



To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Compliance Report as per Annexure IV of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017

It is hereby certified that the draft scheme of arrangement involving Vardhman Textiles Limited (Transferee Company), VMT Spinning Company Limited, VTL Investments Limited, Vardhman Nisshinbo Garments Company Limited and Vardhman Acrylics Limited (Transferor Companies) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (1)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (1)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (1)(A)(4) (a)	Submission of Valuation Report
(d)	Para (1)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (1)(A)(9)	Provision of approval of public shareholders through e-voting


SANJAY GUPTA
Company Secretary


S.P. OSWAL
Chairman & Managing Director



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-161-2601 048
E: secretarial.lud@vardhman.com

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Vardhman Textiles Limited (Transferee Company), VMT Spinning Company Limited, VTL Investments Limited, Vardhman Nisshinbo Garments Company Limited and Vardhman Acrylics Limited (Transferor Companies) are in compliance with all the Accounting Standards applicable to a listed entity.

RAJEEV THAPAR
Chief Financial Officer

S.P. OSWAL
Chairman & Managing Director

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AABCM4692E CIN: L17111PB1973PLC003345
WWW.VARDHMAN.COM



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ANNEXURE VI


To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

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