

**Detail Regarding the Voting Result at the 35TH Annual General Meeting of
VARDHMAN POLYTEX LIMITED**

Sr No.	Particulars	Details
1	Date of the Annual General Meeting	29.09.2015
2	Total number of shareholders on record date	7206
3	No. of Shareholders present in the meeting either in person or through proxy	34
	Promoters and Promoter Group	19
	Public	15
4	No. of Shareholders attended the meeting through Video Conferencing	Not arranged

Detail of the Agenda:

AGENDA ITEM No. 1(a)

Detail of Agenda item No. 1(a)	Resolution Required	Mode of Voting	Result
Adoption of Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2015, together with the Report of Auditors and Board of Directors thereon.	Ordinary	Remote E-Voting and Ballot Paper at Meeting	Resolution Passed by requisite Majority

Detail of Vote Cast (E-voting and Ballot papers)					
Total Vote Cast		Valid Votes		Invalid Votes	
No. of Members	No. of Votes cast	No. of Members	No. of Votes cast	No. of Members	No. of Votes cast
40	1,50,81,737	40	1,50,81,737	--	--

Consolidated Result of E-voting and Ballot Paper

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00



AGENDA ITEM No. 1(b)

<i>Detail of Agenda item No. 1(b)</i>	<i>Resolution Required</i>	<i>Mode of Voting</i>	<i>Result</i>
Adoption of Consolidated Financial Statement of the Company for the Financial Year ended on 31st March, 2015, together with the Report of Auditors thereon.	Ordinary	Remote E-Voting and Ballot Paper at Meeting	Resolution Passed by requisite Majority

<i>Detail of Vote Cast (E-voting and Ballot papers)</i>					
<i>Total Vote Cast</i>		<i>Valid Votes</i>		<i>Invalid Votes</i>	
<i>No. of Members</i>	<i>No. of Votes cast</i>	<i>No. of Members</i>	<i>No. of Votes cast</i>	<i>No. of Members</i>	<i>No. of Votes cast</i>
40	1,50,81,737	40	1,50,81,737	--	--

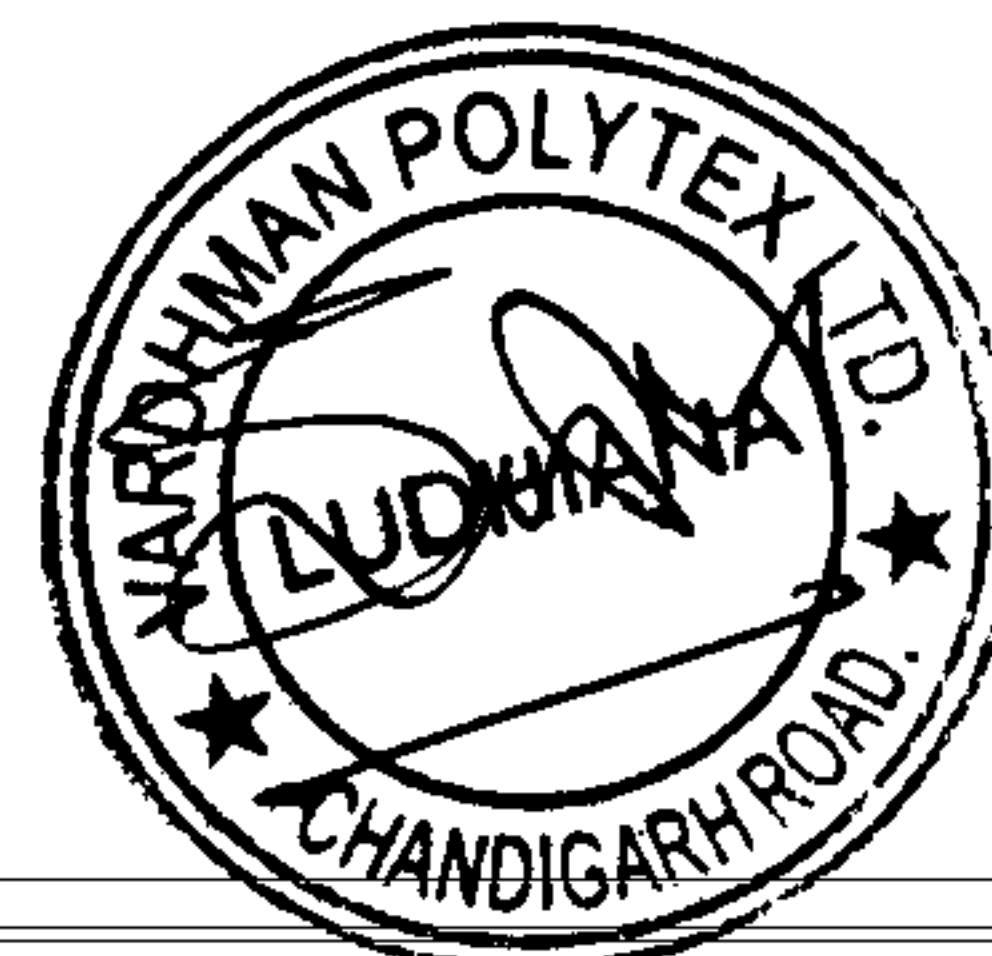
Consolidated Result of E-voting and Ballot Paper

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

AGENDA ITEM No. 2

<i>Detail of Agenda item No. 2</i>	<i>Resolution Required</i>	<i>Mode of Voting</i>	<i>Result</i>
Appointment of Director in Place of Mr. Adish Oswal, who retires by rotation and being eligible, seeks re-appointment.	Ordinary	Remote E-Voting and Ballot Paper at Meeting	Resolution Passed by requisite Majority

<i>Detail of Vote Cast (E-voting and Ballot papers)</i>					
<i>Total Vote Cast</i>		<i>Valid Votes</i>		<i>Invalid Votes</i>	
<i>No. of Members</i>	<i>No. of Votes cast</i>	<i>No. of Members</i>	<i>No. of Votes cast</i>	<i>No. of Members</i>	<i>No. of Votes cast</i>
40	1,50,81,737	40	1,50,81,737	--	--



Consolidated Result of E-voting and Ballot Paper

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

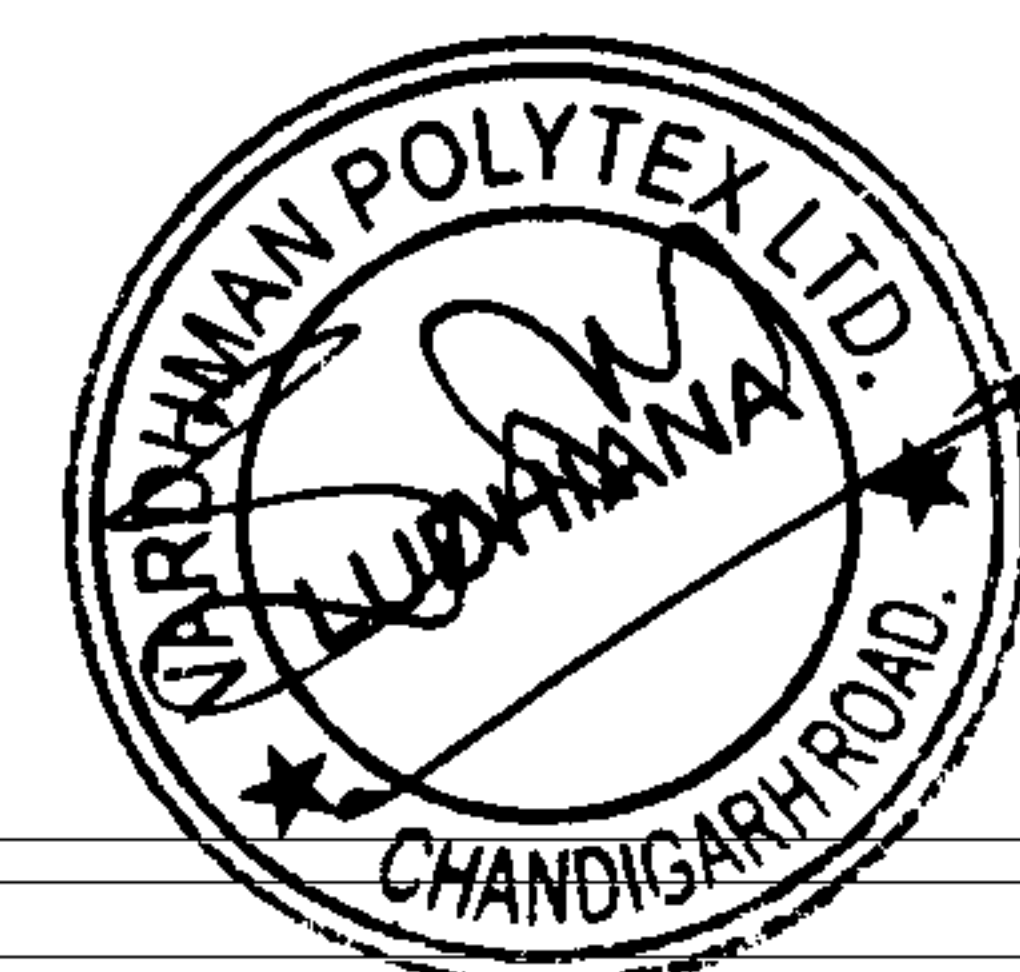
AGENDA ITEM No. 3

Detail of Agenda item No. 3	Resolution Required	Mode of Voting	Result
Ratification of Appointment of Statutory Auditor of the Company for the Financial Year 2015-16 and to fix their remuneration	Ordinary	Remote E-Voting and Ballot Paper at Meeting	Resolution Passed by requisite Majority

Detail of Vote Cast (E-voting and Ballot papers)					
Total Vote Cast		Valid Votes		Invalid Votes	
No. of Members	No. of Votes cast	No. of Members	No. of Votes cast	No. of Members	No. of Votes cast
40	1,50,81,737	40	1,50,81,737	--	--

Consolidated Result of E-voting and Ballot Paper

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00



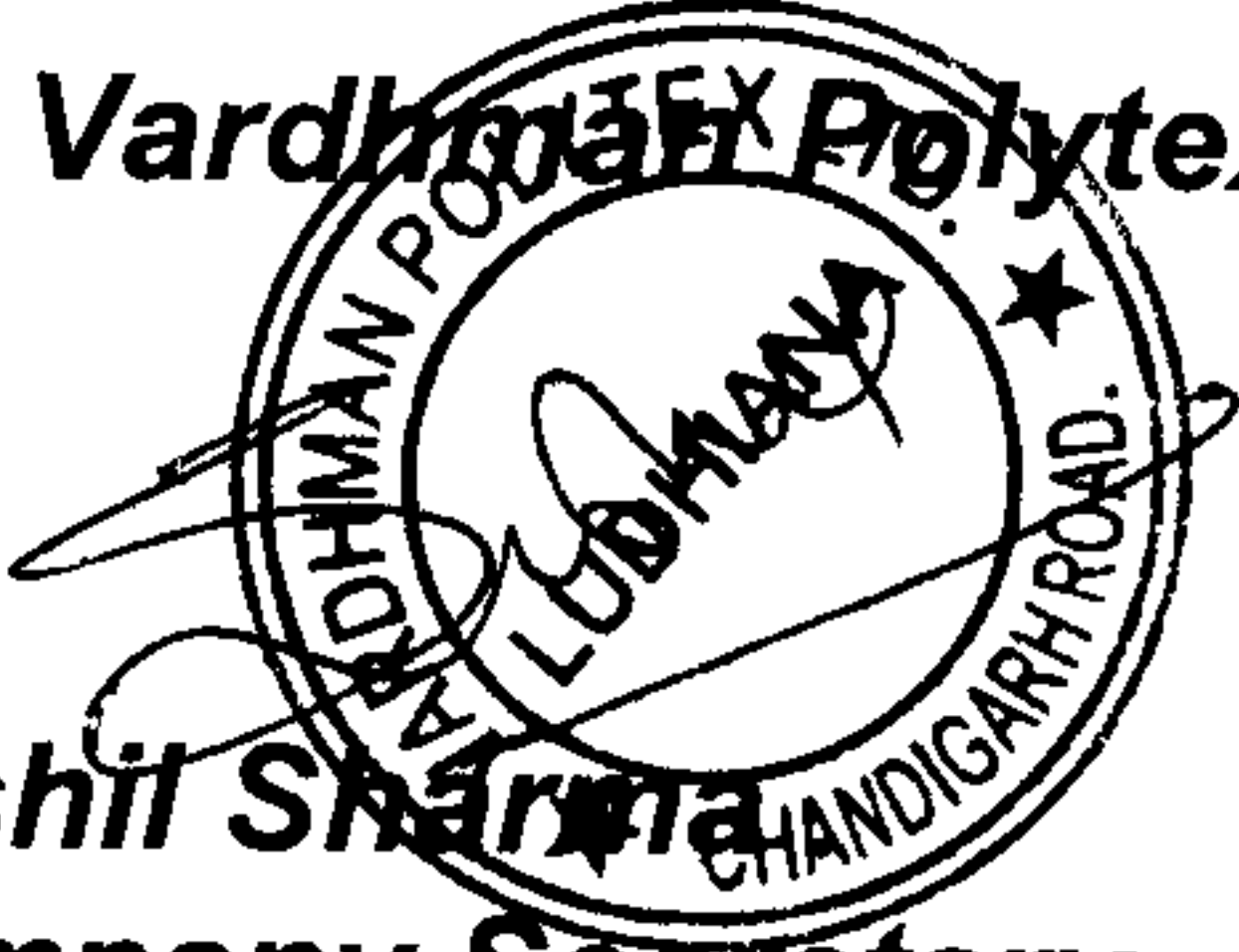
AGENDA ITEM No. 4

<i>Detail of Agenda item No. 4</i>	<i>Resolution Required</i>	<i>Mode of Voting</i>	<i>Result</i>
Ratification of the remuneration of the Cost Auditor of the Company for the financial year ending 31 st March, 2016	Ordinary	Remote E-Voting and Ballot Paper at Meeting	Resolution Passed by requisite Majority

<i>Detail of Vote Cast (E-voting and Ballot papers)</i>					
<i>Total Vote Cast</i>		<i>Valid Votes</i>		<i>Invalid Votes</i>	
<i>No. of Members</i>	<i>No. of Votes cast</i>	<i>No. of Members</i>	<i>No. of Votes cast</i>	<i>No. of Members</i>	<i>No. of Votes cast</i>
40	1,50,81,737	40	1,50,81,737	--	--

Consolidated Result of E-voting and Ballot Paper

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

For Vardhman Polytex Limited


Sushil Sharma
Company Secretary

Date: 30.09.2015
Place: Ludhiana



CONSOLIDATED SCRUTINIZER REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

To,

The Chairman
Vardhman Polytex Limited

35th Annual General Meeting of the Equity Shareholders of **Vardhman Polytex Limited** held on 29.09.2015 at 11:00 a.m. at the Registered Office of the Company at Vardhman Park, Chandigarh Road, Ludhiana-141123.

Dear Sir,

1. I, **Sahil**, Partner, **B.K. Gupta & Associates**, Practicing Company Secretaries at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **Vardhman Polytex Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Amended Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 35th Annual General Meeting of the Equity Shareholders of the Company held on 29.09.2015 at 11:00 a.m. at the Registered Office of the Company at Vardhman Park, Chandigarh Road, Ludhiana-141123, submit our report as under.
2. The Public Advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "**Business Standard**" of wide circulation on **05.09.2015** and a Vernacular Newspaper "**Desh Sewak**" on **05.09.2015**.
3. The remote e-voting period commenced on **26th September, 2015** at **09:00 a.m.** and ended on **28th September, 2015** at **05:00 p.m.**, the CDSL Portal was blocked for voting thereafter.



4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 35th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the ballot at the meeting are conducted in a fair and transparent manner and render consolidate Scrutinizer Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report prepared on the basis of votes casted through ballot process.
5. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
6. The results of the voting is as under:

A. Resolution-1(a): Ordinary Resolution

Adoption of Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2015, together with the Report of Auditors and Board of Directors thereon.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
26	89,21,750	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	61,59,987	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
40	1,50,81,737	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Abstain votes:

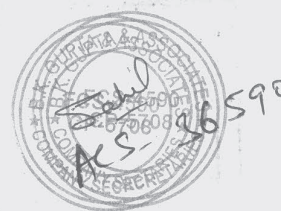
Total Number of members who abstained from voting	Total number of shares held by them
0	0

Breakup of voting through e-voting and ballot

Promoter /Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

RESULT FOR RESOLUTION NO.1(a)

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 35th AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 35th AGM has been passed by the Shareholders as Ordinary Resolution .



B. Resolution-1(b): Ordinary Resolution

Adoption of Audited Consolidated Financial Statement of the Company for the Financial Year ended on 31st March, 2015, together with the Report of Auditors thereon.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
26	89,21,750	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

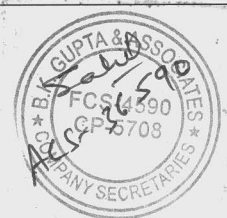
ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	61,59,987	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
40	1,50,81,737	100.00

b) Voted against the resolution:

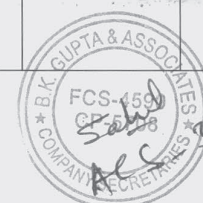
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

Breakup of voting through e-voting and ballot

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00



Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public- Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

RESULT FOR RESOLUTION NO.1(b)

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 35th AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 35th AGM has been passed by the Shareholders as Ordinary Resolution .

C. Resolution-2: Ordinary Resolution

Appointment of Director in Place of Mr. Adish Oswal, who retires by rotation and being eligible, seeks re-appointment.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

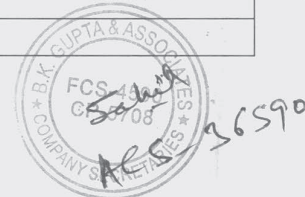
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
26	89,21,750	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0



ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	61,59,987	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
40	1,50,81,737	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0



Breakup of voting through e-voting and ballot

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

RESULT FOR RESOLUTION NO.2

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 35th AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 35th AGM has been passed by the Shareholders as Ordinary Resolution .

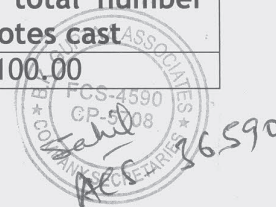
D. Resolution-3: Ordinary Resolution

Ratification of Appointment of Statutory Auditor of the Company for the Financial Year 2015-16 and to fix their remuneration.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
26	89,21,750	100.00



b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

ii. Voting through Ballot

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	61,59,987	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

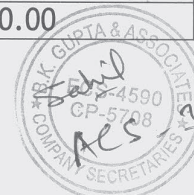
c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
40	1,50,81,737	100.00



b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

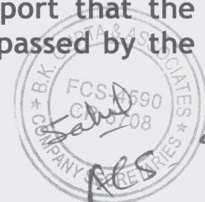
Total Number of members who abstained from voting	Total number of shares held by them
0	0

Breakup of voting through e-voting and ballot

Promoter /Public	No. of Shares held	No. of votes polled	% 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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00
Public-Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

RESULT FOR RESOLUTION NO.3

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 35th AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 35th AGM has been passed by the Shareholders as Ordinary Resolution .



E. Resolution-4: Ordinary Resolution

Ratification of the remuneration of the Cost Auditor of the Company for the financial year ending 31st March, 2016.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
26	89,21,750	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

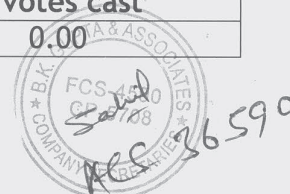
ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	61,59,987	100.00

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00



c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
40	1,50,81,737	100.00

b) Voted against the resolution:

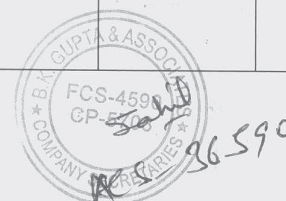
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
0	0

Breakup of voting through e-voting and ballot

Promoter /Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1,34,04,202	1,34,04,202	100.00	1,34,04,202	0	100.00	0.00
Public-Institutional Holders	5,54,134	0	0.00	0	0	0.00	0.00



Public- Others	83,32,621	16,77,535	20.13	16,77,535	0	100.00	0.00
Total	2,22,90,957	1,50,81,737	67.66	1,50,81,737	0	100.00	0.00

RESULT FOR RESOLUTION NO.4

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 35th AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 35th AGM has been passed by the Shareholders as Ordinary Resolution .

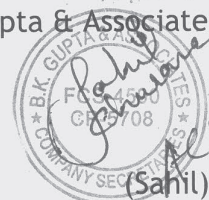
7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 35th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Place: Ludhiana

Dated: 30.09.2015

Yours Faithfully
For B.K. Gupta & Associates



(Sahil)
Partner
ACS-36590
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 12:15 p.m. on 29th September, 2015.

Manpreet Kaur

(Manpreet Kaur)

House No. 1433, Street No.12

Janakpuri

Ludhiana-141001

Sangyan Chopra

(Sangyan Chopra)

28C, Lane No. 10

Guru Amardass Avenue, Ajnala Road
Amritsar