



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN HOLDINGS LIMITED

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

Ref. VHL:SCY:OCT: 2022-2023

Dated: 01.10.2022

BSE Limited, 1 st Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort Mumbai -400001. Scrip Code: 500439	The National Stock Exchange of India Limited, “Exchange Plaza”, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Scrip Code: VHL
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SUB: 58TH ANNUAL GENERAL MEETING - SCRUTINIZER REPORT

In respect of the 58th Annual General Meeting of the Company held on 30th September, 2022, please find enclosed herewith Report of Scrutinizer dated 1st October, 2022 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 11:15 a.m. and conducted at 11:35 a.m.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

For Vardhman Holdings Limited

**SWATI
MANGLA**

Digitally signed by SWATI MANGLA
DN: c=IN, postalCode=133202,
st=HARYANA, o=PANCHKULA, ou=Personnel,
serialNumber=9320c8b8d007b7898900d4
c7a83200605dfdc2b39222eb1b56490c47
63323c,
scope=unrestricted,
17463364,
2.5.4.20b1e88388adfc3cc51b766ac22e
0c5ba7a3eb0b326feb73db74683a05d2,
email=CSATINIKATVAL@GMAIL.COM,
cn=SWATI MANGLA
Date: 2022.10.01 21:18:38 +05'30'

(Swati Mangla)
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AACBV8088P CIN: L17111PB1962PLC002463

WWW.VARDHMAN.COM



(M) : 78140 - 02345
(M) : 93572 - 03395
(R) : 0161-2553115

ASHOK K SINGLA & ASSOCIATES

COMPANY SECRETARIES

Regd. Off. : BXX-1374, Krishna Nagar, Near Gurdwara Mai Rand Kaur, Ghumar Mandi, Ludhiana - 141 001, Punjab
H.O. : 261, Aggar Nagar Enclave, Barawal Road, Ludhiana 141 012
E-mail : asingla_cs@yahoo.co.in aksingla1000@gmail.com

Ref. No.

Date :

Date: 01.10.2022

The Chairperson of
58th Annual General Meeting of
Vardhman Holdings Limited,
CIN: L17111PB1962PLC002463
Regd. Off: Vardhman Premises, Chandigarh Road,
Ludhiana-141010, Punjab.

Subject: Consolidated Scrutinizer's report for Remote E-voting and Electronic voting at the 58th Annual General Meeting (AGM) of the Company held on Friday, 30th September 2022.

The Board of Directors of the Company at its meeting held on 25th May, 2022 had appointed me as Scrutinizer for remote e-voting and also for Electronic voting at the AGM in respect of below mentioned nine resolutions proposed at the 58th AGM of the Company held on Friday, 30th September, 2022 at 11:15 A.M. (IST) through video conferencing/ other audio visual means.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has confirmed that the notice convening the 58th AGM of the Company along with the instructions for remote e-voting and electronic voting at AGM and the annual report for the financial year 2021-22 were sent through electronic mode to those members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated 12th May 2020, 15th January, 2021 and 13th May, 2022 (collectively referred to as 'SEBI Circulars')

The Company has published a notice in this regard in Business Standard (newspaper in English) and Desh Sewak (newspaper in Punjabi) on 09.09.2022.

Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and also for electronic voting facility at the AGM to its members in respect of business to be transacted at AGM.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for the facility of remote e-voting as well as electronic voting facility at the AGM to those members of the Company who had not cast their vote through remote e-voting.





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H.O. : 281, Aggar Nagar Enclave, Barawal Road, Ludhiana-141 012.

E-mail : asingla_ce@yahoo.co.in : akasingla1000@gmail.com

Ref. No.

Date :

Cut-Off date: 23.09.2022
Remote e-voting commencement date: 27.09.2022 at 09.00 am
Remote e-voting end date: 29.09.2022 at 05.00 pm

On completion of electronic voting at the AGM, the results of the remote e-voting and electronic voting by the members at the AGM, on the CDSL e-voting platform were unblocked, downloaded and diligently scrutinized by me.

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, Circulars issued by MCA & SEBI relating to remote e-voting and electronic voting at the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and electronic voting at the AGM is to report on the votes cast in favour or against the resolutions based on the available data.

The results of the remote e-voting and electronic voting are as under:

Item No.1 - Ordinary Business- Ordinary Resolution

To adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2022, together with Report of Board of Directors and Auditors thereon:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
66	2399901	75.20

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	63	2399865	-	-	2399865	100.00
Dissent	3	36	-	-	36	0*
Invalid	0	0	-	-	0	0
Total	66	2399901	-	-	2399901	100.00

* Negligible so not taken into account





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H.O. : 251, Aggar Nagar Enclave, Barwal Road, Ludhiana-141 012.
E-mail : asingla_cs@yahoo.co.in akasingla1000@gmail.com

Ref. No. _____

Date : _____

Item No.2 - Ordinary Business- Ordinary Resolution

To declare dividend:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
67	2400317	75.21

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	65	2400290	-	-	2400290	100
Dissent	2	27	-	-	27	0*
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00

* Negligible so not taken into account

Item No.3 - Ordinary Business- Ordinary Resolution

To re-appoint 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
67	2400317	75.21

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	61	2399099	-	-	2399099	99.95
Dissent	6	1218	-	-	1218	0.05
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00





(M) : 78140 - 02345
(M) : 93572 - 03305
(R) : 0161-2553115

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E-mail : asingla_cs@yahoo.co.in asingla1000@gmail.com

Ref. No. _____

Date : _____

Item No.4 - Ordinary Business- Ordinary Resolution

Appointment of M/s K.C. Khanna & Co., Chartered Accountants, as Statutory Auditors of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
67	2400317	75.21

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	64	2400281	-	-	2400281	100
Dissent	3	36	-	-	36	0*
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00

* Negligible so not taken into account

Item No. 05 - Special Business- Special Resolution

To re-appoint Mr. Shri Paul Oswal as Managing Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
67	2400317	75.21

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	64	2400049	-	-	2400049	99.99
Dissent	3	268	-	-	268	0.01
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00

Item No.6 - Special Business- Special Resolution

Re-appointment of Mr. Rajeev Kumar Mittal as an Independent Director of the Company:





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E-mail : asingla_cs@yahoo.co.in aksingla1000@gmail.com

Ref. No.

Date :

No of Members who cast their vote	No. of shares voted	% of Total share Capital
67	2400317	75.21

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	64	2400281	-	-	2400281	100
Dissent	3	36	-	-	36	0*
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00

* Negligible so not taken into account

Item No.7 - Special Business- Special Resolution

To appoint Dr. Pooja Mehta as an Independent Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
67	2400317	75.21

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	64	2400269	-	-	2400269	100
Dissent	3	48	-	-	48	0*
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00

* Negligible so not taken into account

Item No.8 - Special Business- Special Resolution

To appoint Mr. Devendra Bhushan Jain as an Independent Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
67	2400317	75.21



(M) : 78140 - 02345
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Ref. No. _____

Date : _____

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	64	2400269	-	-	2400269	100
Dissent	3	48	-	-	48	0*
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00

* Negligible so not taken into account

Item No.9 - Special Business- Special Resolution

To appoint Mr. Manjul Pahwa as an Independent Director of the Company:

No of Members who cast their vote	No. of shares voted	% of Total share Capital
67	2400317	75.21

	Remote e-voting		e-Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	61	2399331	-	-	2399331	99.96
Dissent	6	986	-	-	986	0.04
Invalid	0	0	-	-	0	0
Total	67	2400317	-	-	2400317	100.00

All the above 09 resolutions have been passed by the members with requisite majority.

I hereby confirm that I am maintaining the records received from the service provider electronically, in respect of the votes cast through remote e-voting and venue voting at the AGM. I shall be arranging to handover these records to you or such other person as may be authorized by you.

For Ashok K Singla and Associates,
 Company Secretaries



Ashok Singla
 Proprietor.

M. No. : FCS 2004

CP No.: 1942

UDIN:- F002004 D00 111 6887.