

VARDHMAN TEXTILES LIMITED

CHANDIGARH ROAD LUDHIANA-141010, PUNJAB

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Ref. VTXL:SCY:OCT:2019-20

Dated: 01.10.2019

The Deputy General Manager, Corporate Relationship Deptt, Bombay Stock Exchange Limited, 1st Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort, MUMBAI -400001. The National Stock Exchange of India Ltd, "Exchange Plaza",

Bandra-Kurla Complex,

Bandra (East),

MUMBAI.

Scrip Code: 502986

Scrip Code: VTL

SUB: 46TH ANNUAL GENERAL MEETING AND VOTING RESULTS

In respect of the 46th Annual General Meeting of the Company held on 30th September, 2019 at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed herewith Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on record.

Thanking you, Yours faithfully,

For VARDHMAN TEXTILES LIMITED

(SUCHITA JAIN)

Vice- Chairperson & Joint Managing Director

LUDHIANA

Details of Voting Results

{Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Date of AGM:	30 th September, 2019
Total Number of Shareholders on record date.	22,351
(Book Closure date - 20.09.2019 to 30.09.2019)	
No. of Shareholders present in the meeting either in person or through proxy:	
a) Promoter and Promoter group:	17
b) Public:	23
No. of Shareholders attended the meeting through video conferencing:	
a) Promoter and Promoter group:	Nil
b) Public:	Nil
Mode of Voting	E-voting and Poll

AGENDA WISE DISCLOSURE:

The Agenda wise disclosure of the voting results of the businesses transacted at the 46th Annual General Meeting of the members of the Company held on Monday, 30th September, 2019 is enclosed.

Further, a copy of result declared for the 46th Annual General Meeting along with Scrutinizer's Report is also being placed on the website of the Company at www.vardhman.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

Item No. 1

To adopt financial statements for the financial year ended 31.03.2019.

Resolution Re (Ordinary/Spe	-		Ordinary Resolution					
	moter/promo	ter group are I	ne	No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstandi ng shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes agains t on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]* 100
Promoter	E-Voting		-	-	-	-	-	-
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0
Promoter Group	Postal Ballot (If Applicable)	3,57,30,925	-	-	-	-	-	-
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	О
Public-	E-Voting		1,49,38,263	94.51	1,49,38,263	0	100	0
Institutions	Poll		_	-	-	-	-	-
	Postal Ballot (If Applicable	1,58,06,609	-	-	-	-	-	-
	Total	1,58,06,609	1,49,38,263	94.51	1,49,38,263	О	100	О
Public-Non Institutions	E-Voting		5,971	0.10	5,881	90	98.49	1.51
	Poll		50,114	0.84	50,114	О	100	0
	Postal Ballot (If Applicable	59,60,626	-	-	-	-	-	-
	Total	59,60,626	56,085	0.94	55,995	90	99.84	0.16
Total		5,74,98,160	5,07,25,273	88.22	5,07,25,183	90	99.99	0.01

Item No. 2 To declare dividend.

Resolution Re	-				Ordinary Resolution				
(Ordinary/Special) Whether promoter/promoter group are Interested in the agenda/resolution? Category Mode of No. of No. of % of						N	lo		
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2) /(1)]*10 o	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter	E-Voting		-	-	-	-	-	-	
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0	
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-	
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	0	
Public-	E-Voting		1,49,69,822	94.71	1,49,69,822	0	100	0	
Institutions	Poll		-	-	-	-	-	-	
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-	
	Total	1,58,06,609	1,49,69,822	94.71	1,49,69,822	О	100	o	
Public-Non	E-Voting		5,971	0.10	5,971	0	100	0	
Institutions	Poll		50,114	0.84	50,114	0	100	0	
	Postal Ballot (If Applicabl e)	59,60,626	-	-	_	-	-	_	
	Total	59,60,626	56,085	0.94	56,085	О	100	O	
Total		5,74,98,160	5,07,56,832	88.28	5,07,56,832	O	100	0	

Item No. 3

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

Resolution Re	•				(Ordinary F	Resolution	
(Ordinary/Spe Whether pron agenda/resolu	noter/promo	eter group are	Interested in t	he		No)	
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting		-	-	-	-	-	-
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	0
Public- Institutions	E-Voting Poll		1,49,69,822 -	94.71	1,49,51,450 -	18 , 372	99.88	0.12
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-
	Total	1,58,06,609	1,49,69,822	94.71	1,49,51,450	18,372	99.88	0.12
Public-Non Institutions	E-Voting		5,971	0.10	5,745	226	96.22	3.78
	Poll		50,114	0.84	50,114	0	100	0
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-
	Total	59,60,626	56,085	0.94	55,859	226	99.60	0.40
Total		5,74,98,160	5,07,56,832	88.28	5,07,38,234	18,598	99.96	0.04

Item No. 4

To approve revision in the remuneration payable to Mrs. Suchita jain, Vice- Chairperson and Joint Managing Director of the Company.

Resolution Re	•				(Ordinary	Resolution	
(Ordinary/Spo	<u> </u>	oter group are	Interested in	the			 es.	
agenda/resol	•	ioter group are	the	Mr. Sachit ja	Suchita ja ain, none	es. ain, Mr. S.P. C of the shareh the resolution	olders is	
Category	Mode of	No. of	No. of	% of	No. of votes-	No. of	% of Votes	% of
- '	Voting	Shares held	Votes Polled	Votes Polled on outsta nding shares	In favor	votes- agains t	in favor on votes polled	Votes against on votes polled
		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting							
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	0
Public- Institutions	E-Voting Poll		1,48,35,364	93.86	1,48,35,364	0	100	0
	Postal Ballot (If Applicabl e)	1,58,06,609						
	Total	1,58,06,609	1,48,35,364	93.86	1,48,35,364	0	100	0
Public-Non Institutions	E-Voting		5,971	0.10	5,455	516	91.36	8.64
	Poll		50,114	0.84	50,114	0	100	0
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-
	Total	59,60,626	56,085	0.94	55,569	516	99.08	0.92
Total		5,74,98,160	5,06,22,374	88.04	5,06,21,858	516	99.99	0.01

Item No. 5

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

Resolution R (Ordinary/Sp	•				(Ordinary	Resolution		
Whether pro	Whether promoter/promoter group are Interested in the agenda/resolution? Category Mode of Voting Shares held Votes Polled Promoter E-Voting				No				
Category			Votes	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2) /(1)]*10 o	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter	E-Voting		-	_	-	_	-	-	
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0	
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-	
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	0	
Public-	E-Voting		1,49,69,822	94.71	1,49,69,822	0	100	0	
Institutions	Poll		-	-	-	-	-	-	
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-	
	Total	1,58,06,609	1,49,69,822	94.71	1,49,69,822	0	100	О	
Public-Non Institutions	E-Voting		5,971	0.10	5,745	226	96.22	3.78	
	Poll		50,114	0.84	50,114	0	100	0	
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	_	-	-	
	Total	59,60,626	56,085	0.94	55,859	226	99.60	0.40	
Total		5,74,98,160	5,07,56,832	88.28	5,07,56,606	226	99.99	0.01	

Item No. 6

To appoint Mrs. Harpreet Kaur Kang as an Independent Director of the Company.

Resolution R	•					Ordinary	Resolution		
Voting Shares held Votes Polled Polled Polled Polled Polled Polled Polled Poll Poll Pomoter Postal Postal				the	No				
Category			Votes	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter	E-Voting		-	_	-	_	-	-	
and			3,57,30,925	100	3,57,30,925	0	100	0	
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-	
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	0	
Public- Institutions	E-Voting Poll		1,48,35,364	93.86	1,48,35,364	0	100	0	
	Postal Ballot (If Applicabl e)	1,58,06,609							
	Total	1,58,06,609	1,48,35,364	93.86	1,48,35,364	0	100	0	
Public-Non Institutions	E-Voting		5,971	0.10	5,745	226	96.22	3.78	
	Poll		50,114	0.84	50,114	0	100	0	
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-	
	Total	59,60,626	56,085	0.94	55,859	226	99.60	0.40	
Total		5,74,98,160	5,06,22,374	88.04	5,06,22,148	226	99.99	0.01	

<u>Item No. 7</u>

To re-appoint Mr. Rajender Mohan Malla as an Independent Director of the Company.

Resolution R	-					Special R	esolution			
Whether pro						No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2) /(1)]*10 o	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter	E-Voting		-	-	-	-	-	-		
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0		
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-		
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	О	100	0		
Public- Institutions	E-Voting Poll		1,48,35,364	93.86	1,48,16,995 -	18,369	99.88	0.12		
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-		
	Total	1,58,06,609	1,48,35,364	93.86	1,48,35,364	0	100	0		
Public-Non Institutions	E-Voting		5,971	0.10	5,465	506	91.53	8.47		
	Poll		50,114	0.84	50,114	0	100	0		
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-		
	Total	59,60,626	56,085	0.94	55,579	506	99.10	0.90		
Total		5,74,98,160	5,06,22,374	88.04	5,06,03,499	18,875	99.96	0.04		

Item No. 8

To re-appoint Mr. Prafull Anubhai as an Independent Director of the Company.

Resolution R (Ordinary/Sp	-					Special Res	olution	
	moter/prom	oter group are	Interested in	the		No		
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes-against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4) /(2)]*10 0	(7)=[(5)/(2)]*100
Promoter	E-Voting		-	-	-	-	-	-
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	0
Public-	E-Voting		1,48,35,364	93.86	1,07,04,611	41,30,753	72.16	27.84
Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-
	Total	1,58,06,609	1,48,35,364	93.86	1,07,04,611	41,30,753	72.16	27.84
Public-Non Institutions	E-Voting		5,971	0.10	5,465	506	91.53	8.47
	Poll		50,114	0.84	50,114	0	100	0
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-
	Total	59,60,626	56,085	0.94	55,579	506	99.10	0.90
Total		5,74,98,160	5,06,22,374	88.04	4,64,91,115	41,31,259	91.84	8.16

Item No. 9

To re-appoint Mr. Subash Khanchand Bijlani as an Independent Director of the Company.

Resolution R (Ordinary/Sp	-					Special Res	solution	
	moter/prom	noter group are	Interested in	the		No		
Category	Mode of Voting		No. of Votes Polled	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4) /(2)]*10 o	(7)=[(5)/(2)]*100
Promoter	E-Voting		-	-	_	-	-	-
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	О
Public-	E-Voting		1,48,35,364	93.86	1,37,58,431	10,76,933	92.74	7.26
Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-
	Total	1,58,06,609	1,48,35,364	93.86	1,37,58,431	10,76,933	92.74	7.26
Public-Non Institutions	E-Voting		5,971	0.10	5,465	506	91.53	8.47
	Poll		50,114	0.84	50,114	0	100	0
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-
	Total	59,60,626	56,085	0.94	55,579	506	99.10	0.90
Total		5,74,98,160	5,06,22,374	88.04	4,95,44,935	10,77,439	97.87	2.13

Item No. 10

To re-appoint Mr. Ashok Kumar Kundra as an Independent Director of the Company.

Resolution R	•		Special Resolution					
(Ordinary/Sp Whether pro agenda/resol	moter/prom	noter group are	Interested in	the		No		
Category	Mode of Voting		No. of Votes Polled	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter	E-Voting		-	-	-	-	-	-
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	0	100	0
Public-	E-Voting		1,48,35,364	93.86	1,44,21,421	4,13,943	97.21	2.79
Institutions	Poll		-	-	_	-	-	-
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-
	Total	1,58,06,609	1,48,35,364	93.86	1,44,21,421	4,13,943	97.21	2.79
Public-Non Institutions	E-Voting		5,971	0.10	5,465	506	91.53	8.47
	Poll		50,114	0.84	50,114	0	100	0
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-
	Total	59,60,626	56,085	0.94	55,579	506	99.10	0.90
Total		5,74,98,160	5,06,22,374	88.04	5,02,07,925	4,14,449	99.18	0.82

Item No. 11

To ratify remuneration payable to Cost Auditors for the financial year ending 31.03.2020.

Resolution R	-				(Ordinary R	esolution	
(Ordinary/Sp Whether pro agenda/resol	moter/prom	noter group are	e Interested in	the		No)	
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outsta nding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting		-	-	-	-	-	-
and	Poll		3,57,30,925	100	3,57,30,925	0	100	0
Promoter Group	Postal Ballot (If Applicabl e)	3,57,30,925	-	-	-	-	-	-
	Total	3,57,30,925	3,57,30,925	100	3,57,30,925	О	100	О
Public- Institutions	E-Voting Poll		1,49,69,822 -	94.71	1,49,69,822	0 -	100	0 -
	Postal Ballot (If Applicabl e)	1,58,06,609	-	-	-	-	-	-
	Total	1,58,06,609	1,49,69,822	94.71	1,49,69,822	0	100	0
Public-Non Institutions	E-Voting		5,971	0.10	5,745	226	96.22	3.78
	Poll		50,114	0.84	50,114	0	100	0
	Postal Ballot (If Applicabl e)	59,60,626	-	-	-	-	-	-
	Total	59,60,626	56,085	0.94	55,859	226	99.60	0.40
Total		5,74,98,160	5,07,56,832	88.28	5,07,56,606	226	99.99	0.01

All resolutions from Item No. 1 to 11 passed by requisite majority.