



Ref. VTXL:SCY:FEB:2021-22

Dated: 09-Feb-2022

BSE Limited, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI-400001 Scrip Code: 502986	The National Stock Exchange of India Ltd, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), MUMBAI-400 051 Scrip Code: VTL
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SUB : POSTAL BALLOT NOTICE - DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated January 22, 2022, seeking approval of Members of the Company by way of Special Resolution(s) on the following resolutions through Postal Ballot Process:

1.	To approve Split/ Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to Rs. 2/- per share.
2.	To approve alteration in Capital Clause of the Memorandum of Association of the Company.
3.	To appoint Mr. Udeypaul Singh Gill as an Independent Director of the Company.

Postal Ballot Notice is being sent only through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) and whose email ID is registered with the Company/ Depositories, as on Friday, February 4, 2022 (Cut-off Date). The Company has engaged the services of CDSL as the agency for providing remote e-voting facility. The detailed procedure for remote e-voting is provided in the Notes to the Notice of the Postal Ballot.

Further, the shareholders who have not registered their email address and in consequence could not receive the Postal Ballot Notice may get their email registered





by writing to the Company/ RTA/ Depository Participant (DP) (more specifically detailed in Point No. 5 of the Notes to the attached Postal Ballot Notice).

The e-voting facility will be available during the following period:

Commencement of voting	Thursday, February 10, 2022 at 09:00 a.m. IST
End of voting	Friday, March 11, 2022 at 05:00 p.m. IST

The e-voting module will be disabled by the Service provider i.e. CDSL after 5:00 P.M. on Friday, March 11, 2022. The result of the Postal Ballot shall be declared on or before 2 working days from the conclusion of e-voting process. The Members can vote on resolutions through remote e-voting facility only. Assent or dissent of the Members on the resolutions mentioned in the Notice would be taken through remote e-voting system only.

The Postal Ballot Notice is also available on the website of the Company at www.vardhman.com and on the website of CDSL (e-voting agency) at www.evotingindia.com.

Kindly note and display the notice on your notice board for the information of the members of your exchange and general public.

Thanking you,

Yours faithfully,

FOR VARDHMAN TEXTILES LIMITED



(SANJAY GUPTA)
Company Secretary



Vardhman Textiles Limited
CIN: L17111PB1973PLC003345
Registered Office: Chandigarh Road, Ludhiana
Punjab, India 141010
Tel. No. 91-161-2228943 **Fax No.:** 91-161-2601048
Email: secretarial.lud@vardhman.com
Website: www.vardhman.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars as defined below)

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 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 ("**SS-2**") issued by The Institute of Company Secretaries of India, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and any other applicable laws and regulations, to transact the following proposed special businesses by the Members of Vardhman Textiles 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 will send 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 will not be 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 their respective 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 Friday, March 11, 2022, 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 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.vardhman.com 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 BUSINESSES:

ITEM NO. 1.

TO APPROVE SPLIT/ SUB-DIVISION OF EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE.

To consider and, if thought fit, to pass 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 and Rules made thereunder (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, to the extent, the approval of the Members of the Company be and is hereby accorded for the sub-division of each Equity Share of the Company having face value of Rs.10/- (Rupees Ten only) fully paid-up into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up, with effect from the ‘Record Date’ to be determined by the Board of Directors (which shall include 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 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two 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 share of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the 'Record Date' to be fixed by the Company and no letters of allotment shall be issued to the allottees of new shares of Rs. 2/- (Rupees Two 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 certificates(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 the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the 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.”

ITEM NO. 2.

TO APPROVE ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass 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 Share Capital of the Company is Rs. 100,00,00,000/- (Rs. One hundred crores only) divided

into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 2/- (Rs. Two only) each and 1,00,00,000 (One crore) Redeemable Cumulative Preference Shares of Rs. 10/- (Rs. Ten only) each, with power to increase and reduce the capital, to divide the shares in the capital for the time being, into several classes and to attach thereto respectively such preferential or special rights, privileges or conditions including power to create further preference shares either subject to or in accordance with the regulations of the Company to vary, modify or abrogate any such right, privilege or condition in such manner as may for the time being be provided by the regulations of the Company.”

RESOLVED FURTHER THAT the Board of Directors (which shall include any Committee thereof), be and is hereby 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 including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

ITEM NO. 3.

TO APPOINT MR. UDEYPAUL SINGH GILL AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the rules made thereunder 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. Udeypaul Singh Gill (DIN: 00004340), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing 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 consecutive three years starting from 22nd January, 2022.”

**By order of the Board of Directors
For Vardhman Textiles Limited**

**Sd/-
(Sanjay Gupta)
Company Secretary
M. No.: FCS 4935**

Place: Ludhiana

Date: 22nd January, 2022

Notes:

1. The Explanatory Statement for the proposed resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the “Act”) and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts pertaining to the resolutions is annexed hereto and forms part of this Notice.
2. 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, February 4, 2022 (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 matters 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. Members who have not registered their email addresses can now register the same by sending scanned copy(ies) of duly signed request letter, along with such other documents as mentioned in point no. 16, to the Company at secretarial.lud@vardhman.com. Members holding shares in demat form are requested to register their email addresses with their DP’s only.
6. The Postal Ballot Notice is also available on the website of the Company at www.vardhman.com. The same can also be accessed from the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited (e-Voting agency) at www.evotingindia.com.
7. All documents referred to in this Notice and Explanatory Statement, such as Memorandum of Association, are available for electronic inspection on the website of the Company at www.vardhman.com from the date of dispatch of this Notice to the date of declaration of the results of Postal Ballot.
8. 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, February 4, 2022, 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.

9. 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, February 4, 2022.

10. The Board of Directors of the Company in its meeting held on Saturday, January 22, 2022 has appointed M/s Khanna Ashwani & Associates, Practising Company Secretaries (Certificate of Practice No. 2220) as Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner. Mr. Ashwani Kumar Khanna has given his consent to act as the scrutinizer and would be available for the purpose of ascertaining the requisite majority.
11. The Scrutinizer will, after the conclusion of remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board including Company Secretary, who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot shall be declared latest by 05:00 p.m. on Monday, March 14, 2022. The last date specified by the Company for e-Voting i.e. Friday, March 11, 2022, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

The result of the Postal Ballot and Report of Scrutinizer will also be displayed on the website of the Company at www.vardhman.com. The same can also be accessed from the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL (e-Voting agency) at www.evotingindia.com.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Punjabi language).
13. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and sign the minutes.
14. Important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-Voting	Friday, February 4, 2022
Commencement of voting	Thursday, February 10, 2022 at 09:00 a.m. IST
End of voting	Friday, March 11, 2022 at 05:00 p.m. IST

The e-Voting module will be disabled by the Service provider i.e. CDSL after 5:00 P.M. on Friday, March 11, 2022.

15. Instructions for voting through remote e-Voting:

In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and Secretarial Standard on General Meeting (SS-2), the Company is providing a facility to all its Members to enable

them to cast their vote on the matters listed in this Notice by electronic means (e-Voting). The e-Voting facility is being provided by CDSL.

The dispatch of the Notice shall be deemed to be completed on the day on which the Company sends out the communication for the Postal Ballot process by e-mail to the Members of the Company. The e-Voting period begins at 9.00 A.M. (IST) on Thursday, February 10, 2022 and ends at 5.00 P.M. (IST) on Friday, March 11, 2022. 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, February 4, 2022 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

The instructions for Members for voting through electronic means are as under:

- (a) As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting Facility provided by Listed Entities, **“individual shareholders holding shares of the Company in demat mode”** can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote e-Voting, as devised by the Depositories / Depository Participant(s), is given below:

Option 1 – Login through Depositories

NSDL	CDSL
<p>1. Members who have already registered for IDeAS facility to follow below steps:</p> <p>(i) Go to URL: https://eservices.nsd.com</p> <p>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>(iii) A new page will open. Enter the existing User ID and Password. On successful authentication, click on “Access to e-Voting”.</p> <p>(iv) Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Members who have already registered for Easi / Easiest to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasi/home/login; or</p> <p>(ii) URL: www.cdslindia.com and then go to Login and select New System Myeasi.</p> <p>(iii) Login with user id and password.</p> <p>(iv) Click on e-Voting. The option will be made available to reach e-Voting page without any further authentication.</p> <p>(v) Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p>
<p>2. User not registered for IDeAS e-Services:</p> <p>(i) To register click on link: https://eservices.nsd.com. Select option “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/Id</p>	<p>2. User not registered for Easi/Easiest:</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required</p>

<p>easDirectReg.jsp .</p> <p>(ii) Proceed with completing the required fields.</p>	fields.
<p>3. Users can directly access e-Voting module of NSDL and follow the below process:</p> <p>(i) Go to URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(iv) On successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(v) Click on the 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>3. Users can directly access e-Voting module of CDSL and follow the below process:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>(vi) Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Option 2 - Login through Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the 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.

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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(b) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form and physical shareholders:**

- (i) The Members should log on to the e-Voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members 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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password

is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (x) Click on the EVSN: **220124013** for <**Vardhman Textiles Limited**> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians – for Remote e-Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - 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.
 - 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.
- Alternatively Non Individual shareholders are required 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.lud@vardhman.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

16. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- a. 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 secretarial.lud@vardhman.com/ rta@alankit.com .
- b. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & virtual meetings, if any, through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**By order of the Board of Directors
For Vardhman Textiles Limited**

**Sd/-
(Sanjay Gupta)
Company Secretary
M. No.: FCS 4935**

**Place: Ludhiana
Date: 22nd January, 2022**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

ITEM NO. 1 & 2:

The Equity Shares of your Company are listed and are being actively traded on the National Stock Exchange of India Limited and BSE Limited. Over a period of time, the prices of equity shares of your Company have witnessed a significant rise thereby enhancing shareholders wealth. Now, with a view to make it more affordable for small investors as also to broaden the small investor base and to enhance the liquidity in the equity shares of the Company being traded on the Stock Exchanges, the Board of Directors of your Company in its Meeting held on Saturday, January 22, 2022, considered and approved the sub-division of each Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) fully paid-up into 5 (Five) Equity Shares having a face value of Rs. 2/- (Rupees Two only) each fully paid-up subject to the approval of the Members of the Company.

Upon approval of the Members of the Company for sub-division of equity shares and subject to other regulatory approvals, in respect of equity shares held in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account in lieu of their existing equity shares. In respect of equity shares held in physical form, the old share certificate(s) of face value of Rs. 10/- each will stand automatically cancelled on the 'Record Date' and new share certificate(s) of nominal value of Rs.2/- each, fully paid-up, will be dispatched to the shareholders or the Company will 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.

The details of Sub-division are as follows:

Type of Capital	Pre Sub-division Share Capital Structure			Post Sub-division Share Capital Structure		
	No. of Shares	Face Value (Rs.)	Share Capital (Rs.)	No. of Shares	Face Value (Rs.)	Share Capital (Rs.)
Authorised Share Capital						
• Equity shares	9,00,00,000	10	90,00,00,000	45,00,00,000	2	90,00,00,000
• Preference shares	1,00,00,000	10	10,00,00,000	1,00,00,000	10	10,00,00,000
Issued, Paid-up and Subscribed Share Capital						
• Equity shares	5,77,72,810	10	57,77,28,100	28,88,64,050	2	57,77,28,100
• Preference shares	0	0	0	0	0	0

Sub-division of the equity shares would require consequential amendments in Clause V of the Memorandum of Association (MOA) of the Company. Pursuant to the provisions of Sections 13 and 61(1)(d) of the Companies Act, 2013, approval of the Members is required for sub-division of shares and consequent, alteration to the existing Clause V of the MOA of the Company.

A copy of the draft amended MOA shall be open for public inspection at the registered office of the Company and on the Company's website for electronic inspection upto the date of declaration of the results of the Postal Ballot.

The Board of Directors recommends the Special Resolutions as set out at Items No. 1 & 2 of the Notice for approval by the Members. Accordingly, your approval is solicited.

Memorandum of Interest:

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 & 2 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 3:

The Board of Directors of the Company, on the basis of recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, in its meeting held on 22nd January, 2022, had approved the appointment of Mr. Udeypaul Singh Gill (DIN: 00004340) as an Additional Director, designated as an Independent Director, of the Company for a term of consecutive three (3) years starting from 22nd January, 2022. He will be paid sitting fees and incidental expenses for attending the Board/ Committee Meetings, as applicable to other Independent Directors of the Company.

Mr. Udeypaul Singh Gill is a Board member and Executive Director of Indorama Ventures Limited, listed on the Stock Exchange of Thailand, belonging to the \$14 billion Indorama Group, having 124 manufacturing sites in 33 countries. Serving as a Group Chief Strategy Officer and as a Member of the Sustainability and Risk Management Committee, he is responsible for corporate transformation functions including Sustainability, Digitalisation and Environment, Health & Safety. Besides his rich experience in Global Textile Industry and his key strengths in mergers and acquisitions, business model enhancement, restructuring & turnaround, the executions skills acquired and evolved over the years in value added petrochemical downstream and supporting experience in soft commodities, banking and international counter trade has helped him acquire additional cross industry strategic perspective. Mr. Gill is also a Board Member of the International Textile Manufacturers Federation and BIOTEXFUTURE.

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Independent Directors requires approval of the Members of the Company. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall take approval of shareholders for appointment of Director at the next general meeting or within three months from the date of

appointment, whichever is earlier. Accordingly, the appointment of Mr. Udeypaul Singh Gill require the approval of Members by 21st April, 2022.

The Company has received requisite notice in writing from a Member proposing appointment of Mr. Udeypaul Singh Gill as a candidate for the office of Independent Director of the Company for a term of consecutive three (3) years starting from 22nd January, 2022.

The Company has received consent from Mr. Udeypaul Singh Gill and also a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Udeypaul Singh Gill is Independent of the Management and in the opinion of the Board, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director 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. A brief profile of Mr. Udeypaul Singh Gill is provided at the end of this statement.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members. Accordingly, your approval is solicited.

Memorandum of Interest:

Except Mr. Udeypaul Singh Gill, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Information Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), regarding the Director seeking appointment.

Name of the Director	Mr. Udeypaul Singh Gill
Date of Birth	16.10.1953
Age	68
Date of First Appointment	22.01.2022
No. of Meetings attended	1 (on 22.01.2022)
Expertise in specific functional area	Mr. Udeypaul Singh Gill has rich experience and insight of the Global Textile Industry. His key strengths in functional areas includes sustainability, digitalization, environment, health & safety, mergers and acquisitions, business model enhancement, restructuring and turnaround, banking and international

	counter trade, etc. (more specifically detailed in Explanatory Statement to Item no. 3 above.)
Qualification	B.Sc. (Honours) Economics and MBA.
Directorships in Other Listed Companies as on date of this Notice	Nil
Chairperson/Member of Committees of Other Listed Companies as on date of this Notice	Nil
Listed entity from which the Director resigned in last 3 years	Indo Rama Synthetics (India) Limited
Skills and capabilities required for the role and manner in which such requirements are met	<ul style="list-style-type: none"> - Industry & Administrative experience, Leadership and strategic Planning. - He will contribute the Board with his rich experience and insight of the Global Textile Industry and his capabilities in sustainability, digitalization, environment, health & safety, mergers and acquisitions, business model enhancement, restructuring and turnaround, banking and international counter trade, etc.
Shareholding in the Company	Nil
Relationship with other Directors/ KMP	Not related to any Director/ KMP.