



VARDHMAN ACRYLICS LIMITED

Registered Office: Chandigarh Road, Ludhiana - 141 010 (Punjab), India.
Phones: 0161-2228943-48; Fax: 0161-2601048 & 2220766
CIN: L51491PB1990PLC019212, PAN: AAACV7602E
E-mail: secretarial.lud@vardhman.com; Website: www.vardhman.com

Ref. VAL: SCY:DEC:2016-2017

Dated: 29.12.2016

To,
LISTING DEPARTMENT,
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
Scrip Code: VARDHACRLC

SUB : DISCLOSURE OF VOTING RESULTS OF POSTAL BALLOT

Dear Sir/Madam,

This is to inform you that on the basis of Scrutinizer's Report dated 29th December 2016, in respect of Special Business mentioned in Postal Ballot Notice dated 22nd October 2016, the consolidated voting result was declared by the Chairman on 29th December 2016 at the Registered Office of the Company.

In terms of Scrutinizer's Report enclosed herewith, the resolution as set out in Postal Ballot Notice dated 22nd October 2016, has been passed by the shareholders as Special Resolution:

"APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY U/S 68 & 69 OF THE COMPANIES ACT, 2013 READ WITH APPLICABLE RULES THEREOF."

The copy of Scrutinizer's Report dated 29th December 2016 is enclosed herewith for your reference.

Thanking you,
Yours faithfully,
FOR VARDHMAN ACRYLICS LIMITED

(Ruchita Vij)
COMPANY SECRETARY

Encl: Scrutinizer's Report dated 29th December 2016



29/12/2016

The Chairman
VARDHMAN ACRYLICS LIMITED
Vardhman Premises, Chandigarh Road,
Ludhiana. Punjab-141010

Dear Sir,

Sub: Passing of Resolution through Postal Ballot- Scrutinizer Report

Pursuant to the Resolution passed by the Board of Directors of Vardhman Acrylics Limited in its Meeting held on 22nd October, 2016, I have been appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the following resolution:

Resolution No.	Reference to the Companies Act, 2013	Description of the Resolution	Type of the Resolution
1.	Section 68 & 69	<p>Approval for the Buyback of Equity Shares of the Company</p> <p>“RESOLVED THAT in accordance with Article 6 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”), the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (“the Buy-back Regulations”), and subject to such other approvals, permissions</p>	Special Resolution



and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression includes the Buyback Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) ,the consent of the members be and is hereby accorded for the Buyback by the Company of its fully paid-up equity shares of a face value of Rs. 10/- each ("Equity Share"), from the members of the Company , for a total consideration not exceeding Rs.69 Crores (Rupees Sixty Nine Crores Only), excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (hereinafter referred to as the "Buyback Size"), (being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on March 31, 2016), at a price not exceeding Rs. 50/- (Rupees Fifty Only) ("Maximum Buy-back Price") per Equity Share payable in cash through the "Tender Offer" route (hereinafter referred to as the "Buyback"), in accordance and consonance with the provisions contained in the Buy-back Regulations and the Act.

RESOLVED FURTHER THAT within the Maximum Buy-back price of Rs.50/- per Equity Share, the Board is authorised to determine the specific price at which the Buyback will be made at the time of Public Announcement for Buyback to the eligible shareholders.

RESOLVED FURTHER THAT at the Maximum Buy-back price of Rs. 50/- per Equity Share and for the Buyback size not exceeding Rs.69 crores, the indicative number of Equity Shares that can be bought back is 1,38,00,000 fully paid-up Equity Shares, representing 14.84% of the total issued and paid-up equity capital of the Company; and in the event the final Buyback price is lower than Rs. 50/- per Equity Share (Maximum Buy-back Price), the indicative number of shares shall go up accordingly.

RESOLVED FURTHER THAT the Buyback, to the



	<p>extent permissible under law and subject to all applicable legal provisions, be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.</p> <p>RESOLVED FURTHER THAT the Company shall implement the Buyback from out of its free reserves and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Act and the Buy-back Regulations and on such terms and conditions as the Board of Directors may deem fit.</p> <p>RESOLVED FURTHER THAT as required by Regulation 6 of the Buy-back Regulations, the Company shall buy back Equity Shares from the shareholders on a proportionate basis under the Tender Offer, provided 15% of the number of Equity Shares which the Company proposes to buy back or number of Equity Shares entitled as per the shareholding of small shareholders at Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.</p> <p>RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board of Directors to buyback any shares and/or impair any power of the Company or the Board of Directors to terminate any process in relation to such Buyback if so permissible by law.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of</p>	
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We report that the Postal Ballot notice dated 22nd October, 2016 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 dispatch of notice was completed by 25th November, 2016 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 Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, We report that as stated in the notice sent to the shareholders, the Company has fixed 27th December, 2016 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 26nd November, 2016, 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 28th November, 2016 to 27th December, 2016.

All the Postal Ballot forms received up to the closure of working hours (5.00 p.m.) on 27th December, 2016., 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 11,456 Shareholders, we have received polled Postal Ballot Forms from 58 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 6:00 PM on 27th December, 2016 in the presence of Mr. Deepak Jain and Mr. Divyansh Jain 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	11,456 (as on 18 th November, 2016)
Total Number of Shares (Fully paid up)	9,30,07,836 Shares (as on 18 th November, 2016)
Receipt of Postal Ballot Forms	From 28 th November, 2016 to 27 th December, 2016
Total Postal Ballot Forms Received	58
Total Folios Voted through CDSL e-voting	16



1. Special Resolution, in respect of Resolution under Section 68 and 69 of the Companies Act, 2013

Approval for the Buyback of Equity Shares of the Company

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	11,456	9,30,07,836	100.00
Number of Ballots Received	58	6,95,99,557	74.83
Number of Votes For	56	6,95,98,757	99.999
Number of Votes Against	2	800	0.001

Polled through e-voting

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Sharholders	11,456	9,30,07,836	100.00
Total Folios voted through e-voting	16	6,79,243	0.73
No. of Folios voted FOR	15	6,75,383	99.43
No. of Folios voted AGAINST	1	3,860	0.57

Total Votes Polled and Results

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Sharholders	11,456	9,30,07,836	100.00
Total Folios Voted through e-voting and post	74	7,02,78,800	75.56
No. of Folios voted FOR	71	7,02,74,140	99.99%
No. of Folios voted AGAINST	3	4,660	0.01%



RESULT FOR RESOLUTION NO. 1

As the number of votes cast in favour of Special Resolution mentioned in the Notice of Postal Ballot were more than the three fourth of votes cast against it, I report that the Special Resolution in respect of the above mentioned business 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: 29.12.2016



(Bhupesh Gupta)
Partner

Membership No. FCS 4590
C. P. No.: 5708
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 6:00 PM on 28th December, 2016 at the office of Scrutinizer.


(Deepak Jain)

Street No. 11, House No 3854,
New Madhopuri, Ludhiana


(Divyansh Jain)

H.No. 8214/17, New
Maya Nagar, Haibowal
Kalan, Ludhiana-141001