



Vardhman

VARDHMAN HOLDINGS LIMITED

Delivering Excellence. Since 1965.

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
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F: +91-0161-2601048
E: secretarial.lud@vardhman.com

Ref. VHL: SCY:SEPT:2017-2018

Dated: 23.09.2017

LISTING DEPARTMENT,
The National Stock Exchange of India Ltd.
"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: cmlist@nse.co.in
Scrip Code: VHL

✓ LISTING DEPARTMENT,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001
Fax No.: 022-22722037,
Email Id: corp.compliance@bseindia.com
Scrip Code: 500439

Dear Sir/Madam,

Sub: SCRUTINIZER REPORT: - 53rd Annual General Meeting of the Company.

Dear Sir/Madam,

In respect of the 53rd Annual General Meeting of the Company held on 22nd September, 2017 at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed herewith Report of Scrutinizer dated 23rd September, 2017 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly note that the meeting commenced at 04:00 p.m. and concluded at 05:00 p.m.

You are requested to take the same on record

Thanking you,
Yours faithfully,

FOR VARDHMAN HOLDINGS LIMITED


(Amrender Kumar Yadav)
Company Secretary



YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AABCV8088P CIN: L17111PB1962PLC002463
WWW.VARDHMAN.COM

HARSH GOYAL & ASSOCIATES
C O M P A N Y S E C R E T A R I E S

4TH FLOOR, NOBLE ENCLAVE, BHAI WALA CHOWK, FEROZEPUR ROAD, LUDHIANA.
PHONES : (O) 0161-2772872, (M) : 98140-09461, FAX : 0161-5018501.

23rd September, 2017

The Chairman,
53rd Annual General Meeting of
Vardhman Holdings Limited
CIN: L17111PB1962PLC002463
Regd. Off: Chandigarh Road,
Ludhiana, Punjab 141010.

Subject: Consolidated Scrutinizer's report for voting at the Annual General meeting (AGM) held on 22nd September 2017:

The Board of Directors of the Company at its meeting held on 16th May, 2017 had appointed me as Scrutinizer for remote e-voting and also voting at AGM by Ballot Papers.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided remote e-voting and ballot papers at AGM to its members in respect of business to be transacted at AGM.

The Company had appointed Central Depository Services Limited (CDSL) as the service provider, for the facility of electronic voting to the shareholders of the Company. The remote e-voting results were unblocked by me on 23rd September, 2017 after conclusion of AGM in the presence of two witnesses.

Cut-off date:	15 th September, 2017
Remote e-voting commencement date:	19 th September, 2017 at 09.00 am
Remote e-voting end date:	21 st September, 2017 at 05.00 pm

The Company has delivered copy of AGM Notice with Annual Report through email to members whose E-mail ids were registered. Annual report along with AGM Notice was sent to other members by Registered post.

The Company has published a notice in this regard in Business Standard (newspaper in English) and Desh Sewak (newspaper in Punjabi) on 31.08.2017.

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The facility of voting through ballot paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence. After conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.

The results of the remote e-voting together with ballot papers are as under:

Ordinary Business- Ordinary Resolution Item No. 1

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

No. of Members who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	61684	67	2394210	2455894	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

Ordinary Business- Ordinary Resolution Item No. 2

Declaration of final dividend on Equity Shares.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	61684	67	2394210	2455894	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

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Ordinary Business- Ordinary Resolution Item No. 3

Re-appointment of Mrs. Shakun Oswal as Director.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
61	2313615	72.49

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	55	2251931	2252167	97.34
Dissent	1	61448	0	0	61448	2.66
Invalid	0	0	0	0	0	0
Total	6	61684	55	2251931	2313615	100

Ordinary Business- Ordinary Resolution Item No. 4

Ratification of appointment of M/s. R. Dewan & Co., Chartered Accountants, as Statutory Auditors.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	61684	67	2394210	2455894	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

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Special Business- Special Resolution Item No. 5

Appointment of Mr. Shri Paul Oswal, as Managing Director.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
61	2313615	72.49

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	55	2251931	2252167	97.34
Dissent	1	61448	0	0	61448	2.66
Invalid	0	0	0	0	0	0
Total	6	61684	55	2251931	2313615	100

Special Business- Special Resolution Item No. 6

Re-appointment of Mr. Sat Pal Kanwar, as Independent Director.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	67	2394210	2394446	97.49
Dissent	1	61448	0	0	61448	2.51
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

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Special Business- Special Resolution Item No. 7

Re-appointment of Mr. Jagdish Rai Singal, as Independent Director.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	67	2394210	2394446	97.49
Dissent	1	61448	0	0	61448	2.51
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

Special Business- Special Resolution Item No. 8

Re-appointment of Mrs. Apinder Sodhi, as Independent Director.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	67	2394210	2394446	97.49
Dissent	1	61448	0	0	61448	2.51
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

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Special Business- Special Resolution Item No. 9

Re-appointment of Mr. Om Parkash Sharma, as Independent Director.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	67	2394210	2394446	97.49
Dissent	1	61448	0	0	61448	2.51
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

Special Business- Ordinary Resolution Item No. 10

Appointment of Mr. Rajeev Kumar Mittal, as Independent Director.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	67	2394210	2394446	97.49
Dissent	1	61448	0	0	61448	2.51
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

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Special Business- Ordinary Resolution Item No. 11

Appointment of Mr. Vikas Kumar, as Director.

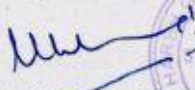
No. of Member who cast their vote	No. of shares voted	% of Total share capital
73	2455894	76.95

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	5	236	67	2394210	2394446	97.49
Dissent	1	61448	0	0	61448	2.51
Invalid	0	0	0	0	0	0
Total	6	61684	67	2394210	2455894	100

All the above 11 resolutions have been passed by the members with requisite majority.

I, hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and ballot papers by the shareholders of the company. I shall be arranging to hand over these records to you or such other person authorized by you.

For Harsh Goyal and Associates
Company Secretaries


(Harsh Kumar Goyal)

Prop.
FCS 3314
CP No.2802

