



VARDHMAN TEXTILES LIMITED

Regd. & Corporate Office : Chandigarh Road, Ludhiana - 141 010, Punjab (INDIA)

Phones : (0161) 2228943-48; Fax : (0161) 2220766

PAN No. : AABCM4692E; CIN : L17111PB1973PLC003345

E-mail : secretarial.lud@vardhman.com; Website : www.vardhman.com

Ref. VTXL: SCY: SEP:2014-2015

Dated: 26.09.2014

The National Stock Exchange of India Ltd,
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (East),
MUMBAI.

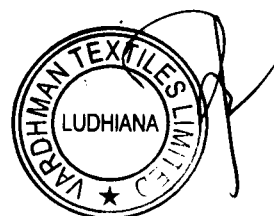
SUB: COMPLIANCE OF CLAUSE-35 A OF THE LISTING AGREEMENT.

Sir,

Pursuant to the provisions of Clause – 35 A of the Listing Agreement, we write to inform you that the members of the Company at the 41st Annual General Meeting held on 24th September, 2014 at 11.30 A.M at the Registered Office of the Company transacted the following business:

Details of Voting Results

Date of AGM	24 th September, 2014
Total number of shareholders on record date (Book closure date-5 th September, 2014 to 24 th September, 2014)	24,186
No. of Shareholders present in the meeting either in person or through proxy:	
c) Promoter and Promoter group:	2
d) Public:	50
No. of Shareholders attended the meeting through video conferencing:	
c) Promoter and Promoter group:	NIL
d) Public:	NIL
Mode of Voting	E-voting and Poll





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OUTCOME OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY:

The Annual General Meeting of the members of the Company was held on Wednesday, 24th September, 2014 at 11.30 A.M at the Registered Office of the Company. The mode of voting was by way of Poll/ E- voting. The shareholders transacted the business as provided in ANNEXURE 1.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

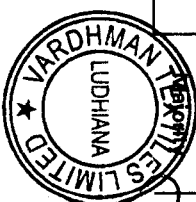
For VARDHMAN TEXTILES LIMITED

(KARAN KAMAL WALIA)
Company Secretary

Particulars	Promoter/Public	No. Of Shares Held	No. Of Votes Polled (E-Voting/Poll)	% of Votes Polled on Outstanding Shares	No. Of Votes - In favour	No. Of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Voting Results
RESOLUTION NO. 1 Adoption of Audited Annual Accounts of the Company as at 31st March, 2014 (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	8,963,288	64.122	8,963,288	0	100.000	0.000	
	Public-Others	10,303,301	1,759,569	17.078	1,759,519	50	99.997	0.003	
	TOTAL	63,651,879	50,092,870	78.698	50,092,820	50	100.000	0.000	
RESOLUTION NO.2 Declaration of Dividend on equity shares. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100	0	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,721,288	0	100.000	0.000	
	Public-Others	10,303,301	1,759,569	17.078	1,759,519	50	99.997	0.003	
	TOTAL	63,651,879	53,850,870	84.602	53,850,820	50	100.000	0.000	

RESOLUTION NO.3 Re-appointment of Mr. Sachit Jain who retires by rotation. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,099,422	621,866	95.112	4.888	
	Public-Others	10,303,301	1,759,559	17.078	1,758,009	1,550	99.912	0.088	
	TOTAL	63,651,879	53,850,860	84.602	53,227,444	623,416	98.842	1.158	

RESOLUTION NO.4 Appointment of Statutory Auditors of the Company. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	8,950,979	3,770,309	70.362	29.638	
	Public-Others	10,303,301	1,759,569	17.078	1,759,494	75	99.996	0.004	
	TOTAL	63,651,879	53,850,860	84.602	53,227,444	623,416	98.842	1.158	



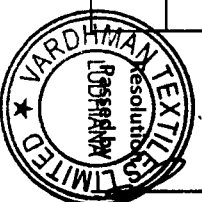
Particulars	Promoter/Public	No. Of Shares Held	No. Of Votes Polled (E-Voting/Poll)	% of Votes Polled on Outstanding Shares	No. Of Votes - In favour	No. Of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Voting Results
TOTAL		63,651,879	53,850,870	84.602	50,080,486	3,770,384	92.998	7.002	

RESOLUTION NO.5 Appointment of Mr. Prafull Anubhai as an Independent Director of the Company. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	8,340,276	4,381,012	65.562	34.438	
	Public-Others	10,303,301	1,754,809	17.032	1,754,759	50	99.997	0.003	
	TOTAL	63,651,879	53,846,110	84.595	49,465,048	4,381,062	91.864	8.136	

RESOLUTION NO.6 Appointment of Mr. Arun Kumar Purwar as an Independent Director of the Company. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	6,059,438	6,661,850	47.632	52.368	
	Public-Others	10,303,301	1,756,309	17.046	1,754,759	1,550	99.912	0.088	
	TOTAL	63,651,879	53,847,610	84.597	47,184,210	6,663,400	87.625	12.375	

RESOLUTION NO.7 Appointment of Dr. Subhash Khanchand Bijlani as an Independent Director of the Company.	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	6,041,553	6,679,735	47.492	52.508	
	Public-Others	10,303,301	1,756,309	17.046	1,754,759	1,550	99.912	0.088	
	TOTAL	63,651,879	53,847,610	84.597	47,166,325	6,681,285	87.592	12.408	

RESOLUTION NO.8 Appointment of Mr. Ashok Kumar Kundra as an Independent	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,708,979	12,309	99.903	0.097	



Particulars	Promoter/Public	No. Of Shares Held	No. Of Votes Polled (E-Voting/Poll)	% of Votes Polled on Outstanding Shares	No. Of Votes - In favour	No. Of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Voting Results
Director of the Company. (Ordinary Resolution)	Public-Others	10,303,301	1,756,309	17.046	1,754,759	1,550	99.912	0.088	Requisite Majority
	TOTAL	63,651,879	53,847,610	84.597	53,833,751	13,859	99.974	0.026	

RESOLUTION NO.9 Appointment of Mr. Shrawan Talwar as an Independent Director of the Company. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	6,041,553	6,679,735	47.492	52.508	
	Public-Others	10,303,301	1,756,309	17.046	1,754,759	1,550	99.912	0.088	
	TOTAL	63,651,879	53,847,610	84.597	47,166,325	6,681,285	87.592	12.408	

RESOLUTION NO.10 Appointment of Mr. Devendra Bhushan Jain as an Independent Director of the Company. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,721,288	0	100.000	0.000	
	Public-Others	10,303,301	1,756,309	17.046	1,754,759	1,550	99.912	0.088	
	TOTAL	63,651,879	53,847,610	84.597	53,846,060	1,550	99.997	0.003	

RESOLUTION NO.11 To adopt new set of Articles of Association of the Company. (Special Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,075,800	645,488	94.926	5.074	
	Public-Others	10,303,301	1,759,569	17.078	1,759,569	0	100.000	0.000	
	TOTAL	63,651,879	53,850,870	84.602	53,205,382	645,488	98.801	1.199	

RESOLUTION NO.12 Re-appointment of Mr. S.P. Oswal as Chairman and	Promoter and Promoter Group	39,370,013	38,397,065	97.529	38,397,065	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	8,340,276	4,381,012	65.562	34.438	

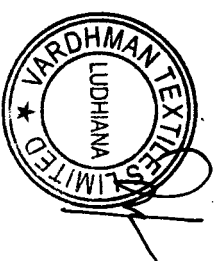


Particulars	Promoter/Public	No. Of Shares Held	No. Of Votes Polled (E-Voting/Poll)	% of Votes Polled on Outstanding Shares	No. Of Votes - In favour	No. Of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Voting Results
Managing Director of the Company. (Special Resolution)	Public-Others	10,303,301	1,759,559	17.078	1,759,509	50	99.997	0.003	Requisite Majority
	TOTAL	63,651,879	52,877,912	83.074	48,496,850	4,381,062	91.715	8.285	

RESOLUTION NO.13 To appoint Mr. Sachit Jain as Joint Managing Director of the Company. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	38,397,065	97.529	38,397,065	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,721,288	0	100.000	0.000	
	Public-Others	10,303,301	1,759,559	17.078	1,759,509	50	99.997	0.003	
	TOTAL	63,651,879	52,877,912	83.074	52,877,862	50	100.000	0.000	

RESOLUTION NO.14 To appoint Mr. Neeraj Jain as Joint Managing Director of the Company. (Ordinary Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,714,448	6,840	99.946	0.054	
	Public-Others	10,303,301	1,759,559	17.078	1,759,509	50	99.997	0.003	
	TOTAL	63,651,879	53,850,860	84.602	53,843,970	6,890	99.987	0.013	

RESOLUTION NO.15 To enter into Related Party Transactions. (Special Resolution)	Promoter and Promoter Group	39,370,013	0	0.000	0	0	0.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,088,623	86.480	9,806,393	2,282,230	81.121	18.879	
	Public-Others	10,303,301	1,754,600	17.029	1,749,800	4,800	99.726	0.274	
	TOTAL	63,651,879	13,843,223	21.748	11,556,193	2,287,030	83.479	16.521	



Particulars	Promoter/Public	No. Of Shares Held	No. Of Votes Polled (E-Voting/Poll)	% of Votes Polled on Outstanding Shares	No. Of Votes - In favour	No. Of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Voting Results
RESOLUTION NO.16 To increase the sitting fees being paid to Independent Directors of the Company and Nominee Director. (Special Resolution)	Promoter and Promoter Group	39,370,013	39,370,013	100.000	39,370,013	0	100.000	0.000	Resolution Passed by Requisite Majority
	Public – Institutional holders	13,978,565	12,721,288	91.006	12,721,288	0	100.000	0.000	
	Public-Others	10,303,301	1,759,569	17.078	1,754,759	4,810	99.727	0.273	
	TOTAL	63,651,879	53,850,870	84.602	53,846,060	4,810	99.991	0.009	

