



Ref. VTXL: SCY: MAR: 2023-24

Dated: 11-Mar-2024

BSE Limited, 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: Submission of Postal Ballot Results along with Scrutinizer Report

Sir,

This is to inform you that the Company had issued Postal Ballot Notice dated 24th January, 2024, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking approval of the Members of the Company, in respect of special business items as set out in the aforesaid Postal Ballot Notice.

We wish to inform you that M/s Khanna Ashwani & Associates, Practicing Company Secretaries, who were appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on 24th January, 2024, for the aforesaid Postal Ballot process, have submitted their Report on 11th March, 2024.

As per the aforesaid Scrutinizer Report, the Members of the Company have duly approved the Resolutions as set out in the Notice of Postal Ballot dated 24th January, 2024 with requisite majority. The aforesaid Resolutions are deemed to have been passed on the last date of e-voting i.e. on Sunday, 10th March, 2024.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format is enclosed herewith for your information and records.

A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith.

This is for your kind information and records.

Thanking you,

Yours faithfully,
FOR VARDHMAN TEXTILES LIMITED

(SANJAY GUPTA)
Company Secretary

[Home](#)[Validate](#)[Import XML](#)

General information about company

Scrip code	502986
NSE Symbol	VTL
MSEI Symbol	NOTLISTED
ISIN	INE825A01020
Name of the company	VARDHMAN TEXTILES LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-03-2024
Start time of the meeting	
End time of the meeting	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Scrutinizer Details

Name of the Scrutinizer	ASHWANI KUMAR KHANNA
Firms Name	KHANNA ASHWANI & ASSOCIATES
Qualification	CS
Membership Number	FCS3254
Date of Board Meeting in which appointed	24-01-2024
Date of Issuance of Report to the company	11-03-2024

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	02-02-2024
Total number of shareholders on record date	72373
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

[Prev](#)

[Home](#)[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Shri Paul Oswal as the Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	185449432	180787687	97.4862	180787687	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		180787687	97.4862	180787687	0	100.0000	0.0000
Public-Institutions	E-Voting	66644338	62194584	93.3231	27476756	34717828	44.1787	55.8213
	Poll							
	Postal Ballot (if applicable)							
	Total		62194584	93.3231	27476756	34717828	44.1787	55.8213
Public- Non Institutions	E-Voting	37081030	3529975	9.5196	3529102	873	99.9753	0.0247
	Poll							
	Postal Ballot (if applicable)							
	Total		3529975	9.5196	3529102	873	99.9753	0.0247
Total		289174800	246512246	85.2468	211793545	34718701	85.9160	14.0840
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Home

Validate

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Neeraj Jain as a Joint Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	185449432	180787687	97.4862	180787687	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		185449432	180787687	97.4862	180787687	0	100.0000
Public- Institutions	E-Voting	66644338	62194584	93.3231	52991004	9203580	85.2020	14.7980
	Poll							
	Postal Ballot (if applicable)							
	Total		66644338	62194584	93.3231	52991004	9203580	85.2020
Public- Non Institutions	E-Voting	37081030	3529995	9.5197	3529402	593	99.9832	0.0168
	Poll							
	Postal Ballot (if applicable)							
	Total		37081030	3529995	9.5197	3529402	593	99.9832
Total		289174800	246512266	85.2468	237308093	9204173	96.2662	3.7338
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Home

Validate

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve Vardhman Textiles Limited Employee Stock Option Plan 2024 under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	185449432	180787687	97.4862	180787687	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	185449432	180787687	97.4862	180787687	0	100.0000	0.0000
Public- Institutions	E-Voting	66644338	62194581	93.3231	31291123	30903458	50.3117	49.6883
	Poll							
	Postal Ballot (if applicable)							
	Total	66644338	62194581	93.3231	31291123	30903458	50.3117	49.6883
Public- Non Institutions	E-Voting	37081030	3529995	9.5197	3525713	4282	99.8787	0.1213
	Poll							
	Postal Ballot (if applicable)							
	Total	37081030	3529995	9.5197	3525713	4282	99.8787	0.1213
Total		289174800	246512263	85.2468	215604523	30907740	87.4620	12.5380
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 and amended Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

To
The Chairman,
Vardhman Textiles Limited,
Chandigarh Road,
Ludhiana, Punjab -141010.

Dear Sir

We are pleased to present the report on the postal ballot by *M/s Vardhman Textiles Limited* ("**The Company**") seeking consent of its members for the below mentioned Three Resolutions as contained in the notice of Postal ballot dated 24/01/2024.

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 we are appointed as the scrutinizer by the company in their meeting held on January 24th, 2024 to conduct the Postal Ballot/E-Voting as contained in the Notice dated January 24th, 2024.

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("**SS-2**") Issued by The Institute of Company Secretaries of India ("**ICSI**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022 read with other relevant circulars and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/242 dated December 9, 2020 and any other applicable laws and regulations (collectively referred to as '**SEBI Circulars**'), the Company has confirmed that the Notice for Postal ballot/E-Voting were sent through electronic mode to those members whose e-mail addresses were registered with the company/Depository Participant(s) as on the below mentioned cut-off date. Further, the Company had appointed Central Depository Services Limited (CDSL) as the service provider, for the facility of Remote e-voting.

Cut-off date: Friday, February 02, 2024
Remote e-voting commencement date: Saturday, February 10, 2024 at 09:00 A.M. IST
Remote e-voting end date: Sunday, March 10, 2024 at 05:00 P.M. IST

On completion of Remote E-Voting, the results of the Postal Ballot/Remote e-voting by members on the CDSL e-voting platform were unblocked by me, downloaded and diligently scrutinized.

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

1. The Results of the voting is as under:

Resolution 1: Special Resolution:

To re-appoint Mr. Shri Paul Oswal as the Managing Director of the Company:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
501	246512246	85.25%

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	378	211793545	85.92
Dissent	123	34718701	14.08
Total	501	246512246	100.00

RESULT FOR RESOLUTION-1

The above resolution has been passed with requisite majority.

2 The Results of the voting is as under:

Resolution 2: Ordinary Resolution:

To re appoint Mr. Neeraj Jain as a Joint Managing Director of the Company:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
502	246512266	85.25%

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	420	237308093	96.27
Dissent	82	9204173	3.73
Total	502	246512266	100.00

RESULT FOR RESOLUTION-2

The above resolution has been passed with requisite majority.

3 The Results of the voting is as under:

Resolution 3: Special Resolution:

To approve Vardhman Textiles Limited Employee Stock Option Plan 2024 under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
502	246512263	85.25%

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	385	215604523	87.46
Dissent	117	30907740	12.54
Total	502	246512263	100.00

RESULT FOR RESOLUTION-3

The above resolution has been passed with requisite majority.

I, hereby confirm that, I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through Remote E-voting. I shall be arranging to hand over these records to you or such other person authorised by you.

Thanking You,

For Khanna Ashwani & Associates



Ashwani Kumar Khanna
Practicing Company Secretary
FCS- 3254, C.P No. 2220
Scrutinizer
UDIN: F003254E003563855

Date: 11.03.2024