



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

CHANDIGARH ROAD, LUDHIANA-141010

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E: SECRETARIAL.LUD@VARDHMAN.COM

Ref. VTXL:SCY:SEP:2016-2017

Dated: 06.09.2016

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.

Scrip Code: 502986

The National Stock Exchange of India Ltd,
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (East),
MUMBAI.

Scrip Code: VTL

SUB: 43RD ANNUAL GENERAL MEETING AND VOTING RESULTS

In respect of 43rd Annual General Meeting of the Company held on 5th September, 2016 at 09.00 a.m. at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed the following-

1. Summary of proceedings of 43rd Annual General Meeting as **Annexure I.**
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure II.**
3. Report of Scrutinizer dated 6th September, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN TEXTILES LIMITED

(KARAN KAMAL WALIA)
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AABCM4692E CIN: L17111PB19739LC003345

WWW.VARDHMAN.COM

ANNEXURE I

SUMMARY OF PROCEEDINGS OF 43RD ANNUAL GENERAL MEETING OF VARDHMAN TEXTILES LIMITED

1. Date, time and Venue of the Meeting:

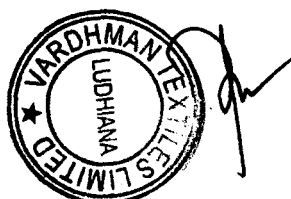
The 43rd Annual General Meeting of Vardhman Textiles Limited was held on 5th September, 2016 and the meeting commenced at 09:00 a.m. at Registered Office, Vardhman Premises, Chandigarh Road, Ludhiana 141 010. The meeting got closed at 10.30 a.m. on the same date.

2. Brief details of items deliberated at the meeting and result thereof:

- Mr. S.P. Oswal, Chairman & Managing Director, chaired the proceedings of the meeting.
- The requisite quorum being present, the Chairman declared the meeting as commenced.
- The Chairman then delivered his speech and answered the queries of shareholders.
- The Company Secretary, Ms. Karan Kamal Walia, then started with the formal proceedings of the meeting. She informed the shareholders that remote e-voting facility being provided by the Company through CDSL commenced at 09:00 a.m. on 2nd September, 2016 and ended at 05:00 p.m. on 4th September, 2016.
- The following items of the business as set out in the notice calling the meeting were put for shareholders' approval:

Ordinary Business:

- i. Consideration and adoption of Audited Balance sheet as at 31st March, 2016, Statement of Profit & Loss for the year ended on that date, together with the Reports of Auditors and Directors thereon.
- ii. Appointment of a Director in place of Mrs. Suchita Jain, (holding DIN No. 00746471), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013.
- iii. Ratification of the appointment of Statutory Auditors of the Company for the financial year 2016-17 and to fix their remuneration.

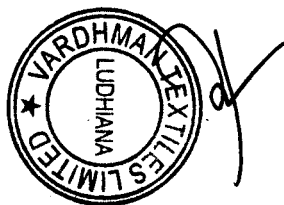


Special Business:

- iv. Re-appointment of Mr. Neeraj Jain as Joint Managing Director of the Company.
 - v. Re-appointment of Mr. Sachit Jain as Joint Managing Director of the Company.
 - vi. Approval of Vardhman Textiles Limited Employee Stock Option Plan 2016 under SEBI (Share Based Employee Benefits) Regulations, 2014.
 - vii. Ratification of remuneration of the Cost Auditors for the financial year ending 31st March, 2017.
- The Company Secretary informed the members that M/s Bhupesh Gupta & Associates, Practicing Company Secretary was appointed as the scrutinizer for the purpose of scrutinizing both the e-voting process as well as polling process.
 - The Company Secretary informed the members that the results of the voting (both e-voting and poll put together) shall be disseminated to the stock exchanges and also uploaded on the website of the Company and CDSL (www.evotingindia.com) within 48 hours of conclusion of the Annual General Meeting.

3. Manner of approval:

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company had provided remote e-voting facility to the members to cast votes electronically, on all the resolutions set out in the notice.
- Further, the facility for voting through poll was made available to the members who were present at the meeting and had not cast their votes by remote e-voting.
- All the resolutions set out in the Notice calling the Annual General Meeting were passed with the requisite majority (as provided in **Annexure- II**) and are passed on the date of the Annual General Meeting i.e. 5th September, 2016.



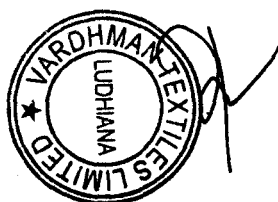
ANNEXURE II**Details of Voting Results**

Date of AGM	5 th September, 2016
Total number of shareholders on record date (Book closure date - 29 th August, 2016)	20,854
No. of Shareholders present in the meeting either in person or through proxy:	
a) Promoter and Promoter group:	66
b) Public:	61
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 43rd Annual General Meeting of the members of the Company held on Monday, 5th September, 2016 is enclosed.

Further, a copy of result declared for the 43rd 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

Adoption of Companies Audited Balance Sheet, Statement of Profit and Loss, together with report of Board of Auditors & Directors

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- In favor (4)	No. of votes- against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,96,10,190						
	Poll		3,96,10,190	100.00	3,96,10,190	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,96,10,190	3,96,10,190	100.00	3,96,10,190	--	100.00
Public-Institutions	E-Voting	1,46,92,267	1,18,76,297	80.83	1,18,76,297	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,46,92,267	1,18,76,297	80.83	1,18,76,297	--	100.00
Public-Non Institutions	E-Voting	93,49,422	241	0.001	241	--	100.00	--
	Poll		16,83,436	18.01	16,83,436	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		93,49,422	16,83,677	18.01	16,83,677	--	100.00
Total		6,36,51,879	5,31,70,164	83.53	5,31,70,164	--	100.00	--



Item No. 2

Re-appointment of Mrs. Suchita Jain as a Director of the Company who retires by rotation.

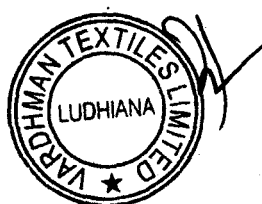
Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					Mr. S.P. Oswal and Mr. Sachit Jain are interested in this resolution being relatives of appointee, Mrs. Suchita Jain.			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-In favor (4)	No. of votes-against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,96,10,190						
	Poll		3,86,37,242	97.54	3,86,37,242	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,96,10,190	3,86,37,242	97.54	3,86,37,242	--	100.00
Public-Institutions	E-Voting	1,46,92,267	1,19,00,196	80.99	1,18,53,700	46,496	99.61	0.39
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,46,92,267	1,19,00,196	80.99	1,18,53,700	46,496	99.61
Public-Non Institutions	E-Voting	93,49,422	241	0.001	241	--	100.00	--
	Poll		16,83,436	18.01	16,83,176	260	99.999	0.001
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		93,49,422	16,83,677	18.01	16,83,417	260	99.999
Total		6,36,51,879	5,22,21,115	82.04	5,21,74,359	46,756	99.91	0.09



Item No. 3

Ratification of Appointment of Statutory Auditors for the financial year 2016-17 and to fix their remuneration

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- In favor (4)	No. of votes- against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,96,10,190						
	Poll		3,96,10,190	100.00	3,96,10,190	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,96,10,190	3,96,10,190	100.00	3,96,10,190	--	100.00
Public-Institutions	E-Voting	1,46,92,267	1,19,00,196	80.99	1,17,71,800	1,28,396	98.92	1.08
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,46,92,267	1,19,00,196	80.99	1,17,71,800	1,28,396	98.92
Public-Non Institutions	E-Voting	93,49,422	241	0.001	241	--	100.00	--
	Poll		16,83,436	18.01	16,83,436	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		93,49,422	16,83,677	18.01	16,83,677	--	100.00
Total		6,36,51,879	5,31,94,063	83.57	5,30,65,667	1,28,396	99.76	0.24



Item No. 4

Re-Appointment of Mr. Neeraj Jain as Joint Managing Director of the Company

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-In favor (4)	No. of votes-against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,96,10,190						
	Poll		3,96,10,190	100.00	3,96,10,190	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,96,10,190	3,96,10,190	100.00	3,96,10,190	--	100.00
Public-Institutions	E-Voting	1,46,92,267	1,19,00,196	80.99	1,19,00,196	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,46,92,267	1,19,00,196	80.99	1,19,00,196	--	100.00
Public-Non Institutions	E-Voting	93,49,422	241	0.001	241	--	100.00	--
	Poll		16,83,436	18.01	16,83,236	200	99.99	0.01
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		93,49,422	16,83,677	18.01	16,83,477	200	99.999
Total		6,36,51,879	5,31,94,063	83.57	5,31,93,863	200	99.999	0.001



Item No. 5

Re-Appointment of Mr. Sachit Jain as Joint Managing Director of the Company

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					Mrs. Suchita Jain is interested in this resolution being relative of appointee, Mr. Sachit Jain.			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding 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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,96,10,190						
	Poll		3,92,99,367	99.21	3,92,99,367	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,96,10,190	3,92,99,367	99.21	3,92,99,367	--	100.00
Public-Institutions	E-Voting	1,46,92,267	1,19,00,196	80.99	1,19,00,196	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,46,92,267	1,19,00,196	80.99	1,19,00,196	--	100.00
Public-Non Institutions	E-Voting	93,49,422	241	0.001	241	--	100.00	--
	Poll		16,83,436	18.01	16,83,436	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		93,49,422	16,83,677	18.01	16,83,677	--	100.00
Total		6,36,51,879	5,28,83,240	83.08	5,28,83,240	--	100.00	--



Item No. 6

Approval of Vardhman Textiles Limited Employee Stock Option Plan 2016 under SEBI (Share Based Employee Benefits) Regulations, 2014

Resolution Required: (Ordinary/Special)					Special Resolution				
Whether promoter/promoter group are Interested in the agenda/resolution?					No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-In favor (4)	No. of votes-against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting Poll	3,96,10,190	3,96,10,190	100.00	3,96,10,190	--	100.00	--	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		3,96,10,190	3,96,10,190	100.00	3,96,10,190	--	100.00	--
Public-Institutions	E-Voting Poll	1,46,92,267	1,18,04,450	80.34	82,14,748	35,89,702	69.59	30.41	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		1,46,92,267	1,18,04,450	80.34	82,14,748	35,89,702	69.59	30.41
Public-Non Institutions	E-Voting Poll	93,49,422	241	0.001	241	--	100.00	--	
	Postal Ballot (If Applicable)		16,83,436	18.01	16,83,436	--	100.00	--	
	Total		93,49,422	16,83,677	18.01	16,83,677	--	100.00	--
Total		6,36,51,879	5,30,98,317	83.42	4,95,08,615	35,89,702	93.24	6.76	



Item No. 7

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2017

Resolution Required: (Ordinary/Special)					Ordinary Resolution				
Whether promoter/promoter group are Interested in the agenda/resolution?					No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-In favor (4)	No. of votes-against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting Poll	3,96,10,190	3,96,10,190	100.00	3,96,10,190	--	100.00	--	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		3,96,10,190	3,96,10,190	100.00	3,96,10,190	--	100.00	--
Public-Institutions	E-Voting Poll	1,46,92,267	1,19,00,196	80.99	1,19,00,196	--	100.00	--	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		1,46,92,267	1,19,00,196	80.99	1,19,00,196	--	100.00	--
Public-Non Institutions	E-Voting Poll	93,49,422	241	0.001	241	--	100.00	--	
	Postal Ballot (If Applicable)		16,83,436	18.01	16,83,376	--	100.00	--	
	Total		93,49,422	16,83,677	18.01	16,83,617	60	99.999	0.001
Total		6,36,51,879	5,31,94,063	83.57	5,31,94,003	60	99.999	0.001	

All resolutions from Item No. 1 to 7 passed by requisite majority.





CONSOLIDATED SCRUTINIZER REPORT

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

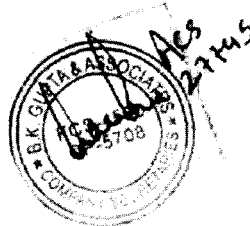
To,

The Chairman
Vardhman Textiles Limited

43rd Annual General Meeting of the Equity Shareholders of **Vardhman Textiles Limited** held on 05.09.2016 at 09:00 a.m. at the Registered Office of the Company at Chandigarh Road, Ludhiana.

Dear Sir,

1. I, Charu Sharma, Partner, B.K. Gupta & Associates, Practicing Company Secretaries at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **Vardhman Textiles Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 43rd Annual General Meeting of the Equity Shareholders of the Company held on 05.09.2016 at 09:00 a.m. at the Registered Office of the Company at 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 12.08.2016 and a Vernacular Newspaper "Desh Sewak" on 12.08.2016.
3. The remote e-voting period commenced on 02nd September, 2016 at 09:00 a.m. and ended on 4th September, 2016 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 43rd 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 voting is as under:

A. Resolution-1: Ordinary Resolution

Adoption of Companies Audited Balance Sheet, Statement of Profit and Loss, together with report of Board of Auditors & Directors

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
143	1,18,76,538	100.00

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	0.00

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
127	4,12,93,626	100.00

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	0.00

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

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
270	5,31,70,164	100.00

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	0.00

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



RESULT FOR RESOLUTION NO.1

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 43rd AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution .

B. Resolution-2: Ordinary Resolution

Re-appointment of Mrs. Suchita Jain as a Director of the Company who retires by rotation.

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
142	1,18,53,941	99.61

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	46,496	0.39

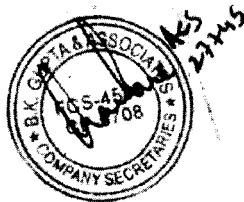
c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
115	4,03,20,418	99.999



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	260	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

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
257	5,21,74,359	99.91

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	46,756	0.09

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.2

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 43rd AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution .

C. Resolution-3: Ordinary Resolution



Ratification of Appointment of Statutory Auditors of the Company for the Financial Year 2016-17 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
141	1,17,72,041	98.92

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	1,28,396	1.08

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. Voting through Ballot

a) Voted in favour of the resolution:

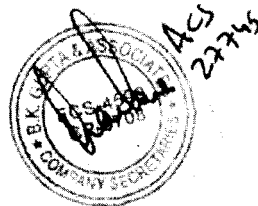
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
127	4,12,93,626	100.00

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	0.00

c) Invalid votes:

Total Number of members whose	Total number of votes cast by them



votes are declared invalid	

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
268	530,65,667	99.76

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	1,28,396	0.24

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.3

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 43rd AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution .

D. Resolution-4: Ordinary Resolution

Re-Appointment of Mr. Neeraj Jain as Joint Managing Director of the Company.

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
143	1,19,00,437	100.00%



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	0.00%

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
126	4,12,93,426	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	200	0.001

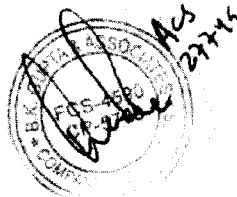
c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

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
269	5,31,93,863	99.999



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	200	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.4

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 43rd AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution .

E. Resolution-5: Ordinary Resolution

Re-Appointment of Mr. Sachit Jain as Joint Managing Director of the Company.

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
143	1,19,00,437	100.00%

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	0.00%



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
121	3,92,99,367	100.00

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	0.00

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

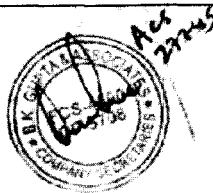
iii. Consolidated E-Voting And Ballot

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
264	5,28,83,240	100.00

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	0.00



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.5

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 43rd AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution .

F. Resolution-6: Special Resolution

Approval of Vardhman Textiles Limited Employee Stock Option Plan 2016 under SEBI (Share Based Employee Benefits) Regulations, 2014:

i. Voting through Electronic Means

a) Voted in favour of the resolution:

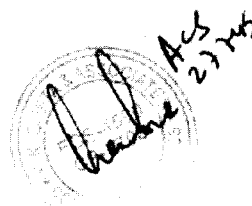
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
54	82,14,989	69.59

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
83	35,89,702	30.41

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

 A handwritten signature in black ink is written over a circular stamp. The signature appears to be 'Anand'. To the right of the signature, the date 'Aug 27 2016' is written in black ink.

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
127	4,12,93,626	100.00

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	0.00

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

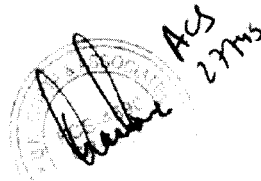
iii. Consolidated E-Voting And Ballot

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
181	4,95,08,615	93.24

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
83	35,89,702	6.76

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c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.6

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 43rd AGM were more than the three fourth of votes cast against it, I report that the Special Resolution in respect of the above mentioned business has been passed by the Shareholders as Special Resolution .

G. Resolution-7: Ordinary Resolution

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2017

i. Voting through Electronic Means

a) Voted in favour of the resolution:

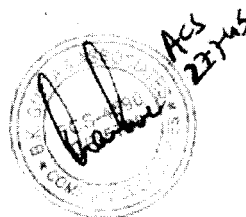
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
143	1,19,00,437	100.00

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	0.00

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
126	4,12,93,566	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	60	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

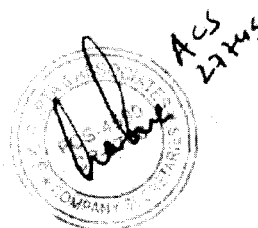
iii. Consolidated E-Voting And Ballot

d) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
269	5,31,94,003	99.999

e) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	60	0.001

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f) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.7

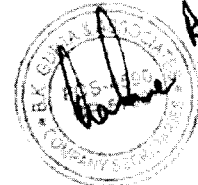
As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 43rd AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as Ordinary Resolution .

7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 42nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

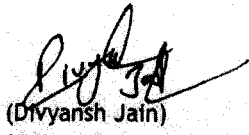
Place: Ludhiana
Dated: 06.09.2016

Yours faithfully,
For B.K. Gupta & Associates



(Charu Sharma)
Partner
ACS: 27745
C.P. NO: 13174
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 10:30 a.m. on 5th September, 2016



(Divyansh Jain)
8214/17, New Maya Nagar
Haibowal Kalan, Ludhiana-141001



(Manpreet Kaur)
H.No 1433, Street No. 12
Janakpuri, Ludhiana - 141001