



## **VARDHMAN ACRYLICS LIMITED**

Registered Office: Chandigarh Road, Ludhiana - 141 010 (Punjab), India.  
Phones: 0161-2228943-48; Fax: 0161-2601048 & 2220766  
CIN: L51491PB1990PLC019212, PAN: AAACV7602E  
E-mail: [secretarial.lud@vardhman.com](mailto:secretarial.lud@vardhman.com); Website: [www.vardhman.com](http://www.vardhman.com)

Ref. VAL: SCY:JAN:2016-2017

Dated: 03.01.2017

To,  
LISTING DEPARTMENT,  
**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](mailto:cmlist@nse.co.in)  
Scrip Code: VARDHACRLC

**SUB : BUYBACK UPDATES (SPECIAL RESOLUTION PASSED BY POSTAL BALLOT)**

Dear Sir/Madam,

Please find enclosed herewith certified true copy of the Special Resolution dated 29<sup>th</sup> December 2016 passed by members of the Company through postal ballot (including Evoting), to approve proposal to Buyback the fully paid up equity shares of face value of Rs. 10/- of the Company from the shareholders of the Company on proportionate basis through a Tender Offer.

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

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Thanking you,  
Yours faithfully,  
**FOR VARDHMAN ACRYLICS LIMITED**

(Ruchita Vij)  
COMPANY SECRETARY

Encl: Certified true copy of the Special Resolution dated 29<sup>th</sup> December 2016



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**TRUE COPY OF THE RESOLUTION DATED 29<sup>TH</sup> DECEMBER 2016 PASSED BY THE MEMBERS OF VARDHMAN ACRYLICS LIMITED THROUGH POSTAL BALLOT (INCLUDING E-VOTING).**

**“RESOLVED THAT** in accordance with Article 6 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (“the **Buy-back Regulations**”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression includes the Buyback Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) ,the consent of the members be and is hereby accorded for the Buyback by the Company of its fully paid-up equity shares of a face value of Rs. 10/- each (“**Equity Share**”), from the members of the Company , for a total consideration not exceeding Rs.69 Crores (Rupees Sixty Nine Crores Only), excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (hereinafter referred to as the “**Buyback Size**”), (being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on March 31, 2016), at a price not exceeding Rs. 50/- (Rupees Fifty Only) (“**Maximum Buy-back Price**”) per Equity Share payable in cash through the “**Tender Offer**” route (hereinafter referred to as the “**Buyback**”), in accordance and consonance with the provisions contained in the Buy-back Regulations and the Act.

**RESOLVED FURTHER THAT** within the Maximum Buy-back price of Rs.50/- per Equity Share, the Board is authorised to determine the specific price at which the Buyback will be made at the time of Public Announcement for Buyback to the eligible shareholders.

**RESOLVED FURTHER THAT** at the Maximum Buy-back price of Rs. 50/- per Equity Share and for the Buyback size not exceeding Rs.69 crores, the indicative number of Equity Shares that can be bought back is 1,38,00,000 fully paid-up Equity Shares, representing 14.84% of the total issued and paid-up equity capital of the Company; and in the event the final Buyback price is lower than Rs. 50/- per Equity Share (Maximum Buy-back Price), the indicative number of shares shall go up accordingly.



**RESOLVED FURTHER THAT** the Buyback, to the extent permissible under law and subject to all applicable legal provisions, be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback from out of its free reserves and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Act and the Buy-back Regulations and on such terms and conditions as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** as required by Regulation 6 of the Buy-back Regulations, the Company shall buy back Equity Shares from the shareholders on a proportionate basis under the Tender Offer, provided 15% of the number of Equity Shares which the Company proposes to buy back or number of Equity Shares entitled as per the shareholding of small shareholders at Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

**RESOLVED FURTHER THAT** nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board of Directors to buyback any shares and/or impair any power of the Company or the Board of Directors to terminate any process in relation to such Buyback if so permissible by law.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Securities and Exchange Board of India, Reserve Bank of India, National Stock Exchange of India Limited, Registrar of Companies, Depositories and/or other authorities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Certified True Copy  
For Vardhman Acrylics Limited

  
Ruchita Kumar Vij  
Company Secretary  
ACS : 23294