



Vardhmān POLYTEX LIMITED

Corporate & Regd. Office : 341, K-1, Mundian Khurd, P.O. Sahabana,
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CIN : L17122PB1980PLC004242

RESULTS OF THE POSTAL BALLOT

Results of the voting conducting through Postal Ballot on the Special resolutions passed under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

The Company had appointed Mr. Bhupesh Gupta, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot process including e-voting process. Mr. Bhupesh Gupta has submitted the Scrutinizer Report on dated 30.12.2014 to the company.

The details of Special Resolution passed by Postal Ballot are as under:

Date of declaration of Postal Ballot Result				31.12.2014
Total Number of Shareholders as on Cut off Date				7,272
No. of Shareholders present in meeting either in person or through proxy:				Not Applicable*
▪ Promoters and Promoter Group: --				
▪ Public: --				
No. of Shareholders attended the meeting through Video Conferencing				Not Applicable*
▪ Promoters and Promoter Group: --				
▪ Public: --				
Detail of the Agenda:				
Item No.	Particulars	Resolution Required	Mode of Voting	Result
1.	To Authorise Board of Directors of the Company For Charging and/or mortgaging all the present and future movable and immovable properties and whole of undertaking of the Company, under the provision of Section 180(1)(a) of the Companies Act, 2013.	Special	Postal Ballot and E-Voting	Passed/ Approved
2.	To Authorise Board of Directors of the Company to make loans or investments, give guarantee or provide security, under the provision of Section 186 of the Companies Act, 2013.	Special	Postal Ballot and E-Voting	Passed/ Approved

*Resolutions passed through postal ballot



1. Special Resolution, in respect of Resolution under Section 180(1)(a) of the Companies Act, 2013:

To Authorise Board of Directors of the Company for Charging and/or mortgaging all the present and future movable and immovable properties and whole of undertaking of the Company, under the provision of Section 180(1)(a) of the Companies Act, 2013.

Summary of the Results for Resolution 1 are given below:

<i>Detail of Vote Cast</i>					
<i>Total Vote Cast</i>		<i>Votes in favour</i>		<i>Votes against</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>
51	1,26,10,363	50	1,26,10,263	1	100

<i>Postal Ballot (Including E-Voting)</i>							
<i>Promoter/ Public</i>	<i>No. of shares held</i>	<i>No. of votes polled (2)</i>	<i>% of Votes Polled on outstanding shares</i>	<i>No. of Votes in favour</i>	<i>No. of Votes against</i>	<i>% of Votes in favour on votes polled</i>	<i>% of Votes against on votes polled</i>
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	1,09,31,202	1,09,31,202	100.00%	1,09,31,202	0	100.00%	0.0000
Public – Institutional holders	4,134	0	0.00%	0	0	0	0
Public Others	88,82,621	16,79,161	18.90%	16,79,061	100	99.999%	0.001%
Total- (A)	1,98,17,957	1,26,10,363	63.63%	1,26,10,263	100	99.999%	0.001%



2. Special Resolution, in respect of Resolution under Section 186 of the Companies Act, 2013:

To Authorize Board of Directors of the Company to make loans or investments, give guarantee or provide security, under the provision of Section 186 of the Companies Act, 2013.

Summary of the Results for Resolution 2 are given below:

Detail of Vote Cast					
Total Vote Cast		Votes in favour		Votes against	
No. of Members	No. of Votes cast	No. of Members	No. of Votes cast	No. of Members	No. of Votes cast
51	1,26,10,363	50	1,26,10,263	1	100

Postal Ballot (Including E-Voting)							
Promoter/ Public	No. of shares held	No. of votes polled (2)	% 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)]*1 00	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*1 00
Promoter & Promoter Group	1,09,31,202	1,09,31,202	100.00%	1,09,31,202	0	100.00%	0.0000
Public – Institutional holders	4,134	0	0.00%	0	0	0	0
Public Others	88,82,621	16,79,161	18.90%	16,79,061	100	99.999%	0.001%
Total- (A)	1,98,17,957	1,26,10,363	63.63%	1,26,10,263	100	99.999%	0.001%

As per the provisions of the section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and based on the Scrutinizer Report dated 30.12.2014, I hereby declare that aforesaid Special Resolutions are duly passed by requisites majority.

Yours faithfully

For Vardhman Polytex Ltd



Sushil Sharma
Company Secretary

Place: Ludhiana
Date: 31.12.2014

Enclosed: Scrutinizer Report

B. K. Gupta & Associates
Company Secretaries

(O) 0161-2407500
0161-5049700
(R) 0161-2303137
(M) 098156-05702

Date:-30.12.2014

The Chairman
Vardhman Polytex Limited
341 K-1, Mundian Khurd, P O Sahabana,
Chandigarh Road, Ludhiana
Punjab-141123

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot- Scrutinizer Report

Pursuant to the Resolution passed by the Board of Directors of Vardhman Polytex Limited in its Meeting held on 11th November, 2014, I have been appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the following resolutions:

Resolution No.	Reference to the Companies Act, 2013	Description of the Resolution	Type of the Resolution
1.	Section 180(1)a)	<p>To Authorise Board of Directors of the Company For Charging and/or mortgaging all the present and future movable and immovable properties and whole of undertaking of the Company, under the provision of Section 180(1)(a) of the Companies Act, 2013.</p> <p>"RESOLVED THAT in the supersession of earlier resolution passed by the members in Annual General Meeting held on 30.09.2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) the Company hereby accords its consent to the Board of Directors (hereinafter referred to as the Board which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to mortgage and/or</p>	Special Resolution



charge in addition to the mortgages/charges created /to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/or in rupee currency) working capital limits and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, in one or more tranches, upto an aggregate limit of Rs. 1,000 crore (Rupees One thousand crore only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the respective loan agreement(s), heads of agreement(s), debenture trust deed(s) or loan agreements or any other document entered into/ to be entered into between the Company and the lender(s)/ investor(s)/agent(s) and/or trustee(s) in respect of the said and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that and agreed to between the Board of



		<p>Directors or any Committees thereof and the lender(s), agent(s), and/ or trustee(s).</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise the documents and such other agreements for creation of charge as specified above and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to this resolution."</p>	
2.	Section 186	<p>To Authorise Board of Directors of the Company to make loans or investments, give guarantee or provide security, under the provision of Section 186 of the Companies Act, 2013.</p> <p>"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and in addition to the amounts already invested/loans made or guarantees/security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to give any loans to any person or other body corporate including subsidiary/group/associate companies and/or give any guarantees or to provide security in connection with a loan to any other body corporate including subsidiary/group/associate companies or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate including subsidiary/group/associate companies exceeding sixty per cent of company's paid-up share capital, its free reserves and securities</p>	Special Resolution



		<p>premium account or one hundred per cent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed Rs. 600 Crores (Rupees Six Hundred Crores only) at any point of time over and above the paid-up share capital of the Company, free reserves and securities premium account.</p> <p>"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for attainment of said object inter-alia execution of deeds/documents/papers, prescribing the limits determine source of fund and terms and conditions for investment, loan, guarantee and security to be made or provided</p>	
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We report that the Postal Ballot notice dated 11th November, 2014 under Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, was issued individually to all shareholders and the notices were dispatched on 27th November, 2014 through Registered Post. Further, all the Shareholders have also been given an option of e-voting through e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) as per the aforesaid Act and Rules and clause 35B of the Listing Agreement. We report that as stated in the notice sent to the shareholders, the Company has fixed 27th December, 2014 as the last date for receipt of Postal Ballots. As stated in Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in Business Standard & Desh Sewak on 28th November, 2014, informing about the dispatch of Postal Ballot forms and other related matters mentioned therein.

We report that we have received the Postal Ballot Forms from the Shareholders during the period starting from 28th November, 2014 to 27th December, 2014

All the Postal Ballot forms received up to the closure of working hours (6.00 p.m.) on Saturday 27th December, 2014, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.



During the course of scrutiny of Postal Ballot forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot Forms were scrutinized and processed and register containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Shares held, Number of votes voted, Assented, Dissented and Rejected was maintained in electronic format.

We report that out of 7,272 Shareholders we have received polled Postal Ballot Forms from 24 Shareholders.

The e-voting portal was unblocked at 6.30 PM on December 27th, 2014 in the presence Mr. Siddharth and Mr. Sangyan who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

The votes polled through Ballot received by the scrutinizer till the closing hours of the e-voting were also opened and processed in the presence of aforesaid witnesses.

The E-Voting results/lists of Equity Shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) and the same are being handed over to the Chairman.

Total Number of Shareholders	7,272 (as on 21 st November, 2014)
Total Number of Shares (Fully paid up)	1,98,17,957 (as on 21 st November, 2014)
Receipt of Postal Ballot Forms	from 28 th November, 2014 to 27 th December, 2014
Total Postal Ballot Forms Received	24
Total Folios Voted through CDSL e-voting	27



1. Special Resolution, in respect of Resolution under Section 180(1)(a) of the Companies Act, 2013

To Authorise Board of Directors of the Company for Charging and/or mortgaging all the present and future movable and immovable properties and whole of undertaking of the Company, under the provision of Section 180(1)(a) of the Companies Act, 2013.

Summary of the Results for Resolution 1 are given below:

Total Shareholding and Ballots Received through Post

Particulars	Number of folios	Number of Shares (Votes)	Percentage (%) (Votes)
Total Shareholders	7,272	1,98,17,957	100.00
Number of Ballots Received	24	16,78,081	8.47
Number of Votes For	23	16,77,981	99.995
Number of Votes AGAINST	1	100	0.005

Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	0	0	0.0
Public-Institutional	0	0	0.0
Public-Others	23	16,77,981	99.995
Total	23	16,77,981	99.995

Break-up of voting through Postal Ballot and Voted the against resolution

Promoter/Promoters Group	0	0	0.0
Public-Institutional	0	0	0.0
Public-Others	1	100	0.005
Total	1	100	0.005



Polled through e-voting

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	27	1,09,32,282	100.00
No. of Folios voted FOR	27	1,09,32,282	100.00
No. of Folios voted AGAINST	0	0	0

Break-up of voting details through e-voting and Voted in favour resolution

Promoter/Promoters Group	22	1,09,31,202	99.99
Public-Institutional	0	0	0
Public-Others	5	1080	0.01
Total	27	1,09,32,282	100

Break-up of voting details through e-voting and Voted in against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	0	0	0
Total	0	0	0

Total Votes Polled and Results (E-voting and physical ballot)

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios Voted through e-voting and post	51	1,26,10,363	100.00
No. of Folios voted FOR	50	1,26,10,263	99.999
No. of Folios voted AGAINST	1	100	0.001



Break-up of voting in favour resolution

Promoter/Promoters Group	22	1,09,31,202	86.684
Public-Institutional	0	0	0
Public-Others	28	16,79,061	13.315
Total	50	1,26,10,263	99.999

Break-up of voting against resolution

Promoter/Promoters Group	0	0	0.0
Public-Institutional	0	0	0.0
Public-Others	1	100	0.001
Total	1	100	0.001

RESULT FOR RESOLUTION NO. 1

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 180(1)(a) of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution.

2. Special Resolution, in respect of Resolution under Section 186 of the Companies Act, 2013

To Authorize Board of Directors of the Company to make loans or investments, give guarantee or provide security, under the provision of Section 186 of the Companies Act, 2013.

Summary of the Results for Resolution 2 are given below:

Total Shareholding and Ballots Received through Post

Particulars	Number of folios	Number of Shares (Votes)	Percentage (%) (Votes)
Total Shareholders	7,272	1,98,17,957	100.00
Number of Ballots Received	24	16,78,081	8.47
Number of Votes For	23	16,77,981	99.995
Number of Votes AGAINST	1	100	0.005



Break-up of voting through Postal Ballot and Voted in favour resolution

Promoter/Promoters Group	0	0	0.0
Public-Institutional	0	0	0.0
Public-Others	23	16,77,981	99.995
Total	23	16,77,981	99.995

Break-up of voting through Postal Ballot and Voted the against resolution

Promoter/Promoters Group	0	0	0.0
Public-Institutional	0	0	0.0
Public-Others	1	100	0.005
Total	1	100	0.005

Polled through e-voting

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	27	1,09,32,282	100.00
No. of Folios voted FOR	27	1,09,32,282	100.00
No. of Folios voted AGAINST	0	0	0

Break-up of voting details through e-voting and Voted in favour resolution

Promoter/Promoters Group	22	1,09,31,202	99.99
Public-Institutional	0	0	0
Public-Others	5	1080	0.01
Total	27	1,09,32,282	100

Break-up of voting details through e-voting and Voted in against resolution

Promoter/Promoters Group	0	0	0
Public-Institutional	0	0	0
Public-Others	0	0	0
Total	0	0	0



Total Votes Polled and Results(E-voting and physical ballot)

Particulars	Number of Ballots	Number of Shares (Votes)	Percentage(%) (Votes)
Total Folios Voted through e-voting and post	51	1,26,10,363	100.00
No. of Folios voted FOR	50	1,26,10,263	99.999
No. of Folios voted AGAINST	1	100	0.001

Break-up of voting in favour resolution

Promoter/Promoters Group	22	1,09,31,202	86.684
Public-Institutional	0	0	0
Public-Others	28	16,79,061	13.315
Total	50	1,26,10,263	99.999

Break-up of voting against resolution

Promoter/Promoters Group	0	0	0.0
Public-Institutional	0	0	0.0
Public-Others	1	100	0.001
Total	1	100	0.001

RESULT FOR RESOLUTION NO. 2

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 186 the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution.

All relevant records of Electronic Voting and Ballot Papers received from the members remain in our safe custody until the Chairman considers, approves and signs the minutes and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.



Thanking You,

Yours Faithfully
For B.K. Gupta & Associates
Company Secretaries



(Bhupesh Gupta)

Partner

Membership No. FCS 4590

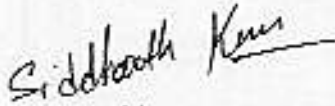
C. P. No.: 5708

Scrutinizer

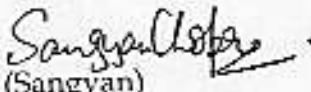
Place : Ludhiana

Dated: 30.12.2014

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 6.30 PM on 27th December, 2014 at the office of Scrutinizer.


(Siddharth)

H.No 5, Block-D,
Railway Road, Sahnewal
Ludhiana-141120


(Sangyan)

28-C, lane No.10
Guru Amardass Avenue,
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