



**REPORT OF SCRUTINIZER**

(Pursuant to Section 108 of the Companies Act, 2013 and Rules 20(xi) of the Companies (Management and Administration) Rules, 2014

To,  
The Chairman,  
41<sup>st</sup> (Forty First) Annual General Meeting of the Equity Shareholders of Vardhman Textiles Limited to be held on 24<sup>th</sup> September, 2014 at 11.30 A.M. at Registered Office of the Company at Chandigarh Road, Ludhiana.

Dear Sir,

I, Bhupesh Gupta, Practicing Company Secretary at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozpur Road, Ludhiana, appointed as Scrutinizer by the Board of Directors of Vardhman Textiles Limited ("the Company") for the purpose of scrutinizing e- voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 41<sup>st</sup> Annual General Meeting of Equity Shareholders of the Company to be held on 24<sup>th</sup> September, 2014 at 11.30 a.m. at Registered Office of the Company at Chandigarh Road, Ludhiana, submit our report as under:

1. In accordance with the Notice of 41<sup>st</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(V) of the Companies ( Management and Administration ) Rules, 2014 on September 11, 2014, the e-voting opened at 9:00 AM on September 17, 2014 and remained open up to 5:00 PM on September 19,2014
2. The Equity Shareholders holding shares as on 26<sup>th</sup> August, 2014, "the cut off date", were entitled to vote on the resolutions stated in the Notice of the 41<sup>st</sup> Annual General Meeting of the Company.
3. The votes were unblocked at 5.30 P.M. on 19<sup>th</sup> September, 2014 in the presence of Mr. Raman Chawla & Mr. Onkar Singh who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/ list of Equity Shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services Limited ([www.evotingindia.com](http://www.evotingindia.com) ) and the same are being handed over to the Chairman.



5. The Result of the e-voting 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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
108	3,09,25,041	99.9999

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
1	50	0.0001

(iii) **Invalid** Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**a) Resolution 2 : Ordinary Resolution**

Declaration of Dividend on equity shares.

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

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
111	3,46,83,041	99.9999

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
1	50	0.0001



(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
106	3,40,59,665	98.2000

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
4	6,23,416	1.8000

(iii) **Invalid Votes:**

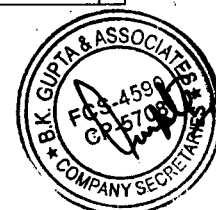
Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
116	3,09,12,707	89.1300



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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
5	37,70,384	10.8700

(iii) Invalid Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**e) Resolution 5 : Ordinary Resolution**

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

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

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
101	3,02,97,269	87.3700

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
7	43,81,062	12.6300

(iii) Invalid Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL



**f) Resolution 6 : Ordinary Resolution**

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

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

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
78	2,80,94,244	81.0100

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
31	65,85,587	18.9900

**(iii) Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**g) Resolution 7 : Ordinary Resolution**

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

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

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
77	2,80,93,840	81.0000



(ii) Voted against the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
32	65,85,991	19.0000

(iii) Invalid Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
106	3,46,65,972	99.96

(ii) Voted against the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
3	1,38,59	0.04

(iii) Invalid Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL



**i) Resolution 9 : Ordinary Resolution**

Appointment of Mr. Shравan Talwar as an Independent Director upto Conclusion of 44<sup>th</sup> Annual General Meeting.

(i) Voted in favour of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
77	2,80,93,840	81.0000

(ii) Voted against the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
32	65,85,991	19.0000

(iii) Invalid Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**j) Resolution 10 : Ordinary Resolution**

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

(i) Voted in favour of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
107	3,46,78,281	99.9956



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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
2	1,550	0.0044

(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
106	3,40,37,603	98.1300

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
5	6,45,488	1.8700

(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL





**l) 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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
93	2,93,57,524	87.0100

(ii) Voted against the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
7	43,81,062	12.9900

(iii) Invalid Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

**m) Resolution 13 : Ordinary Resolution**

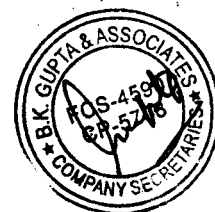
To appoint Mr. Sachit Jain as Joint Managing Director of the Company.

(i) Voted in favour of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
99	3,37,38,536	99.9999

(ii) Voted against the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
1	50	0.0001



(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
109	3,46,83,031	99.9999

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
1	50	0.0001

iii) **Invalid Votes:**

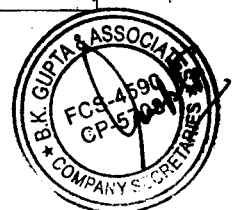
Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

o) **Resolution 15: Special Resolution**

To enter into Related Party Transactions.

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

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
27	94,68,043	81.1549



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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
28	21,98,576	18.5451

iii) **Invalid** Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

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 Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
107	3,46,78,281	99.9900

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

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
4	4,810	0.0100

iii) **Invalid** Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL



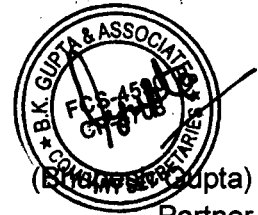
All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 41<sup>st</sup> Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

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


Place::Ludhiana

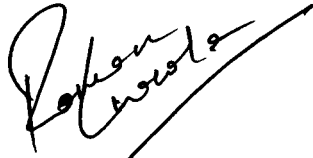
Date: 22/09/2014



(Raman Chawla)  
Partner  
FCS 4590, CP No. 5708  
Scrutinizer

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Services Limited ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5:30 PM on September 19, 2014 at the Office of the Scrutinizer.

  
(Onkar Singh)  
C-Block /H.No. 523  
Isher Nagar  
Ludhiana

  
(Raman Chawla)  
H.No.3570, Street No.12  
New Shivaji Nagar  
Ludhiana