



Form No. MGT-13

REPORT OF SCRUTINIZER

(Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2) of the Companies
(Management and Administration) Rules, 2014

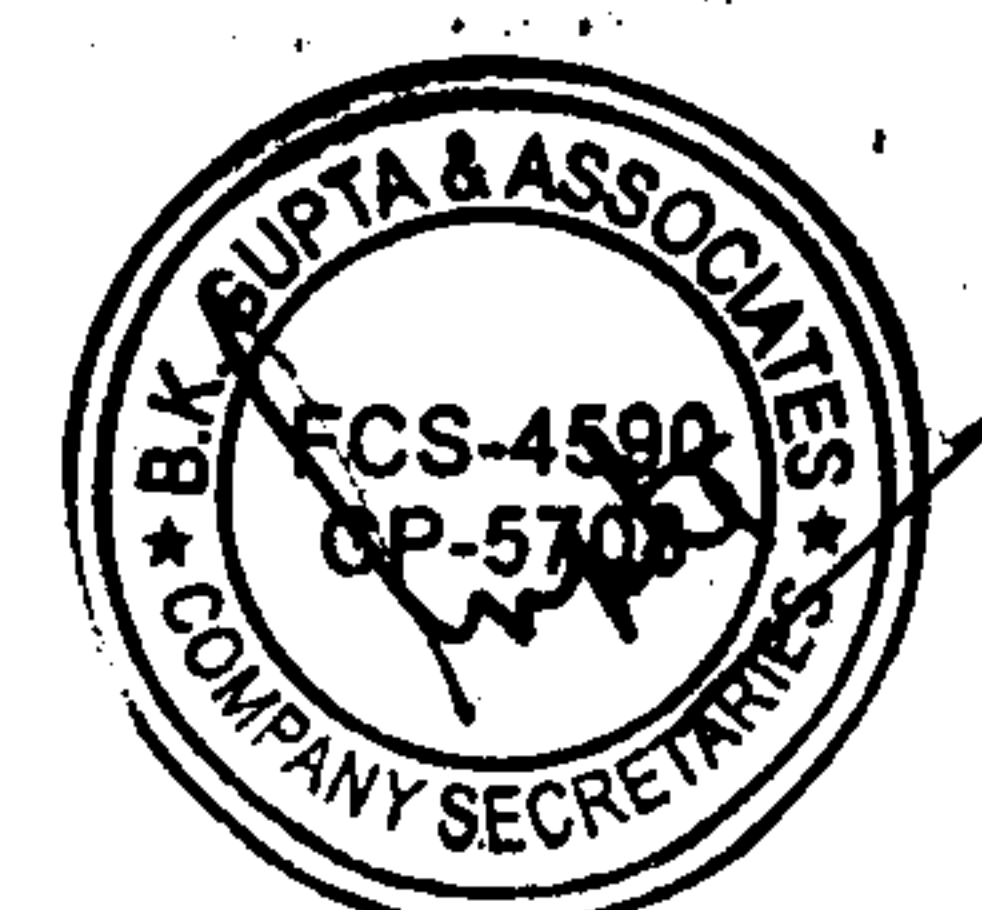
To,
The Chairman,

41st (Forty First) Annual General Meeting (41st AGM) of the Equity Shareholders of Vardhman Textiles Limited held on 24th September, 2014 at 11.30 A.M. at Registered Office of the Company at Chandigarh Road, Ludhiana.

Dear Sir,

I, Bhupesh Gupta, Partner B K Gupta & Associates, Practicing Company Secretaries at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, appointed as Scrutinizer by the Board of Directors of the Company for the purpose of poll taken on the below mentioned resolutions, at the 41st Annual General Meeting of Equity Shareholders of Vardhman Textiles Limited held on 24th September, 2014 at 11.30 a.m. at Registered Office of the Company at Chandigarh Road, Ludhiana, hereby submit my report as under:

1. After declaration of the poll by the Chairman, ballot boxes kept for polling were marked by identification mark placed on them.
2. The ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations/ proxies lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as on poll. As per information given by the Company the names of the shareholders who had voted on e-voting through CDSL facility had been blocked and ballot papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on e-voting.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under :

a) Resolution 1 : Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2014.

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

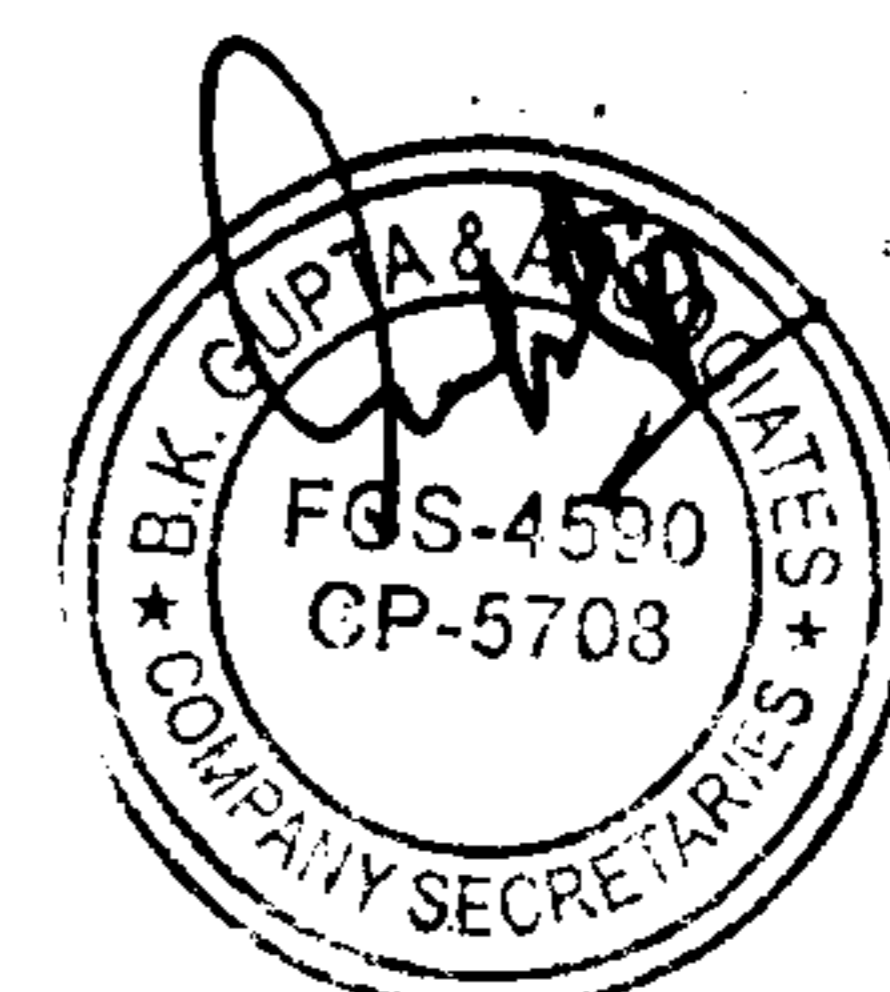
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

a) Resolution 2 : Ordinary Resolution

Declaration of Dividend on equity shares.

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%



(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

c) Resolution 3 : Ordinary Resolution

Appointment of Director in Place of Mr. Sachit Jain, Who retires by rotation and being eligible, seeks re-appointment

(i) Voted **in favour** of the Resolution:

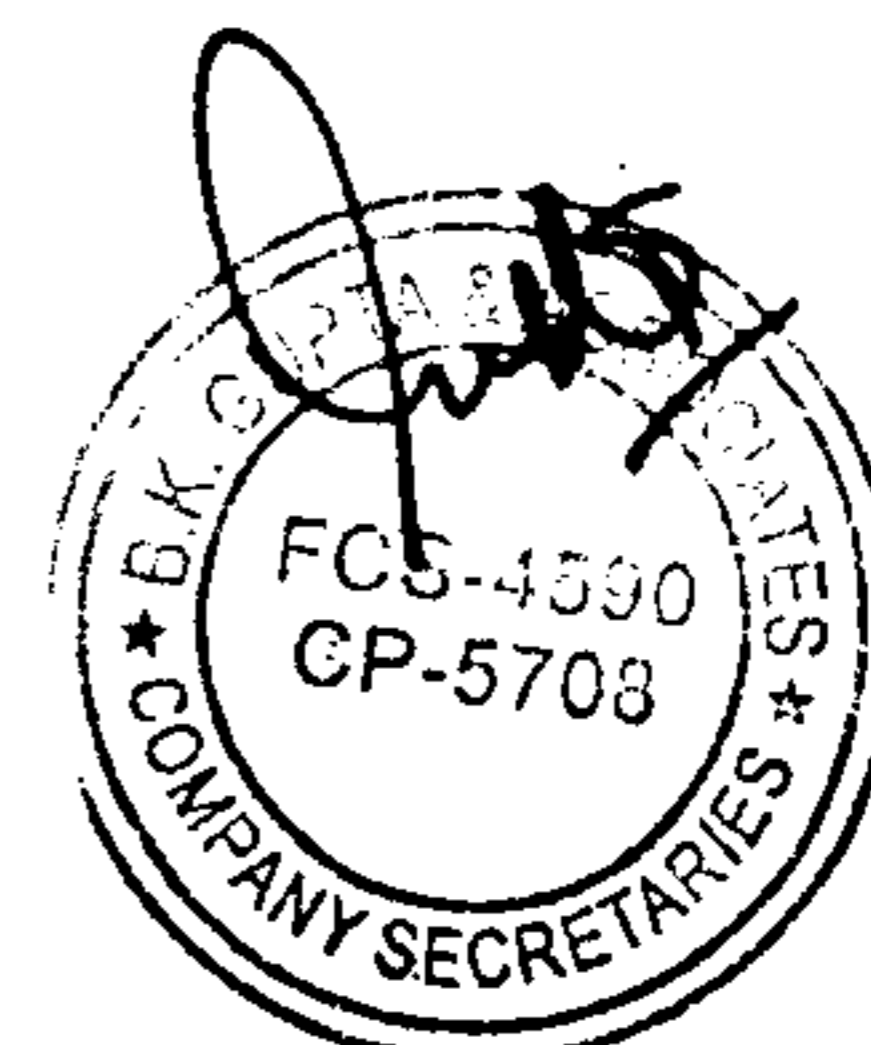
Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458



d) Resolution 4 : Ordinary Resolution

Re-appointment of M/s S.C. Vasudeva & Co., Chartered Accountants as Statutory Auditors of the Company.

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

e) Resolution 5 : Ordinary Resolution

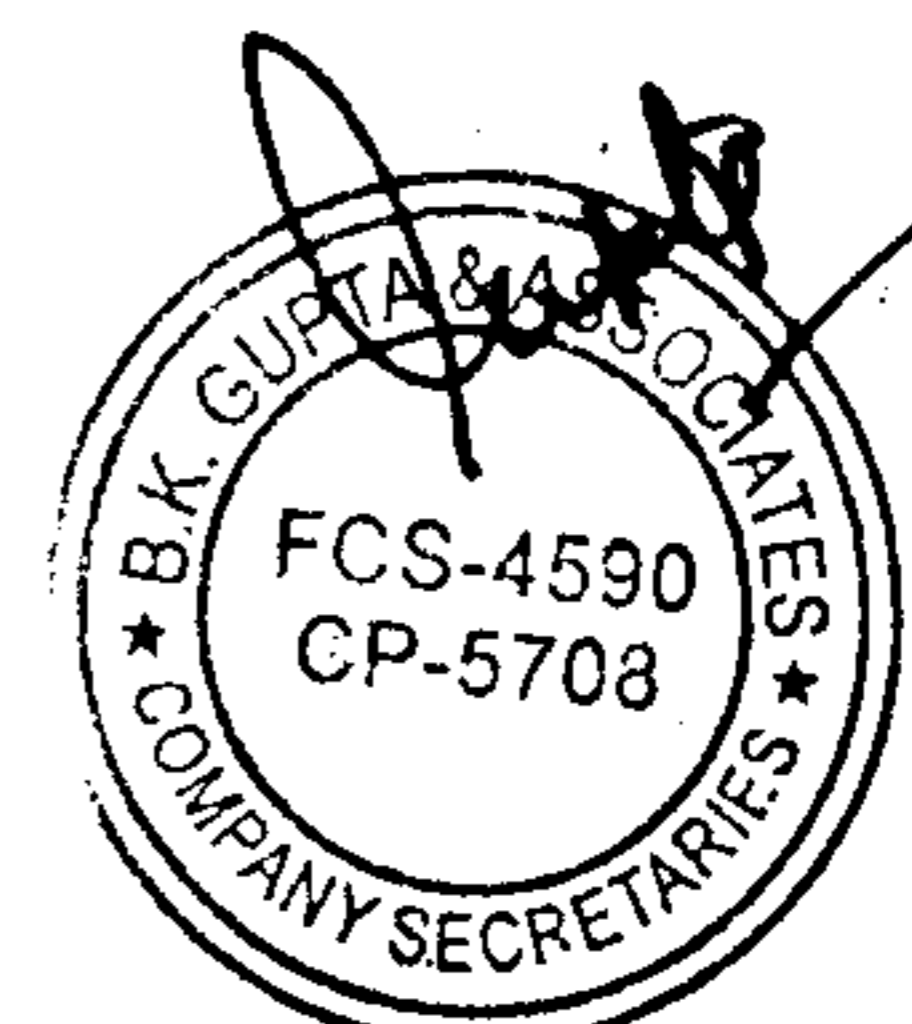
Appointment of Mr. Prafull Anubhai as an Independent Director upto Conclusion of 46th Annual General Meeting

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

f) Resolution 6 : Ordinary Resolution

Appointment of Mr. Arun Kumar Purwar as an Independent Director upto Conclusion of 46th Annual General Meeting.

(i) **Voted in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,90,89,966	99.59%

(ii) **Voted against** the Resolution:

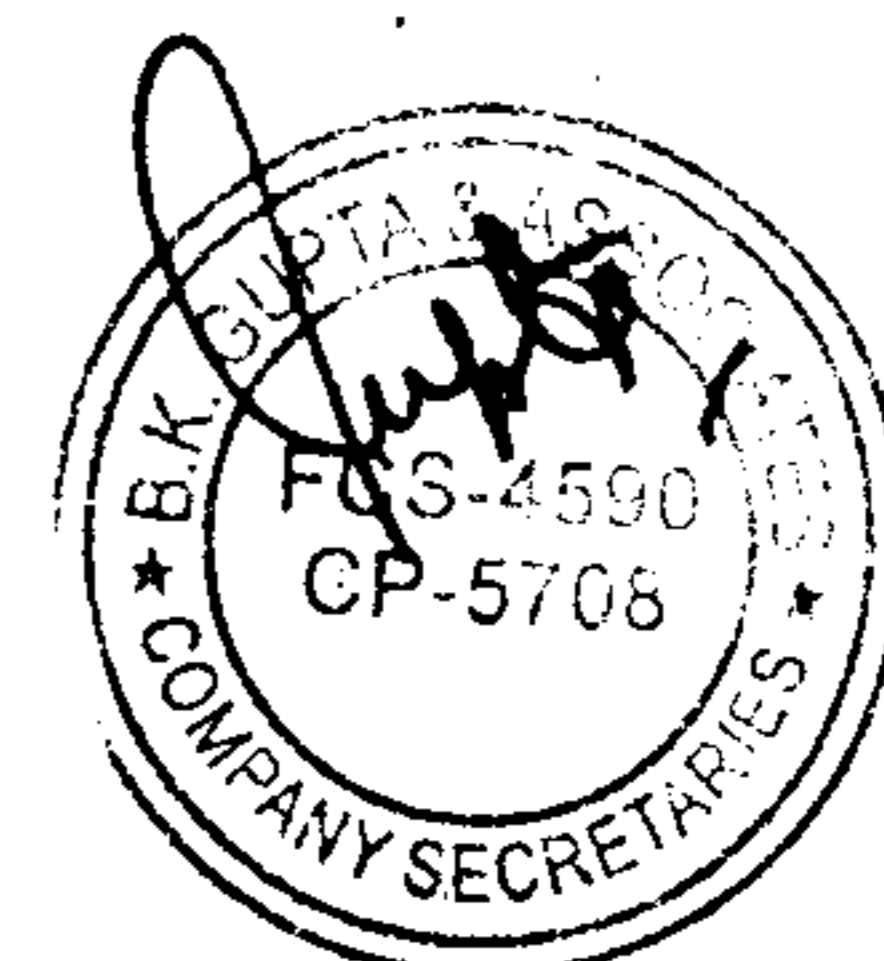
Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
5	77,813	0.41%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

g) Resolution 7 : Ordinary Resolution

Appointment of Dr. Subash Khanchand Bijlani as an Independent Director upto Conclusion of 46th Annual General Meeting.



(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
79	1,90,72,485	99.50%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
8	95,294	0.50%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

h) Resolution 8 : Ordinary Resolution

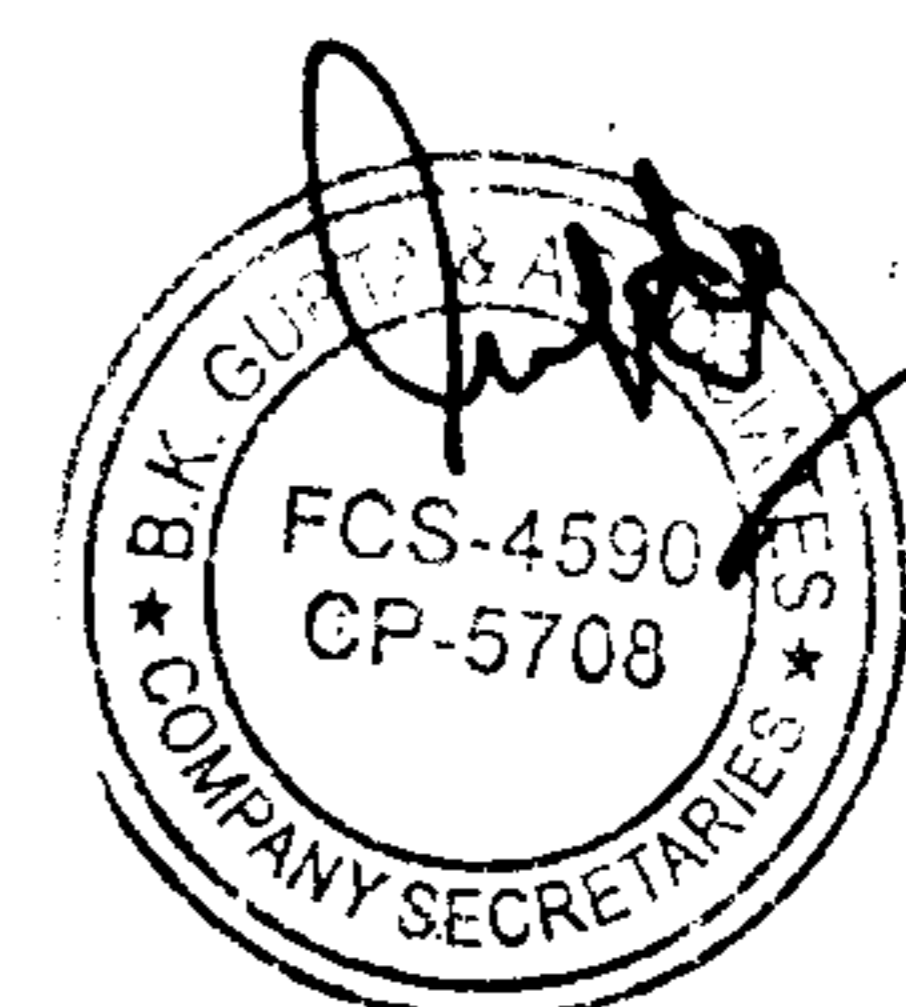
Appointment of Mr. Ashok Kumar Kundra as an Independent Director upto Conclusion of 46th Annual General Meeting.

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

i) Resolution 9 : Ordinary Resolution

Appointment of Mr. Shravan Talwar as an Independent Director upto Conclusion of 44th Annual General Meeting.

(i) **Voted in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
79	1,90,72,485	99.50%

(ii) **Voted against** the Resolution:

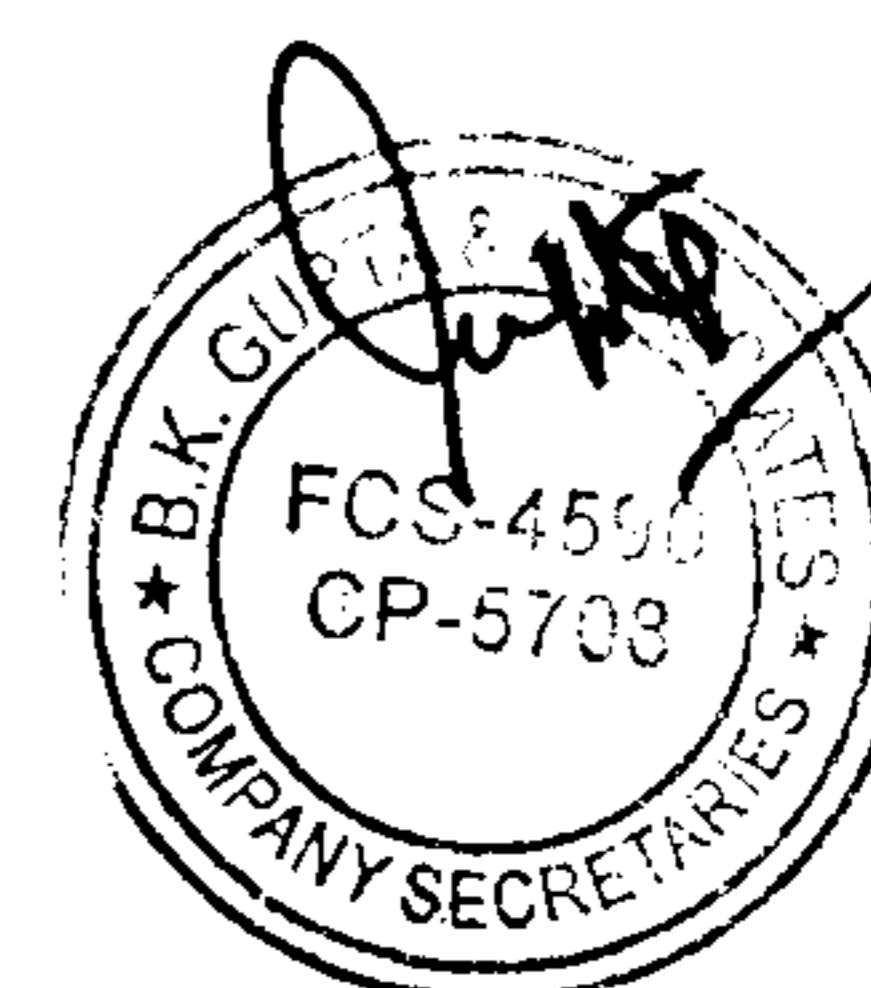
Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
8	95,294	0.50%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

j) Resolution 10 : Ordinary Resolution

Appointment of Mr. Devandra Bhushan Jain as an Independent Director upto Conclusion of 44th Annual General Meeting.



(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

k) Resolution 11 : Special Resolution

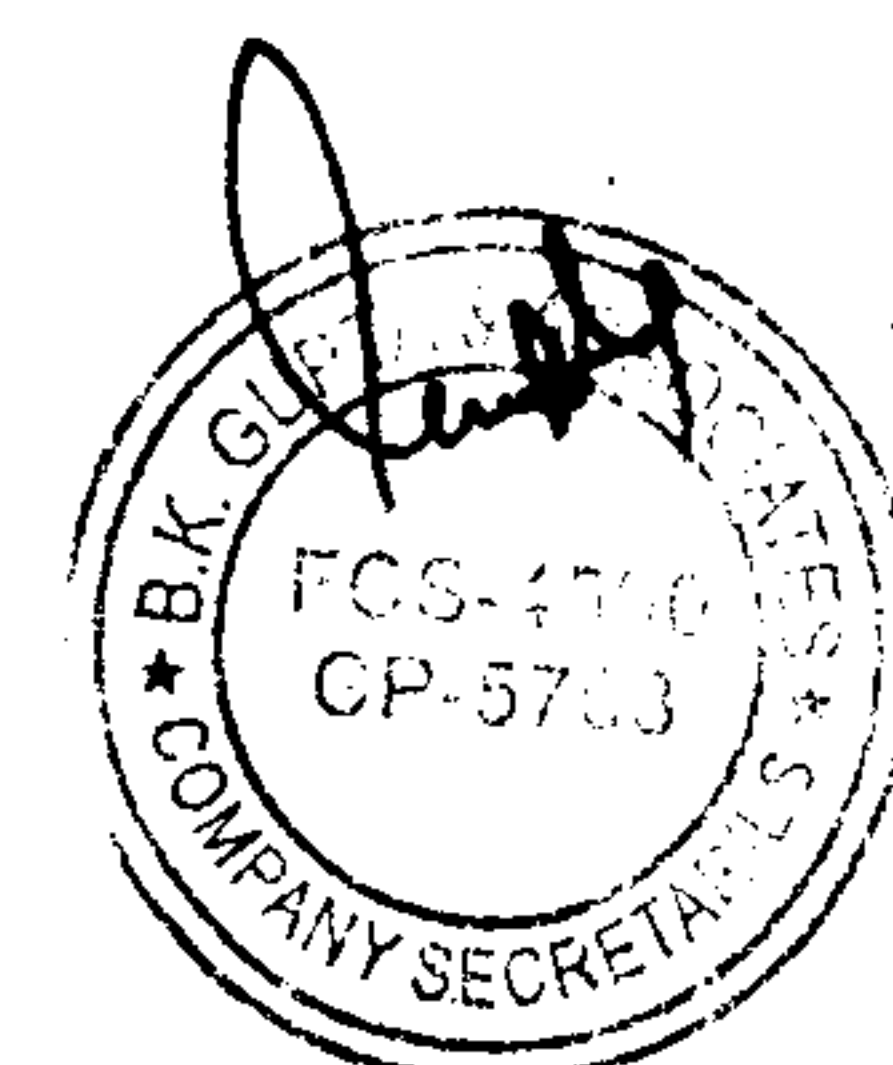
To adopt new set of Articles of Association of the Company.

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

I) Resolution 12 : Special Resolution

Re-appointment of Mr. S.P. Oswal as Chairman and Managing Director of the Company.

(i) **Voted in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
85	1,91,39,326	100%

(ii) **Voted against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

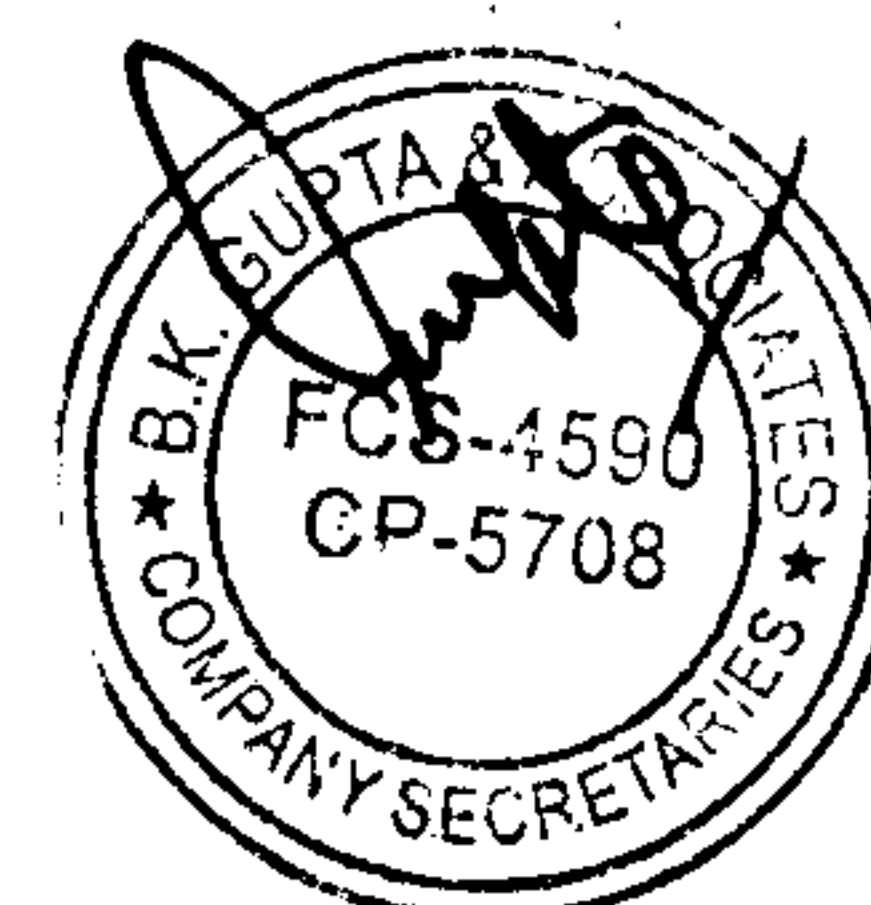
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

m) Resolution 13 : Ordinary Resolution

To appoint Mr. Sachit Jain as Joint Managing Director of the Company.

(i) **Voted in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
85	1,91,39,326	100%



(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

n) Resolution 14 : Ordinary Resolution

To appoint Mr. Neeraj Jain as Joint Managing Director of the Company.

(i) Voted **in favour** of the Resolution:

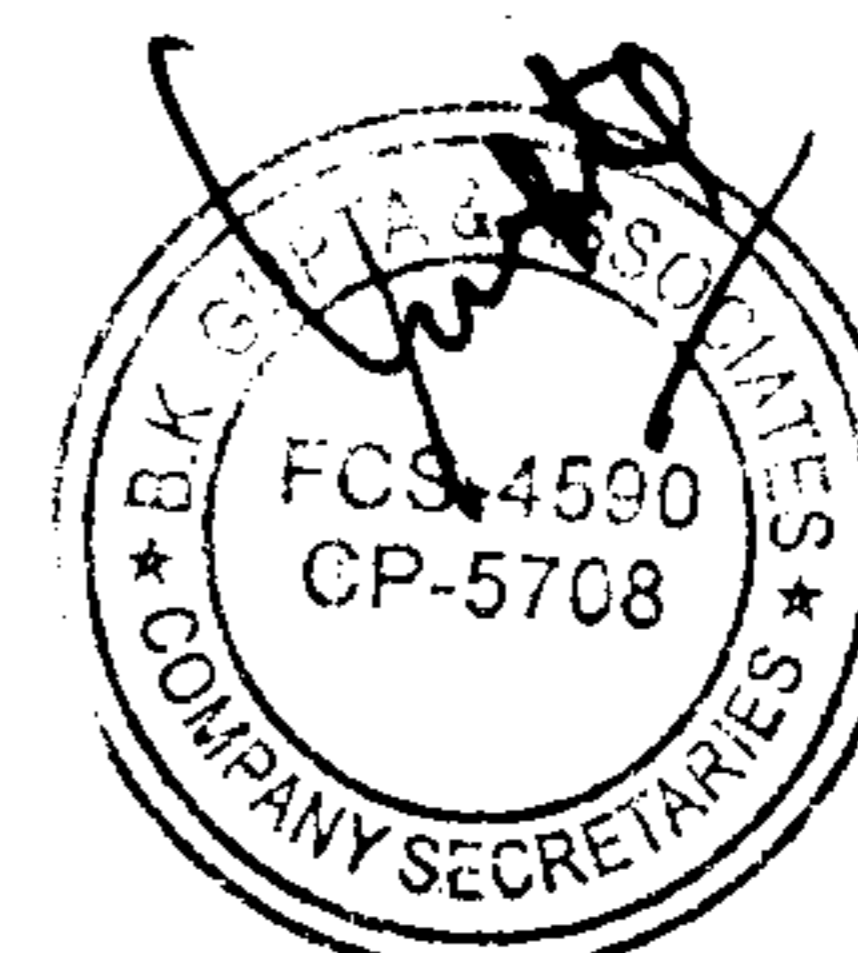
Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
86	1,91,60,939	99.96%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	6,840	0.04%

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458



o) Resolution 15: Special Resolution

To enter into Related Party Transactions.

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
63	20,88,150	95.94%

(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
7	88,454	4.06%

(iii) **Invalid** Votes:

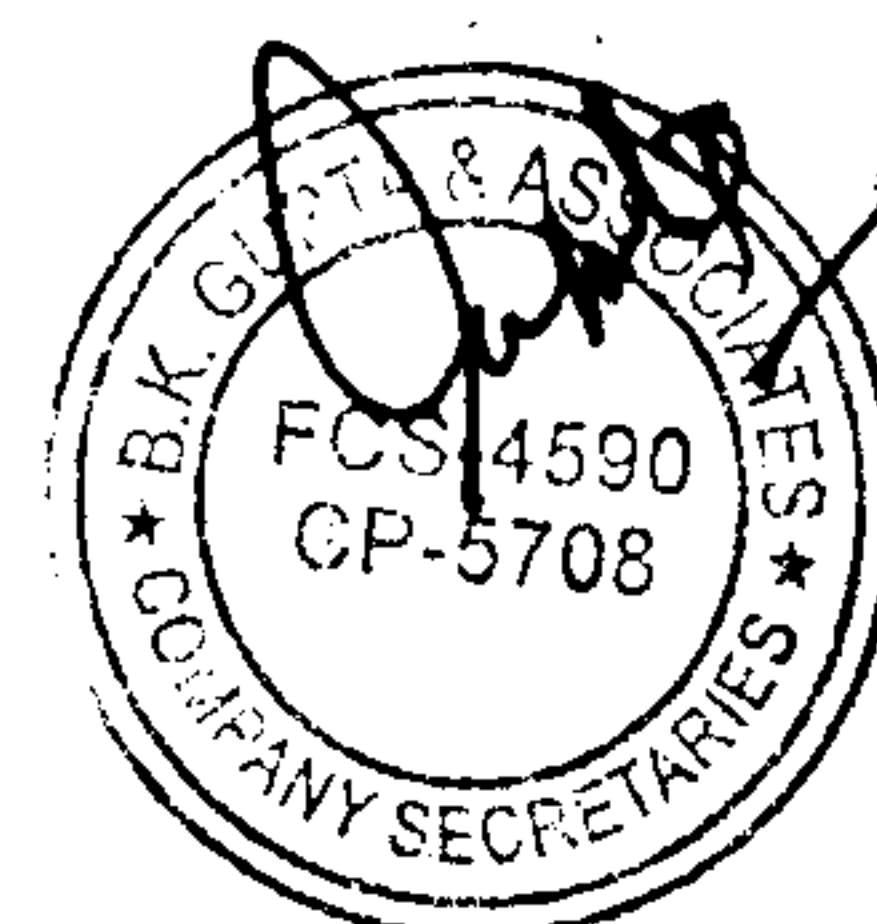
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
0	0

p) Resolution 16: Special Resolution

To increase the sitting fees being paid to Independent Directors of the Company and Nominee Director.

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
87	1,91,67,779	100%



(ii) Voted **against** the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
3	458

5. The poll papers and all other relevant records were sealed and handed over to the company secretary for safe keeping.

Thanking you,

Yours Faithfully,
For B.K.Gupta & Associates
Company Secretaries

Place::Ludhiana

Date: 24/09/2014



(Bhupesh Gupta)
Partner
FCS 4590, CP No. 5708
Scrutinizer