



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,  
24<sup>th</sup> (Twenty Fourth) Annual General Meeting (24<sup>th</sup> AGM) of the Equity Shareholders of  
Vardhman Acrylics Limited held on 25<sup>th</sup> September, 2014 at 10.00 A.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 24<sup>th</sup> Annual General Meeting of Equity Shareholders of  
Vardhman Acrylics Limited held on 25<sup>th</sup> September, 2014 at 10.00 a.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
60	6,92,14,092	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**

Appointment of Director in Place of Mr. S.P.Oswal, 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
60	6,92,14,092	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

**c) Resolution 3 : Ordinary Resolution**

Re-appointment of M/s S.S. Kothari Mehta & Co., 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
60	6,92,14,092	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**

Appointment of Mr. Munish Chandra as an Independent Director upto Conclusion of 27<sup>th</sup> Annual General Meeting

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

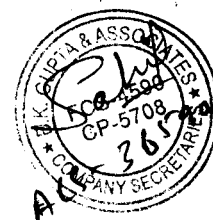
Number of Members present and voting (in person or by proxy )	Number of Votes cast by them	% of total number of valid votes cast
60	6,92,14,092	100.00

(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. Sanjit Paul Singh as an Independent Director upto Conclusion of 27<sup>th</sup> 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
59	6,92,13,692	99.99

(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	400	0.01

(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. Surinder Kumar Bansal as an Independent Director upto Conclusion of 27<sup>th</sup> 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
60	6,92,14,092	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 Mrs. Geeta Mathur as an Independent Director upto Conclusion of 27<sup>th</sup> Annual General Meeting.

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

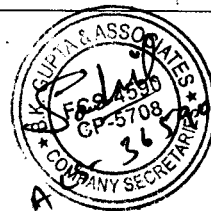
Number of Members present and voting (in person or by proxy )	Number of Votes cast by them	% of total number of valid votes cast
60	6,92,14,092	100.00

(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 : Special Resolution

Adoption of new set of 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
60	6,92,14,092	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:**

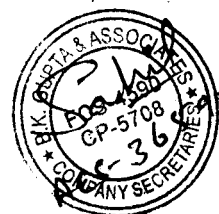
Total number of members (in person or by proxy ) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

## i) Resolution 9 : Ordinary Resolution

Amendment of terms and conditions relating to remuneration of Managing Director

(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
60	6,92,14,092	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

**j) Resolution 10 : Special Resolution**

Entering into Related Party Transaction

(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
41	1194793	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





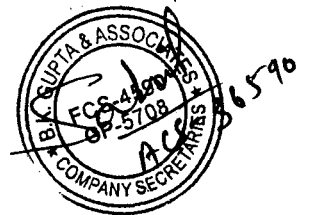
5. The poll papers and all other relevant records were sealed and handed over to the company secretary for safe keeping.

Thanking you,

Yours Faithfully,

**For B.K.Gupta & Associates**

**Company Secretaries**



Place::Ludhiana

(Sahil)

Partner

Date: 25/09/2014

ACS36590

Scrutinizer