



Vardhman

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VARDHMAN HOLDINGS LIMITED

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Ref. VHL:SCY:SEP:2020-2021

Dated: 30.09.2020

The Deputy General Manager, Corporate Relationship Deptt, BSE Limited, 1st 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. Scrip Code: VHL
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SUB: 56TH ANNUAL GENERAL MEETING – SCRUTINIZER REPORT

In respect of the 56th Annual General Meeting of the Company held on 28th September, 2020, please find enclosed herewith Report of Scrutinizer dated 28th September, 2020 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 03:00 p.m. and concluded at 03:20 p.m.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN HOLDINGS LIMITED

(SWATI MANGLA)
Company Secretary



HARSH GOYAL & ASSOCIATES

COMPANY SECRETARIES AND INSOLVENCY PROFESSIONALS

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

28th September, 2020

The Chairman of
56th Annual General Meeting of
Vardhman Holdings Limited
CIN: L17111PB1962PLC002463
Regd. Off: Vardhman Premises,
Chandigarh Road,
Ludhiana, Punjab 141010

Subject: Consolidated Scrutinizer's Report for Remote E-voting and Electronic Voting at the 56th Annual General meeting (AGM) of the Company held on Monday, 28th September, 2020

The Board of Directors of the Company at its meeting held on 29.06.2020 had appointed me as Scrutinizer for remote e-voting and also for electronic voting at the AGM in respect of below mentioned resolutions proposed at the 56th AGM of the company held on Monday, 28th September, 2020 at 3.00 p.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 56th AGM of the company along with the instructions for the remote e-voting and electronic voting at the AGM and the annual report for the financial year 2019-20 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 and 13th April, 2020(collectively referred to as 'MCA Circulars') and SEBI circular dated 12th May, 2020.

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The Company has published a notice in this regard in Business Standard (news paper in English) and Desh Sewak (newspaper in Punjabi) on 04.09.2020.

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 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 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.

Cut-off date:	21 st September, 2020
Remote e-voting commencement date:	25 th September, 2020 at 09.00 am
Remote e-voting end date:	27 th September, 2020 at 05.00 pm

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

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.

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The results of the remote e-voting and electronic voting 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 financial year ended 31st March, 2020.

No. of Members who cast their vote	No. of shares voted	% of Total paid-up share capital
51	2391539	74.93

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	48	2391457	0	0	2391457	100
Dissent	3	82	0	0	82	0*
Total	51	2391539	0	0	2391539	100

*negligible

Ordinary Business- Ordinary Resolution Item No. 2a

Re-appointment of Mr. Vikas Kumar as a Director, who retires by rotation.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
51	2391539	74.93

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	50	2391538	0	0	2391538	100
Dissent	1	1	0	0	1	0*
Total	51	2391539	0	0	2391539	100

*negligible

Contd...4



Ordinary Business- Ordinary Resolution Item No. 2b

Re-appointment of Mrs. Shakun Oswal as a Director, who retires by rotation.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
51	2391539	74.93

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	48	2391457	0	0	2391457	100
Dissent	3	82	0	0	82	0*
Total	51	2391539	0	0	2391539	100

*negligible

Special Business- Special Resolution Item No. 3

Re-appointment of Mr. Sanjeev Jain as an Independent Director.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
51	2391539	74.93

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	50	2391538	0	0	2391538	100
Dissent	1	1	0	0	1	0*
Total	51	2391539	0	0	2391539	100

*negligible

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Special Business- Special Resolution Item No. 4

Approval for continuation of directorship of Mr. Jagdish Rai Singal as a Non-Executive director of the company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
51	2391539	74.93

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	50	2391538	0	0	2391538	100
Dissent	1	1	0	0	1	0*
Total	51	2391539	0	0	2391539	100

*negligible

Special Business- Special Resolution Item No. 5

Approval for continuation of directorship of Mrs. Shakun Oswal as a Non-Executive director of the company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
51	2391539	74.93

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	48	2391457	0	0	2391457	100
Dissent	3	82	0	0	82	0*
Total	51	2391539	0	0	2391539	100

*negligible



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

I, hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-voting and electronic voting at the AGM. I shall be arranging to hand over these records to you or such other person authorised by you.

For Harsh Goyal & Associates
Company Secretaries



(Harsh Kumar Goyal)

Prop.

FCS: 3314

CP: 2802

UDIN : F003314B000790804