



Vardhman

Delivering Excellence Since 1965

VARDHMAN ACRYLICS LIMITED

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Ref.VAL: SCY:SEPTEMBER:2018-19

DATED:29.09.2018

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: cmist@nse.co.in

The Bombay Stock Exchange Limited,

1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Sub: Scrutinizer Report of 28th Annual General Meeting of the Company.

Dear Sir/Madam,

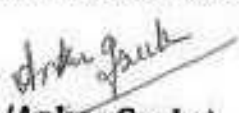
In respect of the 28th Annual General Meeting of the Company held on 27th September, 2018 at Registered Office, Chandigarh Road, Ludhiana - 141010, please find enclosed herewith Report of Scrutinizer dated 28th September, 2018 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly note that the meeting commenced at 02:30 p.m. and concluded at 03:00 p.m.

You are requested to take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN ACRYLICS LIMITED


(Ankur Gauba)
COMPANY SECRETARY



YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AAACV7602E CIN: L51491PB1990PLC019212
WWW.VARDHMAN.COM



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 Acrylics Limited

28th Annual General Meeting of the Equity Shareholders of **Vardhman Acrylics Limited** held on 27.09.2018 at 02:30 p.m. at the Registered Office of the Company at Chandigarh Road, Ludhiana.

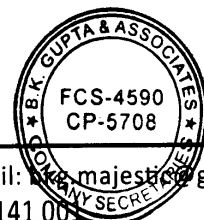
Dear Sir,

1. I, **Bhupesh Gupta**, of **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 Acrylics 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 Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 28th Annual General Meeting of the Equity Shareholders of the Company held on 27.09.2018 at 02:30 p.m. at the Registered Office of the Company at Chandigarh Road, Ludhiana, 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 **04.09.2018** and a Vernacular Newspaper "**Desh Sewak**" on **04.09.2018**.

3. The remote e-voting period commenced on **24th September, 2018** at **09:00 a.m.** and ended on **26th September, 2018** 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 28th 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: Ordinary Resolution

Adoption of financial statement for financial year ended March 31, 2018.

i. Voting through Electronic Means

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

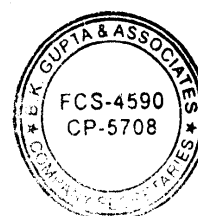
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
10	929322	99.68

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.32

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
62	60318388	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

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

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

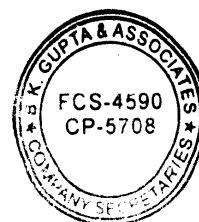
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
72	61247710	99.996

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.004

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



RESULT FOR RESOLUTION NO.1

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 28thAGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as an Ordinary Resolution.

B. Resolution-2: Ordinary Resolution

Declaration of Final Dividend on Equity Shares.

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
10	929322	99.68

b) Voted *against* the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.32

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
62	60318388	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

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
72	61247710	99.996

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.004

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.2

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 28th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as an Ordinary Resolution.



C. Resolution-3: Ordinary Resolution

Re-appointment of Mr. Darshan Lal Sharma as a Director liable to retire by rotation.

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
9	928322	99.68

b) Voted **against the resolution:**

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.32

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
62	60318388	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



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

a) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

i. 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
71	61246710	99.996

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.004

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.3

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 28th AGM was more than the votes cast against it, I report that the Ordinary



D. Resolution-4: Ordinary Resolution

To enter into Related Party Transactions

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
8	920822	98.87

b) Voted **against the resolution:**

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	10500	1.13

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
43	69228	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



c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast 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
51	990050	98.951

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	10500	1.049

c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.4

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 28th AGM was more than the votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as an Ordinary Resolution.



E. Resolution-5: Ordinary Resolution

Appointment of Ms. Apinder Sodhi, Independent Director of the Company.

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
8	928222	99.67

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	3100	0.33

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

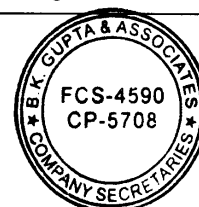
ii. Voting through Ballot

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
62	60318388	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



c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast 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
70	61246610	99.995

b) Voted **against** the resolution:

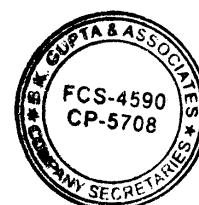
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	3100	0.005

c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.5

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 28th AGM were more than the three fourth of votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as a Ordinary Resolution.



F. Resolution-6: Ordinary Resolution

Ratification of remuneration payable to Cost Auditor for the Financial Year ending 31st March, 2019.

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
9	928322	99.67

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.33

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
62	60318388	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



Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

i. 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
71	61246710	99.995

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.005

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.6

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 28th AGM were more than the three fourth of votes cast against it, I report that the Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as a Ordinary Resolution.

A. Resolution-7: Special Resolution

To approve continuation of directorship of Mr. Shri Paul Oswal as a Non Executive Director of the Company.

i. Voting through Electronic Means



G. Resolution-7: Special Resolution

To approve continuation of directorship of Mr. Shri Paul Oswal as a Non Executive Director of the Company.

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
9	928322	99.67

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.33

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
61	60318378	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



c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast 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
70	61246700	99.995

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	3000	0.005

c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.7

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 28th AGM 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.



H. Resolution-8: Special Resolution

To approve continuation of directorship of Mr. Munish Chandra Gupta as a Non Executive Director of the Company.

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
8	928222	99.67

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	3100	0.33

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

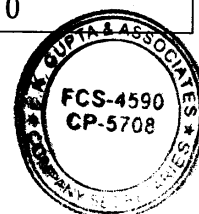
ii. Voting through Ballot

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
62	60318388	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



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast 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
70	61246610	99.995

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	3100	0.005

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

RESULT FOR RESOLUTION NO.8

As the number of votes cast in respect of Special Resolution mentioned in the Notice of 28th AGM was more than the three fourth votes cast against it, I report that the Special Resolution in respect of the above mentioned business has been passed by the Shareholders as an Special Resolution.

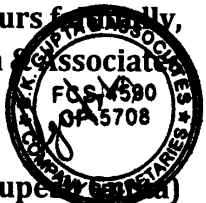


7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 28th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

Place: Ludhiana

Dated: 28.09.2018

Yours faithfully,
For B.K. Gupta & Associates

(Bhupendra Gupta)
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 4.00 p.m. on 27th September, 2018


(Ritesh Thaman)


(Sandeep)