



## VARDHMAN HOLDINGS LIMITED

Registered Office: Chandigarh Road, Ludhiana – 141 010 (Punjab), India.  
 Phones: 0161-2228943-48; Fax: 0161-2601048 & 2220766  
 PAN No.: AABCV8088P; CIN: L17111PB1962PLC002463  
 E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

Ref.VHL:SCY:SEPT:2015-16

DATED: 05.09.2015

✓ LISTING DEPARTMENT,  
 The Manager-Listing  
**Bombay Stock Exchange Limited**  
 Phiroze Jeejeebhoy Towers, Dalal Street,  
 Mumbai – 400 001  
 Fax No.: 022-22722037, Email Id: corp.compliance@bseindia.com

✓ **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: [cmllist@nse.co.in](mailto:cmllist@nse.co.in)

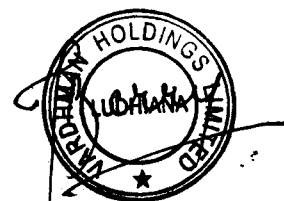
**Sub: Clause- 35 A of the Listing Agreement – Voting Results of 51st Annual General Meeting.**

Dear Sir/Madam,

Pursuant to the provisions of Clause-35 A of the Listing Agreement, we write to inform you that the members of the Company at the 51st Annual General Meeting held on 4th September, 2015 at 5.00 P.M at the Registered Office of the Company.

**Details of Voting Results (Remote e voting/Poll):**

Date of AGM	4th September, 2015
Total number of shareholders on record date (i.e. 27 <sup>th</sup> August, 2015 – cutoff date for Voting purpose)	7,225
No. of Shareholders present in the meeting either in person or through proxy:	
a) Promoter and Promoter group:	41
b) Public:	44
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





## **VARDHMAN HOLDINGS LIMITED**

Registered Office: Chandigarh Road, Ludhiana – 141 010 (Punjab), India.

Phones: 0161-2228943-48; Fax: 0161-2601048 & 2220766

PAN No.: AABCV8088P; CIN: L17111PB1962PLC002463

E-mail: [secretarial.lud@vardhman.com](mailto:secretarial.lud@vardhman.com); Website: [www.vardhman.com](http://www.vardhman.com)

---

Details of business transacted are attached in **Annexure 1**.

Please note that, Consolidated Voting results of 51st Annual General Meeting along with Scrutinizer's Report are also placed on website of the Company and website of Central Depository Services (India) Ltd.

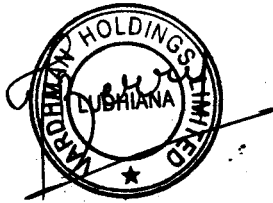
You are requested to take the same on record.

---

Thanking you,  
Yours faithfully,

**For VARDHMAN HOLDINGS LIMITED**

(Tanu Berry)  
**COMPANY SECRETARY**



## Annexure-1

Particulars	Promoter/Public	No. of Shares Held	No. of Votes Polled (E-Voting/Poll)	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes - In Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Voting Results
RESOLUTION NO. 1 Adoption of Audited Annual Accounts of the Company as at 31st March, 2015. (Ordinary Resolution)	Promoter and Promoter Group	2,390,441	2,390,441	100.00	2,390,441	0	100.00	0	Resolution was passed with Requisite majority.
	Public - Institutional holders	125,572	0	0.00	0	0	0.00	0	
	Public-Others	577,863	7,255	1.26	7,180	75	99.97	1.03	
<b>TOTAL</b>		<b>3,093,876</b>	<b>2,397,696</b>	<b>77.50</b>	<b>2,397,621</b>	<b>75</b>	<b>99.97</b>	<b>0.003</b>	
RESOLUTION NO.2 Declaration of Dividend on equity shares. (Ordinary Resolution)	Promoter and Promoter Group	2,390,441	2,390,441	100.00	2,390,441	0	100.00	0	Resolution was passed with Requisite majority.
	Public - Institutional holders	125,572	0	0.00	0	0	0.00	0	
	Public-Others	577,863	7,255	1.26	7,180	75	99.97	1.03	
<b>TOTAL</b>		<b>3,093,876</b>	<b>2,397,696</b>	<b>77.50</b>	<b>2,397,621</b>	<b>75</b>	<b>99.97</b>	<b>0.003</b>	
RESOLUTION NO. 3 Re-appointment of Mrs. Suchita Jain who retires by rotation. (Ordinary Resolution)	Promoter and Promoter Group	2,390,441	2,390,441	100.00	2,390,441	0	100.00	0.00	Resolution was passed with Requisite majority.
	Public - Institutional holders	125,572	0	0.00	0	0	0.00	0.00	
	Public-Others	577,863	7,255	1.26	7,180	75	99.97	1.03	
<b>TOTAL</b>		<b>3,093,876</b>	<b>2,397,696</b>	<b>77.50</b>	<b>2,397,621</b>	<b>75</b>	<b>99.97</b>	<b>0.003</b>	
RESOLUTION NO. 4 Ratification of appointment of Statutory Auditors of the Company for FY 2015-16 and fixing of their remuneration (Ordinary Resolution)	Promoter and Promoter Group	2,390,441	2,390,441	100.00	2,390,441	0	100.00	0.00	Resolution was passed with Requisite majority.
	Public - Institutional holders	125,572	0	0.00	0	0	0.00	0.00	
	Public-Others	577,863	7,255	1.26	7,180	75	99.97	1.03	
<b>TOTAL</b>		<b>3,093,876</b>	<b>2,397,696</b>	<b>77.50</b>	<b>2,397,621</b>	<b>75</b>	<b>99.97</b>	<b>0.003</b>	





**CONSOLIDATED SCRUTINIZER'S REPORT**

(Pursuant to Sections 108 and 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman  
Vardhman Holdings Limited,  
Vardhman Premises,  
Chandigarh Road,  
Ludhiana -141010.

51<sup>st</sup> Annual General Meeting of the Equity Shareholders of Vardhman Holding Limited held on 04.09.2015 at 05.00 P.M. at the Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana.

Dear Sir,

1. I, Ashwani Kumar Khanna, Proprietor of Khanna Ashwani & Associates, Company Secretaries (M. No. FCS 3254, C.P. No. 2220) Firm having its Registered Office at Office No.4, 2<sup>nd</sup> Floor, Guru Har Rai Complex, Industrial Estate Road, Near Manju Cinema, Ludhiana-141003, was appointed as a Scrutinizer by the Board of Directors of Vardhman Holdings Limited, for the purpose of Scrutinizing the e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, in respect of the below:

Cont.....2



mentioned resolutions proposed at the 51<sup>st</sup> Annual General Meeting of the Equity Shareholders of the company held on 04.09.2015 at 05.00 P.M. at the Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana, submit our report as under.

2. The public Advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "Business Standard" of wide circulation on 13.08.2015 and a Vernacular Newspaper "Desh Sewak" on 13.08.2015.
3. The remote e-voting period commenced on 01<sup>st</sup> September, 2015 at 09:00 A.M. and ended on 3<sup>rd</sup> September, 2015 at 05:00 P.M., the CDSL Portal was blocked for voting thereafter.
4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 51<sup>st</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the ballot at the meeting are conducted in a fair and transparent manner and render Consolidate Scrutinizer Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report prepared on the basis of votes casted through ballot process.
5. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4) (xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
6. The results of the e-voting and poll are as under:

Cont.....3



**A. Resolution-1: Ordinary Resolution**

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2015.

**i). Voting Through Electronic Means:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
3	26	25.74%

**b) Voted Against the Resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	74.26%

**c) Abstain Votes:**

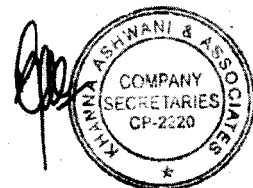
Total Number of Members who abstained from Voting	Total Number of Shares held by them
0	0

**ii). Voting through Ballot:**

**a) Voted in Favour of the resolution:**

Number of Members Voted,	Number of Votes Cast By Them	% of the total number of valid votes cast
85	2397595	100%

Cont.....4



b) Voted Against the Resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
0	0	0

c) Abstain Votes:

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

iii). Consolidated E-Voting and Ballot:

a) Voted in Favour of the resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
88	2397621	99.997%

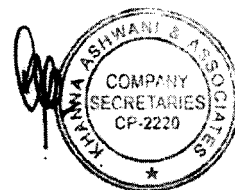
b) Voted Against the Resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	0.003%

c) Abstain Votes:

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

Cont.....5



**Breakup of Voting through E-Voting and Ballot**

Promoter/ Public	No of Shares Held	No of Shares Voted Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes Against	% of Votes Polled 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	2390441	2390441	100%	2390441	0	100%	0%
Public- Institutiona l holders	125572	0	0	0	0	0	0
Public- Others	577863	7255	1.25%	7180	75	98.97%	1.03%
<b>Total</b>	<b>3093876</b>	<b>2397696</b>	<b>77.50%</b>	<b>2397621</b>	<b>75</b>	<b>99.997%</b>	<b>0.003%</b>

**RESULT FOR RESOLUTION NO.1**

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51<sup>st</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51<sup>st</sup> AGM has been passed by the shareholders as Ordinary Resolution.

Cont....6





**B. Resolution-2: Ordinary Resolution**

Declaration of Dividend on equity shares.

**i). Voting Through Electronic Means:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
3	26	25.74%

**b) Voted Against the Resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	74.26%

**c) Abstain Votes:**

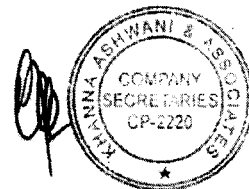
Total Number of Members who abstained from Voting	Total Number of Shares held by them
0	0

**ii). Voting through Ballot:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
85	2397595	100%

Cont....7



b) Voted Against the Resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
0	0	0

c) Abstain Votes:

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

iii). Consolidated E-Voting and Ballot:

a) Voted in Favour of the resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
88	2397621	99.997%

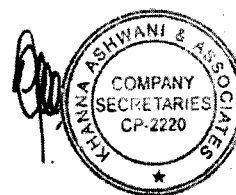
b) Voted Against the Resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	0.003%

c) Abstain Votes:

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

Cont....8



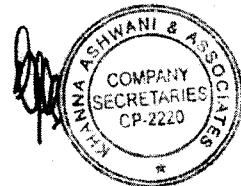
**Breakup of Voting through E-Voting and Ballot**

Promoter/ Public	No of Shares Held	No of Shares Voted Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes Against	% of Votes Polled 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	2390441	2390441	100%	2390441	0	100%	0%
Public- Institutiona l holders	125572	0	0	0	0	0	0
Public- Others	577863	7255	1.25%	7180	75	98.97%	1.03%
<b>Total</b>	<b>3093876</b>	<b>2397696</b>	<b>77.50%</b>	<b>2397621</b>	<b>75</b>	<b>99.997%</b>	<b>0.003%</b>

**RESULT FOR RESOLUTION NO.2**

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51<sup>st</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51<sup>st</sup> AGM has been passed by the shareholders as Ordinary Resolution.

Cont....9



**C. Resolution 3- Ordinary Resolution**

Appointment of Director in Place of Mrs. Suchita Jain (DIN-00746471), who retires by rotation and being eligible, seeks re-appointment.

**i). Voting Through Electronic Means:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
3	26	25.74%

**b) Voted Against the Resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	74.26%

**c) Abstain Votes:**

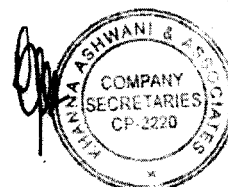
Total Number of Members who abstained from Voting	Total Number of Shares held by them
0	0

**ii). Voting through Ballot:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
85	2397595	100%

Cont....10



b) Voted Against the Resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
0	0	0

c) Abstain Votes:

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

iii). Consolidated E-Voting and Ballot:

a) Voted in Favour of the resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
88	2397621	99.997%

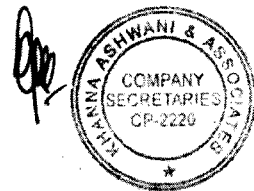
b) Voted Against the Resolution:

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	0.003%

c) Abstain Votes:

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

Cont....11



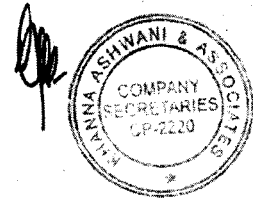
Breakup of Voting through E-Voting and Ballot

Promoter/ Public	No of Shares Held	No of Shares Voted Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes Against	% of Votes Polled 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	2390441	2390441	100%	2390441	0	100%	0%
Public- Institutiona l holders	125572	0	0	0	0	0	0
Public- Others	577863	7255	1.25%	7180	75	98.97%	1.03%
<b>Total</b>	<b>3093876</b>	<b>2397696</b>	<b>77.50%</b>	<b>2397621</b>	<b>75</b>	<b>99.997%</b>	<b>0.003%</b>

**RESULT FOR RESOLUTION NO.3**

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51<sup>st</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51<sup>st</sup> AGM has been passed by the shareholders as Ordinary Resolution.

Cont....12



**D) Resolution 4- Ordinary Resolution**

Ratification of Appointment of Statutory Auditor of the Company for the Financial Year 2015-16 and to fix their remuneration

**i). Voting Through Electronic Means:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
3	26	25.74%

**b) Voted Against the Resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	74.26%

**c) Abstain Votes:**

Total Number of Members who abstained from Voting	Total Number of Shares held by them
0	0

**ii). Voting through Ballot:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
85	2397595	100%

Cont....13



**b) Voted Against the Resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
0	0	0

**c) Abstain Votes:**

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

**iii). Consolidated E-Voting and Ballot:**

**a) Voted in Favour of the resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
88	2397621	99.997%

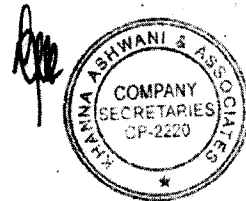
**b) Voted Against the Resolution:**

Number of Members Voted	Number of Votes Cast By Them	% of the total number of valid votes cast
1	75	0.003%

**c) Abstain Votes:**

Total Number of Members who abstained from Voting	Total Number of Shares held by them
2	81

Cont.....14





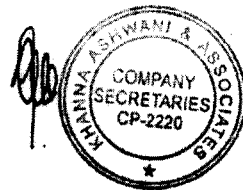
**Breakup of Voting through E-Voting and Ballot**

Promoter/ Public	No of Shares Held	No of Shares Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes Against	% of Votes Polled 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	2390441	2390441	100%	2390441	0	100%	0%
Public- Institutional holders	125572	0	0	0	0	0	0
Public- Others	577863	7255	1.25%	7180	75	98.97%	1.03%
<b>Total</b>	<b>3093876</b>	<b>2397696</b>	<b>77.50%</b>	<b>2397621</b>	<b>75</b>	<b>99.997%</b>	<b>0.003%</b>

**RESULT FOR RESOLUTION NO.4**

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51<sup>st</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51<sup>st</sup> AGM has been passed by the shareholders as Ordinary Resolution.

Cont....15



7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

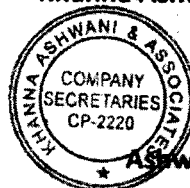
Thanking You,

Place: Ludhiana

Date: 07.09.2015

Yours Faithfully,

**Khanna Ashwani & Associates**



A handwritten signature in black ink, appearing to read "Ashwani Kumar Khanna".

**Ashwani Kumar Khanna**

**Proprietor**

**FCS-3254, CP NO.: 2220**

**Scrutinizer**

We the undersigned witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) and also votes polled through ballot were opened and processed in our presence at 05:30 p.m. on 04th September, 2015.

Manpreet Kaur.

(Manpreet Kaur)  
259, Dugri Phase-1,  
Urban Estate,  
Ludhiana

Kiranpreet Kaur

(Kiranpreet Kaur)  
H. No. 2075, Block-11,  
Fateh Ganj,  
Ludhiana