





Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-161-2601 048
E: secretarial.lud@vardhman.com

Ref. VTXL:SCY:SEP:2017-2018

Dated: 22.09.2017

<p>✓ 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.</p> <p>Scrip Code: 502986</p>	<p>The National Stock Exchange of India Ltd, “Exchange Plaza”, Bandra-Kurla Complex, Bandra (East), MUMBAI.</p> <p>Scrip Code: VTL</p>
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**SUB: PROCEEDINGS OF 44TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION
30(6) OF SEBI (LODR) REGULATIONS, 2015**

Pursuant to Regulation 30(6) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Summary of proceedings of 44th Annual General Meeting of the Company held on 22nd September, 2017 at 09.00 a.m. at Registered Office, Chandigarh Road, Ludhiana- 141010.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN TEXTILES LIMITED


(SANJAY GUPTA)
Company Secretary

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PAN NO.: AABCM4692E CIN: L17111PB1973PLC003345

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SUMMARY OF PROCEEDINGS OF 44TH ANNUAL GENERAL MEETING OF VARDHMAN TEXTILES LIMITED

1. Date, time and Venue of the Meeting:

The 44th Annual General Meeting of Vardhman Textiles Limited was held on 22nd September, 2017 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, Mr. Sanjay Gupta, then started with the formal proceedings of the meeting. He informed the shareholders that remote e-voting facility being provided by the Company through CDSL commenced at 09:00 a.m. on 19th September, 2017 and ended at 05:00 p.m. on 21st September, 2017.
- 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 Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of Directors and Auditors thereon.
- ii. Declaration of Dividend @ Rs. 15 per share.
- iii. Re-appointment of Mr. D.L. Sharma (holding DIN: 00727581) as a Director liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.
- iv. Appointment of M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company for the financial year 2017-18 and to fix their remuneration.



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Special Business:

- v. Ratification of Method of Valuation of Options granted under Vardhman Textiles Limited Employee Stock Option Plan 2016 under SEBI (Share Based Employee Benefits) Regulations, 2014.
 - vi. Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2018.
- The Company Secretary informed the members that M/s B.K. Gupta & Associates, 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.
- The results on all the resolutions set out in the Notice calling the Annual General Meeting shall be disseminated shortly.



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