



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

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Ref. VTXL:SCY:SEP:2018-2019

Dated: 28.09.2018

<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: 45TH ANNUAL GENERAL MEETING – SCRUTINIZER REPORT

In respect of the 45th Annual General Meeting of the Company held on 27th September, 2018 at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed herewith Report of Scrutinizer dated 28th September, 2018 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 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


(SANJAY GUPTA)
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AABCM4692E CIN: L17111PB1973PLC003345
WWW.VARDHMAN.COM



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

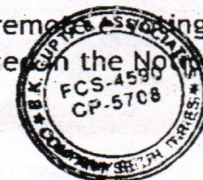
To,

The Chairman
Vardhman Textiles Limited

45th Annual General Meeting of the Equity Shareholders of Vardhman Textiles Limited held on Thursday, the 27th day of September, 2018 at 11:00 a.m. at the Registered Office of the Company situated at Chandigarh Road, Ludhiana.

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 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 45th Annual General Meeting of the Equity Shareholders of the Company held on 27.09.2018 at 11:00 a.m. at the Registered Office of the Company situated 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 **04.09.2018** and a Vernacular Newspaper "**DeshSewak**" on **04.09.2018**.
3. The remote e-voting period commenced on **24th September, 2018** at **09:00 a.m.** and ended on **26th September, 2018** 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 45th 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 Financial Statements for the financial year ended 31st March, 2018

i. Voting through Electronic Means

a) Voted in favour of the resolution:

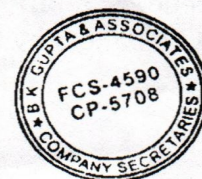
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
135	1,44,45,968	99.99%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	65	0.01%

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
111	35,74,1918	100

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
246	5,01,87,886	99.99%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	65	0.01%



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 45th 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

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
137	1,44,86,342	99.99%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	65	0.01%

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
111	3,57,41,918	100

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:

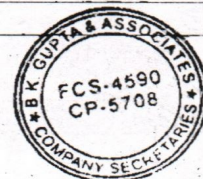
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
248	5,02,28,260	99.99%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	65	0.01%

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 45th 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

Re-appointment of Mr. Sachit Jain as a Director liable to retire 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
130	1,42,54,531	98.40%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
9	2,31,876	1.60%

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
102	3,48,99,878	99.99%



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	25	0.01%

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
232	4,91,54,409	99.49%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
10	2,31,901	0.51%

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 45th 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

Appointment of Dr. Parampal Singh as a Independent Director

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
135	1,43,55,557	99.81%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	27,898	0.19%

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
110	3,57,28,118	100

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
245	5,00,83,675	99.94%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	27,898	0.06%

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 45th 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: Special Resolution

Re-appointment of Mr. Davendra Bhushan Jain as an Independent Director.

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
134	1,43,55,546	99.81%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	27,909	0.18%

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
110	3,57,28,118	100

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
244	5,00,83,664	99.81%

b) Voted against the resolution:

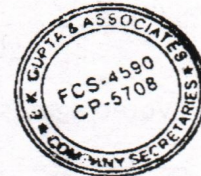
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	27,909	0.18%

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 Special Resolution mentioned in the Notice of 45th 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.



F. Resolution-6: Ordinary Resolution

Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2019.

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
137	1,44,86,348	99.99%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	65	0.01%

c) Invalid votes:

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

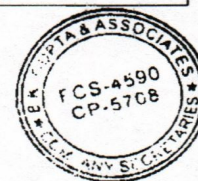
ii. Voting through Ballot

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
111	35741918	100

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
248	5,02,28,266	99.99%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	65	0.01%

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 Ordinary Resolution mentioned in the Notice of 45th 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.



H. Resolution-8: Special Resolution

Continuation of Directorship of Dr. Subash Khanchand Bijlani as a Non- Executive Director.

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
128	1,41,09,579	98.14%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
8	2,66,865	1.86%

c) Invalid votes:

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

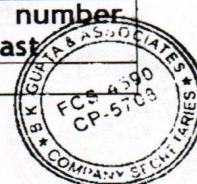
ii. Voting through Ballot

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
111	3,57,41,918	100

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

v. Consolidated E-Voting And Ballot

g) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
239	4,98,51,497	99.47%

h) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
8	2,66,865	0.53%

i) Invalid votes:

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

RESULT FOR RESOLUTION NO.8

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 45th AGM were more than the three fourth 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 Resolution.



I. Resolution-9: Special Resolution

Continuation of Directorship of Mr. Prafull Anubhai as a Non- Executive Director.

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
108	1,29,01,978	89.74%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
30	14,74,477	10.26%

c) Invalid votes:

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

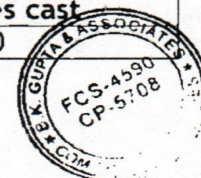
ii. Voting through Ballot

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
111	3,57,41,918	100

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

j) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
219	4,86,43,896	97.06%

k) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
30	14,74,477	2.94%

l) Invalid votes:

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

RESULT FOR RESOLUTION NO.9

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 45th AGM were more than the three fourth 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.



J. Resolution-10: Special Resolution

Continuation of Directorship of Mr. Ashok Kumar Kundra as a Non- Executive Director.

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
132	1,41,60,001	98.50%

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
5	2,16,454	1.50%

c) Invalid votes:

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

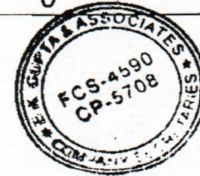
ii. Voting through Ballot

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
111	3,57,41,918	100

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

vii. Consolidated E-Voting And Ballot

m) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
243	4,99,01,919	99.56%

n) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
5	2,16,454	0.44%

o) Invalid votes:

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

RESULT FOR RESOLUTION NO.10

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 45th AGM were more than the three fourth 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.



7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 45th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

Place: Ludhiana

Dated: 28.09.2018

Yours faithfully,
For B.K. Gupta & Associates



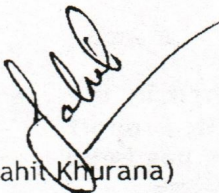
(Bhupendra Singh)

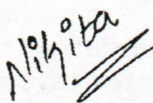
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C.P. NO: 5708

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 12:30 a.m. on 27th September, 2018.


(Sahit Khurana)


(Nikita Tayal)