



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN ACRYLICS LIMITED

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E: secretarial.lud@vardhman.com

Ref. VAL:SCY:AUG:2017-18

DATED: 30-Aug-2017

The National Stock Exchange of India Limited,

“Exchange Plaza”, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051, Maharashtra.

Fax No.: 022-26598237 and 26598155

Email Id: cmlist@nse.co.in

Scrip Code: VARDHACRLC

SUB: SUBMISSION OF NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Please find attached herewith a copy of Notice of 27th Annual General Meeting (AGM) of the members of Vardhman Acrylics Limited Scheduled to be held on Friday, 22nd September, 2017 at 2.30 P.M. at registered office, Vardhman Premises, Chandigarh Road, Ludhiana - 141010

Hope you will find the same in order

Thanking you,

Yours faithfully,
For VARDHMAN ACRYLICS LIMITED

ANKUR GAUBA
(Authorized Signatory)





NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of members of Vardhman Acrylics Limited will be held on Friday, the 22nd day of September, 2017 at 2.30 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 31st 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 ` 1.50/- per share for the year ended 31st March, 2017.

Item No. 3 – Re-appointment of Mr. Shri Paul Oswal as a director liable to retire by rotation

To appoint a Director in place of Mr. Shri Paul Oswal (DIN: 00121737), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 4 – Appointment of Statutory Auditors

To consider and approve 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 and subject to approval by members of the Company, M/s. S.C. Vasudeva & Co., Chartered Accountants (Registration No. 000235N), is hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years starting from conclusion of the 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company, at such remuneration and reimbursement of out-of-pocket expenses and applicable taxes as may be finalized by the Chairman of the Company subject to ratification by members at every Annual General Meeting during their tenure.”

SPECIAL BUSINESS:

Item No. 5 – Re-appointment of Mr. Munish Chandra Gupta, 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. Munish Chandra Gupta (DIN:

01362556), Independent Director, whose period of office is expiring at this Annual General Meeting and who has submitted a declaration confirming 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 32nd Annual General Meeting of the Company.”

Item No. 6 – Re-appointment of Mr. Sanjit Paul Singh, 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. Sanjit Paul Singh (DIN: 00619284), Independent Director, whose period of office is expiring at this Annual General Meeting and who has submitted a declaration confirming 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 32nd Annual General Meeting of the Company.”

Item No. 7 – Re-appointment of Mr. Surinder Kumar Bansal, 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. Surinder Kumar Bansal (DIN: 00165583), Independent Director, whose period of office is expiring at this Annual General Meeting and who has submitted a declaration confirming 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

Vardhman Acrylics Limited

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 32nd Annual General Meeting of the Company.”

Item No. 8 - To enter into Related Party Transactions:

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members be and is hereby accorded for entering into contracts i.e. material transactions with related party as mentioned in the Statement annexed to the notice of 27th Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, Company Secretary, be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 9 – Ratification of remuneration payable to Cost Auditor for the Financial Year ending 31st March, 2018:

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. R.A. Mehta, Cost Auditor, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018 be paid the remuneration of ₹ 45,000/- plus applicable taxes.

RESOLVED FURTHER THAT Mr. Shri Paul Oswal, Chairman and Company Secretary, be and are hereby severally authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD

Sd/-
(Ruchita Vij)
Company Secretary

Place: Gurugram
Dated: August 05, 2017

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. 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 25th 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/MCS Share Transfer Agent Limited.
7. **The Register of Members and the Share Transfer Books of the Company shall remain closed from 11th September, 2017 to 22nd 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, MCS Share Transfer Agent Limited, Kolkata (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 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(s) who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by permitted mode.
16. M/s. Bhupesh Gupta & 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 Disclosure 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 19th September, 2017 (9.00 a.m.) and ends on 21st September, 2017 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th 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.
- 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 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the 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.

	<ul style="list-style-type: none"> 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
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> <ul style="list-style-type: none"> 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).

- 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: **170819044** for **<VARDHMAN ACRYLICS 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/-
(Ruchita Vij)
Company Secretary

PLACE: Gurugram
DATE: August 05, 2017



ANNEXURE TO THE NOTICE:

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

(For Item No. 5 to 9)

ITEM NO. 5 to 7:

Mr. Munish Chandra Gupta, Mr. Sanjit Paul Singh, Mr. Surinder Kumar Bansal and Ms. Geeta Mathur were appointed as Independent Directors of the Company for a term of three consecutive years, pursuant to approval of the Members under the provisions of the Companies Act, 2013, through resolutions passed at the 24th Annual General Meeting held on 25th September, 2014. As per the said resolutions, the term of appointment of all these Independent Directors expires at 27th Annual General Meeting. However, on account of pre-occupation & personal commitments, Ms. Geeta Mathur expressed her unwillingness for continuation of Directorship after conclusion of the existing term. Considering the rich experience, knowledge, skills, valuable contribution to the Company and overall performance evaluation of these Independent Directors, the Board of Directors of the Company in its meeting held on 3rd May, 2017 had approved and recommended the re-appointment of Mr. Munish Chandra Gupta, Mr. Sanjit Paul Singh and Mr. Surinder Kumar Bansal as Independent Directors for a second term of five (5) consecutive years up to 32nd 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 consecutive years on the Board of a 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. Munish Chandra Gupta, Mr. Sanjit Paul Singh and Mr. Surinder Kumar Bansal 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 an Independent Director.

The Company has received notice in writing from a member along with a requisite deposit proposing the candidature of Mr. Munish Chandra Gupta, Mr. Sanjit Paul Singh and Mr. Surinder Kumar Bansal 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. Munish Chandra Gupta, Mr. Sanjit Paul Singh and Mr. Surinder Kumar Bansal are enclosed along with explanatory statement.

The Board of Directors recommends the Special Resolution as set out at Item Nos. 5 to 7 for approval of the Members. Accordingly, your approval is solicited.

Memorandum of Interest:

Except Mr. Munish Chandra Gupta, Mr. Sanjit Paul Singh and Mr. Surinder Kumar Bansal, 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 resolutions set out at Item Nos. 5 to 7.

ITEM NO. 8:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders in their 26th AGM held on 5th September 2016 had given approval for entering into Related Party Transactions for the Financial Year 2017-18

The approval of the Shareholders is mandatorily required for entering into all material Related Party Transactions under the SEBI Listing Regulations 2015 {Regulation 23 (4)}.

Transactions are to be considered as material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the Annual consolidated turnover of the Company as per the last audited financial statements of the Company. The material nature of related party transactions being entered by the Company mandates it to seek members approval for such transactions for the Financial Year 2018-19.

Accordingly, your approval is solicited on the transactions provided below. The most significant transaction(s) by way of amount(s) and frequency during the year is Sale of Acrylic Fiber (Traded/Manufactured) to its holding company Vardhman Textiles Ltd (VTXL). VTXL had been consuming Exlan quality of acrylic fiber prior to setting up of VAL as a subsidiary company. As on date, around 30-35% of the fiber produced by VAL is consumed as raw material by VTXL. Further, VAL, also imports some specific quality of fiber which is not produced by it, which is further sold to VTXL as traded goods.

Sr. No.	Name of the Related Party	Relationship with the Company	Particulars of Contract or Arrangements	Material Terms/ Indicative Base Price	Whether on Arm's Length
1.	Vardhman Textiles Limited (VTXL)	Holding Company	● Sale of Acrylic Fiber (Traded/Manufactured)	At Market Related Prices	Yes
			● Purchase/sale of DEPB licenses ● Purchase/sale of fixed assets ● Rent Paid	At Market Related Prices	Yes
			● Payment towards sharing of corporate services ● Reimbursement of expenses (paid/received)	At Cost	Yes

Vardhman Acrylics Limited

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 8 for approval of the Members.

MEMORANDUM OF INTEREST:

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of the Notice.

ITEM NO. 9:

Pursuant to the provisions of the Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Cost Audit is required to be conducted in respect of the Cost Accounts maintained by the Company. Upon the recommendations of Audit Committee, the Board of Directors in its meeting held on 3rd May, 2017 had appointed Mr. R.A. Mehta, as Cost Auditor of the Company to conduct Cost Audit for Financial Year ending 31st March, 2018.

Accordingly, the consent of the members is solicited for passing an Ordinary Resolution as set out at Item No. 9 of the notice for ratification of payment of remuneration of ₹ 45,000/- to the Cost Auditor for the Financial Year ending 31st March, 2018. The Board commends the Ordinary Resolution as set out at Item No. 9 of the Notice for approval by the shareholders.

MEMORANDUM OF INTEREST:

None of the Directors/Key Managerial Personnel (KMP) of the Company/ their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

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	S.P. Oswal	M.C. Gupta	S.P. Singh	S.K. Bansal
Date of Birth	08.04.1942	23.07.1938	16.09.1959	15.05.1946
Date of Appointment	24.12.1990	17.04.2003	13.10.2003	22.01.2009
Expertise in specific functional area	Rich business experience of more than 50 years in Textiles industry	Industrial Promotion, Industrial Policy, Corporate Governance, Financial Management, Taxation, etc.	Corporate Strategy, Finance & Accounts and Human Resources.	43 years experience as a practicing Chartered Accountant with specialisation in Auditing, Financial Planning, Taxation etc.
Qualification	M.Com (Gold Medalist)	M.A. (English) & Diploma In Public Administration	B.Com & M.B.A	B.Sc, F.C.A, C.F.E, A.I.I.A & A.H.I.A
Directorships in Other Listed Companies as on 31 st March, 2017	1. Vardhman Textiles Limited 2. Vardhman Holdings Limited	1. Lumax Industries Limited 2. Bhansali Engg Polymers Ltd.	NIL	1. Steel Strips Wheels Ltd.
Chairman/Member of Committees of Other Listed Companies as on 31 st 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: Steel Strips Wheels Ltd. Stakeholders Relationship Committee: Steel Strips Wheels Ltd.
No. of Shares held	10	20,000	NIL	NIL
Relationship with other Director(s)	Related to Mr. Sachit Jain	Not related to any Director	Not related to any Director	Not related to any Director

VARDHMAN ACRYLICS LIMITED

CIN: L51491PB1990PLC019212

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

Phone No.: 0161-2228943-48, Fax: 0161-2601048

E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com**ATTENDANCE SLIP
E-VOTING PARTICULARS****27TH ANNUAL GENERAL MEETING****2017**

I/We hereby record my/our presence at the 27th Annual General Meeting of Vardhman Acrylics Limited held at the Registered Office of the Company situated at Chandigarh Road, Ludhiana 141 010 on Friday, the 22nd September, 2017 at 02:30 p.m.

Member's Folio/DP ID-Client ID No.

Member's /Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of meeting place.
2. Electronic copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for 2016-17 alongwith Attendance Slip and Proxy Form is sent in permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID / Folio No. / DP / Client ID	SEQUENCE NO.

NOTE: Please read instructions given at Point No. 18 of the Notice of 27th Annual General Meeting annexed in the Annual Report for 2016-17 of the Company, carefully before voting electronically.

VARDHMAN ACRYLICS LIMITED

CIN: L51491PB1990PLC019212

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

Phone No.: 0161-2228943-48, Fax: 0161-2601048

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

[Pursuant to section 105(6) of the Companies Act and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We being the holder(s) of.....shares of the above named Company bearing Folio No.....hereby appoint.

1. Name : Address :
E-mail Id : Signature: or failing him;
2. Name : Address :
E-mail Id : Signature: or failing him;
3. Name : Address :
E-mail Id : Signature: or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Friday, the 22nd day of September, 2017 at 02:30 p.m. at the Registered office of the Company situated at Chandigarh Road, Ludhiana 141 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

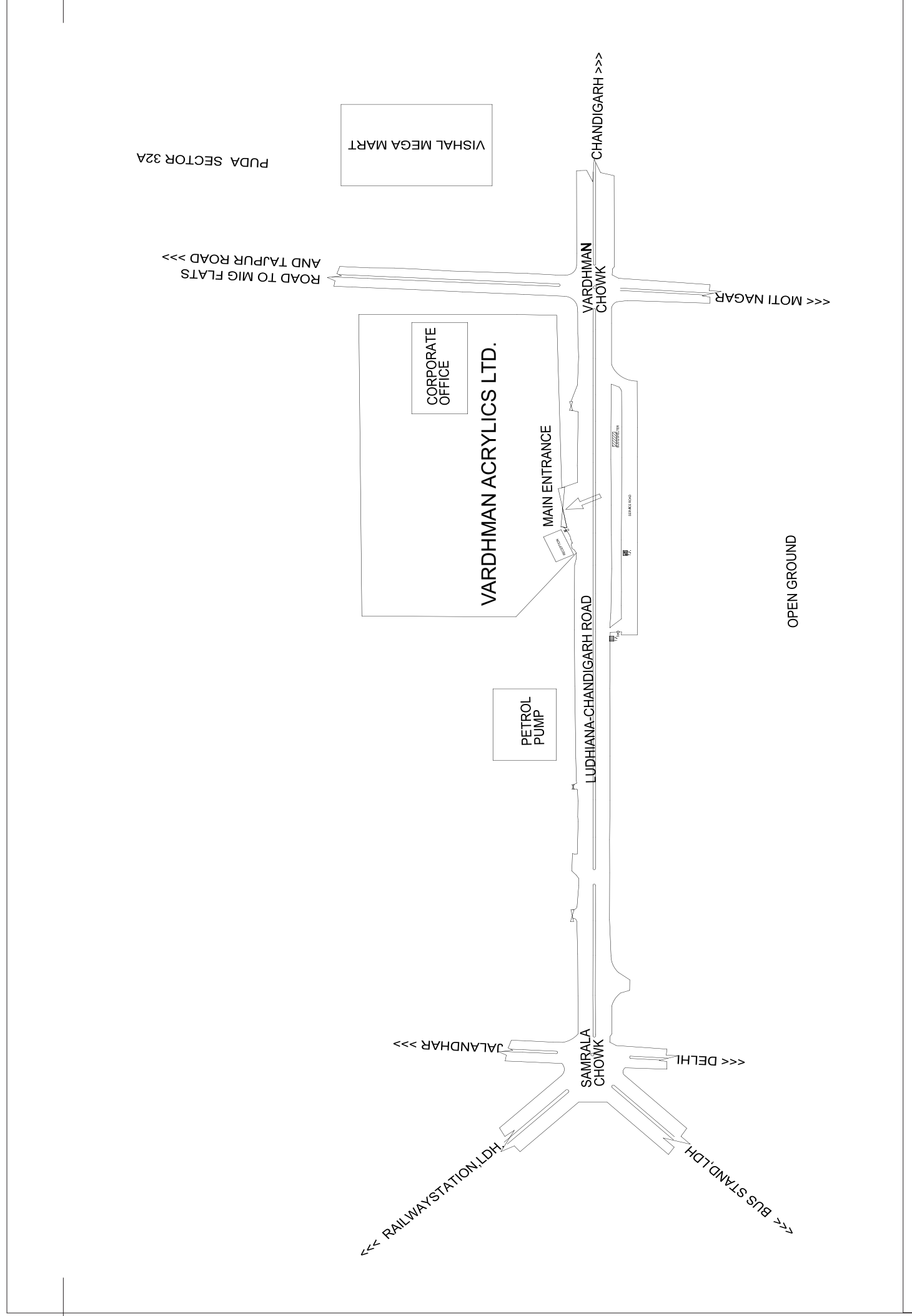
RESOLUTIONS:-	
Ordinary Business	
1.	Adoption of financial statements for the Financial Year ended 31 st March, 2017.
2.	Declaration of Dividend on equity shares.
3.	Re-appointment of Mr. Shri Paul Oswal as a director liable to retire by rotation.
4.	Appointment of Statutory Auditors.
Special Business	
5.	Re-appointment of Mr. Munish Chandra Gupta, Independent Director.
6.	Re-appointment of Mr. Sanjit Paul Singh, Independent Director.
7.	Re-appointment of Mr. Surinder Kumar Bansal, Independent Director.
8.	Approval of members for entering into Related Party Transactions.
9.	Ratify the remuneration of the Cost Auditors of the Company for the Financial Year ended 31 st March, 2018.

Sign this day of 2017.

Signature of shareholder Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix Revenue Stamp not less than Rs. 0.15



PUDA SECTOR 32A

VISHAL MEGA MART

ROAD TO MIG FLATS
AND TAJPUR ROAD >>>

CORPORATE
OFFICE

VARDHMAN ACRYLICS LTD.

MAIN ENTRANCE

PETROL
PUMP

LUDHIANA-CHANDIGARH ROAD

VARDHMAN
CHOWK

CHANDIGARH >>>

>>> MOTI NAGAR

OPEN GROUND

JALANDHAR >>>

SAMRALA
CHOWK

>>> DELHI

>>> RAILWAY STATION, LDH

>>> BUS STAND, LDH