

## NOTICE

NOTICE is hereby given that the 51<sup>st</sup> Annual General Meeting of the Members of the Company will be held on Friday, the 4<sup>th</sup> day of September, 2015 at 05.00 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 31<sup>st</sup> March, 2015 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 Mrs. Suchita Jain, who retires by rotation and being eligible, offers herself for reappointment.
4. To ratify the appointment of Statutory Auditors of the Company 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 Section 139(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. R. Dewan & Co, Chartered Accountants, (Registration No. 017883N) as Statutory Auditors of the Company, be and is hereby ratified for the financial year 2015-16 at such remuneration as may be finalised by the Chairman of the Company."

**BY ORDER OF THE BOARD**

**Sd/-**

**PLACE: Ludhiana**

**DATE: May 23, 2015**

**(Tanu Berry)**

**COMPANY SECRETARY**

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING 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. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and

Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the AGM 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 the AGM through ballot paper. 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. The instructions for e-voting are annexed to the Notice.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25<sup>th</sup> September, 2014 (date of last Annual General Meeting) on the website of the Company ([www.vardhman.com](http://www.vardhman.com)), as also on the website of the Ministry of Corporate Affairs.
7. 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 7<sup>th</sup> September, 2015.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Alankit Assignments Limited.
9. **The Register of Members and the Share Transfer Books of the Company shall remain closed from 7<sup>th</sup> August, 2015 to 4<sup>th</sup> September, 2015 (both days inclusive).**
10. 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.

11. 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 No. 3 of the Notice is also being annexed hereto separately and forms part of the Notice.
12. 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.
13. 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.
14. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
15. 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.
16. M/s. Khanna Ashwani & Associates, Company Secretaries, have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The scrutinizer shall within a period of three working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 1<sup>st</sup> September, 2015 (9:00 am) and ends on 3<sup>rd</sup> September, 2015 (5:00 pm). During this period, shareholder's of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date of 27<sup>th</sup> August, 2015 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period on 3<sup>rd</sup> September, 2015. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. 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](http://www.evotingindia.com) during the voting period

- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• 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 no. (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN **150801001<VARDHMAN HOLDINGS LIMITED>** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **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 compliance user 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.
- (xix) 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**
- 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 ENSUING ANNUAL GENERAL MEETING:**

Name of the Director	Mrs. Suchita Jain
Date of Birth	20.03.1968
Date of Appointment	30.03.2005
Expertise in specific functional area Qualification	Mrs. Suchita Jain is having business experience of more than 22 years in Textiles Industry. M. Com.
Directorships of Other Companies	<ol style="list-style-type: none"> <li>1. Syracuse Investment &amp; Trading Co. (P) Ltd.</li> <li>2. Srestha Holdings Limited.</li> <li>3. Anklesh Investments (P) Limited.</li> <li>4. Pradeep Mercantile Co. (P) Ltd.</li> <li>5. Plaza Trading Co. (P) Ltd.</li> <li>6. Marshall Investment and Trading Co. Pvt. Ltd.</li> <li>7. Santon Finance and Investment Company Limited.</li> <li>8. Flamingo Finance &amp; Investment Company Limited.</li> <li>9. Ramaniya Finance and Investment Co. Ltd.</li> <li>10. Vardhman Special Steels Limited.</li> <li>11. Vardhman Textiles Limited.</li> <li>12. Vardhman Spinning &amp; General Mills Limited.</li> <li>13. VTL Investments Limited.</li> </ol>
Chairman/Member of Committees of Other Companies	<ol style="list-style-type: none"> <li>1. <u>Corporate Social Responsibility Committee</u> <ul style="list-style-type: none"> <li>➤ Vardhman Special Steels Limited</li> </ul> </li> <li>2. <u>Stakeholder's Relationship Committee</u> <ul style="list-style-type: none"> <li>➤ Vardhman Special Steels Limited</li> </ul> </li> </ol>
No. of Shares Held	28,416 (equity shares)
Relationship with other Directors	Related to Mr. Sachit Jain, Mr. S.P. Oswal and Mrs. Shakun Oswal.

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



**PROXY FORM**

I/We.....  
of.....  
in the District .....being 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 51<sup>st</sup> Annual General Meeting of the Company to be held on Friday, the 4<sup>th</sup> September, 2015 at 05.00 P.M. and at any adjournment thereof.  
Signed this.....day of.....2015.

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 51<sup>st</sup> Annual General Meeting of the above named Company being held at Registered Office of the Company situated Chandigarh Road, Ludhiana, at 05.00 PM, on Friday, the 4<sup>th</sup> September, 2015.

..... 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.