



REPORT OF SCRUTINIZER

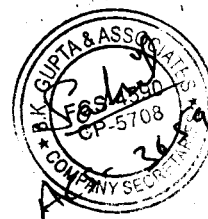
(Pursuant to Section 108 of the Companies Act, 2013 and Rules 20(xi) of the Companies (Management and Administration) Rules, 2014

To,
The Chairman,
24th (Twenty Fourth) Annual General Meeting of the Equity Shareholders of Vardhman Acrylics Limited to be held on 25th September, 2014 at 10.00 A.M. at Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana-141010.

Dear Sir,

I, Sahil, Partner B K Gupta & Associates, Practicing Company Secretary at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, appointed as Scrutinizer by the Board of Directors of Vardhman Acrylics 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 24th Annual General Meeting of Equity Shareholders of the Company to be held on 25th September, 2014 at 10.00 a.m. at Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana-141010, submit our report as under:

1. In accordance with the Notice of 24th 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 27th August, 2014, "the cut off date", were entitled to vote on the resolutions stated in the Notice of the 24th Annual General Meeting of the Company.
3. The votes were unblocked at 5.30 P.M. on 19th September, 2014 in the presence of Mr. Onkar Singh & Ms. Samridhi Seth 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) 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 |
|--|--|---------------------------------------|
| 18 | 4,42,800 | 100.00 |

(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 |
|--|---|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) Invalid Votes:

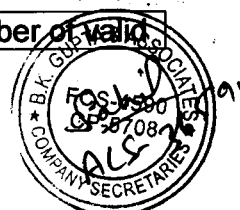
| Total Number of Members whose votes declared invalid | Total Number of Votes cast by them |
|--|------------------------------------|
| NIL | NIL |

b) Resolution 2 : Ordinary Resolution

Appointment of Director in Place of Mr. S.P.Oswal , who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the Resolution:

| Number of Members | Number of Votes | % of total number of valid |
|-------------------|-----------------|----------------------------|
| | | |



| Voting through Electronic System | cast in favour of Resolution | votes cast |
|----------------------------------|------------------------------|------------|
| 16 | 4,42,660 | 99.97 |

(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 | 140 | 0.03 |

(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**

Re-appointment of M/s S.S. Kothari Mehta & 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 |
|--|--|---------------------------------------|
| 17 | 4,42,700 | 99.98 |

(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 | 100 | 0.02 |



(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

Appointment of Mr. Munish Chandra Gupta as an Independent Director upto Conclusion of 27th Annual General Meeting

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

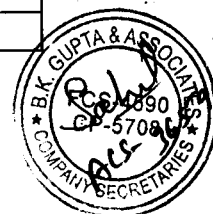
| Number of Members Voting through Electronic System | Number of Votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 17 | 4,42,700 | 99.98 |

(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 | 100 | 0.02 |

(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. Sanjit Paul Singh as an Independent Director upto Conclusion of 27th 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 |
|--|--|---------------------------------------|
| 17 | 4,42,700 | 99.98 |

(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 | 100 | 0.02 |

(iii) Invalid Votes:

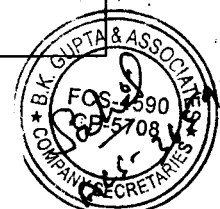
| Total Number of Members whose votes declared invalid | Total Number of Votes cast by them |
|--|------------------------------------|
| NIL | NIL |

f) Resolution 6 : Ordinary Resolution

Appointment of Mr. Surinder Kumar Bansal as an Independent Director upto Conclusion of 27th 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 |
|--|--|---------------------------------------|
| 16 | 4,42,660 | 99.97 |



(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 | 140 | 0.03 |

(i) 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 Mrs. Geeta Mathur as an Independent Director upto Conclusion of 27th Annual General Meeting.

(i) Voted in favour of the Resolution:

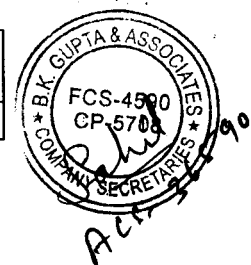
| Number of Members Voting through Electronic System | Number of Votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 17 | 4,42,700 | 99.98 |

(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 | 100 | 0.02 |

(iii) Invalid Votes:

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



h) Resolution 8 : Special Resolution

Adoption of new 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 |
|--|--|---------------------------------------|
| 18 | 4,42,800 | 100.00 |

(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 |
|--|---|---------------------------------------|
| 0 | 0 | 0.00 |

(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

Amendment of the term and condition relating to remuneration of Managing 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 |
|--|--|---------------------------------------|
| 16 | 4,42,660 | 99.97 |



(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 | 140 | 0.03 |

(iii) Invalid Votes:

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

j) Resolution 10 : Special Resolution

Entering into Related Party Transactions

(i) Voted in favour of the Resolution:

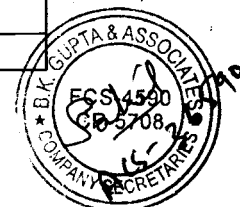
| Number of Members Voting through Electronic System | Number of Votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 17 | 4,42,700 | 99.98 |

(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 | 100 | 0.02 |

(iii) Invalid Votes:

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



6. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 24th 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

(Sant)

Partner

ACS 36590

Scrutinizer

We the undersigned witnesseth that the votes were unblocked from the e-voting website of CDSL (www.evotingindia.com) in our presence at 5:30 PM on September 19, 2014 at the Office of the Scrutinizer.

Samridhi Seth

(Samridhi Seth)
4673, Durga Puri
Haibowal Kalan
Ludhiana

A handwritten signature in black ink, appearing to be "Onkar Singh".

(Onkar Singh)
C-Block, House No. 523
Isher Nagar
Ludhiana