



VARDHMAN HOLDINGS LIMITED

Registered Office: Chandigarh Road, Ludhiana – 141 010 (Punjab), India.
 Phones: 0161-2228943-48; Fax: 0161-2601048 & 2220766
 PAN No.: AABCV8088P; CIN: L17111PB1962PLC002463
 E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

Ref.VHL:SCY:SEPT:2015-16

DATED: 05.09.2015

✓ LISTING DEPARTMENT,
 The Manager-Listing
Bombay Stock Exchange Limited
 Phiroze Jeejeebhoy Towers, Dalal Street,
 Mumbai – 400 001
 Fax No.: 022-22722037, Email Id: corp.compliance@bseindia.com

✓ **The National Stock Exchange of India Limited,**
 "Exchange Plaza", Plot No. C/1, G Block,
 Bandra Kurla Complex, Bandra (East),
 Mumbai- 400 051, Maharashtra.
 Fax No.: 022-26598237 and 26598155
 Email Id: cmlist@nse.co.in

Sub: Clause- 35 A of the Listing Agreement – Voting Results of 51st Annual General Meeting.

Dear Sir/Madam,

Pursuant to the provisions of Clause-35 A of the Listing Agreement, we write to inform you that the members of the Company at the 51st Annual General Meeting held on 4th September, 2015 at 5.00 P.M at the Registered Office of the Company.

Details of Voting Results (Remote e voting/Poll):

| | |
|--|---------------------|
| Date of AGM | 4th September, 2015 |
| Total number of shareholders on record date (i.e. 27 th August, 2015 – cutoff date for Voting purpose) | 7,225 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| a) Promoter and Promoter group: | 41 |
| b) Public: | 44 |
| 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 |





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E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

Details of business transacted are attached in **Annexure 1**.

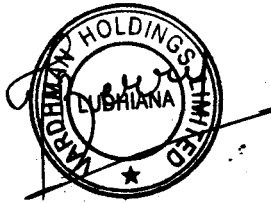
Please note that, Consolidated Voting results of 51st Annual General Meeting along with Scrutinizer's Report are also placed on website of the Company and website of Central Depository Services (India) Ltd.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN HOLDINGS LIMITED

(Tanu Berry)
COMPANY SECRETARY



Annexure-1

| Particulars | Promoter/Public | No. of Shares Held | No. of Votes Polled (E-Voting/Poll) | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes - In Against | % of Votes in favour on votes polled | % of Votes against on votes polled | Voting Results |
|---|--------------------------------|--------------------|-------------------------------------|---|------------------------|---------------------------|--------------------------------------|------------------------------------|--|
| RESOLUTION NO. 1 Adoption of Audited Annual Accounts of the Company as at 31st March, 2015. (Ordinary Resolution) | Promoter and Promoter Group | 2,390,441 | 2,390,441 | 100.00 | 2,390,441 | 0 | 100.00 | 0 | Resolution was passed with Requisite majority. |
| | Public - Institutional holders | 125,572 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | |
| | Public-Others | 577,863 | 7,255 | 1.26 | 7,180 | 75 | 99.97 | 1.03 | |
| TOTAL | | 3,093,876 | 2,397,696 | 77.50 | 2,397,621 | 75 | 99.97 | 0.003 | |
| RESOLUTION NO.2 Declaration of Dividend on equity shares. (Ordinary Resolution) | Promoter and Promoter Group | 2,390,441 | 2,390,441 | 100.00 | 2,390,441 | 0 | 100.00 | 0 | Resolution was passed with Requisite majority. |
| | Public - Institutional holders | 125,572 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | |
| | Public-Others | 577,863 | 7,255 | 1.26 | 7,180 | 75 | 99.97 | 1.03 | |
| TOTAL | | 3,093,876 | 2,397,696 | 77.50 | 2,397,621 | 75 | 99.97 | 0.003 | |
| RESOLUTION NO. 3 Re-appointment of Mrs. Suchita Jain who retires by rotation. (Ordinary Resolution) | Promoter and Promoter Group | 2,390,441 | 2,390,441 | 100.00 | 2,390,441 | 0 | 100.00 | 0.00 | Resolution was passed with Requisite majority. |
| | Public - Institutional holders | 125,572 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| | Public-Others | 577,863 | 7,255 | 1.26 | 7,180 | 75 | 99.97 | 1.03 | |
| TOTAL | | 3,093,876 | 2,397,696 | 77.50 | 2,397,621 | 75 | 99.97 | 0.003 | |
| RESOLUTION NO. 4 Ratification of appointment of Statutory Auditors of the Company for FY 2015-16 and fixing of their remuneration (Ordinary Resolution) | Promoter and Promoter Group | 2,390,441 | 2,390,441 | 100.00 | 2,390,441 | 0 | 100.00 | 0.00 | Resolution was passed with Requisite majority. |
| | Public - Institutional holders | 125,572 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| | Public-Others | 577,863 | 7,255 | 1.26 | 7,180 | 75 | 99.97 | 1.03 | |
| TOTAL | | 3,093,876 | 2,397,696 | 77.50 | 2,397,621 | 75 | 99.97 | 0.003 | |





CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To
The Chairman
Vardhman Holdings Limited,
Vardhman Premises,
Chandigarh Road,
Ludhiana -141010.

51st Annual General Meeting of the Equity Shareholders of Vardhman Holding Limited held on 04.09.2015 at 05.00 P.M. at the Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana.

Dear Sir,

1. I, Ashwani Kumar Khanna, Proprietor of Khanna Ashwani & Associates, Company Secretaries (M. No. FCS 3254, C.P. No. 2220) Firm having its Registered Office at Office No.4, 2nd Floor, Guru Har Rai Complex, Industrial Estate Road, Near Manju Cinema, Ludhiana-141003, was appointed as a Scrutinizer by the Board of Directors of Vardhman Holdings Limited, for the purpose of Scrutinizing the e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, in respect of the below:

Cont.....2



mentioned resolutions proposed at the 51st Annual General Meeting of the Equity Shareholders of the company held on **04.09.2015** at **05.00 P.M.** at the Registered Office of the Company at **Vardhman Premises, 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 13.08.2015 and a Vernacular Newspaper "Desh Sewak" on 13.08.2015.
3. The remote e-voting period commenced on **01st September, 2015** at 09:00 A.M. and ended on **3rd September, 2015** 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 51st 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 e-voting and poll are as under:

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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, 2015.

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 |
|-------------------------|------------------------------|---|
| 3 | 26 | 25.74% |

b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 74.26% |

c) Abstain Votes:

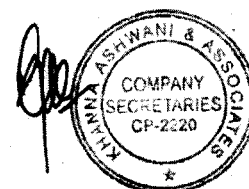
| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 0 | 0 |

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 |
|--------------------------|------------------------------|---|
| 85 | 2397595 | 100% |

Cont....4



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) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

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 |
|-------------------------|------------------------------|---|
| 88 | 2397621 | 99.997% |

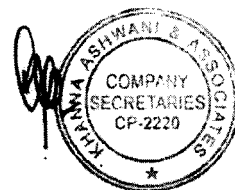
b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 0.003% |

c) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

Cont.....5



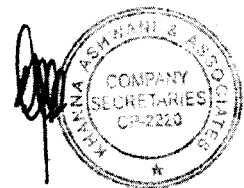
Breakup of Voting through E-Voting and Ballot

| Promoter/ Public | No of Shares Held | No of Shares Voted Polled | % of Votes Polled on Outstanding Shares | No of Votes in Favour | No of Votes Against | % of Votes Polled in Favour 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 | 2390441 | 2390441 | 100% | 2390441 | 0 | 100% | 0% |
| Public- Institutiona l holders | 125572 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 577863 | 7255 | 1.25% | 7180 | 75 | 98.97% | 1.03% |
| Total | 3093876 | 2397696 | 77.50% | 2397621 | 75 | 99.997% | 0.003% |

RESULT FOR RESOLUTION NO.1

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51st AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51st AGM has been passed by the shareholders as Ordinary Resolution.

Cont....6



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 |
|-------------------------|------------------------------|---|
| 3 | 26 | 25.74% |

b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 74.26% |

c) Abstain Votes:

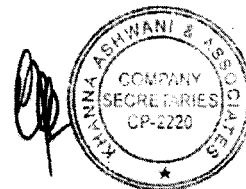
| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 0 | 0 |

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 |
|-------------------------|------------------------------|---|
| 85 | 2397595 | 100% |

Cont....7



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) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

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 |
|-------------------------|------------------------------|---|
| 88 | 2397621 | 99.997% |

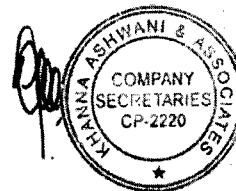
b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 0.003% |

c) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

Cont....8



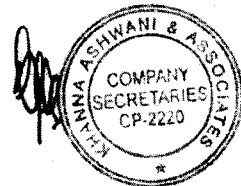
Breakup of Voting through E-Voting and Ballot

| Promoter/ Public | No of Shares Held | No of Shares Voted Polled | % of Votes Polled on Outstanding Shares | No of Votes in Favour | No of Votes Against | % of Votes Polled in Favour 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 | 2390441 | 2390441 | 100% | 2390441 | 0 | 100% | 0% |
| Public- Institutiona l holders | 125572 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 577863 | 7255 | 1.25% | 7180 | 75 | 98.97% | 1.03% |
| Total | 3093876 | 2397696 | 77.50% | 2397621 | 75 | 99.997% | 0.003% |

RESULT FOR RESOLUTION NO.2

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51st AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51st AGM has been passed by the shareholders as Ordinary Resolution.

Cont....9



C. Resolution 3- Ordinary Resolution

Appointment of Director in Place of Mrs. Suchita Jain (DIN-00746471), who retires by rotation and being eligible, seeks re-appointment.

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 |
|-------------------------|------------------------------|---|
| 3 | 26 | 25.74% |

b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 74.26% |

c) Abstain Votes:

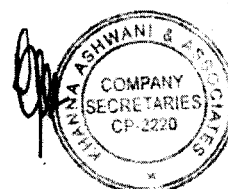
| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 0 | 0 |

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 |
|-------------------------|------------------------------|---|
| 85 | 2397595 | 100% |

Cont....10



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) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

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 |
|-------------------------|------------------------------|---|
| 88 | 2397621 | 99.997% |

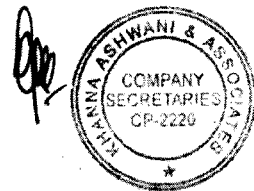
b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 0.003% |

c) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

Cont....11



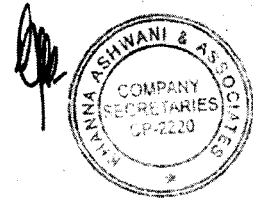
Breakup of Voting through E-Voting and Ballot

| Promoter/ Public | No of Shares Held | No of Shares Voted Polled | % of Votes Polled on Outstanding Shares | No of Votes in Favour | No of Votes Against | % of Votes Polled in Favour 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 | 2390441 | 2390441 | 100% | 2390441 | 0 | 100% | 0% |
| Public- Institutiona l holders | 125572 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 577863 | 7255 | 1.25% | 7180 | 75 | 98.97% | 1.03% |
| Total | 3093876 | 2397696 | 77.50% | 2397621 | 75 | 99.997% | 0.003% |

RESULT FOR RESOLUTION NO.3

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51st AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51st AGM has been passed by the shareholders as Ordinary Resolution.

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D) Resolution 4- Ordinary Resolution

Ratification of Appointment of Statutory Auditor of the Company for the Financial Year 2015-16 and to fix their remuneration

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 |
|-------------------------|------------------------------|---|
| 3 | 26 | 25.74% |

b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 74.26% |

c) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held 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 |
|-------------------------|------------------------------|---|
| 85 | 2397595 | 100% |

Cont....13



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) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

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 |
|-------------------------|------------------------------|---|
| 88 | 2397621 | 99.997% |

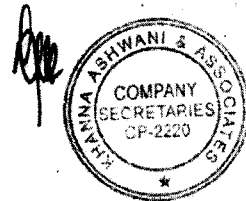
b) Voted Against the Resolution:

| Number of Members Voted | Number of Votes Cast By Them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 75 | 0.003% |

c) Abstain Votes:

| Total Number of Members who abstained from Voting | Total Number of Shares held by them |
|---|-------------------------------------|
| 2 | 81 |

Cont.....14



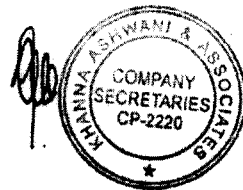
Breakup of Voting through E-Voting and Ballot

| Promoter/ Public | No of Shares Held | No of Shares Votes Polled | % of Votes Polled on Outstanding Shares | No of Votes in Favour | No of Votes Against | % of Votes Polled in Favour 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 | 2390441 | 2390441 | 100% | 2390441 | 0 | 100% | 0% |
| Public- Institutional holders | 125572 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 577863 | 7255 | 1.25% | 7180 | 75 | 98.97% | 1.03% |
| Total | 3093876 | 2397696 | 77.50% | 2397621 | 75 | 99.997% | 0.003% |

RESULT FOR RESOLUTION NO.4

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 51st AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the 51st AGM has been passed by the shareholders as Ordinary Resolution.

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7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Place: Ludhiana

Date: 07.09.2015

Yours Faithfully,

Khanna Ashwani & Associates



Ashwani Kumar Khanna

Proprietor

FCS-3254, CP NO.: 2220

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 05:30 p.m. on 04th September, 2015.

Manpreet Kaur.

(Manpreet Kaur)
259, Dugri Phase-1,
Urban Estate,
Ludhiana

Kiranpreet Kaur

(Kiranpreet Kaur)
H. No. 2075, Block-11,
Fateh Ganj,
Ludhiana