



23.09.2014

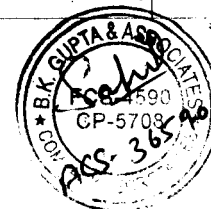
The Chairman
Vardhman Acrylics Limited
Vardhman Premises, Chandigarh Road
Ludhiana-141010

Dear Sir,

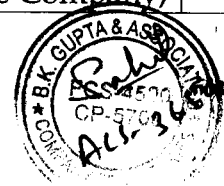
Sub: Passing of Resolutions through Postal Ballot- Scrutinizer Report

Pursuant to the Resolution passed by the Board of Directors of Vardhman Acrylics Limited in its Meeting held on 2nd August, 2014, I have been appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the following resolutions:

Resolution No.	Reference to the Companies Act, 2013	Description of the Resolution	Type of the Resolution
1.	Section 110 and 186 read with Section 179	<p>To Authorise Board of Directors of Company to make Investments/ Intercorporate Loans, under the provision of Section 110 and 186 read with Section 179 of the Companies Act, 2013.</p> <p>“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders dated 25th July, 2013 and pursuant to provisions of Section 110 and 186 read with Section 179 and other applicable provisions/rules, if any, of the Companies Act 2013 or any re-enactment thereof; any other law for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members be and is hereby accorded to give loans, advances, deposits, guarantees or</p>	Special Resolution



2.	Section 180(1)(a)	<p>provide securities in connection with a loan, invest the surplus funds of the Company in fixed deposits, ICDs, and/or other market related products, mutual funds, fixed maturity plans, liquid plans etc, on such terms and conditions as the Board may think fit, to the extent of Rs. 150 crores over and above the higher of (a) 60% of the paid up share capital and free reserves or (b) 100% of free reserves of the Company.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters & things etc as may be deemed expedient and necessary to give effect to this resolution."</p> <p>To Authorise Board of Directors of the Company for Mortgaging and/or charging all the present and future movable and immovable properties and whole of undertaking of the Company , under the provision of Section 180(1)(a) of the Companies Act, 2013.</p> <p>"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders dated 29th April, 1996 and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby given to the Board of Directors of the Company (herein referred to as "the Board" which shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing mortgages/charges created/hypothecation created by the Company, in such form and manner and with such ranking and on such terms as the Board may determine, all or any of the moveable and/or immovable properties of the Company,</p>	Special Resolution
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		<p>both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default in favour of the Agents/Trustees/Lenders for securing the Securities together with interest, remuneration of the trustees, premium (if any) on redemption or other costs, charges and expenses payable by the Company in terms of Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/Lenders and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Agents and Trustees/Lenders.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to finalise, settle and execute such documents/deeds/agreements/papers as may be required and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."</p>	
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We report that the Postal Ballot notice dated 2nd August, 2014 under Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, was issued individually to all shareholders and the notices were dispatched on 23rd August, 2014 through Registered Post. Further, all the Shareholders have also been given an option of e-voting through e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) as per the aforesaid Act and Rules and clause 35B of the Listing Agreement, We report that as stated in the notice sent to the shareholders, the Company has fixed 22nd September, 2014 as the last date for receipt of Postal Ballots. As stated in Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in



Business Standard & Desh Sewak on 25th August, 2014, informing about the dispatch of Postal Ballot forms and other related matters mentioned therein.

We report that we have received the Postal Ballot Forms from the Shareholders during the period starting from 24th August, 2014 to 22nd September, 2014.

All the Postal Ballot forms received up to the closure of working hours (5.00 p.m.) on 22nd September, 2014, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

During the course of scrutiny of Postal Ballot forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot Forms were scrutinized and processed and register containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Shares held, Number of votes voted, Assented, Dissented and Rejected was maintained in electronic Format.

We report that out of 11,275 Shareholders, we have received polled Postal Ballot Forms from 82 Shareholders. Further, the option to vote through electronic mode was also been given to the Shareholders of the Company through e-voting portal of Central Depository Services (India) Limited (www.evotingindia.com). The details of polling are given below.

The votes were unblocked at 5.30 PM on September 22nd, 2014 in the presence Mr. Onkar Singh and Mr. Raman Chawla who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

The votes polled through Ballot received by the scrutinizer till the closing hours of the e-voting were also opened and processed in the presence of aforesaid witnesses.

The E-Voting results/lists of Equity Shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) and the same are being handed over to the Chairman.



Total Number of Shareholders	11,275 (as on 4 th August, 2014)
Total Number of Shares (Fully paid up)	930,07,836 (as on 4 th August, 2014)
Receipt of Postal Ballot Forms	From 24 th August, 2014 to 22 nd September, 2014.
Total Postal Ballot Forms Received	75 Valid Forms , 7 Invalid Forms
Total Folios Voted through CDSL e-voting	51

1. Special Resolution, in respect of Resolution under Section 110 and 186 read with Section 179 of the Companies Act, 2013

To Authorise Board of Directors of Company to make Investments/ Intercorporate Loans, under the provision of Section 110 and 186 read with Section 179 of the Companies Act, 2013.

Summary of the Results for Resolution 1 are given below:

Total Shareholding and Ballots Received through Post

Particulars	Number of folios	Number of Shares (Votes)	Percentage (%) (Votes)
Total Shareholders	11,275	930,07,836	100.000
Number of Ballots Received (Excluding Invalid Forms)	75	66,150	0.070
Number of Votes For	64	49,025	74.110
Number of Votes AGAINST	11	17,125	25.890

Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	0	0	0.000
Public-Institutional	0	0	0.000
Public-Others	64	49,025	74.110



Break-up of voting through Postal Ballot and Voted the against resolution

Promoter/Promoters Group	0	0	0.000
Public-Institutional	0	0	0.000
Public-Others	11	17,125	25.890

Polled through e-voting

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios voted through e-voting	51	6,93,26,338	100.000
No. of Folios voted FOR	47	6,93,22,950	99.995
No. of Folios voted AGAINST	4	3,388	0.005

Break-up of voting details through e-voting and Voted in favour resolution

Promoter/Promoters Group	20	6,80,20,399	98.116
Public-Institutional	5	8,98,268	1.295
Public-Others	22	4,04,283	0.584

Break-up of voting details through e-voting and Voted in against resolution

Promoter/Promoters Group	0	0	0.000
Public-Institutional	0	0	0.000
Public-Others	4	3,388	0.005

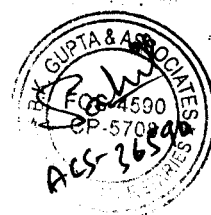
Total Votes Polled and Results

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios Voted through e-voting and post	126	6,93,92,488	100.00
No. of Folios voted FOR	111	6,93,71,975	99.970
No. of Folios voted AGAINST	15	20,513	0.030



RESULT FOR RESOLUTION NO. 1

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 110 and 186 read with Section 179 of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution .



2. Special Resolution, in respect of Resolution under Section 180(1)(a) of the Companies Act, 2013

To Authorise Board of Directors of the Company for Mortgaging and/or charging all the present and future movable and immovable properties and whole of undertaking of the Company , under the provision of Section 180(1)(a) of the Companies Act, 2013.

Summary of the Results for Resolution 2 are given below:

Total Shareholding and Ballots Received through Post

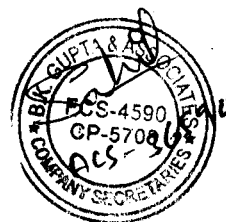
<u>Particulars</u>	<u>Number of folios</u>	<u>Number of Shares (Votes)</u>	<u>Percentage (%) (Votes)</u>
Total Shareholders	11,275	930,07,836	100.000
Number of Ballots Received	74	65,650	0.070
Number of Votes For	63	48,525	73.910
Number of Votes AGAINST	11	17,125	26.090

Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	0	0	0.000
Public-Institutional	0	0	0.000
Public-Others	63	48,525	73.910

Break-up of voting through Postal Ballot and Voted in against resolution

Promoter/Promoters Group	0	0	0.000
Public-Institutional	0	0	0.000
Public-Others	11	17,125	26.090



Polled through e-voting

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios voted through e-voting	51	6,93,26,338	100.000
No. of Folios voted FOR	46	6,93,19,850	99.991
No. of Folios voted AGAINST	5	6,488	0.009

Break-up of voting details through e-voting and Voted in favour resolution

Promoter/Promoters Group	20	6,80,20,399	98.116
Public-Institutional	5	8,98,268	1.296
Public-Others	21	4,01,183	0.579

Break-up of voting details through e-voting and Voted in against resolution

Promoter/Promoters Group	0	0	0.000
Public-Institutional	0	0	0.000
Public-Others	5	6,488	0.009

Total Votes Polled and Results

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios Voted through e-voting and post	125	6,93,91,988	100.00
No. of Folios voted FOR	109	6,93,68,375	99.966
No. of Folios voted AGAINST	16	23,613	0.034



RESULT FOR RESOLUTION NO. 2

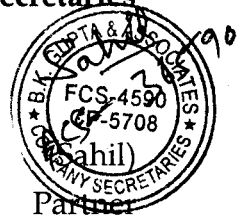
As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 180(1)(a) of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution .

All relevant records of Electronic Voting and Ballot Papers received from the members remain in our safe custody until the Chairman considers, approves and signs the minutes and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully
For B.K. Gupta & Associates
Company Secretaries

Place: Ludhiana
Dated: 23.09.2014

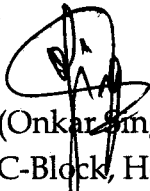


Membership No. ACS 36590
Scrutinizer

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 5.30 PM on September 22th September, 2014 at the office of Scrutinizer.



(Raman Chawla)
Street No. 12, H. No 3570
New Shivaji Nagar
Ludhiana



(Onkar Singh)
C-Block, House No. 523
Isher Nagar
Ludhiana