



VARDHMAN HOLDINGS LIMITED

Registered Office: Chandigarh Road, Ludhiana – 141 010 (Punjab), India.

Phones: 0161-2228943-48; Fax: 0161-2601048 & 2220766

PAN No.: AABCV8088P; CIN: L17111PB1962PLC002463

E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

Ref. VHL:SCY:SEPT:2014-2015

Dated: 08.09.2014

The National Stock Exchange of India Limited,

“Exchange Plaza”, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai– 400 051, Maharashtra.
Fax No.: 022-26598237 and 26598155
Email Id: cmclist@nse.co.in.

The Bombay Stock Exchange Limited,

1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
MUMBAI-400 001.
SCRIP CODE: 500439

SUB: Compliance of Clause 31 of the Listing Agreement

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed Annual Report of Vardhman Holdings Limited for the year ended 31st March, 2014.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,

For VARDHMAN HOLDINGS LIMITED

(Shashi Ranjan-Kumar)
AUTHORISED SIGNATORY

NOTICE

NOTICE is hereby given that the 50TH Annual General Meeting of the Members of the Company will be held on Thursday, the 25th day of September, 2014 at 3.00 p.m. at Regd. Office, Vardhman Premises, Chandigarh Road, Ludhiana - 141 010 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date together with the Auditors' Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Sachit Jain, who retires by rotation in accordance with Articles of Association of the Company and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors of the Company for the period of next five (5) Financial Years commencing from 2014-15 to 2018-19 and to fix their remuneration.

"RESOLVED THAT M/s. R. Dewan & Company, Chartered Accountants, (Registration No. 017883N), be and are hereby appointed as Statutory Auditors of the Company for a term starting from conclusion of the 50th Annual General Meeting till the conclusion of 55th Annual General Meeting of the Company, at such remuneration and reimbursement of out-of-pocket expenses and service tax as may be finalized by the Chairman of the Company subject to ratification by members at every Annual General Meeting during their tenure."

SPECIAL BUSINESS:

5. To appoint Mr. Surinder Singh Bagai as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Surinder Singh Bagai (DIN: 00077382), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 53rd Annual General Meeting of the Company."

6. To appoint Mr. Jagdish Rai Singal as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jagdish Rai Singal (DIN: 00699341), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 53rd Annual General Meeting of the Company."

7. To appoint Mr. Sat Pal Kanwar as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sat Pal Kanwar (DIN: 01504398), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 53rd Annual General Meeting of the Company."

8. To appoint Mr. Om Prakash Sharma as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the

Listing Agreement, Mr. Om Prakash Sharma (DIN: 02721270), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 53rd Annual General Meeting of the Company."

9. To appoint Mrs. Apinder Sodhi as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Apinder Sodhi (DIN: 06642994), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her 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 three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 53rd Annual General Meeting of the Company."

10. To adopt new Memorandum & Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 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 Memorandum & 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 Memorandum & 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."

11. To increase the sitting fees payable to Directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special**

Resolution:

"RESOLVED THAT pursuant to Articles of Association of the Company and section 197 of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the sitting fees payable to the directors be and is hereby increased from ₹ 4,000/- (Rupees Four Thousand Only) and ₹ 3,000/- (Rupees Three Thousand Only) per meeting to ₹ 6,000/- (Rupees Six Thousand Only) and ₹ 5,000/- (Rupees Five Thousand Only) per meeting for attending the Board Meeting and Committee Meeting respectively with effect from 1st January, 2014 and further increased to ₹ 10,000/- (Rupees Ten Thousand Only) and ₹ 7,500/- (Rupees Seven Thousand Five Hundred Only) per meeting for attending the Board Meeting and Committee Meeting respectively with effect from 1st October, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD

PLACE: Ludhiana

(S.P Oswal)

DATE: 9th August, 2014

Chairman

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 26th September, 2014.
4. **The Register of Members and the Share Transfer Books of the Company shall remain closed from 27th August, 2014 to 25th 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 as proposed in Item Nos. 3, 5, 6, 7, 8 and 9 of the Notice is also being annexed hereto separately and forms part of the Notice.
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. 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 50th Annual General Meeting (AGM) 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 De-materialized form, as on the cut-off date of 27th 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 De-materialized form, as on the cut-off date (record date) of 27th 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 HOLDINGS LIMITED" 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 de-mat 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 De-mat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your de-mat account or in the company records for the said de-mat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your de-mat account or in the company records for the said de-mat account or folio.</p> <ul style="list-style-type: none"> · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 de-mat 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 De-mat 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 140823001 <VARDHMAN HOLDINGS 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 De-mat 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 scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the **Frequently Asked Questions ("FAQs")** and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

12. The Ministry of Corporate Affairs ("MCA") has vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 19, 2011 respectively, taken a 'Green Initiative in Corporate Governance', by allowing paperless compliances through electronic mode, allowing to send documents such as Notice convening General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report, etc. and any other notice/documents, henceforth in electronic form in lieu of the paper form. In case you wish to support your Company's concern to prevent global environment degradation, you are requested to please register your e-mail ID with your DP, if you hold the Company's shares in electronic form, under intimation to the Registrar & Transfer Agent through your registered e-mail ID. However, if you hold the shares in physical form, then you may register your e-mail ID with the Registrar & Transfer Agent of the Company by sending a letter under your Registered signature at the below mentioned address:

Alankit Assignments Ltd.
1E/13, Alankit Hights.
Jhandewalana extension
New Delhi - 110055
Phone: (011) 42541234 & 2354123
Fax: (011) 41543474,
E-mail: rta@alankit.com

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Information pursuant to the Corporate Governance Clause of the Listing Agreement(s) regarding Directors seeking re-appointment in the Next Annual General Meeting

Name of the Director	Mr. Sachit Jain	Mr. Surinder Singh Bagai	Mr. Jagdish Rai Singal	Mr. Sat Pal Kanwar	Mr. Om Prakash Sharma	Mrs. Apinder Sodhi
Date of Birth	08.07.1966	07.03.1929	03.01.1946	28.05.1939	26.12.1939	21.11.1962
Date of Appointment	30.03.2005	08.02.1971	17.10.2005	13.05.2008	24.07.2009	27.07.2013
Expertise in specific functional area	Business Executive having rich experience of about 20 years in Textiles Industry.	Leading expert of Taxation and Company Law	Rich business Experience of more than 40 years with expertise in international trade.	More than 35 years of rich experience in chemical industry	Business Executive for 39 years	Management Professional
Qualification	B.Tech., M.B.A (Gold Medalist)	M.A., L.L.B.	B.A.	Under Graduate	M.A Public Administration	M.B.A.
Directorships of Other Companies	<ol style="list-style-type: none"> 1. Vardhman Special Steels Limited. 2. Vardhman Textiles Limited. 3. Vardhman Apparels Limited. 4. Vardhman Yarns and Threads Limited. 5. Syracuse Investment and Trading Company Private Limited.. 6. Adinath Investment and Trading Company. 7. Devakar Investment and Trading Company Private Limited. 8. Mahavir Spinning Mills Private Limited. 9. Srestha Holdings Limited 10. Anklesh Investments Private Limited 11. Pradeep Mercantile Company Private Limited 12. Plaza Trading Company Private Limited. 13. Marshall Investment & Trading Company Private Limited. 14. Santon Finance & Investment Company Limited. 15. Flamingo Finance & Investment Company Limited. 16. Ramaniya Finance & Investment. Company Limited. 17. Vardhman Spinning and General Mills Limited 	<ol style="list-style-type: none"> 1. Bagai Investment Company (A Private Company with Unlimited Liability) 2. Primrose Properties and Traders (Unlimited) 3. Wasti Properties (Unlimited) 4. Dilkhush Trading and Investment Company Private Limited. 5. Maneklal Enterprises Private Limited. 6. SCL-tech Centre. 7. Eastern India Powertech Limited. 8. DLF Building & Services Private Limited. 9. Bagai Tax Law Services LLP. 10. Gautam Traders. 11. Wasti Syndicate. 	<ol style="list-style-type: none"> 1. Eastman Auto and Power Limited. 2. Eastman Cast & Forge Limited. 3. ADDO Auto Limited. 4. Eastman Honkong Private Limited. 5. Rohit's Heritage Jewellers Private Limited. 6. Eastman Industries Limited. 7. Maxxis Infrastructure Limited. 	<ol style="list-style-type: none"> 1. Veera Trading & Textiles Comapny Private Limited 2. Luxmi Trading Company Private Limited 	Nil	Nil

Vardhman Holdings Limited

	18. VTL Investments Limited. 19. Vardhman Nisshinbo Garments Company Limited. 20. UTI Asset Management Company Limited. 21. Vardhman Acrylics Limited. 22. The Alloy Steel Producers Association of India.					
Chairman/Member of Committees of Other Companies	1. Member of Stakeholders Relationship Committee of Vardhman Textiles Limited. 2. Chairman and Member of Audit Committee of Vardhman Yarns and Threads Limited. 3. Chairman and Member of Audit Committee of Vardhman Nisshinbo Garments Company Limited. 4. Chairman and Member of Stakeholders Relationship Committee of Vardhman Holdings Limited. 5. Member of Corporate Social Responsibility Committee of Vardhman Textiles Limited. 6. Member of H.R. committee of UTI Asset Management Company Limited. 7. Chairman of Corporate Social Responsibility Committee of Vardhman Acrylics Limited	1. Chairman of the Audit Committee of Eastern India Powertech Limited.	Nil	Nil	Nil	Nil
No. of Shares Held	2,330	770	10	1,212	Nil	Nil
Relationship with other Directors	Related to Mr. Shri Paul Oswal, Mrs. Shakun Oswal and Mrs. Suchita Jain	Not related to any Director	Not related to any Director	Not related to any Director	Not related to any Director	Not related to any Director

ANNEXURE TO THE NOTICE:

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(ITEM NOS 5 - 11)

Item Nos. 5-9:

In accordance with the provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed 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. Surinder Singh Bagai, Mr. Jagdish Rai Singal, Mr. Sat Pal Kanwar, Mr. Om Prakash Sharma and Mrs. Apinder Sodhi as Non-Executive Independent Directors, liable to retire by rotation, under the Companies Act, 1956. Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Clause 49 of the Listing Agreement by the Securities and Exchange Board of India (SEBI) have inter alia stipulated the conditions for the appointment of Independent Directors by a listed company.

Therefore, It is proposed to appoint Mr. Surinder Singh Bagai, Mr. Jagdish Rai Singal, Mr. Sat Pal Kanwar, Mr. Om Prakash Sharma and Mrs. Apinder Sodhi as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for three (3) consecutive years for a term up to the conclusion of the 53rd Annual General Meeting of the Company. All these Directors are not disqualified from being appointed as Independent Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from all these Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In this regard requisite notice in writing from the members has been received, proposing appointment of Mr. Surinder Singh Bagai, Mr. Jagdish Rai Singal, Mr. Sat Pal Kanwar, Mr. Om Prakash Sharma and Mrs. Apinder Sodhi, as candidates for the office of Independent Director of the Company.

In the opinion of the Board, all these Directors fulfill the conditions for appointment as Independent Directors as specified in the Act, Rules made thereunder and the Listing Agreement and also they are independent of the management.

Brief profiles alongwith other details of all these Directors are provided in the Notice of 50th Annual General Meeting of the Company under Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for appointment as Independent Directors 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.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 to 9 of the Notice for approval by the shareholders.

MEMORANDUM OF INTEREST:

Other than the appointee himself/herself, 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:

The existing Memorandum and Articles of Association ("MOA & AOA") of the Company are based on the Companies Act, 1956 and several regulations in the existing MOA & 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 Companies Act, 2013. ("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 MOA & AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing MOA & AOA by a new set of Memorandum & Articles of Association.

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

Accordingly, the Board commends the Special Resolution set out at Item No. 10 of the Notice for approval 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. 10 of the Notice.

Item No. 11:

The Board of Directors, in accordance with Articles of Association of the Company, had approved the matter in respect of increase in the sitting fees payable to Directors from ₹ 4,000/- and ₹ 3,000/- per meeting to ₹ 6,000/- and ₹ 5,000/- for attending the Board Meeting and Committee Meeting respectively, in their meeting held on 11th November, 2013, subject to approval by the shareholders of the Company. Subsequently, the Board of Directors, in their meeting held on 9th August, 2014, further increased the sitting fees payable to Directors from Rs. 6,000/- and ₹ 4,000/- per meeting to ₹ 10,000/- & ₹ 7,500/- for attending the Board Meeting and Committee Meeting respectively subject to approval by the shareholders of the Company.

Accordingly, your approval is solicited by way of special resolution.

MEMORANDUM OF INTEREST:

Except Mr. S.S. Bagai, Mr. J.R. Singal, Mr. S.P. Kanwar, Mr. O.P. Sharma, Mrs. Apinder Sodhi and Mr. C.L. Jain, 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. 11.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

BY ORDER OF THE BOARD

PLACE: Ludhiana
DATE: 9th August, 2014

(S.P Oswal)
Chairman

VARDHMAN HOLDINGS LIMITED
REGD. OFFICE: CHANDIGARH ROAD, LUDHIANA - 141 010
CIN : LI7111PB1962PLC002463; PAN : AABCV8088P



PROXY FORM

I/We.....
of.....
in the Districtbeing a Member/Members
of **Vardhman Holdings Limited** hereby appoint.....
of.....in the
District of.....failing him/her
.....of.....
.....in the district of.....
as my/our proxy to vote for me/us on my/our behalf at the 50th Annual General Meeting of the Company to be held on Thursday, the 25th September, 2014 at 3.00 P.M. and at any adjournment thereof.
Signed this.....day of.....2014.

Signature.....
Address.....
Folio No./ Client-Id No.....
DPID No.

NOTES :

1. A Member 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 Registered Office of the company at least 48 hours before the time of meeting.

VARDHMAN HOLDINGS LIMITED
REGD. OFFICE: CHANDIGARH ROAD, LUDHIANA - 141 010
CIN : LI7111PB1962PLC002463; PAN : AABCV8088P



ATTENDANCE SLIP

I hereby record my presence at the 50th Annual General Meeting of the above named Company being held at Registered Office of the Company situated Chandigarh Road, Ludhiana, at 3.00 PM, on Thursday, the 25th September, 2014.

..... Full Name of the Member Signature (in BLOCK LETTERS) Signature
Folio No./ Client-Id No.	No. of Shares held.....
DPID No.....
.....
Full Name of the Member Signature (in BLOCK LETTERS)	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.