



Vardhmān

53<sup>rd</sup>  
**ANNUAL REPORT**  
2 0 1 6 - 2 0 1 7



**Vardhmān Holdings Limited**



## BOARD OF DIRECTORS

Mr. Shri Paul Oswal	<i>Chairman and Managing Director</i>
Mrs. Shakun Oswal	<i>Director</i>
Mr. Sachit Jain	<i>Director</i>
Mrs. Suchita Jain	<i>Director</i>
Mr. Chaman Lal Jain	<i>Director</i>
Mr. Jagdish Rai Singal	<i>Independent Director</i>
Mr. Sat Pal Kanwar	<i>Independent Director</i>
Mrs. Apinder Sodhi	<i>Independent Director</i>
Mr. Om Parkash Sharma	<i>Independent Director</i>
Mr. Surinder Singh Bagai	<i>Independent Director</i>
Mr. Rajeev Kumar Mittal	<i>Director</i>
Mr. Vikas Kumar	<i>Director</i>

## CHIEF FINANCIAL OFFICER

Ms. Poorva Bhatia

## COMPANY SECRETARY

Mr. Amrender Kumar Yadav

## AUDITORS

M/s. R. Dewan & Company, Ludhiana

## REGISTRAR AND TRANSFER AGENT

M/s. Alankit Assignments Limited  
New Delhi

## REGISTERED & CORPORATE OFFICE

Vardhman Premises, Chandigarh Road,  
Ludhiana-141 010

Phones: (0161) 2228943 - 48

Fax: (0161) 2601048

E-mail: secretarial.lud@vardhman.com

Website: www.vardhman.com

**CIN :** L17111PB1962PLC002463

**PAN :** AABCV8088P

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## NOTICE

**NOTICE** is hereby given that the **FIFTY THIRD ANNUAL GENERAL MEETING** of members of Vardhman Holdings Limited will be held on Friday, the 22<sup>nd</sup> day of September, 2017 at 4.00 p.m. at the Registered Office of the Company situated at Chandigarh Road, Ludhiana, to transact the following business:-

### ORDINARY BUSINESS:

#### Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with Report of Board of Directors and Auditors thereon.

#### Item No. 2 – Declaration of Final Dividend

To declare a final dividend of ₹ 5/- per share for the year ended 31<sup>st</sup> March, 2017.

#### Item No. 3 – Re-appointment of Mrs. Shakun Oswal as a director liable to retire by rotation

To appoint a Director in place of Mrs. Shakun Oswal (holding DIN: 00121915), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

#### Item No. 4 – Ratification of appointment of Statutory Auditor

To consider and ratify the appointment of Statutory Auditors of the Company for the Financial Year 2017-18 and to fix their remuneration 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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. R. Dewan & Co., (Firm Registration No. 017883N) Chartered Accountants, as the Statutory Auditors of the Company for a term of consecutive five (5) years starting from conclusion of the 50<sup>th</sup> Annual General Meeting till the conclusion of 55<sup>th</sup> Annual General Meeting of the Company be and is hereby ratified at the 53<sup>rd</sup> Annual General Meeting of the Company at such remuneration as may be finalized by the Chairman & Managing Director in consultation with auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### SPECIAL BUSINESS:

#### Item No. 5 – To consider to appoint Mr. Shri Paul Oswal as Managing Director of the Company

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 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Members of the Company, Mr. Shri Paul Oswal, be and is hereby appointed as a Managing Director of the Company for a period of three (3) years w.e.f. 9<sup>th</sup> August 2016, at remuneration as detailed below:-

SR. NO.	REMUNERATION	DETAILS
I.	Basic Salary	₹ 150,000 – 10,000 – ₹ 170,000 per month.
II.	Special Allowance	₹ 25,000/- p.m.
III.	Perquisites	The following perquisites shall be allowed in addition to the 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 Fees	Fees of club subject to a maximum of two clubs. This will not include admission and life membership fees.
c)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, on actual basis.

**Explanation:** “Family” means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** Mr. Sachit Jain, Director, be and is hereby authorised to execute an agreement on behalf of the Company with Mr. Shri Paul Oswal subject to such changes and modifications as may be approved by the Members and agreed to by the Board of Directors and Mr. Shri Paul Oswal.

**RESOLVED FURTHER THAT** Common Seal of the Company, if required, be affixed on the said Agreement, in the presence of any of the Director and Mr. Amrender Kumar Yadav, Company Secretary, who shall countersign the same in token thereof.

**RESOLVED FURTHER** Mr. Amrender Kumar Yadav, Company Secretary, Ms. Ruchita Vij, Authorised Signatory, be and are severally hereby authorised to take all necessary steps as may be deemed necessary to comply with other legal formalities in this regard.”

#### Item No. 6 – Re-appointment of Mr. Sat Pal Kanwar, Independent Director

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 Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sat Pal Kanwar (DIN: 01504398), Independent Director, whose period of office is expiring at this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible

for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five (5) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company."

## **Item No. 7 – Re-appointment of Mr. Jagdish Rai Singal, Independent Director**

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 Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jagdish Rai Singal (DIN: 00699341), Independent Director, whose period of office is expiring at this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five (5) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company."

## **Item No. 8 – Re-appointment of Mrs. Apinder Sodhi, Independent Director**

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 Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Apinder Sodhi (DIN: 06642994), Independent Director, whose period of office is expiring at this Annual General Meeting and who has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the

Company not liable to retire by rotation for a term of five (5) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company."

## **Item No. 9 – Re-appointment of Mr. Om Parkash Sharma, Independent Director**

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 Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Om Parkash Sharma (DIN: 02721270), Independent Director, whose period of office is expiring at this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five (5) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company."

## **Item No. 10 – Appointment of Mr. Rajeev Kumar Mittal as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajeev Kumar Mittal (DIN: 00765697), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association 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 pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five (5) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company."

## **Item No. 11 – Appointment of Mr. Vikas Kumar as Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:-**



**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikas Kumar (DIN: 07650988), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association 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 pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**BY ORDER OF THE BOARD**

**PLACE: Ludhiana**  
**DATE: August 12, 2017**

**Sd/-**  
**(Amrender Kumar Yadav)**  
**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 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. 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.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. 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.
5. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, 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 5<sup>th</sup> September, 2016 (date of last Annual General Meeting) on the website of the Company ([www.vardhman.com](http://www.vardhman.com)) and also on the website of the Ministry of Corporate Affairs.

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 25<sup>th</sup> September, 2017.

6. 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.
7. **The Register of Members and the Share Transfer Books of the Company shall remain closed from 11<sup>th</sup> September, 2017 to 22<sup>nd</sup> September, 2017 (both days inclusive).**
8. 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.
9. The information pursuant to Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the Annual General Meeting is also being annexed hereto separately and forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. 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.
11. 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.
12. 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.
13. The Ministry of Corporate Affairs, Government of India, has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars allowing Companies to send official documents to their members electronically. In support of the Green Initiative, your Company proposes to send the documents like Notice calling the Annual General Meeting and Annual Report containing Balance sheet, Statement of Profit & Loss and Director's Report etc and other communications in electronic form. The members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar and Transfer Agent, Alankit Assignments Limited, New Delhi (in case of shares held in physical form).

14. The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of conclusion of AGM. The results declared alongwith the Scrutinizer's report shall be placed on the Company's website [www.vardhman.com](http://www.vardhman.com) and on the website of CDSL and will be communicated to the stock exchanges.
15. The Annual Report 2016-17 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by permitted mode.
16. M/s. Harsh Goyal & 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.
17. 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 Regulation 44 of the SEBI (Listing Obligations And Disclosures Requirements) Regulations 2015, 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.
18. **The instructions for shareholders voting electronically are as under:**
  - (i) The e-voting period commences on 19<sup>th</sup> September, 2017 (9.00 a.m.) and ends on 21<sup>st</sup> September, 2017 (5.00 p.m.). 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 15<sup>th</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on "Shareholders" tab.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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. Sequence number is printed on Attendance slip provided with the Annual report.</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>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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 (v).</li> </ul>
  - (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in 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.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN: **170819045** for <**VARDHMAN HOLDINGS LIMITED**> on which you choose to vote.

- (xiii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xvi) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xviii) If 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app **“m-Voting”** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- 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 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.**
- BY ORDER OF THE BOARD**
- Sd/-  
(Amrender Kumar Yadav)  
Company Secretary
- PLACE: Ludhiana  
DATE: August 12, 2017



**ANNEXURE TO THE NOTICE:**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**  
**(For Item No. 5 to 11)**

**ITEM NO. 5**

During the Financial Year 2016-17, Mrs. Shakun Oswal, conveyed her inability to continue as an Executive Director of the Company. Further, pursuant to the provisions of Section 203 of the Companies Act, 2013, the Board of Directors in its meeting held on 9<sup>th</sup> August, 2016, based on recommendation of Nomination & Remuneration Committee, appointed Mr. Shri Paul Oswal as Managing Director, of the Company for a period of three (3) years w.e.f. 9<sup>th</sup> August, 2016.

The said appointment of Mr. Shri Paul Oswal is subject to the approval of the members. Accordingly, your approval is solicited.

**Memorandum of Interest:**

Except Mr. Shri Paul Oswal, being appointee and Mrs. Shakun Oswal, Mr. Sachit Jain and Mrs. Suchita Jain, being relatives of appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed special resolution set out at Item No. 5 of the Notice.

**ITEM NO. 6 TO 9:**

Mr. Sat Pal Kanwar, Mr. Surinder Singh Bagai, Mr. Jagdish Rai Singal, Mrs. Apinder Sodhi and Mr. Om Parkash Sharma, were appointed as Independent Directors of the Company for a term of three (3) consecutive years, pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the 50<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2014. As per the said resolutions, the term of appointment of all these Independent Directors expires at 53<sup>rd</sup> Annual General Meeting.

Considering the rich experience, knowledge, skills, valuable contributions to the Company and overall performance evaluation of these Independent Directors, the Board of Directors of the Company in its meeting held on 12<sup>th</sup> August, 2017 had approved and recommended the re-appointment of Mr. Sat Pal Kanwar, Mr. Jagdish Rai Singal, Mrs. Apinder Sodhi and Mr. Om Parkash Sharma as Independent Directors for a second term of five (5) consecutive years up to 58<sup>th</sup> Annual General Meeting to the Members of the Company for their approval.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of Directors of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Mr. Sat Pal Kanwar, Mr. Jagdish Rai Singal, Mrs. Apinder Sodhi and Mr. Om Parkash Sharma individually have given a declaration to the Board that they meet the criteria of

independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

The Company has received notice in writing from a member along with a requisite deposit proposing the candidature of Mr. Sat Pal Kanwar, Mr. Jagdish Rai Singal, Mrs. Apinder Sodhi and Mr. Om Parkash Sharma to be re-appointed as Independent Directors of the Company in accordance with the provisions of the Companies Act, 2013.

Brief Profile, Qualifications, Experience, Date of Appointment on Board, Shareholding in the Company along with Directorship, Membership/ Chairmanship of Committees held in other Listed Companies of Mr. Sat Pal Kanwar, Mr. Jagdish Rai Singal, Mrs. Apinder Sodhi and Mr. Om Parkash Sharma, are enclosed along with explanatory statement.

The Board of Directors recommends the Special Resolution as set out at Item Nos. 6 to 9 for approval of the Members. Accordingly, your approval is solicited.

**Memorandum of Interest:**

Except Mr. Sat Pal Kanwar, Mr. Jagdish Rai Singal, Mrs. Apinder Sodhi and Mr. Om Parkash Sharma, being appointees, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed special resolutions set out at Item Nos. 6 to 9 of the Notice.

**ITEM NO. 10 & 11:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors in its meeting held on 11<sup>th</sup> November 2016, based on recommendation of Nomination & Remuneration Committee, appointed Mr. Rajeev Kumar Mittal and Mr. Vikas Kumar as additional directors w.e.f. 11<sup>th</sup> November 2016 to hold office till the date of 53<sup>rd</sup> Annual General Meeting of the Company. Therefore, it is proposed to appoint Mr. Rajeev Kumar Mittal as Independent director and Mr. Vikas Kumar as Director of the Company subject to approval of the members of the Company at this Annual General Meeting.

The Board of Directors recommends an Ordinary Resolution as set out at Item No. 10 & 11 for approval of 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 proposed Ordinary resolution set out at Item No. 10 & 11 of the Notice.

**Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the Annual General Meeting.**

Name of the Director	Shakun Oswal	S.P. Oswal	Sat Pal Kanwar	Apinder Sudhi	Om Parkash Sharma	Jagdish Rai Singal	Rajeev Kumar Mittal	Vikas Kumar
Date of Birth	18.08.1946	08.04.1942	28.05.1939	21.11.1962	26.12.1939	03.01.1946	13.04.1962	17.12.1978
Date of Appointment	23.07.2005	12.04.1971	13.05.2008	27.07.2013	27.07.2009	17.10.2005	11.11.2016	11.11.2016
Expertise in specific functional area	Investment Activities	Rich business experience of more than 50 years in Textiles industry	Trading and Manufacturing Textiles	Management Professional	Business Executive for 42 years	Rich business experience of more than 43 years in International Trade	Experience of more than 36 years in steel industry	Business Executive with experience of more than 16 years in General Management
Qualifications	B.A.	M.Com (Gold Medalist)	F.SC (Faculty of Science)	MBA	M.A. Public Administration	B.A.	B.Com	MBA - Finance, Diploma in Organizational Leadership from Oxford, GM from IIM Ahmedabad
Directorships in Other Listed Companies as on 31 <sup>st</sup> March, 2017	NIL	1. Vardhman Textiles Limited 2. Vardhman Acrylics Limited	NIL	NIL	NIL	NIL	NIL	NIL
Chairman/Member of Committees of Other Listed Companies as on 31 <sup>st</sup> March, 2017	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL
No. of shares held	19,084	56,880	1,312	NIL	NIL	10	NIL	NIL
Relationship with other Director(s)	Related to Mr. Shri Paul Oswal, Mr. Sachit Jain and Mrs. Suchita Jain.	Related to Mrs. Shakun Oswal, Mr. Sachit Jain, and Mrs. Suchita Jain.	Not related to any Director.	Not related to any Director.	Not related to any Director.	Not related to any Director.	Not related to any Director.	Not related to any Director.

**NOTE:**

1. The particulars of Directors are as on 31.03.2017.
2. Mr. Shri Paul Oswal has been appointed as a Managing Director w.e.f. 09.08.2016.