



REF: VPL: SCY: SEP: 2017-18

Dated: 09.09.2017

NATIONAL STOCK EXCHANGE OF INDIA LTD, "Exchange Plaza" Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051 Scrip Code: VARDMNPOLY	BOMBAY STOCK EXCHANGE LTD. 25 th Floor, P.J. Towers, Dalal Street, Fort, Mumbai- 400 001 Scrip Code: 514175
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SUBJECT: Voting Results of 37th Annual General Meeting.

Dear Sir/ Madam,

In compliance with the provisions of Regulation 44(3), other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 read with Rules and Regulations made there under and other applicable provisions of the Companies Act, 2013, we submit herewith the following in respect to 37th Annual General Meeting of the Company was held on Friday, 09th September, 2017.

1. Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated 09th September, 2017, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

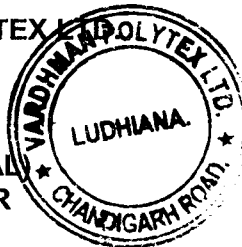
This is for your information & Record.

Thanking you,

Yours faithfully

For VARDHMAN POLYTEX LTD.


(ASHOK KUMAR GOYAL)
COMPLIANCE OFFICER



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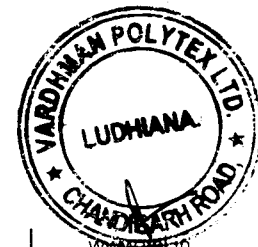
Details of Voting Results of 37TH ANNUAL GENERAL MEETING

➤ Date of AGM:	09 th September, 2017
➤ Total Number of Shareholders on record date	19141
➤ No. of Shareholders present in the meeting either in person or through proxy:	38
a) Promoter and Promoter group:	18
b) Public:	20
➤ No. of Shareholders attended the meeting through video conferencing:	NIL
a) Promoter and Promoter group:	NIL
b) Public:	NIL

Item No. 1 (a)

Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of Auditors and Board of Directors

Resolution Required: (Ordinary/Special) Whether promoter/promoter group are Interested in the agenda/resolution?					Ordinary 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	1,34,04,652	1,12,22,652	83.72	1,12,22,652	0	100.00	0.00
Public-Institutions	E-Voting	2,71,550	--	--	--	--	--	--
Public-Non Institutions	E-Voting	86,14,755	18,891	0.22	18,891	0	100.00	0.00
Total		2,22,90,957	1,12,41,543	50.43	1,12,41,543	0	100.00	0.00



Item No. 1 (b)

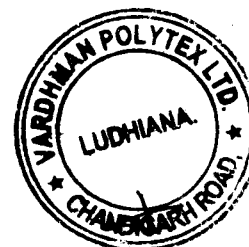
Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of Auditors

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	1,34,04,652	1,12,22,652	83.72	1,12,22,652	0	100.00	0.00
Public-Institutions	E-Voting	2,71,550	--	--	--	--	--	--
Public-Non Institutions	E-Voting	86,14,755	18,891	0.22	18,891	0	100.00	0.00
Total		2,22,90,957	1,12,41,543	50.43	1,12,41,543	0	100.00	0.00

Item No. 2

To appoint a Director in place of Mr. Ashok Kumar Goyal (DIN-06676556), who retires by rotation and being eligible, offers himself for re-appointment.

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	1,34,04,652	1,12,22,652	83.72	1,12,22,652	0	100.00	0.00
Public-Institutions	E-Voting	2,71,550	--	--	--	--	--	--
Public-Non Institutions	E-Voting	86,14,755	18,891	0.22	18,816	75	99.60	0.40
Total		2,22,90,957	1,12,41,543	50.43	1,12,41,468	75	99.999	0.001

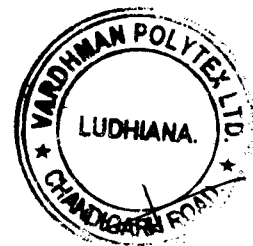


Item No. 3**To appoint Statutory Auditors and fix their remuneration.**

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	1,34,04,652	1,12,22,652	83.72	1,12,22,652	0	100.00	0.00
Public-Institutions	E-Voting	2,71,550	--	--	--	--	--	--
Public-Non Institutions	E-Voting	86,14,755	18,891	0.22	18,856	35	99.81	0.19
Total		2,22,90,957	1,12,41,543	50.43	1,12,41,508	35	99.999	0.001

Item No. 4**Regularisation of Additional Director, Ms. Manju Oswal (DIN 00009449)**

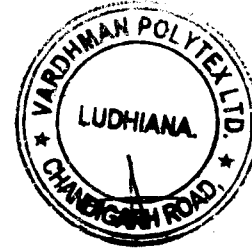
Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-In favor (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	1,34,04,652	1,12,22,652	83.72	1,12,22,652	0	100.00	0.00
Public-Institutions	E-Voting	2,71,550	--	--	--	--	--	--
Public-Non Institutions	E-Voting	86,14,755	18,891	0.22	18,791	100	99.471	0.529
Total		2,22,90,957	1,12,41,543	50.43	1,12,41,443	100	99.999	0.001



Item No. 5

To ratify the remuneration of the Cost Auditors for the Financial year ending 31st March, 2018

Resolution Required: (Ordinary/Special) Whether promoter/promoter group are Interested in the agenda/resolution?					Ordinary 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	1,34,04,652	1,12,22,652	83.72	1,12,22,652	0	100.00	0.00
	Public institutions	2,71,550	--	--	--	--	--	--
Public-Non Institutions	E-Voting	86,14,755	18,891	0.22	18,661	230	98.782	1.218
Total		2,22,90,957	1,12,41,543	50.43	1,12,41,313	230	99.998	0.002





CONSOLIDATED SCRUTINIZER REPORT

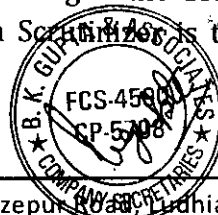
(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
Vardhman Polytex Limited

37th Annual General Meeting of the Equity Shareholders of **Vardhman Polytex Limited** held on 09.09.2017 at 11:00 a.m. at the Registered Office of the Company at Vardhman Park, Chandigarh Road, Ludhiana-141123 (Punjab).

Dear Sir,

1. I, **Bhupesh Gupta**, of **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 Polytex Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot or venue E-Voting 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 37th Annual General Meeting of the Equity Shareholders of the Company held on 09.09.2017 at 11:00 A.M. at the Registered Office of the Company at Vardhman Park, Chandigarh Road, Ludhiana-141123(Punjab), 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 "**Economic Times**" of wide circulation on **18.08.2017** and a Vernacular Newspaper "**Desh Sewak**" on **18.08.2017**.
3. The remote e-voting period commenced on **06th September, 2017** at **09:00 a.m.** and ended on **08th September, 2017** 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 or venue E-Voting by the Shareholders on the resolutions proposed in the Notice of the 37th 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 Depositories Securities (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 Directors & Auditors thereon.

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
89	11229854	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

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/ Venue E-voting

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
18	11689	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

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/Venue E-Voting

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

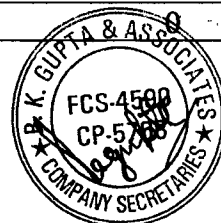
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
107	11241543	100.00

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

c) **Invalid votes:**

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



RESULT FOR RESOLUTION NO.1 (a)

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 37th 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- 1 (b): Ordinary Resolution

Adoption of Consolidated Audited Balance Sheet, Statement of Profit and Loss, together with report of Auditors.

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
89	11229854	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

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/Venue E-Voting

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
18	11689	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

c) **Invalid** votes:

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

vi. **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
107	11241543	100.00

b) Voted **against** the resolution:

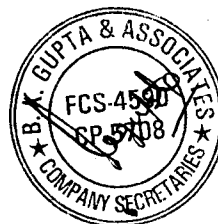
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

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 (b)

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 37th 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-2: Ordinary Resolution

Reappointment of Mr. Ashok Kumar Goyal (DIN-06676556) 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
88	11229779	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	75	0.001

c)

Invalid votes:

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

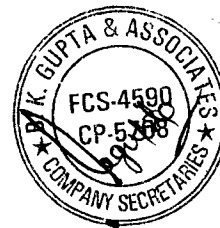
ii. Voting through Ballot/Venue E-voting

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
18	11689	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



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/Venue E-Voting

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
106	11241468	99.999

b) Voted **against** the resolution:

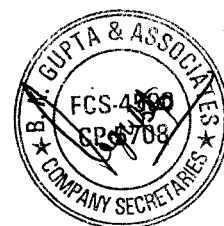
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	75	0.001

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.2

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 37th 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-3: Ordinary Resolution

Appointment of Statutory Auditors of the Company in place of retiring auditors 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
86	11229819	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	35	0.001

c) **Invalid** votes:

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

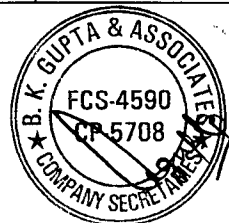
ii. Voting through Ballot/Venue E-Voting

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
18	11689	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



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
105	11241508	99.999

b) Voted against the resolution:

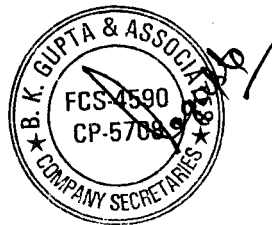
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	35	0.001

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.3

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 37th 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-4: Ordinary Resolution

Appointment of Ms. Manju Oswal ((DIN 00009449) as an Non Executive 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
88	11182850	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	100	0.001

c) **Invalid** votes:

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

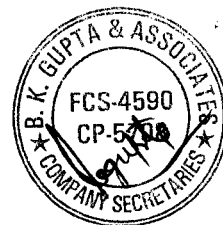
ii. Voting through Ballot/Venue E-Voting

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
18	11689	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



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/Venue E-voting**

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
106	11194539	99.999

b) Voted **against** the resolution:

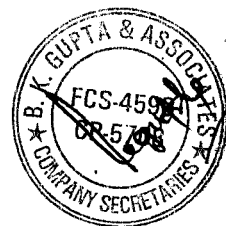
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.001

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 37th 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-5: Ordinary Resolution

Ratify the Remuneration of the Cost Auditors of the Company for the Financial Year 2016-17.

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
87	11229624	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	230	0.009

c) Invalid votes:

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

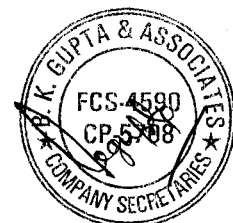
ii. Voting through Ballot/ Venue E-Voting

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
18	11689	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



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/Venue E-Voting**

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
105	11241313	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	230	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.5

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 37th 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 .



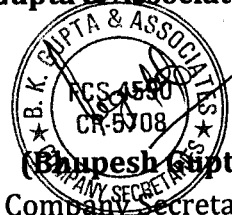
7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 37th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

Place: Ludhiana

Dated: 09.09.2017

**Yours faithfully,
For B.K. Gupta & Associates**



(Bhupesh Gupta)
Company Secretary

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 **2.00 P.M.** on **9 September, 2017**

Gurmit Singh
(Gurmit Singh)
193, I-Block, BRS Nagar
Ludhiana

Atul Verma
(Atul Verma)
#B-1-253, Guru Nanak Pura,
Civil Lines, Ludhiana. - 141001