

47th Annual Report 2010-11



Vardhman

VARDHMAN HOLDINGS LIMITED

BOARD OF DIRECTORS

1. MR. SHRI PAUL OSWAL
– *Chairman*
2. MR. CHAMAN LAL JAIN
3. MR. JAGDISH RAI SINGAL
4. MR. SURINDER SINGH BAGAI
5. MR. SAT PAL KANWAR
6. MR. BAL KRISHAN ARORA
7. MR. SACHIT JAIN
8. MRS. SUCHITA JAIN
9. MRS. SHAKUN OSWAL
10. MR. O.P. SHARMA

AUDITORS

M/S. S.C. VASUDEVA & CO.

REGISTRAR AND TRANSFER AGENT

M/S. ALANKIT ASSIGNMENTS LIMITED

REGISTERED OFFICE

Chandigarh Road, Ludhiana-141 010

Phones : (0161) 2228943-48

Fax : (0161) 2222616, 2601048 & 2602710

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NOTICE

NOTICE is hereby given that the FORTY-SEVENTH ANNUAL GENERAL MEETING of the members of the Company will be held on Saturday, the 23rd day of July, 2011 at 5.00 p.m. at the Registered Office of the Company situated at Chandigarh Road, Ludhiana, to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011, Profit and Loss Account for the year ended on that date, together with Report of Auditors and Directors thereon.
2. To declare Dividend.
3. a) To appoint a Director in place of Mrs. Shakun Oswal, who retires by rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible, offers herself for re-appointment.
- b) To appoint a Director in place of Mrs. Suchita Jain, who retires by rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible, offers herself for re-appointment.
- c) To appoint a Director in place of Mr. Sachit Jain, who retires by rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. To appoint Auditors for the year 2011-12 and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mrs. Shakun Oswal, be and is hereby appointed as an Executive Director of the Company for a period of five years w.e.f. 1st June, 2011 on a remuneration as detailed below :-

I) BASIC SALARY	Rs. 75,000/- p.m.
II) SPECIAL ALLOWANCE	Rs. 25,000/- p.m
III) PERQUISITES	The following perquisites shall be allowed in addition to basic salary and special allowance:

- | | |
|--------------------|---|
| a) Car & Telephone | Free use of Company's car for official work as well as for personal purposes along with driver and telephone at Company's cost. |
| b) Club fee | Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees. |

RESOLVED FURTHER THAT Mr. S. P. Oswal, Chairman, be and is hereby authorised to execute an agreement on behalf of the Company with Mrs. Shakun Oswal subject to such changes and modifications as may be agreed to by the Board of Directors and Mrs. Shakun Oswal."

By Order of the Board

Sd/-
Place : Ludhiana
Dated : 21st May, 2011

(S.P. OSWAL)
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.
2. 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(a), 3(b), 3(c) and 5 of the Notice is also being annexed hereto separately and forms part of the Notice.
3. **The Register of Members and Share Transfer Books of the Company shall remain closed from 12th July, 2011 to 23rd July, 2011 (Both days inclusive).**
4. The Dividend declared, if any, will be paid to those members whose names appear in the Register of Members

NOTICE

of the Company as on the date of Annual General Meeting i.e. 23rd July, 2011. However, in respect of the shares held in electronic form, dividend will be paid on the basis of beneficial ownership as at the end of the 11th July, 2011, as per details furnished by Depositories for this purpose.

5. Members holding shares in physical mode are requested to notify the change in their addresses, if any, at the earliest to the Registrar and Transfer Agent. However, members holding shares in electronic mode may notify the change in their addresses, if any, to their respective Depository Participants.
6. 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.
7. 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.
8. The Ministry of Corporate Affairs ("MCA") has vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 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 Registrar & Transfer Agent of the Company by sending a letter under your Registered Signature at the below mentioned address.

M/s Alankit Assignments Limited,
2E/21, Alankit House, Jhandewalan Extension,
New Delhi-110 055
Phone: (011) 41540060-63,
Fax: (011) 41540064,
E-mail: rta@alankit.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO. 5 OF THE SPECIAL BUSINESS:

The Board of Directors of the Company in their meeting held on 21st May, 2011 had appointed Mrs. Shakun Oswal, Director of the Company, as an Executive Director of the Company for a period of five years w.e.f. 1st June, 2011 on such remuneration and other terms and conditions as mentioned in the resolution. Her appointment is subject to the approval of the Members. Accordingly, your approval is solicited.

Memorandum of interest

Except Mr. S.P. Oswal, Mr. Sachit Jain, Mrs. Suchita Jain, Mr. C.L. Jain and the appointee herself, none of the Directors are interested or concerned in the appointment.

By Order of the Board

Place : Ludhiana
Dated : 21st May, 2011

Sd/-
(S.P. OSWAL)
Chairman

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT REGARDING THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mrs. Shakun Oswal	Mrs. Suchita Jain	Mr. Sachit Jain
Date of Birth	18.08.1946	21.03.1968	08.07.1966
Date of Appointment	23.07.2005	30.03.2005	30.03.2005
Qualification	B.A.	M.Com.	B. Tech., M.B.A. (Gold Medalist)
Expertise in specific functional area	Investment Activities	More than 18 years experience in Textile Industry	Business Executive having rich experience of about 20 years in Textile Industry
Directorships in other companies	<ol style="list-style-type: none"> Adinath Investment & Trading Company Devakar Trading & Investment Company Pvt. Ltd. Anklesh Investments (P) Ltd. Srestha Holdings Limited Mahavir Spinning Mills Pvt. Ltd. Santon Finance & Investment Company Limited Flamingo Finance & Investment Company Limited Ramaniya Finance & Investment Company Limited Marshall Investment & Trading Company Pvt. Ltd. Pradeep Mercantile Company Pvt. Ltd. Plaza Trading Company Pvt. Ltd. Syracuse Investment & Trading Company Pvt. Ltd. 	<ol style="list-style-type: none"> Vardhman Textiles Limited Vardhman Special Steels Limited Syracuse Investment & Trading Company Pvt. Ltd. Srestha Holdings Limited Anklesh Investments (P) Ltd. Pradeep Mercantile Company Pvt. Ltd. Plaza Trading Company Private Limited Santon Finance & Investment Company Limited Flamingo Finance & Investment Company Limited Ramaniya Finance & Investment Company Limited Marshall Investment & Trading Company Private Limited Vardhman Spinning & General Mills Limited 	<ol style="list-style-type: none"> Vardhman Textiles Limited Vardhman Special Steels Limited Vardhman Acrylics Limited Vardhman Apparels Limited Vardhman Yarns & Threads Limited Vardhman Spinning & General Mills Limited Syracuse Investment & Trading Company (P) Limited Adinath Investment & Trading Company Devakar Investment & Trading Company (P) Limited Mahavir Spinning Mills Private Limited Srestha Holdings Limited Anklesh Investments (P) Limited Pradeep Mercantile Company (P) Limited Plaza Trading Company Private Limited Marshall Investment & Trading Company (P) Limited Santon Finance and Investment Company Limited Flamingo Finance & Investment Company Limited Ramaniya Finance & Investment Company Limited VTL Investments Limited Vardhman Nisshinbo Garments Company Limited UTI Asset Management Company Limited
Chairmanships/ Committee memberships of other companies	Nil	Nil	<ol style="list-style-type: none"> Chairman of Audit Committee of Vardhman Yarns & Threads Limited Member of Investor Grievance Committee of Vardhman Textiles Limited Chairman of Audit Committee of Vardhman Nisshinbo Garments Company Limited Member of Audit Committee of UTI Asset Management Company Limited
Number of shares held	19,084	27,101	2,330
Relationship with other Directors	Related to Mr. Shri Paul Oswal, Mr. Sachit Jain, Mrs. Suchita Jain and Mr. Chaman Lal Jain	Related to Mr. Shri Paul Oswal, Mr. Sachit Jain and Mrs. Shakun Oswal	Related to Mr. Shri Paul Oswal, Mrs. Shakun Oswal and Mrs. Suchita Jain

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting their 47th Annual Report on the affairs of the Company together with the Audited Accounts of the Company for the year ended 31st March, 2011.

1. FINANCIAL RESULTS :

The financial results for the year are as under : -

(Amount in Rs.)		
PARTICULARS	2010-11	2009-10
Income from Operations	93,032,683	85,734,976
Other Income	8,521,004	10,148,281
Profit before Depreciation, Interest and Tax (PBDIT)	82,768,482	86,075,130
Interest and Financial Expenses	544,274	258,178
Profit before Depreciation & Tax (PBDT)	82,224,208	85,816,952
Depreciation	302,861	235,398
Profit before Tax (PBT)	81,921,347	85,581,554
Provision for		
- Current Tax	11,300,000	12,400,000
Profit after Tax (PAT)	70,621,347	73,181,554
Balance brought forward	126,017,126	87,778,792
Balance available for appropriations	196,638,473	160,960,346
Appropriations:		
Proposed Dividend on Equity Shares	7,978,840	6,383,072
Corporate Dividend Tax on Proposed Dividend	1,294,367	1,060,148
Transfer to General Reserve	10,000,000	10,000,000
Transfer to Special Reserve under Section 45-IC of the Reserve Bank of India Act, 1934	17,500,000	17,500,000
Balance carried to Balance Sheet	159,865,266	126,017,126
	196,638,473	160,960,346
Earnings per Share (Rs.)	22.13	22.93
Dividend per Share (Rs.)	2.50	2.00

2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

a. FINANCIAL ANALYSIS :

During the year, the Income from operations was Rs. 93,032,683 as against Rs. 85,734,976 in the previous year. The Company earned other income of Rs. 8,521,004 during the year as against Rs. 10,148,281 last year. The Company earned profit before depreciation, interest and tax of Rs. 82,768,482 as against Rs. 86,075,130 in the previous year. After providing for interest and financial expenses of Rs. 544,274 (Previous Year Rs. 258,178), depreciation of Rs. 302,861 (Previous Year Rs. 235,398), current tax of Rs. 11,300,000 (Previous Year Rs. 12,400,000), the profit after tax was Rs. 70,621,347 as against Rs. 73,181,554 last year.

The balance available for appropriation after adding balance in surplus account is Rs. 196,638,473. Out of this, a sum of Rs. 7,978,840 and Rs. 1,294,367 respectively have been appropriated towards proposed dividend and corporate dividend tax thereon, Rs. 10,000,000 is proposed to be transferred to general reserve, Rs. 17,500,000 is proposed to be transferred to special reserve and the balance of Rs. 159,865,266 is proposed to be carried as surplus to the balance sheet.

b. RESOURCE UTILISATION :

FIXED ASSETS :

The gross fixed assets as at 31st March, 2011 were Rs. 14,960,720 as against previous year's gross fixed assets of Rs. 14,775,452. During the year, there were no additions of fixed assets (Previous Year Rs. 8,808,724).

CURRENT ASSETS :

The net current assets as on 31st March, 2011 were Rs. 7,020,561 as against Rs. 138,400,664 in the previous year.

c. FINANCIAL CONDITIONS AND LIQUIDITY :

Management believes that the Company's liquidity and capital resources are sufficient to meet its expected working capital needs and other anticipated cash requirements. The position of liquidity and capital resources of the Company is given below: -

(Amount in Rs.)		
	2010-11	2009-10
Cash and Cash Equivalents:		
Beginning of the Year	62,557,363	2,755,445
End of the Year	1,736,076	62,557,363
Net Cash provided/(used) by:		
Operating Activities	127,566,364	14,154,624
Investing Activities	(180,942,046)	53,025,189
Financing Activities	(7,445,605)	(7,377,895)

d. INTERNAL CONTROL SYSTEM :

The Company has well defined internal control system. The Company takes abundant care to design, review and monitor the working of internal control system. Internal audit in the organization is an independent appraisal activity and all significant issues are brought to the attention of the Audit Committee of the Board.

e. MANAGEMENT PERCEPTION OF RISK AND CONCERNS:

The Company is prone to all the financial risks and capital market fluctuations.

f. HUMAN RESOURCES/INDUSTRIAL RELATIONS:

The Company is not carrying on any manufacturing activity and no workers were employed during the year.

3. PUBLIC DEPOSITS:

The Company has not accepted and does not intend to accept any deposits from the public. As at 31st March, 2011, there are no outstanding/unclaimed deposits from the public.

4. DIVIDEND:

The Board of Directors of your Company is pleased to recommend a dividend of Rs. 2.50 per share on the fully paid-up equity shares of the Company.

5. DIRECTORS:

Mrs. Shakun Oswal, Mrs. Suchita Jain and Mr. Sachit Jain, Directors of your Company, retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Mrs. Shakun Oswal has been appointed as an Executive Director of the Company w.e.f. 1st June, 2011.

6. CORPORATE GOVERNANCE:

The Company has in place a system of Corporate Governance. A report on Corporate Governance forming part of the Annual Report of the Company is annexed hereto. A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Corporate Governance Clause of the Listing Agreement is annexed to the report on Corporate Governance.

7. COMPLIANCE CERTIFICATE:

The Compliance Certificate for the year ended 31st March, 2011 as given by M/s. B.K. Gupta & Associates, Company Secretaries in practice, is annexed hereto and forms part of the Directors' Report.

8. AUDITORS:

M/s. S.C. Vasudeva & Company, Chartered Accountants, New Delhi, Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

9. AUDITORS' REPORT:

The Auditors' Report on the Accounts of the Company for the year under review is self-explanatory and requires no comments.

10. STATEMENT OF PARTICULARS OF EMPLOYEES:

During the year, no employee of the Company received a salary of more than Rs. 60.00 lac. per annum or Rs. 5.00 lac. per month. Accordingly, no particulars of employees are to be given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars with respect to conservation of energy and other areas as per Section 217(1)(e) of the Companies

Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are Nil.

12. GROUP:

The Company, inter-alia, along with the following entities, constitute a 'Group' as defined under the Monopolies and Restrictive Trade Practices Act, 1969:-

- Vardhman Textiles Limited
- VTL Investments Limited
- Adinath Investment and Trading Company
- Devakar Investment and Trading Company Private Limited
- Vardhman Special Steels Limited

13. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that -

- In the preparation of the annual accounts, the applicable accounting standards have been followed;
- Appropriate accounting policies have been selected and applied consistently, and have made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the profits of the Company for the year ended on 31st March, 2011;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- The annual accounts have been prepared on a going concern basis.

14. ACKNOWLEDGEMENT:

Your Directors are pleased to place on record their sincere gratitude to the Government and Business Constituents for their valuable co-operation and support to the Company.

For and on behalf of the Board

Place : Ludhiana
Dated: 21st May, 2011

(S.P. OSWAL)
Chairman

CORPORATE GOVERNANCE REPORT

This Report on Corporate Governance forms part of the Annual Report. This section besides being in compliance of the provisions of Listing Agreement gives an insight into the process of functioning of the Company. The Company is committed to transparency and business ethics in discharge of its corporate responsibilities.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

The Company's philosophy on corporate governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time.

2. BOARD OF DIRECTORS :

(a) Board Meetings :

During the financial year 2010-11, four Board Meetings were held on 6th May, 2010, 4th August, 2010, 30th October, 2010 and 12th February, 2011.

(b) Composition :

As at 31st March, 2011, the Board of Directors comprised of ten Directors, with Mr. Shri Paul Oswal as the Chairman of the Board of Directors. Out of the total strength of ten Directors, five Directors were independent and this met the stipulated requirement.

The composition, attendance and Directorships/Committee Memberships of the Board of Directors of the Company during the financial year 2010-11 is given as follows :-

Name of Director	Designation and Category	Number of Board Meetings attended	Attendance at last Annual General Meeting	Directorships in other public companies	Other Committee Memberships	Board Chairmanships in other companies	Committee Chairmanships in other companies
Mr. Shri Paul Oswal	Non-Executive Chairman, Non Independent	2	No	11	-	6	-
Mrs. Shakun Oswal	Non-Executive Director, Non Independent	3	Yes	5	-	-	-
Mr. Sachit Jain	Non-Executive Director, Non Independent	2	Yes	13	4	1	2
Mrs. Suchita Jain	Non-Executive Director, Non Independent	3	No	7	-	-	-
Mr. Chaman Lal Jain	Non-Executive Director Non Independent	3	No	-	-	-	-
Mr. Bal Krishan Arora	Non-Executive, Independent Director	4	Yes	-	-	-	-
Mr. Surinder Singh Bagai	Non-Executive, Independent Director	-	No	2	1	-	1
Mr. Jagdish Rai Singal	Non-Executive, Independent Director	2	No	4	-	-	-
Mr. Om Parkash Sharma	Non-Executive, Independent Director	3	No	-	-	-	-
Mr. Sat Pal Kanwar	Non-Executive, Independent Director	4	No	-	-	-	-

Notes :

- i) Mr. Shri Paul Oswal, Mrs. Shakun Oswal, Mr. Sachit Jain and Mrs. Suchita Jain are related to one another. Mrs. Shakun Oswal and Mr. Chaman Lal Jain are related to each other. No other Director of the Company is related to any other Director of the Company.

3. AUDIT COMMITTEE:

The Audit Committee comprises of three Directors viz. Mr. Bal Krishan Arora, Mr. Sat Pal Kanwar and Mr. O.P. Sharma. Mr. Bal Krishan Arora is the Chairman of the Audit Committee. All members of the Audit Committee are financially literate and one of the members, has accounting/financial management expertise. The terms of reference of the Audit Committee are as contained in Corporate Governance Clause of the Listing Agreement.

The Audit Committee met four times during the financial year 2010-11 on 6th May, 2010, 4th August, 2010, 30th October, 2010 and 12th February, 2011.

The attendance of the members of the Audit Committee during the financial year 2010-11 is given below:-

Committee Members	Category	Number of Audit Committee Meetings Attended
Mr. Bal Krishan Arora	Non-Executive, Independent Director	4
Mr. Sat Pal Kanwar	Non-Executive, Independent Director	4
Mr. Om Parkash Sharma	Non-Executive, Independent Director	3

4. DIRECTORS' REMUNERATION AND SHAREHOLDING:

a) Remuneration:

The Company did not have any Executive Director in the financial year 2010-11 and Non-Executive Directors have not been paid any remuneration except sitting fee for attending Board and Committee Meetings. The details of sitting fee paid to the Directors during the financial year 2010-11 are given hereunder: -

S. No.	Name of Director	Sitting Fee (Rs.)
1.	Mr. Chaman Lal Jain	21,000
2.	Mr. Surinder Singh Bagai	-
3.	Mr. Jagdish Rai Singal	8,000
4.	Mr. Om Parkash Sharma	21,000
5.	Mr. Bal Krishan Arora	34,000
6.	Mr. Sat Pal Kanwar	37,000

b) Shareholding:

The shareholding of the Directors in the equity share capital of the Company as at 31st March, 2011 is given as follows:-

S. No.	Name of Director	Number of Shares held	S. No.	Name of Director	Number of Shares held
1.	Mr. Shri Paul Oswal	58,195	6.	Mr. Chaman Lal Jain	5
2.	Mrs. Shakun Oswal	19,084	7.	Mr. Om Parkash Sharma	NIL
3.	Mr. Sachit Jain	2,330	8.	Mr. Jagdish Rai Singal	NIL
4.	Mrs. Suchita Jain	27,101	9.	Mr. Surinder Singh Bagai	NIL
5.	Mr. Bal Krishan Arora	NIL	10.	Mr. Sat Pal Kanwar	1,212

5. INVESTORS' GRIEVANCE COMMITTEE:

The Investors' Grievance Committee comprises of Mr. Sachit Jain, Mrs. Shakun Oswal and Mr. Chaman Lal Jain, all being Non-Executive Directors. The Chairman and Compliance Officer of the Committee is Mr. Sachit Jain.

During the financial year 2010-11, four meetings of the Investors' Grievance Committee were held on 4th August, 2010, 29th November, 2010, 27th January, 2011 and 12th February, 2011 which were attended by all the members.

During the financial year 2010-11, the Company had received 61 complaints. The complaints are related to transfer, dematerialisation, dividend etc., and all the complaints have been duly resolved by the Company. Further, there is no pendency in respect of shares received for transfer during the financial year 2010-11.

6. GENERAL BODY MEETINGS:

The details of General Body Meetings held during the last three financial years are given as follows:-

Nature of Meeting	Day, Date and Time of the Meeting	Venue	Number of Special Resolutions
46 th Annual General Meeting for financial year ended 31 st March, 2010	Monday, 19 th July, 2010 at 10.30 a.m.	Registered. Office, Chandigarh Road, Ludhiana-141 010	Nil
45 th Annual General Meeting for financial year ended 31 st March, 2009	Friday, 24 th July, 2009 at 10.30 a.m.	Registered. Office, Chandigarh Road, Ludhiana-141 010	Nil
44 th Annual General Meeting for financial year ended 31 st March, 2008	Saturday, 30 th August, 2008 at 10.30 a.m.	Registered. Office, Chandigarh Road, Ludhiana-141 010	Nil

The Company has not passed any resolution through postal ballot during the financial year 2010-11. No resolution is proposed to be passed by postal ballot in the forthcoming Annual General Meeting.

7. DISCLOSURES:

During the year, there was no material significant transaction with the directors, management, their relatives, etc. that have any potential conflict with interest of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties or strictures were imposed by the Stock Exchanges, the Securities and Exchange Board of India or any other Statutory Authority during the last three years.

Further, the Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company may also take up the non mandatory requirements of Clause 49 in due course of time.

8. MEANS OF COMMUNICATION:

The Company communicates with the shareholders at large through its Annual Reports, publication of financial results, press releases in leading newspapers and by filing of various reports and returns with the statutory bodies like Stock Exchanges and the Registrar of Companies. The quarterly results are normally published in the 'Financial World' and 'Desh Sewak' and are also made available at Company's web-site www.vardhman.in.

9. GENERAL INFORMATION FOR SHAREHOLDERS:**i) 47th Annual General Meeting:**

Date : 23rd July, 2011
Time : 5.00 P.M.
Venue : Registered Office, Chandigarh Road, Ludhiana-141 010.

ii) Financial Calendar 2011-12 (Tentative):

First Quarter Results : August, 2011
Second Quarter Results : October, 2011
Third Quarter Results : February, 2012
Annual Results : May, 2012

iii) Dates of Book Closure : 12th July, 2011 to 23rd July, 2011 (Both days inclusive)**iv) Dividend payment date : By second week of August, 2011****v) Listing:**

The equity shares of the Company are listed on the following Stock Exchanges:

1. The Bombay Stock Exchange Limited (BSE),
Floor 25, P.J. Towers, Dalal Street, Mumbai-400 001.
2. The National Stock Exchange of India Limited (NSE),
"Exchange Plaza", Bandra-Kurla Complex, Bandra (East), Mumbai-400 051.

The Company has duly paid the listing fee to both the aforesaid Stock Exchanges for the financial year 2011-12.

vi) Stock Code:

1. The Bombay Stock Exchange Limited (BSE) : 500439
2. The National Stock Exchange of India Limited (NSE) : VHL