



## **Vardhman Polytex Limited**

Registered Office: Vardhman Park, Chandigarh Road,  
Ludhiana- 141123 (PB)

Ph. No. 0161-6629888, Email Id: [secretarial@vpl.in](mailto:secretarial@vpl.in)

Website: [www.vpl.in](http://www.vpl.in)

CIN: L17122PB1980PLC004242

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### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]*

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 ("**the Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), including any statutory modification(s) or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), Secretarial Standard on General Meetings ("SS2"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022 read with other relevant circulars and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and any other applicable laws and regulations, to transact the following proposed Special Business by the Members of Vardhman Polytex Limited ("**the Company**") by passing resolutions by way of Postal Ballot only by voting through electronic means ("**remote e-Voting**"). The proposed resolutions as set out below, along with the Explanatory Statement pursuant to Sections 102 and 110 of the Act setting out material facts in relation to the proposed resolutions, are being sent to the Members for their consideration and approval.

The Company has sent this Postal Ballot Notice by e-mail to all its Members who have registered their email addresses with the Company/RTA or Depository/ Depository Participants ("DP") and the communication of assent/ dissent of the Members will only take place through the remote e-Voting system. This Postal Ballot Notice is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope has not been sent to the Members for this Postal Ballot. The Company is providing remote e-Voting facility for the Postal Ballot as an alternate, which would enable the Members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically.

You are requested to peruse the proposed resolutions set out below along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-Voting facility

provided by the Company not later than **5:00 P.M. (IST) on Saturday, 04<sup>th</sup> May, 2024**, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section **“Instructions for voting through remote e-Voting”**.

The results of voting by means of Postal Ballot through remote e-Voting shall be declared at the registered office of the company on or before 2 working days from the conclusion of e-Voting process and will be displayed along with the Scrutinizer's Report at the Company's website [www.vpl.in](http://www.vpl.in) and on the website of Central Depository Services (India) Limited (**“CDSL”**), who will provide the platform for remote e-Voting, and will also be communicated to the Stock Exchanges where the shares of the Company are listed.

**ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT ARE AS UNDER:**

**SPECIAL BUSINESS:**

**1. TO CONSIDER AND APPROVE SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF RS. 10/- PER SHARE TO RE. 1/- PER SHARE**

*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 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s) and consent(s) as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, consent of the shareholders of the Company be and is hereby accorded to sub-division of each equity share of the company having face value of Rs. 10/- (Rupees Ten only) fully paid-up into 10 (Ten) equity shares having face value of Re. 1/- (Rupee One only) fully paid-up with effect from the “Record Date” to be determined by the board of directors (including any committee thereof) for this purpose.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, all the Authorised, Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up shall stand sub-divided into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid-up, as existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each of the company.

**RESOLVED FURTHER THAT** upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only)

each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the Company and no letter of allotment shall be issued to the allottees of new shares of Re. 1/- (Rupee One Only) each on sub-division and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing issued share certificate(s) or follow such other Rules/ Regulations/ Guidelines as may be prescribed by the Securities and Exchange Board of India/ Stock Exchanges for physical share certificates from time to time and in case of equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary account of the Members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the extinguishment of existing equity shares of the company.

**RESOLVED FURTHER THAT** the Board of Directors (which shall include any Committee thereof), be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of equity shares including execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance with the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. Adish Oswal, Chairman & Managing Director and Mr. Ajay K. Ratra, Company Secretary of the company be and are hereby severally authorized to sign and execute the necessary documents and to take all such steps and actions for the purposes of making all such filings and further to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution.”

**2. TO CONSIDER AND APPROVE THE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as approved by the Board of Directors of the Company and upon sub-division of equity shares, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing “Clause V” of the Memorandum of Association of the Company with the following new Clause V:

**“V. The Authorised Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 70,00,00,000 (Seventy Crores) Equity Shares of Re. 1/- (Rupee One Only) each.”**

**RESOLVED FURTHER THAT** Mr. Adish Oswal, Chairman & Managing Director and Mr. Ajay K. Ratra, Company Secretary of the company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution.”

**3. TO SELL, LEASE OR OTHERWISE DISPOSE OF INEFFICIENT, OBSOLETE AND REDUNDANT PLANT & MACHINERY SITUATED AT BATHINDA UNIT OF COMPANY.**

*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 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary and as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ lease or otherwise dispose of the inefficient, obsolete and redundant Plant & Machinery situated at Bathinda Unit of the company located at Badal Road, Bathinda, Punjab- 151005, in one or more tranches.

**RESOLVED FURTHER THAT** Mr. Adish Oswal, Chairman & Managing Director of the company be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the sales or otherwise dispose of the inefficient, obsolete and redundant Plant & Machinery at Bathinda Unit, negotiating and finalizing the terms as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.”

**4. TO CONSIDER AND APPOINT MR. ROHIT JAIN (DIN: 07950251) AS INDEPENDENT DIRECTOR**

*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 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulations 16, 17 & 25 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rohit Jain (DIN: 07950251), who was appointed as Additional Director (Non-Executive Independent Director) of the company w.e.f. 28.03.2024 and in respect of whom the company has received a notice in writing from a member proposing his candidature for office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation under section 152 of the Companies Act, 2013, for a term of 3 years starting from 4<sup>th</sup> May, 2024.

**RESOLVED FURTHER THAT** Mr. Adish Oswal, Chairman & Managing Director and Mr. Ajay K. Ratra, Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Ludhiana  
Date : 28.03.2024

By Order of the Board  
Sd/-  
Ajay K. Ratra  
Company Secretary  
M.No.: FCS 4681

**NOTES:**

1. Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules, 2014 setting out material facts pertaining to the resolution is annexed and forms part of the Notice.
2. In support of the Green Initiative and in accordance with the MCA Circulars, the Company has sent this Postal Ballot Notice through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”), (collectively referred as “Depositories”), as on Friday, 29<sup>th</sup> March, 2024 (the “Cut-off Date”) and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants (“DP”) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s Alankit Assignments Limited (“RTA”) or the Company.
3. In terms of the MCA Circulars, since the matter as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-Voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-Voting only.

5. 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. upto the last date for receipts of votes by Postal Ballot. Alternatively, Members may also send their requests to [secretarial@vpl.in](mailto:secretarial@vpl.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.
6. 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.
7. The Notice of Postal Ballot can also be accessed from the website of the company at [www.vpl.in](http://www.vpl.in) and from Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) . The Notice is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
8. M/s Khanna Ashwani & Associates, Company Secretaries, has been appointed as scrutinizer to scrutinize the evoting process. The results of voting by Postal Ballot alongwith Scrutinizer's Report shall be declared at registered office of the company on or before 2 working days from the conclusion of e-Voting. The last date specified by the Company for e-Voting i.e. Saturday, 04<sup>th</sup> May, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
9. Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date i.e., Friday, 29<sup>th</sup> March, 2024 shall be entitled to avail the facility of remote e-Voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.

It is, however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolutions specified in this Notice in accordance with the process specified hereinafter in this Notice.

The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, 29<sup>th</sup> March, 2024.

**10. Voting Instructions:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and other MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses as stated in this Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i) The voting period begins on Friday, 05<sup>th</sup> April, 2024 (09:00 A.M.) and ends on Saturday, 04<sup>th</sup> May, 2024 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 29<sup>th</sup> March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your</li> </ol>



	<p>vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <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.</li> </ul>

- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the ***EVSN: 240328003 for Vardhman Polytex Limited.***
- ix) 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.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) 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.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- 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 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@vpl.in](mailto:secretarial@vpl.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders– Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

**ITEM NO. 1**

The equity shares of the company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). With a view to enhance the liquidity in the shares of company and encourage the participation of small investors so as to broaden the small shareholders' base, the board of directors of the company decided to split its existing equity share having face value of Rs. 10 (Rupees Ten Only) each into 10 equity shares having face value of Re. 1 (Rupee One Only) each, subject to the approval of shareholders of the company.

Details of sub-division are as under:

Type of Capital	Pre Sub-division			Post Sub-division		
	No. of Shares	Face Value Per share	Share Capital (Rs.)	No. of Shares	Face Value per share	Share Capital (Rs.)
<b>Authorised Share Capital</b>						
Equity Share Capital	7,00,00,000	Rs. 10	70,00,00,000	70,00,00,000	Re. 1	70,00,00,000
<b>Issued and Subscribed Share capital</b>						
Equity Share Capital	2,73,54,484	Rs. 10	27,35,44,840	27,35,44,840	Re. 1	27,35,44,840
<b>Paid-up Share Capital</b>						
Equity Share Capital	2,72,90,957	Rs. 10	27,29,09,570	27,29,09,570	Re. 1	27,29,09,570

We may inform that upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the board and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company or follow such other Rules/Regulations/ Guidelines as may be prescribed by the Securities and Exchange Board of India/ Stock Exchanges for physical share certificates from time to time and in case of Members who hold the equity shares in dematerialized form, the subdivided equity shares be credited to the respective beneficiary account of the Members, with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company on the Record Date.

Accordingly, board of directors of the company recommends the said Special Resolution at Item No. 1 regarding split/ Sub-division of existing Equity share capital of the company for the approval of members.

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

## **ITEM NO. 2**

We may inform to the shareholders that consequent to the sub-division of equity shares of the company under section 61(1)(d) of the Companies Act, 2013 (the Act), Capital Clause of the Memorandum of Association (MOA) of the company needs to be altered accordingly. For the alteration of MOA, approval of shareholders of the company is required by way of passing Special Resolution. After alteration of Capital Clause, share capital of the company will be as follow:

*“The Authorised share capital of the company is Rs. 70,00,00,000 (Rupees Seventy Crores Only) divided into 70,00,00,000 (Seventy Crores) equity shares having face value of Re. 1 (Rupee One) each.”*

Pursuant to the provisions of Section 13 of the Companies Act, 2013, shareholders’ approval is required for alteration in MOA. Accordingly, board of directors of the company recommends the said Special Resolution at Item No. 2 for the approval of members.

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

## **ITEM NO. 3**

It is hereby informed that the management of the company has observed that Plant & Machinery (P&M) situated at Bathinda Unit of the company located at Badal Road, Bathinda, Punjab- 151005 is inefficient, obsolete & redundant and is not adding any significant value to the operations of the company. The operations of the said manufacturing unit are already closed and intimation to stock exchanges has been submitted on 06.03.2024.

Therefore, management has decided to sell or otherwise dispose of such inefficient, obsolete and redundant P&M of Bathinda Unit, in one or more tranches, which may exceed the 20% of the total value of Bathinda Unit as per the Audited Balance sheet of the preceding Financial Year ended on 31.03.2023.

Pursuant to the above stated facts and section 180(1)(a), prior approval of shareholders of the company is required through special resolution passed by way of Postal Ballot, for such transaction. Accordingly, the Board recommends the Special Resolution set out at Item no. 3 of the accompanying Postal Ballot Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

#### **DISCLOSURE REQUIRED UNDER REGULATION 37A OF SEBI LODR REGULATIONS, 2015**

The said Plant and Machinery is inefficient, obsolete & redundant and the same is being sold with the rationale for monetization of the assets to reduce debts and for strengthening company's on-going business.

#### **ITEM NO. 4**

On recommendation of the Nomination and Remuneration Committee, Board of directors have appointed Mr. Rohit Jain (DIN: 07950251) as Additional Director under category of Independent Director of the company by Board on 28.03.2024. Consent for appointment alongwith declaration of independence from Mr. Rohit Jain have received in accordance with the provisions of Companies Act, 2013 and SEBI (LODR), Regulations, 2015 and the company has also received a notice in writing from a member proposing his candidature for office of director. He also declared that he is not debarred to act as a director by SEBI or any other competent authority. In the opinion of the board he fulfils the conditions specified in the Companies Act, 2013.

Mr. Rohit Jain is Chartered Accountant in Practice in Ludhiana. He did his Post Graduation from Lovely Professional University, Jalandhar. He also holds Diploma in Information System Audit (DISA) from ICAI, Delhi. He has an experience of more than 6 years in the field of Finance, Direct and Indirect Taxation, various types of Audit such as Statutory Audit, Stock Audit, Internal Audit and GST Audit etc. & Consultation.

Pursuant to the SEBI (LODR) Regulations, 2015, approval of shareholders shall be obtained within 3 months from the date of appointment by Board. Accordingly, the board hereby recommends the said resolution for the approval of members.

Except Mr. Rohit Jain, being the appointee, none of the Directors or KMP of the Company or their relatives is concerned or interested in the said resolution.

The Board recommends the Special resolution as set forth in Item No. 4 for the approval of the members.

**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:**

As required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meetings the particulars of Directors who are proposed to be appointed or reappointed are given below:

<b>Name of Director</b>	<b>Mr. Rohit Jain</b>
DIN	07950251
Date of Birth/ Age	29 October, 1989
Date of First Appointment at Board	28 March, 2024
Appointment/Re-appointment	Appointment
No. of equity shares held in VPL	NIL
Qualification	Chartered Accountant, DISA (ICAI), M.Com
Board Meetings attended during the year	1
Directorship of other companies as on date	NIL
Chairmanship /Membership of Committees of other Companies as on date	NIL
Relationship with other Directors, Manager and KMP	No relationship with other Directors, Manager and KMP
Terms & conditions of appointment and reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	As per Nomination and Remuneration Policy of the company, being non-executive director, he is not drawing any remuneration from the company. However, sitting fees will be paid for attending the meetings.
Listed Entities from which he has resigned in the last 3 years	NIL
Expertise in specific functional area and Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Rohit Jain is Chartered Accountant and Post Graduate in Commerce. He has an experience of more than 6 years in the field of Finance, Direct and Indirect Taxation, various type of Audit and Consultation.

**Place: Ludhiana**  
**Date : 28.03.2024**

**By Order of the Board**  
**Sd/-**  
**Ajay K. Ratra**  
**Company Secretary**  
**M.No.: FCS 4681**