



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN HOLDINGS LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-0161-2601048
E: secretarial.lud@vardhman.com

Ref.VHL:SCY:SEPTEMBER:2018-19

DATED:28.09.2018

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

The Bombay Stock Exchange Limited,

1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Sub: Voting results of 54th Annual General Meeting of the Company.

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In respect of the 54th Annual General Meeting of the Company held on 27th September, 2018 at Registered Office, Chandigarh Road, Ludhiana – 141010, please find enclosed herewith Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly note that the meeting commenced at 04:00 p.m. and concluded on 04:30 p.m.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN HOLDINGS LIMITED

Poorva Bhatia

**(Poorva Bhatia)
CHIEF FINANCIAL OFFICER**



YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AABCV8088P CIN: LI7111PBI962PLC002463

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DETAILS OF VOTING RESULTS
VARDHMAN HOLDINGS LIMITED
54th ANNUAL GENERAL MEETING

{Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

➤ Date of AGM:	27 th September, 2018
➤ Total Number of Shareholders on record date.	9,559
➤ No. of Shareholders present in the meeting either in person or through proxy:	
a) Promoter and Promoter group:	16
b) Public:	35
➤ No. of Shareholders attended the meeting through video conferencing:	
a) Promoter and Promoter group:	0
b) Public:	0
Mode of Voting	E-voting and Poll

AGENDA WISE DISCLOSURE:

The Agenda wise disclosure of the voting results of the businesses transacted at the 54th Annual General Meeting of the members of the Company held on **Thursday, 27th September, 2018** is given below.

Further, a copy of result declared for the 54th 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.

Thanking you,
Yours faithfully,

FOR VARDHMAN HOLDINGS LIMITED

Poorva Bhatia

(Poorva Bhatia)
CHIEF FINANCIAL OFFICER



Item No. 1

Adoption of Audited Financial Statement for Financial Year ended March 31, 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	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	23,90,441						
	Poll		23,86,693	99.84	23,86,693	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		23,90,441	23,86,693	99.84	23,86,693	--	100.00
Public-Institutions	E-Voting	1,41,413	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,41,413	--	--	--	--	--
Public-Non Institutions	E-Voting	6,59,682	821	0.12	821	--	100.00	--
	Poll		7,938	1.20	7,938	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		6,59,682	8,759	1.32	8,759	--	100.00
Total		31,91,536	23,95,452	75.06	23,95,452	--	100.00	--

Pooerna Berati



Item No. 2

Declaration of Final 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	23,90,441						
	Poll		23,86,693	99.84	23,86,693	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		23,90,441	23,86,693	99.84	23,86,693	--	100.00
Public-Institutions	E-Voting	1,41,413	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,41,413	--	--	--	--	--
Public-Non Institutions	E-Voting	6,59,682	821	0.12	821	--	100.00	--
	Poll		7,938	1.20	7,938	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		6,59,682	8,759	1.32	8,759	--	100.00
Total		31,91,536	23,95,452	75.06	23,95,452	--	100.00	--

Pooerna Beriata



Item No. 3**Appointment of Mr. Chaman Lal Jain (DIN: 00307280), who retires 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 (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 Poll	23,90,441	23,86,693	99.84	23,86,693	--	100.00	--	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		23,90,441	23,86,693	99.84	23,86,693	--	100.00	--
Public-Institutions	E-Voting Poll	1,41,413	--	--	--	--	--	--	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		1,41,413	--	--	--	--	--	--
Public-Non Institutions	E-Voting Poll	6,59,682	821	0.12	816	5	99.39	0.61	
	Postal Ballot (If Applicable)		7,938	1.20	7,938	--	100.00	--	
	Total		6,59,682	8,759	1.32	8,754	5	99.94	0.06
Total		31,91,536	23,95,452	75.06	23,95,447	5	99.99	0.01	

Posena Beata



Item No. 4

Appointment of Mr. Sanjeev Jain as an Independent Director.

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 Poll	23,90,441	23,86,693	99.84	23,86,693	--	100.00	--	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		23,90,441	23,86,693	99.84	23,86,693	--	100.00	--
Public-Institutions	E-Voting Poll	1,41,413	--	--	--	--	--	--	
	Postal Ballot (If Applicable)		--	--	--	--	--	--	
	Total		1,41,413	--	--	--	--	--	--
Public-Non Institutions	E-Voting Poll	6,59,682	821	0.12	816	5	99.39	0.61	
	Postal Ballot (If Applicable)		7,938	1.20	7,938	--	100.00	--	
	Total		6,59,682	8,759	1.32	8,754	5	99.94	0.06
Total		31,91,536	23,95,452	75.06	23,95,447	5	99.99	0.01	

Pooerna Berata



Item No. 5

To approve continuation of directorship of Mr. Sat Pal Kanwar as a non-executive director of the Company.

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 (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	23,90,441						
	Poll		23,86,693	99.84	23,86,693	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		23,90,441	23,86,693	99.84	23,86,693	--	100.00
Public-Institutions	E-Voting	1,41,413	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,41,413	--	--	--	--	--
Public-Non Institutions	E-Voting	6,59,682	821	0.12	816	5	99.39	0.61
	Poll		7,938	1.20	7,938	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		6,59,682	8,759	1.32	8,754	5	99.94
Total		31,91,536	23,95,452	75.06	23,95,447	5	99.99	0.01

Pooerna Bhatia



Item No. 6

To approve continuation of directorship of Mr. Chaman Lal Jain as a non-executive director of the Company.

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 (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	23,90,441						
	Poll		23,86,693	99.84	23,86,693	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		23,90,441	23,86,693	99.84	23,86,693	--	100.00
Public-Institutions	E-Voting	1,41,413	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,41,413	--	--	--	--	--
Public-Non Institutions	E-Voting	6,59,682	821	0.12	816	5	99.39	0.61
	Poll		7,938	1.20	7,938	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		6,59,682	8,759	1.32	8,754	5	99.94
Total		31,91,536	23,95,452	75.06	23,95,452	5	99.99	0.01

Popena Beraia



Item No. 7

To approve continuation of directorship of Mr. Om Parkash Sharma as a non-executive director of the Company

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	23,90,441						
	Poll		23,86,693	99.84	23,86,693	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		23,90,441	23,86,693	99.84	23,86,693	--	100.00
Public-Institutions	E-Voting	1,41,413	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		1,41,413	--	--	--	--	--
Public-Non Institutions	E-Voting	6,59,682	821	0.12	816	5	99.39	0.61
	Poll		7,938	1.20	7,938	--	100.00	--
	Postal Ballot (If Applicable)		--	--	--	--	--	--
	Total		6,59,682	8,759	1.32	8,754	5	99.94
Total		31,91,536	23,95,452	75.06	23,95,452	5	99.99	0.01

All resolutions from Item No. 1 to 7 passed by requisite majority.

Popena Berania



HARSH GOYAL & ASSOCIATES
C O M P A N Y S E C R E T A R I E S

4TH FLOOR, NOBLE ENCLAVE, BHAI WALA CHOWK, FEROZEPUR ROAD, LUDHIANA.
PHONES : (O) 0161-2772872, (M) : 98140-09461, FAX : 0161-5018501.

28th September, 2018

The Chairman of
54th Annual General Meeting of
Vardhman Holdings Limited
CIN: L17111PB1962PLC002463
Regd. Off: Vardhman Premises,
Chandigarh Road,
Ludhiana, Punjab 141010.

Subject: Consolidated Scrutinizer's report for voting at the 54th Annual General Meeting (AGM) held on 27th September 2018

The Board of Directors of the Company at its meeting held on 22nd May, 2018 had appointed me as Scrutinizer for remote e-voting and also voting at AGM by Ballot Papers.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided remote e-voting and ballot papers at AGM to its members in respect of business to be transacted at AGM.

The Company had appointed Central Depository Services Limited (CDSL) as the service provider, for the facility of electronic voting to the shareholders of the Company. The remote e-voting results were unblocked by me on 27th September, 2018 after conclusion of AGM in the presence of two witnesses.

Cut-off date:	20 th September, 2018
Remote e-voting commencement date:	24 th September, 2018 at 09.00 am
Remote e-voting end date:	26 th September, 2018 at 05.00 pm

The Company has delivered copy of Notice of AGM with Annual Report through e-mail to members whose e-mail ids were registered. Annual report along with AGM Notice was sent to other members by Registered post.



The Company has published a notice in this regard in Business Standard (newspaper in English) and Desh Sewak (newspaper in Punjabi) on 04.09.2018.

The facility of voting through ballot paper was made available at the venue of AGM for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence. After conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.

The results of the remote e-voting together with ballot papers are as under:

Ordinary Business- Ordinary Resolution Item No. 1

Adoption of Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors thereon for the year ended 31st March, 2018.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
83	2395452	75.06

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	7	821	76	2394631	2395452	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	7	821	76	2394631	2395452	100

Ordinary Business- Ordinary Resolution Item No. 2

Declaration of dividend on Equity Shares.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
83	2395452	75.06

Contd...3



	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	7	821	76	2394631	2395452	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	7	821	76	2394631	2395452	100

Ordinary Business- Ordinary Resolution Item No. 3

Appointment of Mr. Chaman Lal Jain as a Director liable to retire by rotation.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
83	2395452	75.06

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	816	76	2394631	2395447	99.99
Dissent	1	5	0	0	5	0.01
Invalid	0	0	0	0	0	0
Total	7	821	76	2394631	2395452	100

Special Business- Ordinary Resolution Item No. 4

Appointment of Mr. Sanjeev Jain as an Independent Director.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
83	2395452	75.06

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	816	76	2394631	2395447	99.99
Dissent	1	5	0	0	5	0.01
Invalid	0	0	0	0	0	0
Total	7	821	76	2394631	2395452	100

Contd...4



Special Business- Special Resolution Item No. 5

Approval for continuation of directorship of Mr. Sat Pal Kanwar as a non-executive director of the company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
83	2395452	75.06

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	816	76	2394631	2395447	99.99
Dissent	1	5	0	0	5	0.01
Invalid	0	0	0	0	0	0
Total	7	821	76	2394631	2395452	100

Special Business- Special Resolution Item No. 6

Approval for continuation of directorship of Mr. Chaman Lal Jain as a non-executive director of the company.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
83	2395452	75.06

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	816	76	2394631	2395447	99.99
Dissent	1	5	0	0	5	0.01
Invalid	0	0	0	0	0	0
Total	7	821	76	2394631	2395452	100



Special Business- Special Resolution Item No. 7

Approval for continuation of directorship of Mr. Om Parkash Sharma as a non-executive director of the company.


No. of Member who cast their vote	No. of shares voted	% of Total share capital
83	2395452	75.06

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	6	816	76	2394631	2395447	99.99
Dissent	1	5	0	0	5	0.01
Invalid	0	0	0	0	0	0
Total	7	821	76	2394631	2395452	100

All the above 07 resolutions have been passed by the members with requisite majority.

I, hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and ballot papers by the shareholders of the company. I shall be arranging to hand over these records to you or such other person authorized by you.

For Harsh Goyal and Associates
Company Secretaries


(Harsh Kumar Goyal)



Prop.
FCS 3314
CP No.2802