



VARDHMAN TEXTILES LIMITED

Regd. & Corporate Office : Chandigarh Road, Ludhiana - 141 010, Punjab (INDIA)

Phones : (0161) 2228943-48; Fax : (0161) 2220766

PAN No. : AABCM4692E; CIN : L17111PB1973PLC003345

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

Ref: SCY: VTXL: SEP: 2014-15

Date: 12.09.2014

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.

SUB: DISCLOSURE OF VOTING RESULTS OF POSTAL BALLOT

Sir,

This is to inform you that on basis of report dated 12th September, 2014, submitted by the scrutinizer in respect of Special Business mentioned in notice of Postal Ballot dated 7th August, 2014, the result of Postal Ballot (including E-voting) was declared by the Chairman on 12th September, 2014 at the Registered Office of the Company.

As per the report of Scrutinizer enclosed herewith the following resolutions as set out in the Notice of Postal Ballot dated 7th August, 2014 has been passed by the shareholders as Special Resolution:

1. Authorizing the Board of Directors of the Company to Borrow moneys over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 2,200 Crores (Rupees two hundred crores only) u/s 180 (1) (c) of Companies Act, 2013.



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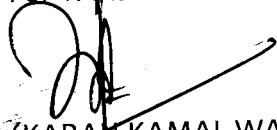
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2. Authorizing the Board of Directors of the Company for mortgaging/charging the moveable/immoveable properties of the Company in favour of the lender(s) for securing funds raised by the Company u/s 180 (1) (a) of Companies Act, 2013.

The copy of the report of scrutinizer is enclosed herewith for your reference.

This is for your kind information and records.

Thanking you,
Yours faithfully,
For VARDHMAN TEXTILES LIMITED



(KARAN KAMAL WALIA)
Company Secretary

Encl: as above



12.09.2014

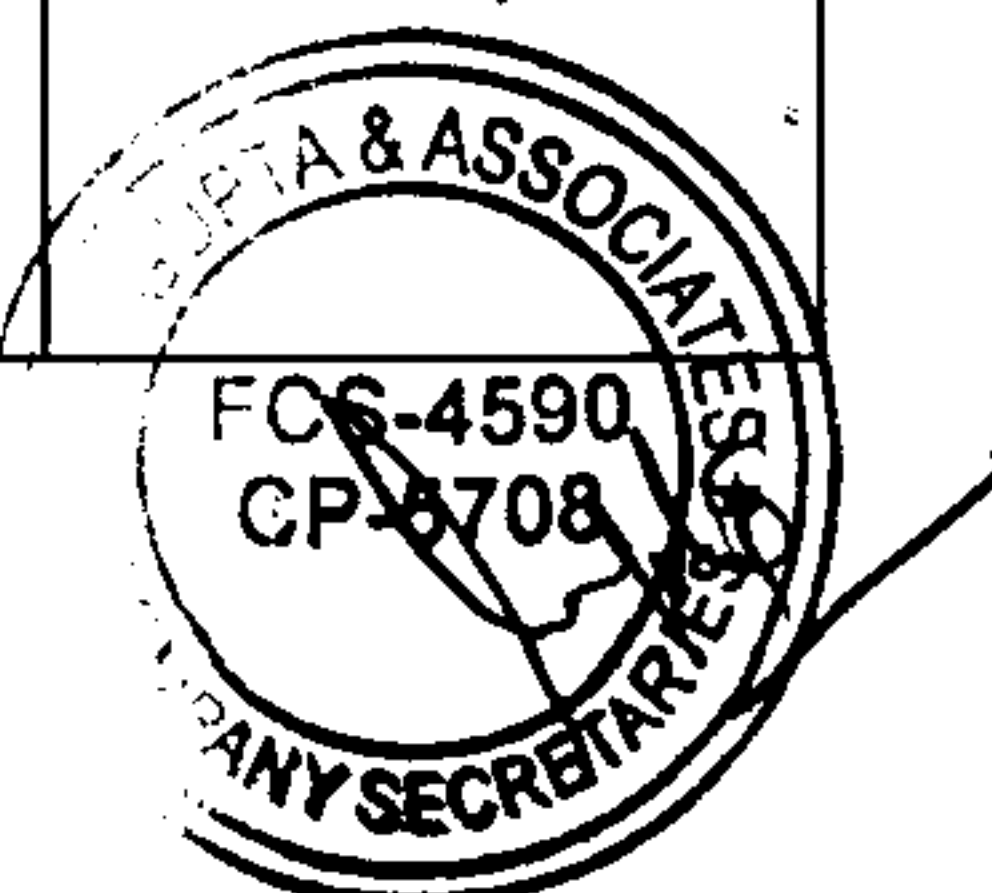
The Chairman
Vardhman Textiles Limited
Chandigarh Road
Ludhiana-141010

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot- Scrutinizer Report

Pursuant to the Resolution passed by the Board of Directors of Vardhman Textiles Limited in its Meeting held on 7th August, 2014, I have been appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the following resolutions:

Resolution No.	Reference to the Companies Act, 2013	Description of the Resolution	Type of the Resolution
1.	Section 180(1)c	<p>To Authorise Board of Directors of Company to borrow moneys in excess of aggregate of the paid up share capital and free reserves of the Company, under the provision of Section 180(1)(c) of the Companies Act, 2013.</p> <p>"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 40th Annual General Meeting held on 31st August, 2013 and pursuant to Section 180(1)(c) (previously being Section 293(1)(d) of the Companies Act, 1956) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and</p>	Special Resolution



2.	Section 180(1)(a)	<p>outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 2,200 Crores (Rupees Two Thousand and Two Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."</p> <p>To Authorise Board of Directors of the Company for Mortgaging and/or charging all the present and future movable and immovable properties and whole of undertaking of the Company , under the provision of Section 180(1)(a) of the Companies Act, 2013.</p> <p>"RESOLVED THAT in supersession of the Ordinary Resolution adopted at Extra-ordinary General Meeting held on 6th April, 1994 and pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Company be and is hereby authorised to mortgage and/or charge all the present and future movable and immovable properties and whole of undertaking of the Company and in such form as the Board of Directors may determine for the purpose of securing any borrowing/loan together with power to take over management of the business and concern of the Company in certain events for securing the said borrowing/loans."</p>	Special Resolution
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We report that the Postal Ballot notice dated 7th August, 2014 under Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, was issued individually to all shareholders and the notices were dispatched on 12th August, 2014 through Registered Post. Further, all the Shareholders have also been given an option of e-voting through e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) as per the aforesaid Act and Rules and clause 35B of the Listing Agreement, We report that as stated in the notice sent to the shareholders, the Company has fixed 11th September, 2014 as the last date for receipt of Postal Ballots. As stated in Rule 22 (3) of the Companies (Management and



Administration) Rules, 2014 an advertisement was published by the Company in Business Standard & Desh Sewak on 13th August, 2014, informing about the dispatch of Postal Ballot forms and other related matters mentioned therein.

We report that we have received the Postal Ballot Forms from the Shareholders during the period starting from 13th August, 2014 to 11th September, 2014.

All the Postal Ballot forms received up to the closure of working hours (5.00 p.m.) on 11th September, 2014, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

During the course of scrutiny of Postal Ballot forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot Forms were scrutinized and processed and register containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Shares held, Number of votes voted, Assented, Dissented and Rejected was maintained in electronic Format.

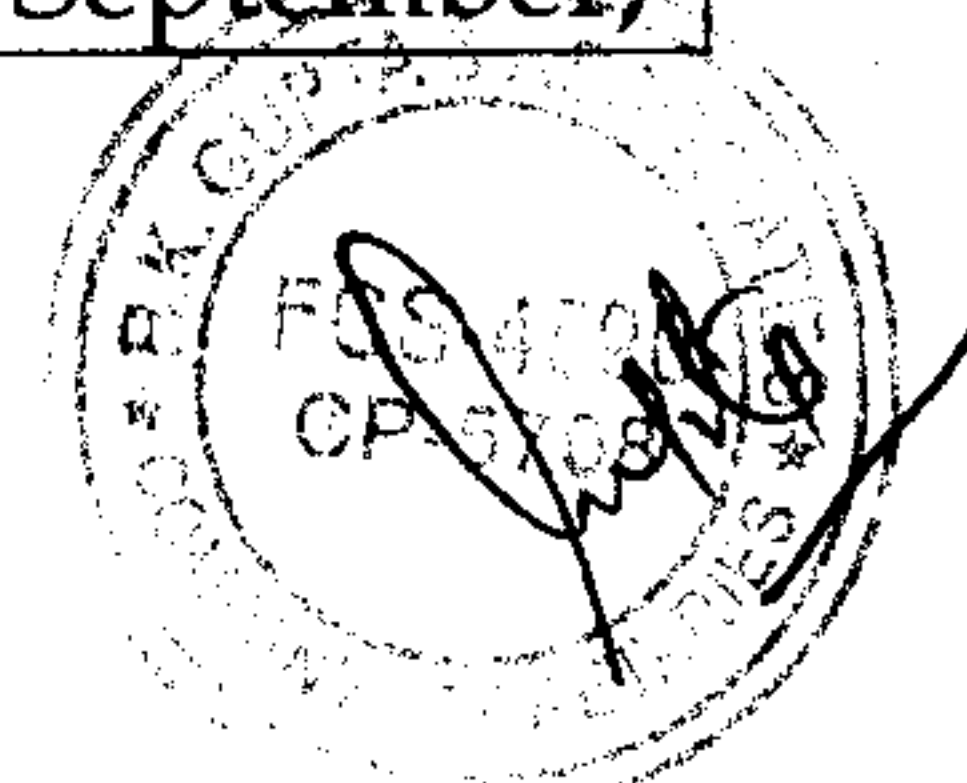
We report that out of 24,087 Shareholders, we have received polled Postal Ballot Forms from 313 Shareholders. Further, the option to vote through electronic mode was also been given to the Shareholders of the Company through e-voting portal of Central Depository Services (India) Limited (www.evotingindia.com). The details of polling are given below.

The votes were unblocked at 5.30 PM on September 11th, 2014 in the presence Mr. Onkar Singh and Mr. Amit Sharma who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

The votes polled through Ballot received by the scrutinizer till the closing hours of the e-voting were also opened and processed in the presence of aforesaid witnesses.

The E-Voting results/lists of Equity Shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) and the same are being handed over to the Chairman.

Total Number of Shareholders	24,087 (as on 8 th August, 2014)
Total Number of Shares (Fully paid up)	6, 36,51,879 (as on 8 th August, 2014)
Receipt of Postal Ballot Forms	From 13 th August, 2014 to 11 th September,



	2014.
Total Postal Ballot Forms Received	313
Total Folios Voted through CDSL e-voting	99

1. Special Resolution, in respect of Resolution under Section 180(1)(c) of the Companies Act, 2013

To Authorise Board of Directors of Company to borrow moneys in excess of aggregate of the paid up share capital and free reserves of the Company, under the provision of Section 180(1)(c) of the Companies Act, 2013.

Summary of the Results for Resolution 1 are given below:

Total Shareholding and Ballots Received through Post

Particulars	Number of folios	Number of Shares (Votes)	Percentage (%) (Votes)
Total Shareholders	24,087	6,36,51,879	100.00
Number of Ballots Received	313	1,91,04,643	30.01
Number of Votes For	303	1,91,03,152	99.99
Number of Votes AGAINST	10	1,491	0.01

Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	27	1,69,23,239	88.58
Public-Institutional	20	20,73,633	10.85
Public-Others	256	1,06,280	0.56

Break-up of voting through Postal Ballot and Voted the against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	10	1,491	0.01



Polled through e-voting

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios voted through e-voting	99	3,07,75,409	100.00
No. of Folios voted FOR	93	3,07,65,284	99.96
No. of Folios voted AGAINST	6	10,125	0.04

Break-up of voting details through e-voting and Voted in favour resolution

Promoter/Promoters Group	38	2,24,38,794	72.91
Public-Institutional	34	83,21,928	27.04
Public-Others	21	4,562	0.01

Break-up of voting details through e-voting and Voted in against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	1	5,000	0.01
Public-Others	5	5,125	0.03

Total Votes Polled and Results

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios Voted through e-voting and post	412	4,98,80,052	100.00
No. of Folios voted FOR	396	4,98,68,436	99.98
No. of Folios voted AGAINST	16	11,616	0.02

RESULT FOR RESOLUTION NO. 1

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 180(1)(c) of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution .



2. Special Resolution, in respect of Resolution under Section 180(1)(a) of the Companies Act, 2013

To Authorise Board of Directors of the Company for Mortgaging and/or charging all the present and future movable and immovable properties and whole of undertaking of the Company , under the provision of Section 180(1)(a) of the Companies Act, 2013.

Summary of the Results for Resolution 2 are given below:

Total Shareholding and Ballots Received through Post

<u>Particulars</u>	<u>Number of folios</u>	<u>Number of Shares (Votes)</u>	<u>Percentage (%) (Votes)</u>
Total Shareholders	24,087	6,36,51,879	100.00
Number of Ballots Received	313	1,91,04,643	30.01
Number of Votes For	297	1,91,01,520	99.98
Number of Votes AGAINST	16	3,123	0.02

Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	27	1,69,23,239	88.59
Public-Institutional	20	20,73,633	10.85
Public-Others	250	1,04,648	0.54

Break-up of voting through Postal Ballot and Voted in against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	16	3,123	0.02



Polled through e-voting

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios voted through e-voting	99	3,07,75,409	100.00
No. of Folios voted FOR	90	3,07,54,991	99.93
No. of Folios voted AGAINST	9	20,418	0.07

Break-up of voting details through e-voting and Voted in favour resolution

Promoter/Promoters Group	38	2,24,38,794	72.91
Public-Institutional	33	83,11,928	27.00
Public-Others	19	4,269	0.02

Break-up of voting details through e-voting and Voted in against resolution

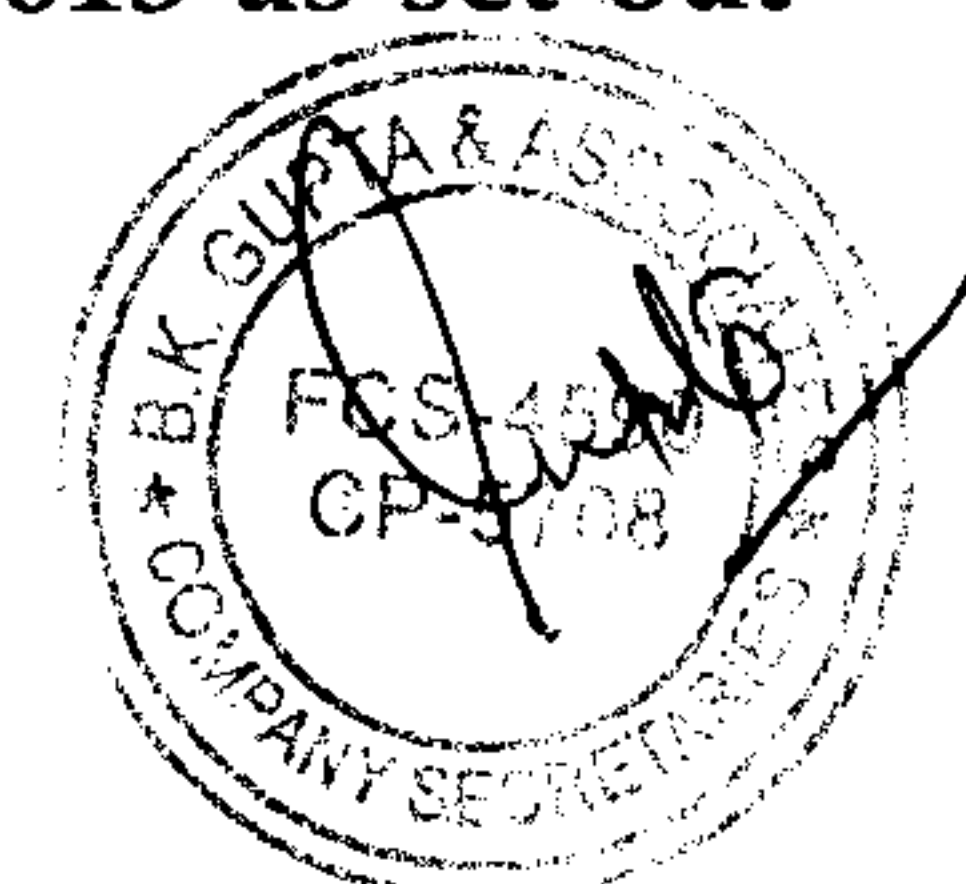
Promoter/Promoters Group	0	0	0
Public-Institutional	2	15,000	0.05
Public-Others	7	5,418	0.02

Total Votes Polled and Results

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios Voted through e-voting and post	412	4,98,80,052	100.00
No. of Folios voted FOR	387	4,98,56,511	99.95
No. of Folios voted AGAINST	25	23,541	0.05

RESULT FOR RESOLUTION NO. 2

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 180(1)(a) of the Companies Act, 2013 as set out



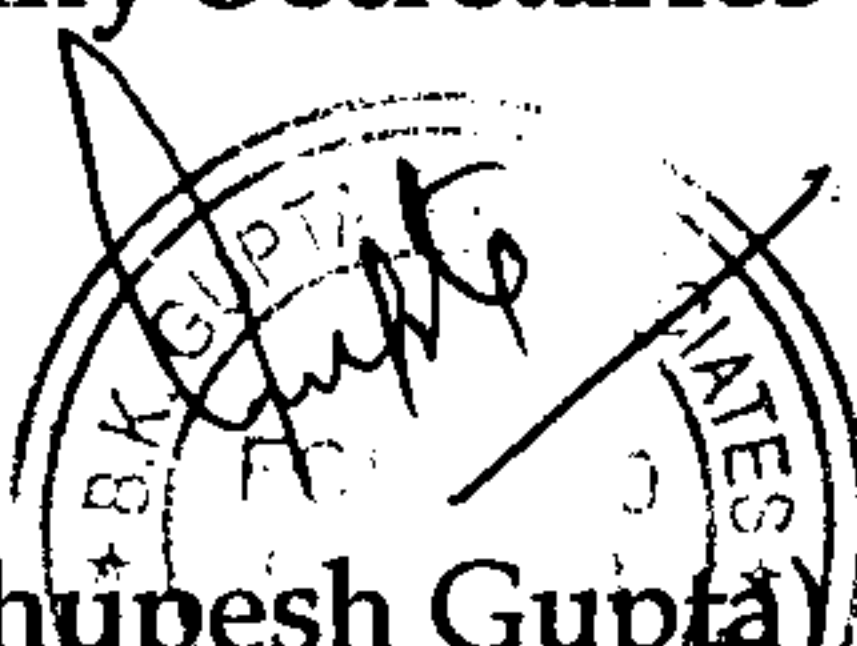
in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution .

All relevant records of Electronic Voting and Ballot Papers received from the members remain in our safe custody until the Chairman considers, approves and signs the minutes and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

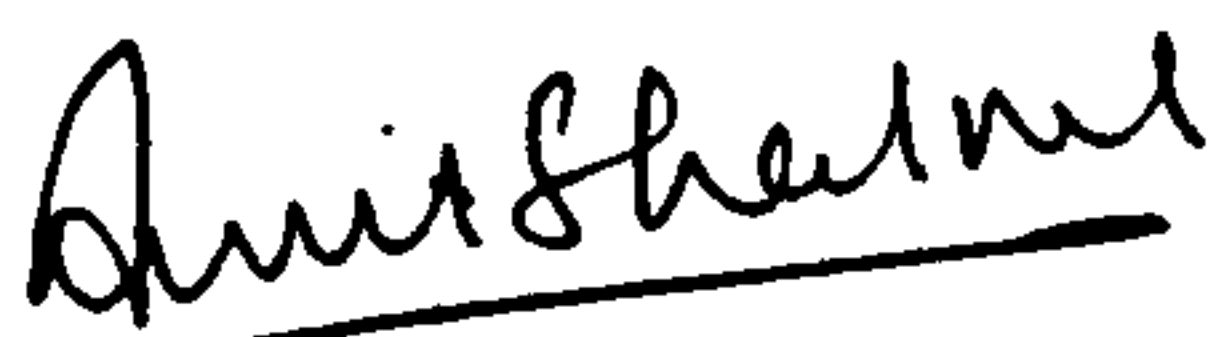
Yours Faithfully
**For B.K. Gupta & Associates
Company Secretaries**

Place: Ludhiana
Dated: 12.09.2014

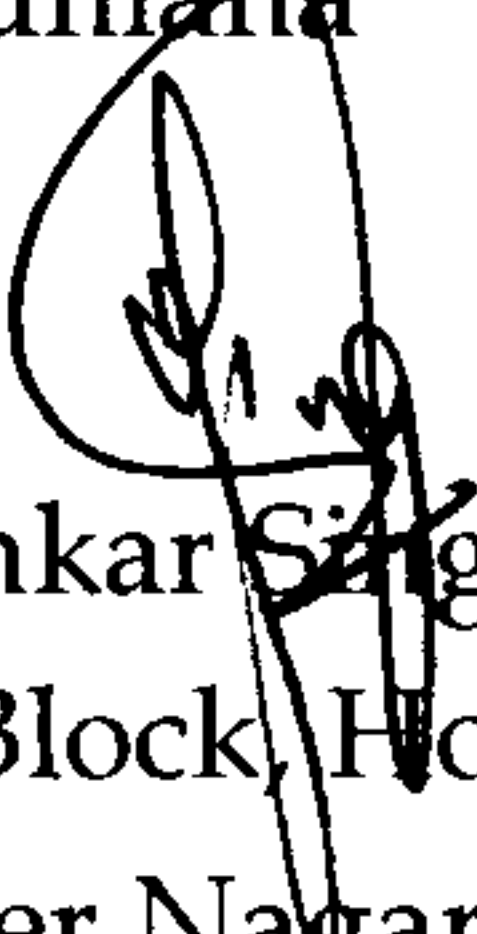

(Bhupesh Gupta)
Partner

Membership No. FCS 4590
C. P. No.: 5708
Scrutinizer

We the undersigned witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) and also votes polled through ballot were opened and processed in our presence at 5.30 PM on September 11th September, 2014 at the office of Scrutinizer.



(Amit Sharma)
Street No. 03, H. No 6280
G.A.D Nagar, Samrala Chowk
Ludhiana


(Onkar Singh)
C-Block, House No. 523
Isher Nagar
Ludhiana