



REF: VPL: SCY: AUG:2017-18

Dated:16.08.2017

<p>The Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LTD, "Exchange Plaza" Bandra – Kurla Complex, Bandra (East), Mumbai- 400051 Scrip Code: VARDMNPOLY</p>	<p>The Listing Department, BOMBAY STOCK EXCHANGE LIMITED 25<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai- 400001 Scrip Code: 514175</p>
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**SUBJECT: Information of Annual General Meeting, e-voting period, cut off date and Scrutinizer**

This is to inform you that the 37<sup>th</sup> Annual General Meeting(AGM) of the Company is scheduled to be held on Saturday, 9<sup>th</sup> September, 2017 at Registered Office of the Company situated at Vardhman Park, Chandigarh Road, Ludhiana – 141123.

Pursuant to Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the copy of Annual General Meeting for your reference and record.

Further pursuant to Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are being provided with the facility to cast their vote electronically, through 'remote e-voting' (i.e voting system from a place other than the venue of the Meeting), provided by M/s Central Depository Services (India) Limited (CDSL). The remote e-voting period commences on **Wednesday, 6<sup>th</sup> September, 2017 (9:00 A.M.) and ends on Friday, 8<sup>th</sup> September, 2017 (5:00 P.M.)**. A person holding shares in physical form or in dematerialised form as on the **cut-off date i.e. Saturday, 2<sup>nd</sup> September, 2017** shall only be entitled to avail the facility of e-voting.

Mr. Bhupesh Gupta of M/s B.K.Gupta and Associates, Practising Company Secretary has been appointed as the **Scrutinizer** to conduct, remote e-voting and venue voting process, in a fair and transparent manner.

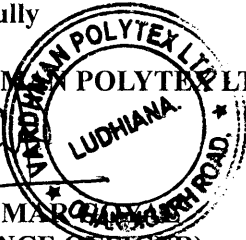
This is for your information & Record.

Thanking you,

Yours faithfully

For VARDHMAN POLYTEX LTD

  
ASHOK KUMAR  
(COMPLIANCE OFFICER)



**CC:** M/s Alankit Assignments Limited  
1E/13, Alankit Heights, Jhandewalan Extension  
New Delhi- 110055.  
Telephone No. :011-42541234, 23541234,  
Fax No. : 011-41543474  
Email:rt@alankit.com, Website: [www.alankit.com](http://www.alankit.com)

## NOTICE

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of the members of Vardhman Polytex Limited ('the Company') will be held on **Saturday, the 9<sup>th</sup> day of September, 2017 at 11:00 a.m.** at the Registered Office of the Company situated at Vardhman Park, Chandigarh Road, Ludhiana-141123 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, together with the Report of Auditors and Board of Directors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Goyal (DIN-06676556), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To appoint Statutory Auditors and fix their remuneration.**  
*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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Romesh K Aggarwal & Associates, Chartered Accountants, Ludhiana (Firm Registration No. 000711N) be and is hereby appointed as the statutory auditors of the Company, in place of retiring auditors M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No. 000756N), to hold office from the conclusion of this 37<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 40<sup>th</sup> Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors 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."

### SPECIAL BUSINESS:

4. **Regularisation of Additional Director, Ms. Manju Oswal (DIN 00009449).**  
*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, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Manju Oswal (DIN 00009449) who was appointed as an Additional Director of the Company with effect from 12.08.2017 by the Board of Directors pursuant to the provisions of Section 161(1) of the Act, the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee and whose term of office expire at this Annual General Meeting ('AGM') be and is hereby appointed as a Non-Executive

Director of the Company, liable to retire by rotation.

**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."

5. **To ratify the remuneration of the Cost Auditors for the Financial year ending 31<sup>st</sup> March, 2018**

*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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ramanath Iyer & Company, New Delhi appointed as Cost Auditors, by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018, be paid the remuneration of ₹90,000/- plus service tax, travel and actual out-of-pocket expenses.

**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."

**By Order of the Board**

Sd/-

(Ashok Kumar Oswal)

**Chairman and Managing Director**  
(DIN: 00009403)

**Place: Ludhiana**  
**Date: 12<sup>th</sup> August, 2017**

**Registered Office:** Vardhman Park, Chandigarh Road,  
Ludhiana -141 123, Punjab (INDIA)  
Ph: 6629888 Fax: 6629988  
Website: - www.vpl.in, E-mail:-info@vpl.in  
CIN: - L17122PB1980PLC004242

### 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 commencement of 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items specified in special business and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, regarding the directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the

Company shall remain closed from **03.09.2017 to 09.09.2017 (Both days inclusive)**.

4. The copies of relevant documents are open for inspection at the Registered Office of the Company on all working day between 10.30 A.M. to 12.30 P.M. Up to the date of the Annual General Meeting.
5. Members desiring any information as regards to 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.
6. Members holding shares in physical mode are requested to notify change in their address, if any, at the earliest to the Company/Registrar and Transfer Agent (RTA). However, members holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participant.
7. 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/RTA of the Company.
8. Members are requested to bring their attendance slip along with their copy of Annual Report at Annual General Meeting.
9. In support of the Green Initiative, your Company proposes to send the documents like Notice calling the General Meetings and Annual Report containing Financial Statements, Director's Report etc and other communications in electronic form.  
We request you to update your email address with your Depository Participant/Company/RTA to ensure that the Annual Report and other communications reach you on your preferred email.
10. The Annual Report 2016-17 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the report. The members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by permitted mode.
11. The unpaid/unclaimed dividend upto financial year 2007-2008 has been transferred to Investor Education and Protection Fund (IEPF) of the Central Government. No unclaimed/unpaid dividend is pending with the Company.

#### 12. Voting Instructions:

- a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by The Institute of Company Secretary of India, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting through '**remote e-voting**' i.e. voting system from a place other than the venue of the Meeting.
- b) The facility for e-voting i.e. '**Venue voting**', will also be available at the AGM venue and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at AGM through venue voting. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.
- c) A person, holding shares in physical form or in dematerialised form as on the **cut-off date, i.e. 2<sup>nd</sup>**

**September, 2017** shall only be entitled to avail the facility of e-voting.

- d) The remote e-voting period commences on **6<sup>th</sup> September, 2017 (9.00 A.M.) and ends on 8<sup>th</sup> September, 2017 (5.00 P.M.)**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed, shall not be altered subsequently.
- e) Mr. Bhupesh Gupta of M/s B. K. Gupta & Associates, Practising Company Secretary has been appointed as the Scrutinizer to conduct, remote e-voting and venue voting process, in a fair and transparent manner.
- f) The Scrutinizer shall submit the scrutinizer's report to the Chairman, not later than three days of conclusion of the Meeting. Thereafter, the result shall be declared by the Chairman or any other person authorised by him. The results along with scrutinizer's report shall be placed on Company's website i.e. [www.vpl.in](http://www.vpl.in) and website of CDSL after the result is declared by the Chairman or any other person authorised by him and the same shall be forwarded to the stock exchanges.
- g) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 9<sup>th</sup> September, 2017.
- h) Steps for remote e-voting:
  - (i) Please log on [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "**Shareholders**" tab.
  - (iii) 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.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) 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.
  - (vi) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number, which is printed on the Postal ballot/ Attendance slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in <b>dd/mm/yyyy</b> format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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 (iii).</li> </ul>

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN: 170812019** for **Vardhman Polytex Limited**.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app i.e. m-Voting available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **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](http://www.evotingindia.com) and register themselves.

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 by custodian 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. In case of Non-Individual shareholders, admin user also would be able to link accounts(S).

The list of accounts linked in the login 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.

- (xix) 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. 2<sup>nd</sup> September, 2017 may follow the same instructions as mentioned above for e-Voting.
- (xx) 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) or call **18002005533**.

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

### ITEM NO. 4

In order to strengthen the Board, to empower women and in compliance of Section 149(1) of Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, The board of directors has appointed Ms. Manju Oswal (DIN-00009449) as an Additional Director of the company with effect from 12.08.2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and she holds office up to the date of the ensuing Annual General Meeting ('AGM').

The Company has received a notice in writing from Ms. Manju Oswal along with the deposit of requisite amount under Section 160 of the Companies Act 2013 proposing her candidature for the appointment as a Director of the Company, if appointed, will be liable to retire by rotation.

The Company has also received from Ms. Manju Oswal, the following requisite information:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

### Brief Profile

Ms. Manju Oswal, aged about 60 years, is a graduate and having an extensive experience in the field of administration and management of various companies.

In the opinion of the Board, she fulfills the conditions for her appointment as a Woman Director as specified in the Act and SEBI (LODR) Regulations, 2015 and the Company would be immensely benefited by his knowledge, experience and advice.

The Board recommends the Ordinary resolution set forth in Item No.

4 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except the appointee herself, Mr. Ashok Kumar Oswal and Mr. Adish Oswal, directors being relatives are concerned or interested in the said Resolution.

**ITEM NO. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ramanath Iyer & Co., New Delhi, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be

ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.

The Board recommends the Ordinary resolution set forth in Item No. 5 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the said resolution.

**By Order of the Board**

Sd/  
(Ashok Kumar Oswal)

**Chairman and Managing Director**  
(DIN: 00009403)

**Place: Ludhiana**  
**Date: 12<sup>th</sup> August, 2017**

**INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015, REGARDING THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE MEETING.**

Name of the Director	Ms. Manju Oswal	Mr. Ashok Kumar Goyal
DIN	00009449	06676556
Date of Birth	04.08.1957	23.10.1959
Date of Appointment	12.08.2017	01.09.2013
Expertise in specific functional area	Industrialist	Business operations and marketing of yarn
No. of equity shares held in VPL	52,694 Equity shares	NIL
Qualification	B.A.	FCS, LL.B, DBM & MEP (IIMA)
Directorships of other Companies as on 31 <sup>st</sup> March, 2017	<ol style="list-style-type: none"> <li>1. Panchsheel Textile Mfg. and Trading Company Private Limited</li> <li>2. Kent Investments Private Limited</li> <li>3. Enakshi Investments Private Limited</li> <li>4. Pioneer Mercantile Company Private Limited</li> <li>5. Ruby Mercantile Company Private Limited</li> <li>6. Gagan Mercantile Company Private Limited</li> <li>7. Liberty Mercantile Company Private Limited</li> <li>8. Adesh Investment and Trading Company Private Limited</li> <li>9. Boras Investment and Trading Company Private Limited</li> <li>10. Allepy Investment and Trading Company Private Limited</li> <li>11. Calgary Investment and Trading Company Private Limited</li> <li>12. Amkryon International Private Limited</li> <li>13. F.M. Hammerle Textiles Limited</li> <li>14. Oswal Tradecom Private Limited</li> </ol>	NIL
Chairmanship / Membership of Committees of Companies as on 31 <sup>st</sup> March, 2017	NIL	Member – Stakeholders’ Relationship Committee Vardhman Polytex Ltd
Relationship with other Directors	Relative of Mr. Ashok Kumar Oswal and Mr. Adish Oswal	Not related to any director



**ATTENDANCE SLIP**  
**37<sup>th</sup> Annual General Meeting – 9<sup>th</sup> September, 2017**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the **37<sup>th</sup> ANNUAL GENERAL MEETING** of Vardhman Polytex Limited at Registered Office: Vardhman Park, Chandigarh Road, Ludhiana -141 123, Punjab (INDIA), **at 11.00 a.m. on Saturday, the 9<sup>th</sup> September, 2017**.

Name of the member / proxy : \_\_\_\_\_ (in Block letters)

No. of Share(s) held: \_\_\_\_\_ Folio No. / DP ID and Client ID \_\_\_\_\_

Signature \_\_\_\_\_

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.*



**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered address : .....

E-mail Id : ..... Folio No. / DP Id and Client ID .....

I/We, being the member(s) holding ..... equity shares of Vardhman Polytex Limited, hereby appoint:

1. Name : ..... Email ID : .....  
 Address : ..... Signature ..... or failing him/her.
2. Name : ..... Email ID : .....  
 Address : ..... Signature ..... or failing him/her.
3. Name : ..... Email ID : .....  
 Address : ..... Signature ..... or failing him/her.

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37<sup>th</sup> ANNUAL GENERAL MEETING** of the Company to be held at Registered Office: Vardhman Park, Chandigarh Road, Ludhiana -141 123, Punjab (INDIA), **at 11.00 a.m. on Saturday, the 9<sup>th</sup> day of September, 2017** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of the Resolution	For	Against
<b>Ordinary Business</b>			
1(a).	Adoption of Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, together with the Report of Auditors and Board of Directors thereon; and		
1(b).	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, together with the Report of Auditors thereon.		
2.	Appointment of Director in place of Mr. Ashok Goyal (DIN 06676556), who retires by rotation and being eligible, offers him self for re-appointment.		
3.	To appoint Statutory Auditors and fix their remuneration.		
<b>Special Business</b>			
4.	Regularisation of Additional Director, Ms. Manju Oswal (DIN 00009449).		
5.	To ratify the remuneration of the Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2018.		

Signed this ..... day of ..... 2017

Signature of Proxy holder(s)

Affix  
 Revnue  
 Stamp  
 Re. 1/-

Signature of Members(s)

**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  
to  
**Vardhman Polytex Ltd., Ludhiana, Punjab**

