

Details of Voting Results

Date of AGM	22 nd September, 2017
Total number of shareholders on record date (Book closure date – 11.09.2017 to 22.09.2017)	23,335
No. of Shareholders present in the meeting either in person or through proxy:	
a) Promoter and Promoter group:	17
b) Public:	29
No. of Shareholders attended the meeting through video conferencing:	
a) Promoter and Promoter group:	NIL
b) Public:	NIL
Mode of Voting	E-voting and Poll

AGENDA WISE DISCLOSURE:

The Agenda wise disclosure of the voting results of the businesses transacted at the 44th Annual General Meeting of the members of the Company held on Friday, 22nd September, 2017 is enclosed.

Further, a copy of result declared for the 44th Annual General Meeting along with Scrutinizer's Report is also being placed on the website of the Company at www.vardhman.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.



Item No. 1

Adoption of Financial Statements for the financial year ended 31st March, 2017.

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes-In favor	No. of votes-against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,57,54,821	--	--	--	--	--	--
	Poll		3,57,54,821	100.00	3,57,54,821	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,57,54,821	3,57,54,821	100.00	3,57,54,821	--	100.00
Public-Institutions	E-Voting	1,37,28,758	1,23,50,822	89.96	1,23,50,822	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,37,28,758	1,23,50,822	89.96	1,23,50,822	--	100.00
Public-Non Institutions	E-Voting	79,07,431	44,649	0.56	44,649	--	100.00	--
	Poll		9,34,906	11.82	9,34,906	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		79,07,431	9,79,555	12.39	9,79,555	--	100.00
Total		5,73,91,010	4,90,85,198	85.53	4,90,85,198	--	100.00	--



Item No. 2

Declaration of Dividend on Equity Shares.

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,57,54,821	--	--	--	---	--	--
	Poll		3,57,54,821	100.00	3,57,54,821	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,57,54,821	3,57,54,821	100.00	3,57,54,821	--	100.00
Public-Institutions	E-Voting	1,37,28,758	1,23,62,541	90.05	1,23,62,541	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,37,28,758	1,23,62,541	90.05	1,23,62,541	--	100.00
Public-Non Institutions	E-Voting	79,07,431	44,649	0.56	44,649	--	100.00	--
	Poll		9,34,906	11.82	9,34,906	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		79,07,431	9,79,555	12.39	9,79,555	--	100.00
Total		5,73,91,010	4,90,96,917	85.55	4,90,96,917	--	100.00	--



Item No. 3

Re-appointment of Mr. D.L. Sharma as a Director liable to retire by rotation.

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,57,54,821	--	--	--	--	--	--
	Poll		3,57,54,821	100.00	3,57,54,821	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,57,54,821	3,57,54,821	100.00	3,57,54,821	--	100.00
Public-Institutions	E-Voting	1,37,28,758	1,23,62,541	90.05	1,21,28,786	2,33,755	98.11	1.89
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,37,28,758	1,23,62,541	90.05	1,21,28,786	2,33,755	98.11
Public-Non Institutions	E-Voting	79,07,431	44,649	0.56	44,649	--	100.00	--
	Poll		9,31,904	11.79	9,31,904	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		79,07,431	9,76,553	12.35	9,76,553	--	100.00
Total		5,73,91,010	4,90,93,915	85.54	4,88,60,160	2,33,755	99.52	0.48



Item No. 4

Appointment of Statutory Auditors.

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-In favor (4)	No. of votes-against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,57,54,821	--	--	--	--	--	--
	Poll		3,57,54,821	100.00	3,57,54,821	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,57,54,821	3,57,54,821	100.00	3,57,54,821	--	100.00
Public-Institutions	E-Voting	1,37,28,758	1,23,62,541	90.05	1,23,44,394	18,147	99.85	0.15
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,37,28,758	1,23,62,541	90.05	1,23,44,394	18,147	99.85
Public-Non Institutions	E-Voting	79,07,431	44,649	0.56	44,649	--	100.00	0.56
	Poll		9,34,906	11.82	9,34,906	--	100.00	11.82
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		79,07,431	9,79,555	12.39	9,79,555	--	100.00
Total		5,73,91,010	4,90,96,917	85.55	4,90,78,770	18,147	99.96	0.04



Item No. 5

Ratification of method of valuation of Options granted under Vardhman Textiles Limited Employee Stock Option Plan 2016 under SEBI (Share Based Employee Benefits) Regulations, 2014.

Resolution Required: (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes-In favor	No. of votes-against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,57,54,821	--	--	--	--	--	--
	Poll		3,57,54,821	100.00	3,57,54,821	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,57,54,821	3,57,54,821	100.00	3,57,54,821	--	100.00
Public-Institutions	E-Voting	1,37,28,758	1,23,62,541	90.05	1,08,03,272	15,59,269	87.39	12.61
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,37,28,758	1,23,62,541	90.05	1,08,03,272	15,59,269	87.39
Public-Non Institutions	E-Voting	79,07,431	44,649	0.56	44,149	500	98.88	1.12
	Poll		9,34,906	11.82	9,34,906	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		79,07,431	9,79,555	12.39	9,79,055	500	99.95
Total		5,73,91,010	4,90,96,917	85.55	4,75,37,148	15,59,769	96.82	3.18



Item No. 6

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2018

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-In favor (4)	No. of votes-against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,57,54,821	--	--	--	--	--	--
	Poll		3,57,54,821	100.00	3,57,54,821	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		3,57,54,821	3,57,54,821	100.00	3,57,54,821	--	100.00
Public-Institutions	E-Voting	1,37,28,758	1,23,62,541	90.05	1,23,62,541	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,37,28,758	1,23,62,541	90.05	1,23,62,541	--	100.00
Public-Non Institutions	E-Voting	79,07,431	44,649	0.56	44,149	500	98.88	1.12
	Poll		9,34,906	11.82	9,34,906	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		79,07,431	9,79,555	12.39	9,79,055	500	99.95
Total		5,73,91,010	4,90,96,917	85.55	4,90,96,417	500	99.99	0.01

All resolutions from Item No. 1 to 6 passed by requisite majority.





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

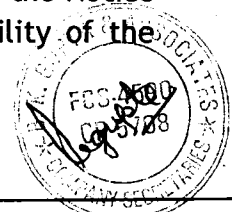
To,

The Chairman
Vardhman Textiles Limited

44th Annual General Meeting of the Equity Shareholders of **Vardhman Textiles Limited** held on 22.09.2017 at 09:00 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 44th Annual General Meeting of the Equity Shareholders of the Company held on 22.09.2017 at 09:00 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 31.08.2017 and a Vernacular Newspaper "**Desh Sewak**" on 31.08.2017.
3. The remote e-voting period commenced on 19th September, 2017 at 09:00 a.m. and ended on 21st September, 2017 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 44th 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, 2017

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
157	12395471	100.00

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



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
97	36689727	100.00

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
254	49085198	100.00

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

RESULT FOR RESOLUTION NO.1

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 44th 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 an 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
157	12407190	100.00

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



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
97	36689727	100.00

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:

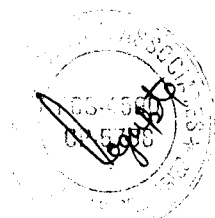
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
254	49096917	100.00

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



RESULT FOR RESOLUTION NO.2

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 44th 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 an Ordinary Resolution.

C. Resolution-3: Ordinary Resolution

Re-appointment of Mr. D.L. Sharma 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
140	12173435	98.12

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
17	233755	01.88

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
96	36686725	100.00



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
236	48860160	99.52

b) Voted **against** the resolution:

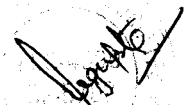
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
17	233755	0.48

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 44th 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 an Ordinary Resolution.



D. Resolution-4: Ordinary Resolution

Appointment of Statutory Auditors.

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
156	12389043	99.85

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	18147	0.15

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
97	36689727	100.00

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

A handwritten signature in black ink is written over a circular stamp. The stamp contains some illegible text and a central emblem.

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
253	49078770	99.96

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	18147	0.04

c) Invalid votes:

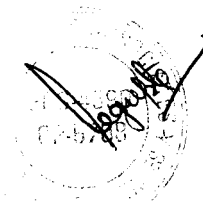
Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.4

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 44th 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 an Ordinary Resolution.

E. Resolution-5: Special Resolution

Ratification of method of valuation of Options granted under Vardhman Textiles Limited Employee Stock Option Plan 2016 under SEBI (Share Based Employee Benefits) Regulations, 2014.



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
96	10847421	87.43

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
61	1559769	12.57

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:

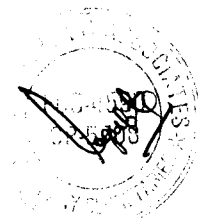
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
97	36689727	100.00

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
193	47537148	96.82

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
61	1559769	3.18

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 44th 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 a Special Resolution.

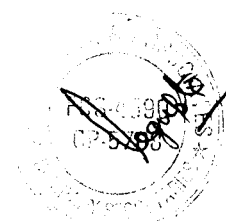
F. Resolution-6: Ordinary Resolution

Ratification of remuneration payable to Cost Auditors for the financial year ending 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
156	12406690	99.999



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	500	0.001

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
97	36689727	100.00

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
253	49096417	99.999



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	500	0.001

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 44th 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 an Ordinary Resolution.

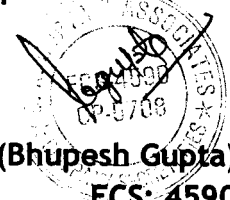
7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 44th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

Place: Ludhiana

Dated: 23.09.2017

Yours faithfully,
For B.K. Gupta & Associates


(Bhupesh Gupta)
FCS: 4590
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 11:30 a.m. on 22th September, 2017



(Komal Bhalla)
HM 292, Jamalpur Colony
Focal Point, Ludhiana-141010



(Divyansh Jain)
#8214/17, New Maya Nagar,
Ludhiana-141001