



# 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:OCT:2019-2020

Dated: 01.10.2019

<p>The Deputy General Manager, Corporate Relationship Deptt, Bombay Stock Exchange Limited, 1st Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort, <b>MUMBAI -400001.</b></p> <p>Scrip Code: 500439</p>	<p>The National Stock Exchange of India Ltd, “Exchange Plaza”, Bandra-Kurla Complex, Bandra (East), <b>MUMBAI.</b></p> <p>Scrip Code: VHL</p>
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### **SUB: 55<sup>TH</sup> ANNUAL GENERAL MEETING AND VOTING RESULTS**

In respect of the 55<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019 at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed herewith Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly note that the meeting commenced at 10:00 a.m. and concluded at 11:00 a.m.

You are requested to take the same on record.

Thanking you,  
Yours faithfully,

For VARDHMAN HOLDINGS LIMITED

  
(SWATI MANGLA)  
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

**VARDHMAN HOLDINGS LIMITED**

**55<sup>TH</sup> ANNUAL GENERAL MEETING**

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

➤ Date of AGM:	30 <sup>th</sup> September, 2019
➤ Total Number of Shareholders on record date.	9179
➤ No. of Shareholders present in the meeting either in person or through proxy:  a) Promoter and Promoter group:  b) Public:	  16  26
➤ No. of Shareholders attended the meeting through video conferencing:  a) Promoter and Promoter group:  b) Public:	  0  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 55<sup>th</sup> Annual General Meeting of the members of the Company held on **Monday, 30<sup>th</sup> September, 2019** is given below.

Further, a copy of result declared for the 55<sup>th</sup> Annual General Meeting along with Scrutinizer's Report is also being placed on the website of the Company at [www.vardhman.com](http://www.vardhman.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).



**ITEM NO.1**

**Adoption of Financial Statements:**

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 $3=2/1*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled $6=4/2*100$	% of votes against on votes polled $7=5/2*100$
		1	2		4	5		
Promoter and Promoter Group	E-voting	2,390,441	0	0	0	0	0	0
	Poll		2,390,441	100	2,390,441	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>2,390,441</b>	<b>2,390,441</b>	<b>100</b>	<b>2,390,441</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	142,043	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>142,043</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	659,052	815	0.12	815	0	100	0
	Poll		1,169	0.18	1,169	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>659,052</b>	<b>1,984</b>	<b>0.3</b>	<b>1,984</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>3,191,536</b>	<b>2,392,425</b>	<b>74.96</b>	<b>2,392,425</b>	<b>0</b>	<b>100</b>	<b>0</b>



**ITEM NO.2:**

**Declaration of Dividend:**

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 $3=2/1*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled $6=4/2*100$	% of votes against on votes polled $7=5/2*100$
		1	2		4	5		
Promoter and Promoter Group	E-voting	2,390,441	0	0	0	0	0	0
	Poll		2,390,441	100	2,390,441	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>2,390,441</b>	<b>2,390,441</b>	<b>100</b>	<b>2,390,441</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	142,043	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>142,043</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	659,052	815	0.12	815	0	100	0
	Poll		1,169	0.18	1,169	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>659,052</b>	<b>1,984</b>	<b>0.3</b>	<b>1,984</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>3,191,536</b>	<b>2,392,425</b>	<b>74.96</b>	<b>2,392,425</b>	<b>0</b>	<b>100</b>	<b>0</b>



**ITEM NO.3a:**

**Appointment of Mr. Sachit Jain as a Director, liable to retire by rotation:**

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of votes polled on outstanding shares 3=2/1*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled 6=4/2*100	% of votes against on votes polled 7=5/2*100
		1	2		4	5		
Promoter and Promoter Group	E-voting	2,390,441	0	0	0	0	0	0
	Poll		2,390,441	100	2,390,441	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>2,390,441</b>	<b>2,390,441</b>	<b>100</b>	<b>2,390,441</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	142,043	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>142,043</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	659,052	815	0.12	792	23	97.18	2.82
	Poll		1,169	0.18	1,169	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>659,052</b>	<b>1,984</b>	<b>0.3</b>	<b>1,961</b>	<b>23</b>	<b>98.84</b>
<b>Total</b>		<b>3,191,536</b>	<b>2,392,425</b>	<b>74.96</b>	<b>2,392,402</b>	<b>23</b>	<b>99.99</b>	<b>0.001</b>



**ITEM NO.3b:**

**Appointment of Mrs. Suchita Jain as a Director, liable to retire by rotation:**

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of votes polled on outstanding shares $3=2/1*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled $6=4/2*100$	% of votes against on votes polled $7=5/2*100$
		1	2		4	5		
Promoter and Promoter Group	E-voting	2,390,441	0	0	0	0	0	0
	Poll		2,390,441	100	2,390,441	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>2,390,441</b>	<b>2,390,441</b>	<b>100</b>	<b>2,390,441</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	142,043	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>142,043</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	659,052	815	0.12	792	23	97.18	2.82
	Poll		1,169	0.18	1,169	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>659,052</b>	<b>1,984</b>	<b>0.30</b>	<b>1,961</b>	<b>23</b>	<b>98.84</b>
<b>Total</b>		<b>3,191,536</b>	<b>2,392,425</b>	<b>74.96</b>	<b>2,392,402</b>	<b>23</b>	<b>99.99</b>	<b>0.001</b>



**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	No. of votes polled	% of votes polled on outstanding shares $3=2/1*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled $6=4/2*100$	% of votes against on votes polled $7=5/2*100$
		1	2		4	5		
Promoter and Promoter Group	E-voting	2,390,441	0	0	0	0	0	0
	Poll		2,390,441	100	2,390,441	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>2,390,441</b>	<b>2,390,441</b>	<b>100</b>	<b>2,390,441</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	142,043	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>142,043</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	659,052	815	0.12	792	23	97.18	2.82
	Poll		1,169	0.18	1,169	0	100	0
	Postal Ballot.(If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>659,052</b>	<b>1,984</b>	<b>0.30</b>	<b>1,961</b>	<b>23</b>	<b>98.84</b>
<b>Total</b>		<b>3,191,536</b>	<b>2,392,425</b>	<b>74.96</b>	<b>2,392,402</b>	<b>23</b>	<b>99.99</b>	<b>0.001</b>



**ITEM NO. 5**

**To re-appoint Mr. S.P. Oswal as the Managing Director of the Company:**

Resolution Required: (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of votes polled on outstanding shares $3=2/1*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled $6=4/2*100$	% of votes against on votes polled $7=5/2*100$
		1	2		4	5		
Promoter and Promoter Group	E-voting	2,390,441	0	0	0	0	0	0
	Poll		2,390,441	100	2,390,441	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>2,390,441</b>	<b>2,390,441</b>	<b>100</b>	<b>2,390,441</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	142,043	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>142,043</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	659,052	815	0.12	792	23	97.18	2.82
	Poll		1,169	0.18	1,169	0	100	0
	Postal Ballot (If applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>659,052</b>	<b>1,984</b>	<b>0.30</b>	<b>1,961</b>	<b>23</b>	<b>98.84</b>
<b>Total</b>		<b>3,191,536</b>	<b>2,392,425</b>	<b>74.96</b>	<b>2,392,402</b>	<b>23</b>	<b>99.99</b>	<b>0.001</b>

All resolutions from Item No. 1 to 5 passed by requisite majority.







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## VARDHMAN HOLDINGS LIMITED

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E: secretarial.lud@vardhman.com

Ref. VHL:SCY:OCT:2019-2020

Dated: 01.10.2019

<p>The Deputy General Manager, Corporate Relationship Deptt, Bombay Stock Exchange Limited, 1st Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort, <b>MUMBAI -400001.</b></p> <p>Scrip Code: 500439</p>	<p>The National Stock Exchange of India Ltd, "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), <b>MUMBAI.</b></p> <p>Scrip Code: VHL</p>
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### SUB: 55<sup>TH</sup> ANNUAL GENERAL MEETING – SCRUTINIZER REPORT

In respect of the 55<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019 at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed herewith Report of Scrutinizer dated 30<sup>th</sup> September, 2019 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly note that the meeting commenced at 10:00 a.m. and concluded at 11:00 a.m.

You are requested to take the same on record.

Thanking you,  
Yours faithfully,

For VARDHMAN HOLDINGS LIMITED

  
(SWATI MANGLA)  
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

# HARSH GOYAL & ASSOCIATES

COMPANY SECRETARIES AND INSOLVENCY PROFESSIONALS

1ST & 4TH FLOOR, NOBLE ENCLAVE, BHAIWALA CHOWK, FEROZPUR ROAD, LUDHIANA-141 001.  
PH: 0161-5018501, 4634630 M: + 91 98140 09461 Email: harshgoyalcs@gmail.com

30<sup>th</sup> September, 2019

The Chairman of  
55<sup>th</sup> 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 55<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September 2019**

The Board of Directors of the Company at its meeting held on 24<sup>th</sup> May, 2019 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 30<sup>th</sup> September, 2019 after conclusion of AGM in the presence of two witnesses.

Cut-off date:	23 <sup>th</sup> September, 2019
Remote e-voting commencement date:	27 <sup>th</sup> September, 2019 at 09.00 am
Remote e-voting end date:	29 <sup>th</sup> September, 2019 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.

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The Company has published a notice in this regard in Business Standard (newspaper in English) and Desh Sewak (newspaper in Punjabi) on 07.09.2019.

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 31<sup>st</sup> March, 2019.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
46	2392425	74.96

	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	4	815	42	2391610	2392425	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	4	815	42	2391610	2392425	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
46	2392425	74.96

Contd...3



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	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	4	815	42	2391610	2392425	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	4	815	42	2391610	2392425	100

**Ordinary Business- Ordinary Resolution Item No. 3(a)**

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

No. of Members who cast their vote	No. of shares voted	% of Total share capital
46	2392425	74.96

	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	3	792	42	2391610	2392402	100
Dissent	1	23	0	0	23	0
Invalid	0	0	0	0	0	0
Total	4	815	42	2391610	2392425	100

**Ordinary Business- Ordinary Resolution Item No. 3(b)**

Appointment of Mrs. Suchita Jain as a Director liable to retire by rotation.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
46	2392425	74.96

	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	3	792	42	2391610	2392402	100
Dissent	1	23	0	0	23	0
Invalid	0	0	0	0	0	0
Total	4	815	42	2391610	2392425	100

Contd...4



**Ordinary Business- Ordinary Resolution Item No. 4**

Appointment of Statutory Auditors of the company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
46	2392425	74.96

	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	3	792	42	2391610	2392402	100
Dissent	1	23	0	0	23	0
Invalid	0	0	0	0	0	0
Total	4	815	42	2391610	2392425	100

**Special Business- Special Resolution Item No. 5**

To re-appoint Mr. S.P. Oswal as the Managing Director of the Company

No. of Member who cast their vote	No. of shares voted	% of Total share capital
46	2392425	74.96

	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	3	792	42	2391610	2392402	100
Dissent	1	23	0	0	23	0
Invalid	0	0	0	0	0	0
Total	4	815	42	2391610	2392425	100



Contd...5

All the above 06 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

