



VARDHMAN HOLDINGS LIMITED

Registered Office: Chandigarh Road, Ludhiana – 141 010 (Punjab), India.

Phones: 0161-2228943-48; Fax: 0161-2601048 & 2220766

PAN No.: AABCV8088P; CIN: L17111PB1962PLC002463

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

Ref.VHL:SCY:SEPTEMBER:2016-17

DATED:06.09.2016

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: cmllist@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: Voting Results of the 52nd Annual General Meeting of the Company.

Ref: Regulation 44 and Regulation 30 of SEBI (Listing. Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In respect of 52nd Annual General Meeting of the Company held on 5th September, 2016 at 3.00 p.m. at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed the following-

Annexure No.	Particulars
1	Summary of proceedings
2	Consolidated voting results
3	Scrutinizer's Report dated 6 th September 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and record.

Thanking you,

Yours faithfully,

For VARDHMAN HOLDINGS LIMITED

ayadav
(Amrender Yadav)
COMPANY SECRETARY



Encl: as above

ANNEXURE 1**PROCEEDINGS OF 52ND ANNUAL GENERAL MEETING OF
VARDHMAN HOLDINGS LIMITED**

Day and Date of Meeting	Monday, 5 th September, 2016
Time of commencement of meeting	3.00 p.m.
Venue	Registered Office of the Company situated at Vardhman premises, Chandigarh Road, Ludhiana -141010, Punjab.
Time of conclusion	4.00 p.m.

1. Brief details of items deliberated at the meeting and result thereof:

- Since Mr. Shri Paul Oswal, Chairman was unable to attend the meeting; Mr. Sachit Jain was elected as Chairman of the meeting by show of hands by the members present at the meeting.
- The requisite quorum being present, the Chairman declared the meeting as commenced.
- The Chairman then delivered his speech and answered the queries of shareholders.
- The Company Secretary, Mr. Amrender Kumar Yadav, then started with the formal proceedings of the meeting. He informed the shareholders that remote e-voting facility being provided by the Company through CDSL commenced at 09:00 a.m. on 2nd September, 2016 and ended at 05:00 p.m. on 4th September, 2016.
- The following items of the business as set out in the notice calling the meeting were put for shareholders' approval:

Ordinary Business:

Sr. No.	Particular	Type of Resolution
1	To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March 2016 and Statement of Profit & Loss for the year ended on that date together with the Auditors' Report thereon.	Ordinary Resolution
2	To declare Dividend	Ordinary Resolution



3	To appoint a Director in place of Mr. S.P. Oswal (DIN 00121737), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	Ordinary Resolution
4	To ratify of appointment of Statutory Auditors of the Company for the Financial Year 2016-17.	Ordinary Resolution

- The Company Secretary informed the members that M/s. Harsh Goyal & Associates, Practicing Company Secretary was appointed as the scrutinizer for the purpose of scrutinizing both the e-voting process as well as polling process.
- The Company Secretary informed the members that the results of the voting (both e-voting and poll put together) shall be disseminated to the stock exchanges and also uploaded on the website of the Company and CDSL (www.evotingindia.com) within 48 hours from the conclusion of AGM.

2. Manner of approval:

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company had provided remote e-voting facility to the members to cast votes electronically, on all the resolutions set out in the notice.
- Further, the facility for voting through poll was made available to the members who were present at the meeting and had not cast their votes by remote e-voting.
- All the resolutions set out in the Notice calling the Annual General Meeting were passed with the requisite majority (as provided in **Annexure- II**) and are passed on the date of the Annual General Meeting i.e. 5th September, 2016.

The meeting was concluded with vote of thanks by the Chairman of the meeting.



Details of Voting Results**VARDHMAN HOLDINGS LIMITED****52ND ANNUAL GENERAL MEETING**

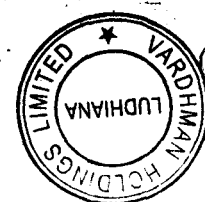
{Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

➤ Date of AGM:	5 th September, 2016
➤ Total Number of Shareholders on record date.	7172
➤ No. of Shareholders present in the meeting either in person or through proxy:	
a) Promoter and Promoter group:	42
b) Public:	40
➤ No. of Shareholders attended the meeting through video conferencing:	
a) Promoter and Promoter group:	NOT APPLICABLE
b) Public:	

AGENDA WISE DISCLOSURE:

The Agenda wise disclosure of the voting results of the businesses transacted at the 52nd Annual General Meeting of the members of the Company held on **Monday, 5th September, 2016** is given below.

Further, a copy of result declared for the 52nd Annual General Meeting along with Scrutinizer's Report is also being placed on the website of the Company at www.vardhman.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.



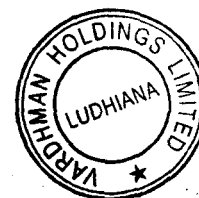
Item No. 1**Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2016.**

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes- In favor	No. of votes- against	% of Votes in favor 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	E-Voting	2390441	0	0	0	0	0	0
	Poll	2390441	2390441	100	2390441	0	100	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2390441	2390441	100	2390441	0	100	0
Public-Institutions	E-Voting	128934	0	0	0	0	0	0
	Poll	128934	0	0	0	0	0	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	128934	0	0	0	0	0	0
Public-Non Institutions	E-Voting	672161	48	0.007	48	0	100	0
	Poll	672161	6255	0.93	6255	0	100	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	672161	6303	0.93	6303	0	100	0
Total		3191536	2396744	75.09	2396744	0	100	0



Item No. 2**To declare dividend.**

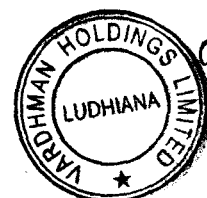
Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes-In favor	No. of votes-against	% of Votes in favor 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	E-Voting	2390441	0	0	0	0	0	0
	Poll	2390441	2390441	100	2390441	0	100	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2390441	2390441	100	2390441	0	100	0
Public-Institutions	E-Voting	128934	0	0	0	0	0	0
	Poll	128934	0	0	0	0	0	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	128934	0	0	0	0	0	0
Public-Non Institutions	E-Voting	672161	48	0.007	48	0	100	0
	Poll	672161	6255	0.93	5833	422	93.25	6.75
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	672161	6303	0.93	5881	422	93.30	6.70
Total		3191536	2396744	75.09	2396322	422	99.98	0.02



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Item No. 3**Re-appointment of Mr. S.P. Oswal (DIN: 0012137), who retires by rotation.**

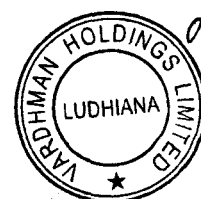
Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes-In favor	No. of votes-against	% of Votes in favor 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	E-Voting	2390441	0	0	0	0		0
	Poll	2390441	2340611	97.91	2340611	0	100	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2390441	2340611	97.91	2340611	0	100	0
Public-Institutions	E-Voting	128934	0	0	0	0	0	0
	Poll	128934	0	0	0	0	0	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	128934	0	0	0	0	0	0
Public-Non Institutions	E-Voting	672161	48	0.007	48	0	100	0
	Poll	672161	6255	0.93	6255	0	100	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	672161	6303	0.93	6303	0	100	0
Total		3191536	2346914	73.54	2346914	0	100	0



Item No. 4

Ratification of Appointment of Statutory Auditors for the financial year 2016-17 and to fix their remuneration.

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes-In favor	No. of votes-against	% of Votes in favor 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	E-Voting	2390441	0	0	0	0	0	0
	Poll	2390441	2390441	100	2390441	0	100	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2390441	2390441	100	2390441	0	100	0
Public-Institutions	E-Voting	128934	0	0	0	0	0	0
	Poll	128934	0	0	0	0	0	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	128934	0	0	0	0	0	0
Public-Non Institutions	E-Voting	672161	48	0.007	48	0	100	0
	Poll	672161	6255	0.93	6255	0	100	0
	Postal Ballot (If Applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	672161	6303	0.93	6303	0	100	0
Total		3191536	2396744	75.09	2396744	0	100	0



HARSH GOYAL & ASSOCIATES

COMPANY SECRETARIES

4TH FLOOR, NOBLE ENCLAVE, BHAI WALA CHOWK, FEROZEPUR ROAD, LUDHIANA.
PHONES : (O) 0161-2772872, (M) : 98140-09461, FAX : 0161-5018501.

6th September, 2016

The Chairman,
52nd Annual General Meeting of
Vardhman Holdings Limited
CIN: L17111PB1962PLC002463
Regd. Off: Chandigarh Road,
Ludhiana Punjab 141010.

Subject: Consolidated Scrutinizer's report for voting at the Annual General meeting (AGM) held on 5th September 2016:

The Board of Directors of the Company at its meeting held on 20th May, 2016 had appointed me as Scrutinizer for remote e-voting and also voting at AGM by Ballot Papers.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided remote e-voting and ballot papers at 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 electronic voting to the shareholders of the Company. The remote e-voting results were unblocked by me on 6th September, 2016 after conclusion of AGM in the presence of two witnesses.

Cut-off date:	29 th August, 2016
Remote e-voting commencement date:	2 nd September, 2016 at 09.00 am
Remote e-voting end date:	4 th September, 2016 at 05.00 pm

The Company has delivered copy of AGM Notice with Annual Report through email to members whose E-mail ids were registered. Annual report along with AGM Notice was sent to other members by Registered post.

The Company has published a notice in this regard in Business Standard (newspaper in English) and Desh Sewak (newspaper in Punjabi) on 12.08.2016.

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The facility of voting through ballot paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence. After conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.

The results of the remote e-voting together with ballot papers are as under:

Ordinary Business- Ordinary Resolution No. 1

Adoption of Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors for the year ended 31st March, 2016.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
86	2396744	75.09

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	4	48	82	2396696	2396744	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	4	48	82	2396696	2396744	100

Ordinary Business- Ordinary Resolution No. 2

Declaration of final dividend on Equity Shares.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
86	2396744	75.09

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	4	48	80	2396274	2396322	99.98
Dissent	0	0	2	422	422	0.02
Invalid	0	0	0	0	0	0
Total	4	48	82	2396696	2396744	100

Contd...3



Ordinary Business- Ordinary Resolution No. 3

Re-appointment of Mr. S. P. Oswal as director.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
80	2346914	73.54

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	4	48	76	2346866	2346914	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	4	48	76	2346866	2346914	100

Ordinary Business- Ordinary Resolution No. 4

Ratification of appointment of M/s. R. Dewan & Co., Chartered Accountants, as Statutory Auditors.

No. of Member who cast their vote	No. of shares voted	% of Total share capital
86	2396744	75.09

	Remote e-voting		Voting at AGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	4	48	82	2396696	2396744	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	4	48	82	2396696	2396744	100

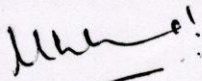
All the above 4 Resolutions have been passed by the members with requisite majority.

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

For Harsh Goyal and Associates
Company Secretaries



(Harsh Kumar Goyal)

Prop.

FCS 3314

CP No.2802