



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,
50th (Fiftieth) Annual General Meeting (50th AGM) of the Equity Shareholders of Vardhman Holdings Limited held on 25th September, 2014 at 3.00 P.M. at Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana.

Dear Sir,

I, Sahil, 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 Company for the purpose of poll taken on the below mentioned resolutions, at the 50th Annual General Meeting of Equity Shareholders of Vardhman Holdings Limited held on 25th September, 2014 at 3.00 p.m. at Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana, 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 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
43	30650	100.00

(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	0.00

(iii) **Invalid** Votes:

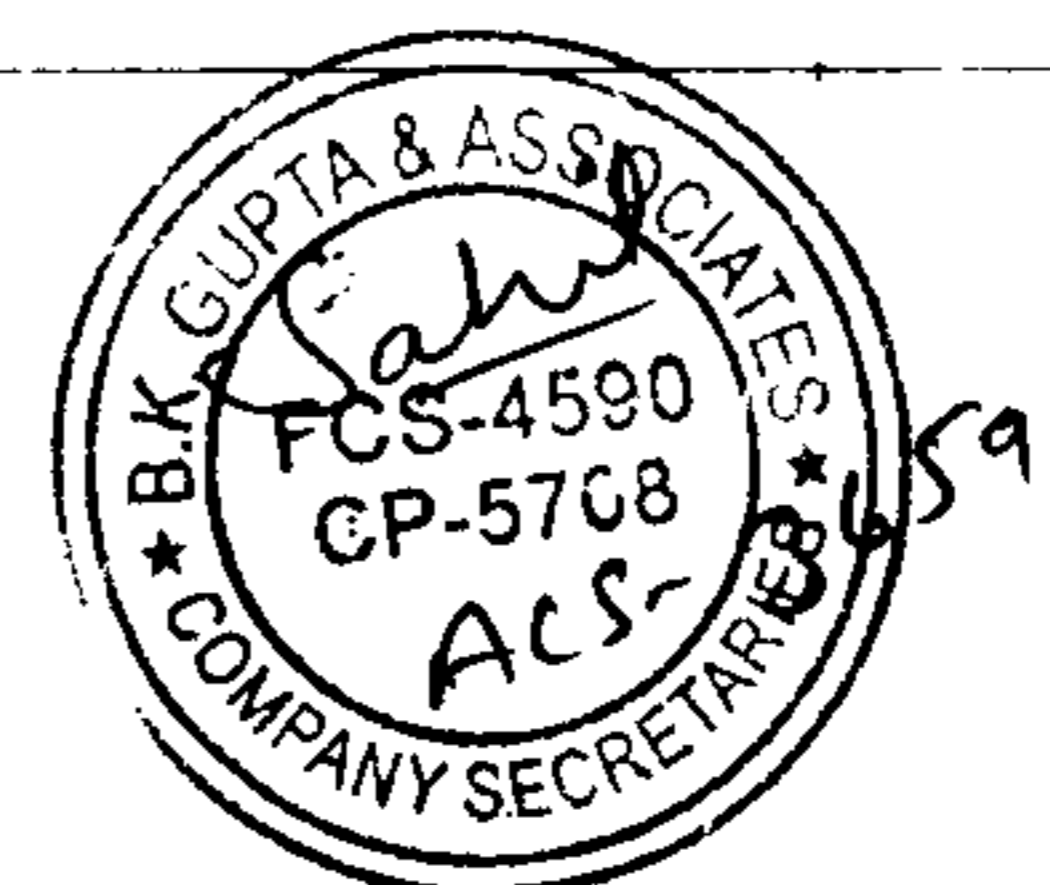
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

b) Resolution 2: Ordinary Resolution

Declaration of Dividend

(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
42	30560	99.95



(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	90	0.05

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were 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:

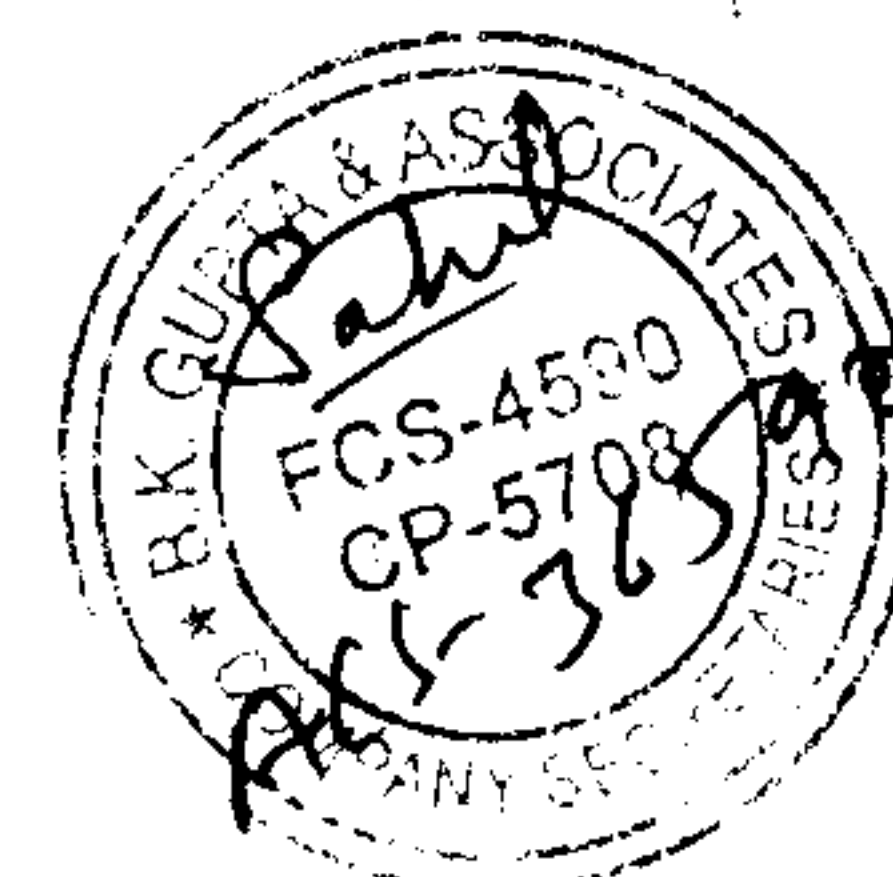
Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
43	30650	100.00

(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	0.00

(iii) **Invalid Votes:**

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



d) Resolution 4: Ordinary Resolution

Re-appointment of M/s R. Dewan & Company, 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
43	30650	100.00

(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	0.00

(iii) **Invalid** Votes:

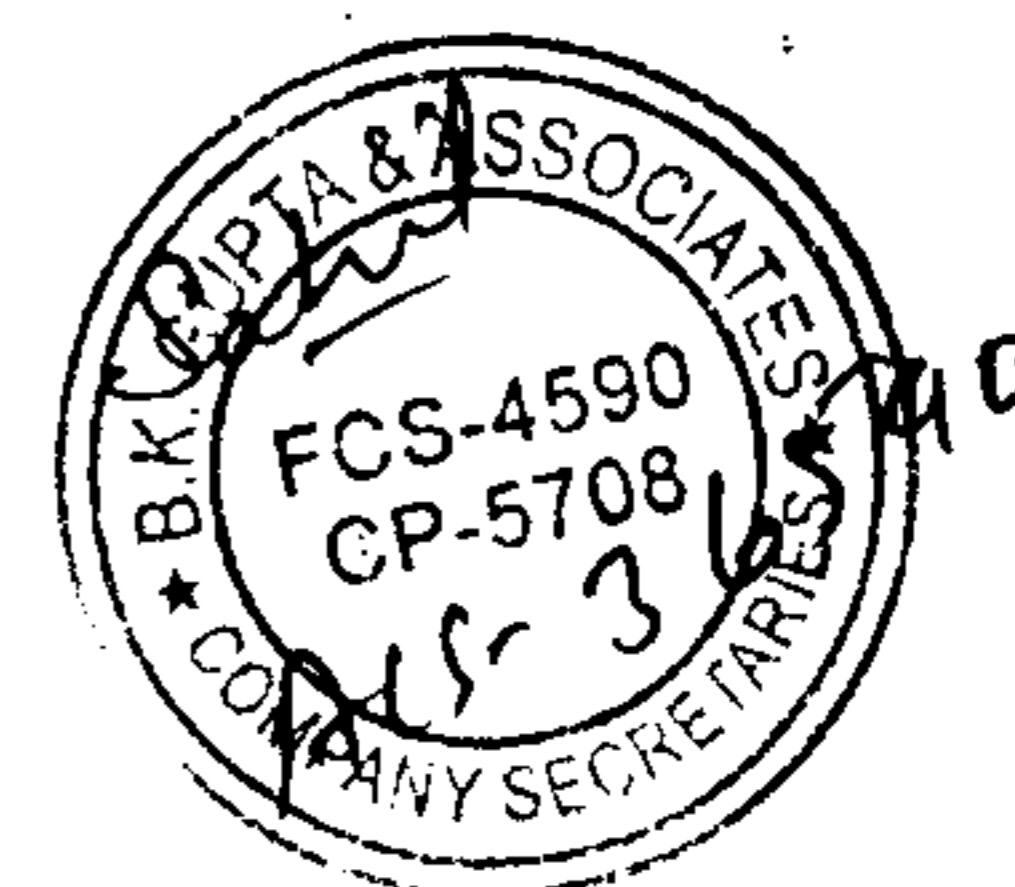
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

e) Resolution 5: Ordinary Resolution

Appointment of Mr. Surinder Singh Bagai as an Independent Director upto Conclusion of 53rd 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
43	30650	100.00



(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	0.00

(iii) **Invalid** Votes:

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

f) Resolution 6- Ordinary Resolution

Appointment of Mr. Jagdish Rai Singal as an Independent Director upto Conclusion of 53rd Annual General Meeting.

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

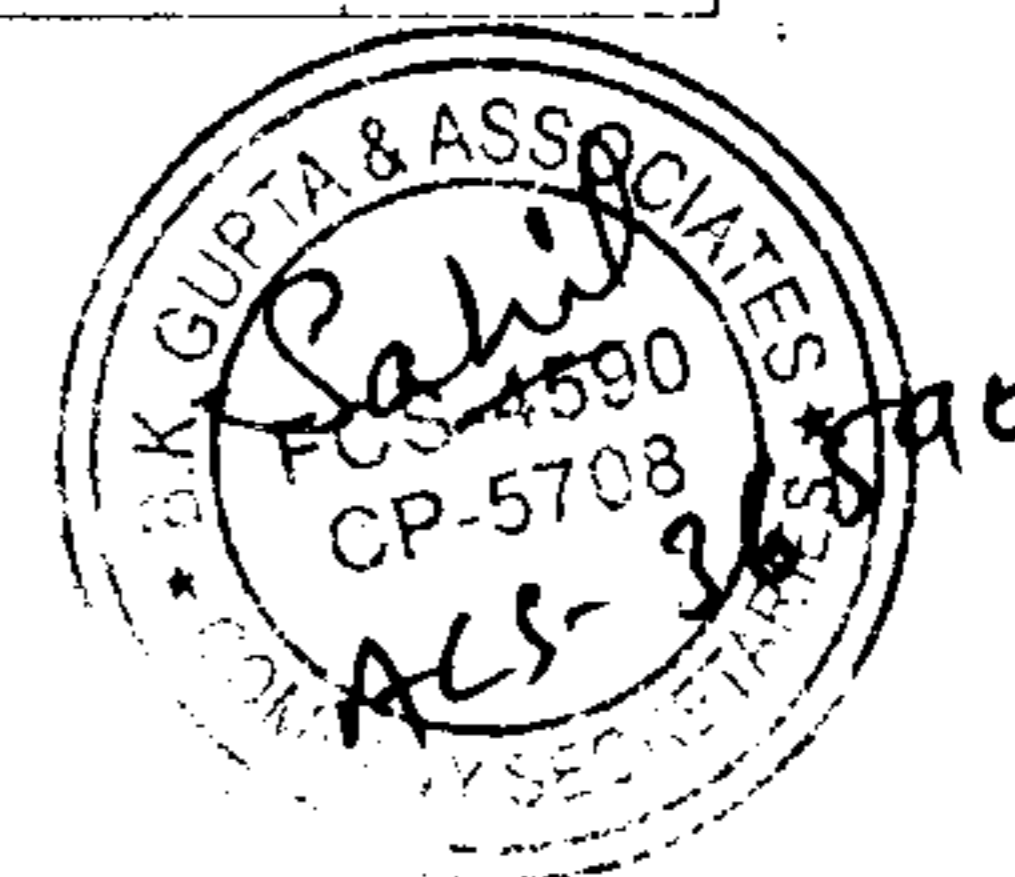
Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
43	30650	100.00

(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	0.00

(iii) **Invalid** Votes:

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



g) Resolution 7: Ordinary Resolution

Appointment of Mr. Sat Pal Kanwar as an Independent Director upto Conclusion of 53rd 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
39	27408	100.00

(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	0.00

(iii) **Invalid** Votes:

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

h) Resolution 8 : Ordinary Resolution

Appointment of Mr. Om Prakash Sharma as an Independent Director upto Conclusion of 53rd 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
43	30650	100.00

Satpal
FCS-44
CP-510
ALL 36590

(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	0.00

(iii) **Invalid** Votes:

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

i) Resolution 9: Ordinary Resolution

Appointment of Mr. Apinder Sodhi as an Independent Director upto Conclusion of 53rd Annual General Meeting.

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

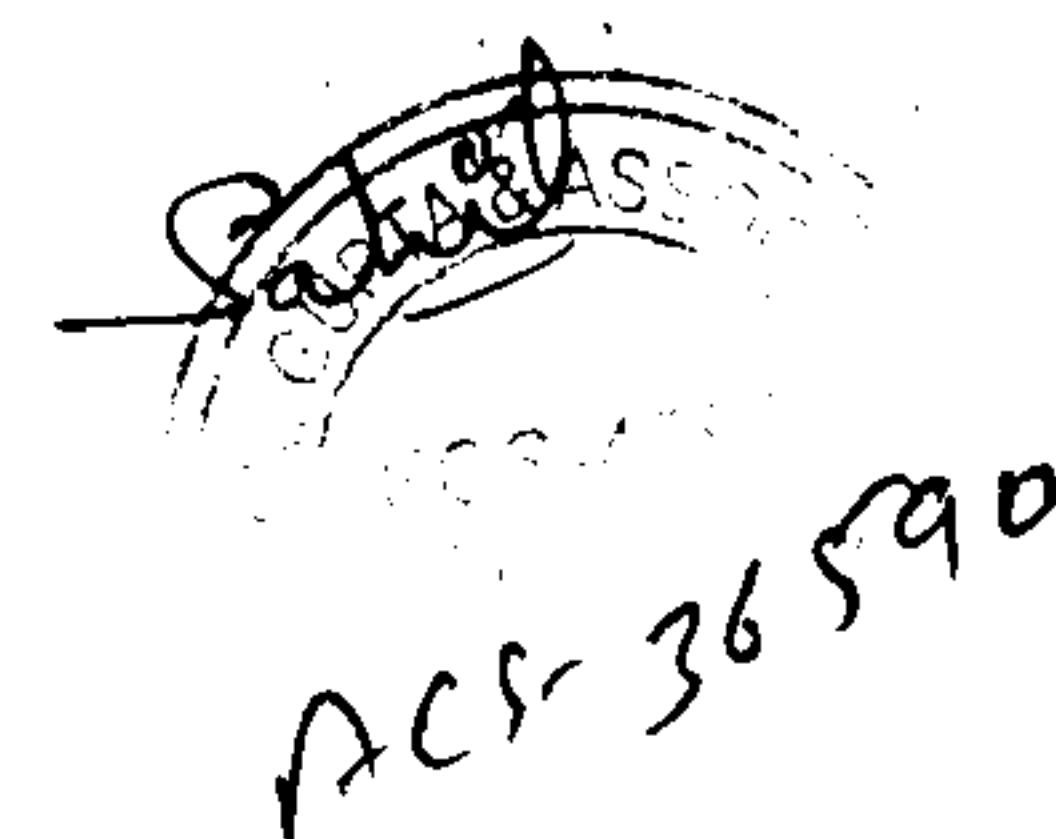
Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
43	30650	100.00

(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	0.00

(iii) **Invalid** Votes:

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


ACF-36590

j) Resolution 10: Special Resolution

Adoption of new Memorandum & Articles of Association

(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
43	30650	100.00

(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	0.00

(iii) **Invalid** Votes:

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

k) Resolution 11: Special Resolution

Increase in sitting fee payable to Directors

(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
39	27408	100.00



(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	0.00

(iii) **Invalid Votes:**

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

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

(Sahil)

Partner

Date: 25/09/2014

ACS36590

Scrutinizer