

Date: 30.08.2017



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN HOLDINGS LIMITED

Registered Office: Vardhman Premises, Chandigarh Road, Ludhiana - 141 010 (Punjab), India.

Phones: 0161-2228943-48, Fax: 0161-2601048

PAN: AABCV8088P; CIN: L17111PB1962PLC002463

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

NOTICE OF AGM, BOOK CLOSURE AND E-VOTING DETAILS

Notice is hereby given that the 53rd Annual General Meeting of the Members of Vardhman Holdings Limited is scheduled to be held on **Friday, 22nd September, 2017 at 04:00 p.m.** at Regd. Office, Vardhman Premises, Chandigarh Road, Ludhiana - 141 010.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 11th September, 2017 to Friday, 22nd September, 2017 (both days inclusive) for the purpose of payment of Dividend for the financial year 2016-17.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services. The facility of casting the votes by members using an electronic voting system from a place other than the venue of the meeting ("remote e- voting") will be provided by Central Depository Services (India) Limited (CDSL).

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-voting system.

The Annual Report of the Company including Notice of the AGM of the Company, Attendance Slip and Proxy Form can be downloaded from the website of the Company www.vardhman.com. Physical copies of Annual Report for F.Y. 2016-17 have been sent to all other members at their registered address in the permitted mode. The dispatch of Annual Report has been completed on Wednesday, 30th August, 2017.

All the members are informed that:

- i. The remote e-voting period shall commence from **Tuesday, 19th September, 2017** from 9:00 a.m. and shall end on **Thursday, 21st September, 2017** at 5:00 p.m.;
- ii. The cut-off date for determining the eligibility to vote by electronic means is **Monday, 15th September, 2017**;
- iii. Any person, who acquires shares and become member of the Company after **30th August, 2017** i.e. date considered for dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Monday, 15th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote;
- iv. Members may note that:

- a) the remote e-voting module shall be disabled by CDSL after the aforesaid date and time for e-voting and once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently;
- b) the facility for voting through ballot paper shall be made available at the AGM;
- c) the voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date;
- d) the members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again; and
- e) a 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 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper;
- f) the Chairman shall, in the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their voting by availing the remote e-voting facility.
- g) the Scrutinizer shall upon the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the 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 result of the resolution passed at the AGM will be declared within 48 working hours from the conclusion of AGM.

In the case of any queries on e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL at the following toll free no.: 1800-200-5533

For any queries you may contact the following:-

Contact Person: Mr. Amrender Kumar Yadav
 Designation: Company Secretary
 Address: Registered Office, Vardhman Premises, Chandigarh Road, Ludhiana- 141 010, Punjab.
 E-mail: secretarial.lud@vardhman.com
 Phone No.: 0161-2228943-48

By order of the Board of Directors
 Sd/-
(AMRENDER KUMAR YADAV)
 Company Secretary

Place: Ludhiana
 Date: 30.08.2017

pleted the dispatch as well as Annual Report and also available members may download the same or go to www.evotingindia.com.

relevant rules and Reg. 44 of SEBI Depository Services (India) Ltd and Reg. 44.

by e-voting is 15th September, commencing on 21st September, 2017 at 5.00 pm for all dematerialized form. The remote and remote e-voting shall not

voting can exercise their voting facility through ballot paper at

ing their right to vote through the AGM. In case, if a member, the vote cast through e-voting

r of the Company and holding of the e-voting instructions in the with CDSL for remote e-voting, gvote.

is enclosed with the Annual Report and website of

lease refer to Frequently Asked Questions on www.evotingindia.com under help section www.evotingindia.com. In case of any contact Mr. Mehboob Lakhani, of Central Depository Services 107 Towers, Dajal Street, Fort, evoting@cdslindia.com or the

Company Secretaries, Chennai as a fair and transparent manner. The time stipulated time and will also

let, 2013 read with Rule 10 of the that the Register of Members and 2017 to 25th September, 2017

appoint a proxy to attend and vote be a member of the Company. The proxy to be appointed at the Registered Office of the AGM.

By order of the Board
 ANANDI TERRAIN FASHIONS LIMITED
 Sd/-
 Ravi B.S.G
 Company Secretary



AGM AND E-VOTING

of the members of the Company, September 21, 2017 at HAL Airport Road, Chandigarh, set out in the notice of the AGM. The transfer Books will remain

provided remote e-voting facility through remote e-voting system is 15-09-2017 and closed to avail the service. The remote e-voting shall not be available after 5.00 P.M. on 20-09-2017 at 5.00 P.M. Members who have cast their vote at the AGM but shall not be entitled to cast their vote at the meeting provided here

of the notice of the AGM and the details relating to Mr. Harish K. Assistant Secretary, Chandigarh +91-80-23460815-818 or

at its E-mail ID: secretarial.lud@vardhman.com

of the Board of directors
 Vardhman Holdings Limited,
 Chandigarh
 Associate Vice President
 and Company Secretary

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