and conditions of the remuneration being paid to him are detailed in the resolution. His appointment is subject to approval of members of the Company. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

Except Mr. Sachit Jain, being an appointee, Mr. S.P. Oswal and Mrs. Suchita Jain, being the appointee's relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 13. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 14 OF THE SPECIAL BUSINESS:

The Board of Directors vide resolution dated 7th February, 2013 had re-appointed Mr. Neeraj Jain as an Executive Director of the Company for a period of three years with effect from 1st April, 2013 to 31st March, 2016 at terms and conditions approved by the shareholders in their General meeting held on 31st August, 2013.

The Board of Directors in its meeting held on 7th August, 2014 had appointed Mr. Neeraj Jain as Joint Managing Director of the Company for a term of 2 (two) consecutive years starting from 7th August, 2014 to 6th August, 2016. The terms and conditions of the remuneration being paid to him are detailed in the resolution. His appointment is subject to approval of members of the Company. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

Except Mr. Neeraj Jain, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 14. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 15 OF THE SPECIAL BUSINESS:

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required by way of Special Resolution for entering into any contract or arrangement with related party if such transactions are not entered in ordinary course of business and/or are not at Arm's length.

Clause 49(VII) of the Listed Agreement amended vide SEBI Circular no. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 provides the Company requires shareholders' approval through special resolution for all material related party transactions. Transactions to be considered material if transactions during the year taken together exceeds 5% of annual turnover Or 20% of the net worth of the Company, whichever is higher. The materiality nature of related party transactions being entered by the Company mandates it to seek member's approval for such transactions.

Accordingly your approval is solicited on the transactions provided as per details below:-

Sr. No.	NAME OF THE RELATED PARTY	RELATIONSHIP WITH THE COMPANY	PARTICULARS OF CONTRACT OR ARRANGEMENTS	BRIEF TERMS OF CONTRACT OR ARRANGEMENTS	WHETHER ON ARM'S LENGTH
1.	VMT Spinning Company Limited	Subsidiary (89.44%)	<ul style="list-style-type: none"> Processing of goods Purchase/Sale of raw materials, finished goods and other intermediate goods Purchase/Sale of DEPB licenses Purchase/Sale of fixed assets 	At market related prices	Yes
			<ul style="list-style-type: none"> Inter-corporate deposits given/ taken Interest received/ paid 	At market determined rates	
			<ul style="list-style-type: none"> Receipt against sharing of corporate services Reimbursement of expenses (paid/received) 	At cost	
2.	Vardhman Acrylics Limited	Subsidiary (70.01%)	<ul style="list-style-type: none"> Purchase of acrylic fiber (Traded/ Manufactured) Purchase/sale of DEPB licenses Purchase/sale of fixed assets Rent Received 	At market related prices	Yes
			<ul style="list-style-type: none"> Inter-corporate deposits given/ taken Interest received/ paid 	At market determined rates	
			<ul style="list-style-type: none"> Receipt against sharing of corporate services Reimbursement of expenses (paid/ received) 	At cost	
3.	Vardhman Yarns and Threads Limited	Subsidiary (51%)	<ul style="list-style-type: none"> Purchase/Sale of yarn/ processing of goods Purchase/ sale of DEPB licences Purchase/ sale of fixed assets Rent received 	At market related prices	Yes
			<ul style="list-style-type: none"> Inter-corporate deposits given/ taken Interest received/ paid. 	At market determined rates	
			<ul style="list-style-type: none"> Receipt against sharing of corporate services Reimbursement of expenses (paid/ received) 	At cost	
4.	VTL Investments Limited	Subsidiary (100%)	<ul style="list-style-type: none"> Inter-corporate deposits given / taken Interest paid/ received 	At market determined rates	Yes
5.	Vardhman Nisshinbo Garments Company Limited	Subsidiary (51%)	<ul style="list-style-type: none"> Sale of fabric Purchase/ sale of DEPB licences Purchase/ sale of fixed assets 	At market related prices	Yes
			<ul style="list-style-type: none"> Inter-corporate deposits given/ taken Interest received/ paid 	At market determined rates	
			<ul style="list-style-type: none"> Receipt against sharing of corporate services Reimbursement of expenses (paid/ received) 	At cost	
6.	Vardhman Special Steels Limited	Associate (31.39%)	<ul style="list-style-type: none"> Inter-corporate deposits given/ taken Interest received/ paid 	At market determined rates	Yes
			<ul style="list-style-type: none"> Purchase/ sale of fixed assets/scrap 	At market related prices	
			<ul style="list-style-type: none"> Reimbursement of expenses (paid/ received) 	At cost	
7.	Devakar Investment and Trading Co. Limited	Private Companies in which Director is a member or Director.	<ul style="list-style-type: none"> Inter-corporate deposits taken Interest paid 	At market determined rates	Yes
8.	Srestha Holdings Limited				
9.	Flamingo Finance and Investment Co. Limited				
10.	Santon Finance and Investment Co. Limited				

SR. NO.	NAME OF THE RELATED PARTY	RELATIONSHIP WITH THE COMPANY	PARTICULARS OF CONTRACT OR ARRANGEMENTS	BRIEF TERMS OF CONTRACT OR ARRANGEMENTS	WHETHER ON ARM'S LENGTH
11.	Ramaniya Finance and Investment Co. Limited				
12.	Marshall Investment and Trading Co. (P) Limited				
13.	Pardeep Mercantile Co. (P) Limited				
14.	Plaza Trading Co. (P) Limited				
15.	Anklesh Investments (P) Limited				
16.	Syracuse Investment and Trading Co. (P) Limited				
17.	Mahavir Spinning Mills (P) Ltd				

The Board commends the Special Resolution set out at Item No. 15 for approval by the shareholders.

MEMORANDUM OF INTEREST:

Mr. S.P. Oswal, Mr. Sachit Jain and Mrs. Suchita Jain are concerned or interested in related parties mentioned from point no. 8 to 18. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in any other related party in the resolution set out at Item No. 15.

ITEM NO. 16 OF THE SPECIAL BUSINESS:

Section 197 read with Rule 4 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of your company, provides for payment of sitting fee to every director for attending a meeting of the Board or its Committee upto a maximum amount of ₹1,00,000/- for each meeting of the Board or its Committee thereof.

The contribution, participation and valuable guidance of the Independent Directors and the Nominee Director in the affairs of the Company have increased enormously over a period of time. To commensurate their increased contribution and guidance, the Board of Directors of the Company in its meeting held on 7th August, 2014 had enhanced the sitting fee from ₹20,000/- to ₹35,000/- and from ₹15,000/- to ₹30,000/- per meeting for attending the Board Meeting and Committee Meeting respectively, subject to the consent of the Members in General Meeting. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

Except Mr. S.P. Oswal, Mr. D.L. Sharma, Mr. Sachit Jain, Mrs. Suchita Jain and Mr. Neeraj Jain, all other Directors of the Company are interested in the resolution set out at Item No. 16.

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S) REGARDING THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mr. A.K. Purwar	Mr. Prafull Anubhai	Dr. S.K. Bijlani	Mr. A.K. Kundra
Date of Birth	14.05.1946	20.01.1938	06.09.1942	15.04.1943
Date of Appointment	01.06.2007	26.07.1980	30.03.2005	28.01.2009
Expertise in specific functional area	Eminent Banker having experience of more than 40 years in Banking.	Industrialist and Business Consultant having experience of more than 41 years.	Industrial & Business experience of more than 49 years.	Retired from Indian Administrative services.
Qualification	M.Com, PGDCA	B.Com, B.S.C. (Eco.)- London	D.M. (Doctor of Management from Maryland, USA B.Sc Tech (Mech Eng) from Manchester, UK.	M.A. Eco., Ph.D
Directorships of Other Companies as on 31 st March, 2014	<ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Jindal Steels & Powers Limited 3. Apollo Tyres Limited 4. Jindal Power Limited 5. C&C Constructions Limited 6. IL&FS Renewable Energy Limited (IREL) 7. Sri Kavery Medical Care (Trichy) Limited 8. India Venture Advisors Private Limited 9. Energy Infratech Private Limited 10.ONGC-Tripura Power Co. Private Limited 11.Mizuho Securities Private Limited India 12.IIFL Holding Ltd. 13.Dr Ramesh Cardia and Multispeciality Pvt. Ltd. 14.Baroda Medicare Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Gruh Finance Limited 2. Torrent Cables Limited 3. Unichem Laboratories Limited 4. Management Structure & Systems Private Ltd. 5. BOTIL Oil Tools India Pvt. Ltd. 6. Birla Sun Life Trustee Co.Pvt. Ltd. 7. Centre for Science, Technology and Policy (CSTEP) 8. Vardhman Special Steels Limited 	<ol style="list-style-type: none"> 1. Magnus Consulting Private Limited. 2. Max India Limited. 3. Max Specialty Films Limited 	<ol style="list-style-type: none"> 1. Punjab Alkalies & Chemicals Limited 2. Geojit Credits Private Limited 3. Nimbua Greenfiled (Punjab) Limited
Chairman/ Member of Committees of Other Companies as on 31 st March, 2014	<p>Investor's Grievance Committee:</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited <p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Jindal Power Limited 3. Sri Kavery Medical Care (Trichy) Limited 4. ONGC-Tripura Power Co. Private Limited <p>Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. IL&FS Renewable Energy Limited (IREL) 	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Gruh Finance Limited 2. Torrent Cables Limited 3. Unichem Laboratories Ltd. 4. Birla Sun Life Trustee Co. Pvt. Ltd. 5. Vardhman Special Steels Limited <p>Shareholders/Investors Grievance Committee:</p> <ol style="list-style-type: none"> 1. Gruh Finance Ltd. 2. Torrent Cables Limited <p>Remuneration Committee:</p> <p>Unichem Laboratories Ltd.</p>	<p>Audit Committee:</p> <p>Max Specialty Films Limited</p> <p>Nomination and Remuneration Committee:</p> <p>Max Specialty Films Limited</p> <p>Investment and Finance Committee:</p> <p>Max India Limited</p>	<p>Audit Committee:</p> <p>Geojit Credits Private Limited</p> <p>Remuneration Committee:</p> <p>Punjab Alkalies & Chemicals Limited</p>
Shareholding in the Company	NIL	NIL	NIL	NIL
Relationship with other Director(s)	Not related to any Director	Not related to any Director	Not related to any Director	Not related to any Director

Name of the Director	Mr. Shravan Talwar	Mr. Devendra Bhushan Jain	Mr. S.P. Oswal
Date of Birth	17.04.1970	26.08.1942	08.04.1942
Date of Appointment	29.01.2010	07.08.2014	08.10.1973
Expertise in specific functional area	Business Executive having experience of more than 14 years in the field of Strategic Planning, marketing and Restructuring of Business Operations.	Experience in field of marketing.	Experience of more than 48 years in Textiles Industry
Qualification	M.B.A., B.A. (Computational and Applied Maths and Economics)	B.Sc.	M.Com (Gold Medalist)
Directorships of Other Companies as on 31 st March, 2014	1. Moolchand Healthcare Pvt. Ltd. 2. Destiny Health Pvt.Ltd. 3. Moolchand Healthcare Foundation 4. Moolchand Group Foundation	NIL	1. Vardhman Holdings Limited 2. Vardhman Acrylics Limited 3. VTL Investments Limited 4. Vardhman Yarns and Threads Limited 5. Devakar Investment & Trading Co. Pvt. Ltd 6. Anklesh Investments (P) Ltd. 7. Srestha Holdings Limited 8. Mahavir Spinning Mills (P) Limited 9. Santon Finance & Investment Company Limited 10. Flamingo Finance & Investment Company Limited 11. Ramaniya Finance & Investment Company Limited 12. Marshall Investment & Trading Company Pvt. Ltd. 13. Pradeep Mercantile Co. Pvt. Ltd. 14. Plaza Trading Co. Pvt. Ltd. 15. Syracuse Investment & Trading Company Pvt. Ltd. 16. Nimbua Greenfield (Punjab) Limited 17. Vardhman Spinning & General Mills Limited 18. VMT Spinning Company Limited
Chairman/ Member of Committees of Other Companies as on 31 st March, 2014	-	-	-
Shareholding in the Company	NIL	NIL	643,156
Relationship with other Director(s)	Not related to any Director	Not related to any Director	Mr. Sachit Jain is the son-in-law and Mrs. Suchita Jain is the daughter of Mr. S.P. Oswal.

Name of the Director	Mr. Sachit Jain	Mr. Neeraj Jain
Date of Birth	08.07.1966	09.10.1967
Date of Appointment	13.06.1994	17.07.2010
Expertise in specific functional area	Business Executive having experience of more than 24 years in Textile Industry	Business Executive having experience of more than 22 years in Textile Industry.
Qualification	B.Tech., M.B.A.	B.Com, C.A.
Directorships of Other Companies as on 31 st March, 2014	<ol style="list-style-type: none"> 1. Vardhman Holdings Limited 2. Vardhman Acrylics Limited 3. Vardhman Apparels Limited 4. Devakar Investment and Trading Company (P) Limited 5. Plaza Trading Company(P) Limited 6. Pradeep Mercantile Company(P) Limited 7. Anklesh Investments (P) Limited 8. Marshall Investment and Trading Company (P) Limited 9. Santon Finance and Investment Company Limited 10. Flamingo Finance and Investment Company Limited 11. Ramaniya Finance and Investment Company Limited. 12. Srestha Holdings Limited 13. Syracuse Investment and Trading Company (P) Limited 14. Vardhman Yarns & Threads Limited 15. Vardhman Spinning and General Mills Ltd. 16. Vardhman Nisshinbo Garments Company Ltd. 17. Mahavir Spinning Mills (P) Ltd. 18. VTL Investments Ltd. 19. Vardhman Special Steels Limited 20. UTI Assets Management Company Limited 21. The Alloy Steels Producers Association of India 	<ol style="list-style-type: none"> 1. VMT Spinning Company Limited. 2. Vardhman Nisshinbo Garments Company Limited 3. Vardhman Apparels Limited 4. Vardhman Textile Components Limited
Chairman/ Member of Committees of Other Companies as on 31 st March, 2014	Audit Committee: <ol style="list-style-type: none"> 1. Vardhman Nisshinbo Garments Company Limited 2. Vardhman Yarns and Threads Limited Investors' Grievance Committee: Vardhman Holdings Limited	
Shareholding in the Company	40,005	-
Relationship with other Director(s)	Mr. S.P. Oswal is the Father-in-law and Mrs. Suchita Jain is the wife of Mr. Sachit Jain.	Not related to any Director



Vardhman Textiles Limited

CHANDIGARH ROAD, LUDHIANA – 141 010.

CIN: L17111PB1973PLC003345

Phones: (0161) 2228943-48 • Fax : (0161) 2601048 & 2220766

e-mail: secretarial.lud@vardhman.com • web site: www.vardhman.com

PROXY FORM

I/We.....of.....
in the District..... being a Member/
 Members of Vardhaman Textiles Limited hereby appoint.....of.....
in the District.....
 failing him/her.....of.....in the
 District.....as my/our proxy to vote for me/us on my/our behalf at the
 41st Annual General Meeting of the Company to be held at Registered Office of the Company situated at Chandigarh Road, Ludhiana, at 11:30 a.m., on Wednesday,
 the 24th day of September 2014

Signed this.....day of.....2014.

Signature.....

Address.....

Folio no./Client Id.....

Notes:

1. A members entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.
2. The proxy form duly signed across Revenue Stamp should reach the Company's Registered Office at least 48 hours before the time of meeting.



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SUGGESTIONS

In case you have any suggestions for the betterment of the Company, please do write to us.

Suggestions

Folio No./Client- Id..... Address Pin Code



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e-mail: secretarial.lud@vardhman.com • web site: www.vardhman.com

ATTENDENCE SLIP

I hereby record my presence at the 41st Annual General Meeting of the above named Company being held at Registered Office of the Company situated at Chandigarh Road, Ludhiana, at 11:30 a.m. on Wednesday, the 24th day of September, 2014.

.....
Full name of the member
(IN BLOCK LETTERS)

.....
Signature

Folio No./Client-Id.....

No. of Shares held.....

.....
Full name of the Proxy

.....
Signature

Note: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

