



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-161-2601 048
E: secretarial.lud@vardhman.com

Ref. VTL:SCY:OCT:2022-23

Dated: 01-Oct-2022

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J Towers,
Dalal Street, MUMBAI-400001.
Scrip Code: 502986

The National Stock Exchange of India Ltd,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
MUMBAI-400 051
Scrip Code: VTL

SUB: 49TH ANNUAL GENERAL MEETING – SCRUTINIZER REPORT

In respect of the 49th Annual General Meeting of the Company held on 30th September, 2022, please find enclosed herewith Report of Scrutinizer dated 01st October, 2022 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly note that the meeting commenced at 10:15 a.m. and concluded at 10:50 a.m.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN TEXTILES LIMITED

(SANJAY GUPTA)
Company Secretary

YARNS | FABRICS | GARMENTS | THREADS | FIBRES | STEELS

PAN NO.: AABCM4692E CIN: LI7111PB1973PLC003345
WWW.VARDHMAN.COM



(M) : 78140 - 02345
(M) : 93572 - 03395
(R) : 0161-2553115

ASHOK K SINGLA & ASSOCIATES

COMPANY SECRETARIES

Regd. Off. : B-11-1374, Krishna Nagar, Near Gurdwara Mai Hand Kaur, Ghumar Mandi, Ludhiana - 141 001, Punjab
H.O. : 281, Aggar Nagar Enclave, Barwal Road, Ludhiana 141 012.
E-mail : asingla_cs@yahoo.co.in aksingla1000@gmail.com

Ref. No.

Date :

Date - 01.10.2022

The Chairman of
49th Annual General Meeting of
Vardhman Textiles Limited,
CIN: L17111PB1973PLC003345
Regd. Off: Vardhman Premises, Chandigarh Road,
Ludhiana-141010, Punjab.

Subject: Consolidated Scrutinizer's report for Remote E-voting and Electronic voting at the 49th Annual General Meeting (AGM) of the Company held on Friday, 30th September 2022.

The Board of Directors of the Company at its meeting held on 21st May, 2022 had appointed me as Scrutinizer for remote e-voting and also for Electronic voting at the AGM in respect of below mentioned eight resolutions proposed at the 49th AGM of the Company held on Friday, 30th September, 2022 at 10:15 A.M. (IST) through video conferencing/ other audio visual means.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has confirmed that the notice convening the 49th AGM of the Company along with the instructions for remote e-voting and electronic voting at AGM and the annual report for the financial year 2021-22 were sent through electronic mode to those members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated 12th May 2020, 15th January, 2021 and 13th May, 2022 (collectively referred to as 'SEBI Circulars')

The Company has published a notice in this regard in Business Standard (newspaper in English) and Desh Sewak (newspaper in Punjabi) on 09.09.2022.

Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and also for electronic voting facility at the AGM to its members in respect of business to be transacted at AGM.





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Ref. No.

Date :

The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for the facility of remote e-voting as well as electronic voting facility at the AGM to those members of the Company who had not cast their vote through remote e-voting.

Cut-Off date: 23.09.2022
Remote e-voting commencement date: 27.09.2022 at 09.00 am
Remote e-voting end date: 29.09.2022 at 05.00 pm

On completion of electronic voting at the AGM, the results of the remote e-voting and electronic voting by the members at the AGM, on the CDSL e-voting platform were unblocked, downloaded and diligently scrutinized by me.

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, Circulars issued by MCA & SEBI relating to remote e-voting and electronic voting at the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and electronic voting at the AGM is to report on the votes cast in favour or against the resolutions based on the available data.

The results of the remote e-voting and electronic voting are as under:

Item No.1 - Ordinary Business- Ordinary Resolution

To adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2022, together with Report of Board of Directors and Auditors thereon:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
394	245069297	84.77

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	384	244888541	1	2	244888543	99.93
Dissent	9	180754	0	0	180754	0.07
Invalid	0	0	0	0	0	





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E-mail : asingla_cs@yahoo.co.in aksingla1000@gmail.com

Ref. No. _____

Date : _____

Total	393	245069295	1	2	245069297	100.00
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Item No.2 - Ordinary Business- Ordinary Resolution

To re-appoint Mr. Neeraj Jain as a director liable to retire by rotation:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
395	245997345	85.10

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	304	235608437	1	2	235608439	95.78
Dissent	90	10388906	0	0	10388906	4.22
Invalid	0	0	0	0	0	0
Total	394	245997343	1	2	245997345	100.00

Item No.3 - Ordinary Business- Ordinary Resolution

To re-appoint M/s Deloitte Haskins & Sells, LLP, Chartered Accountants, as Statutory Auditors of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
394	245996195	85.10

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	359	228168706	1	2	228168708	92.75
Dissent	34	17827487	0	0	17827487	7.25
Invalid	0	0	0	0	0	0
Total	393	245996193	1	2	245996195	100.00





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Ref. No. _____

Date : _____

Item No. 04 - Special Business- Ordinary Resolution

To ratify remuneration payable to Cost Auditors for the financial year ending 31st March, 2023:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
394	245996245	85.10

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	379	245815628	1	2	245815630	99.93
Dissent	14	180615	0	0	180615	0.07
Invalid	0	0	0	0	0	0
Total	393	245996243	1	2	245996245	100.00

Item No.5 - Special Business- Ordinary Resolution

To approve revision in the remuneration of Mr. Neeraj Jain, Joint Managing Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
395	245997427	85.10

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	376	245993230	1	2	245993232	100.00
Dissent	18	4195	0	0	4195	0*
Invalid	0	0	0	0	0	0
Total	394	245997425	1	2	245997427	100.00

* Negligible so not taken into account





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H.O. : 281, Aggar Nagar Enclave, Barwal Road, Ludhiana 141 012

E-mail : asingla_co@yahoo.co.in askingla1000@gmail.com

Ref. No. _____

Date : _____

Item No.6 - Special Business- Ordinary Resolution

To appoint Ms. Sagrika Jain as an Executive Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
395	245997345	85.10

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	281	206986298	1	2	206986300	84.14
Dissent	113	39011045	0	0	39011045	15.86
Invalid	0	0	0	0	0	0
Total	394	245997343	1	2	245997345	100.00

Item No.7 - Special Business- Special Resolution

To appoint Mr. Suresh Kumar as an Independent Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
395	245997345	85.10

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	382	245958640	1	2	245958642	99.98
Dissent	12	38703	0	0	38703	0.02
Invalid	0	0	0	0	0	0
Total	394	245997343	1	2	245997345	100.00





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E-mail : asingla_cs@yahoo.co.in askingla1000@gmail.com

Ref. No. _____

Date : _____

Item No.8 - Special Business- Special Resolution

To approve revision in the remuneration of Mr. S.P. Oswal, Managing Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
396	245997445	85.10

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	261	225866174	1	2	225866176	91.82
Dissent	134	20131269	0	0	20131269	8.18
Invalid	0	0	0	0	0	0
Total	395	245997443	1	2	245997445	100.00

All the above 08 resolutions have been passed by the members with requisite majority.

I hereby confirm that I am maintaining the records received from the service provider electronically, in respect of the votes cast through remote e-voting and venue voting at the AGM. I shall be arranging to handover these records to you or such other person as may be authorized by you.

For Ashok K Singla and Associates,
Company Secretaries

Ashok Singla
Proprietor.

M. No. : FCS 2004

CP No.: 1942

UDIN:- F002004 D00 111 6821

