



**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

25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vardhman Acrylics Limited held on 04.09.2015 at 03:00 p.m. at the Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana-141010.

Dear Sir,

1. I, **Bhupesh Gupta**, 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 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 Amended Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 04.09.2015 at 03:00 p.m. at the Registered Office of the Company at Vardhman Premises, Chandigarh Road, Ludhiana-141010, 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 13<sup>th</sup> August, 2015 and a Vernacular Newspaper "Desh Sewak" on 13<sup>th</sup> August, 2015.
3. The remote e-voting period commenced on 01<sup>st</sup> September, 2015 at 09:00 a.m. and ended on 3<sup>rd</sup> 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 25<sup>th</sup> 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 Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2015.

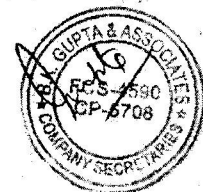
**i. Voting through Electronic Means**

**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
7	11,81,291	99.992

**b) Voted against the resolution:**

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.008



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
65	6,97,63,594	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

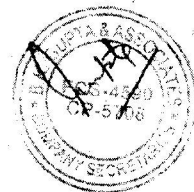
iii. Consolidated E-Voting And Ballot

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
72	7,09,44,885	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.001



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	6,95,77,607	6,95,77,607	100.00	6,95,77,607	0	100.00	0.00
Public-Institutional Holders	47,51,681	9,17,341	19.31	9,17,341	0	100.00	0.00
Public-Others	1,86,78,548	4,50,037	2.41	4,49,937	100	99.98	0.02
Total	9,30,07,836	7,09,44,985	76.28	7,09,44,885	100	99.99	0.01

**RESULT FOR RESOLUTION NO. 1**

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 25<sup>th</sup> AGM has been passed by the Shareholders as Ordinary Resolution .





**B. Resolution-2: Ordinary Resolution**

Declaration of 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
7	11,81,291	99.992

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.008

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
65	6,97,63,594	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
72	7,09,44,885	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.001

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	6,95,77,607	6,95,77,607	100.00	6,95,77,607	0	100.00	0.00



Public-Institutional Holders	47,51,681	9,17,341	19.31	9,17,341	0	100.00	0.00
Public-Others	1,86,78,548	4,50,037	2.41	4,49,937	100	99.98	0.02
Total	9,30,07,836	7,09,44,985	76.28	7,09,44,885	100	99.99	0.01

### RESULT FOR RESOLUTION NO.2

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 25<sup>th</sup> AGM has been passed by the Shareholders as Ordinary Resolution .

#### C. Resolution-3: Ordinary Resolution

Appointment of Director in Place of Mr. D.L. Sharma, 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
7	11,81,291	99.992

##### b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.008

##### 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
65	6,97,63,594	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
72	7,09,44,885	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.001



c) Abstain votes:

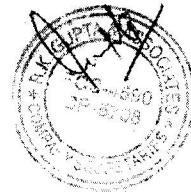
Total Number of members who abstained from voting	Total number of shares held by them
0	0

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	6,95,77,607	6,95,77,607	100.00	6,95,77,607	0	100.00	0.00
Public-Institutional Holders	47,51,681	9,17,341	19.31	9,17,341	0	100.00	0.00
Public-Others	1,86,78,548	4,50,037	2.41	4,49,937	100	99.98	0.02
Total	9,30,07,836	70944985	76.28	7,09,44,885	100	99.99	0.01

**RESULT FOR RESOLUTION NO.3**

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 25<sup>th</sup> AGM has been passed by the Shareholders as Ordinary Resolution .



**D. Resolution-4: 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
7	1181291	99.992

**b) Voted against the resolution:**

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.008

**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
65	6,97,63,594	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
72	7,09,44,885	99.999

b) Voted against the resolution:

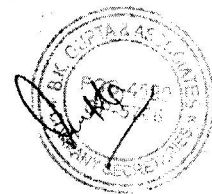
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.001

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	6,95,77,607	6,95,77,607	100.00	6,95,77,607	0	100.00	0.00



Public-Institutional Holders	47,51,681	9,17,341	19.31	9,17,341	0	100.00	0.00
Public-Others	1,86,78,548	4,50,037	2.41	4,49,937	100	99.98	0.02
Total	9,30,07,836	7,09,44,985	76.28	7,09,44,885	100	99.99	0.01

#### RESULT FOR RESOLUTION NO.4

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 25<sup>th</sup> AGM has been passed by the Shareholders as Ordinary Resolution .

#### E. Resolution-5: Ordinary Resolution

Ratification of the remuneration of the Cost Auditor 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
7	11,81,291	99.992

##### b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.008

##### 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
65	6,97,63,594	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
72	7,09,44,885	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.001

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	6,95,77,607	6,95,77,607	100.00	6,95,77,607	0	100.00	0.00
Public-Institutional Holders	47,51,681	9,17,341	19.31	9,17,341	0	100.00	0.00
Public-Others	1,86,78,548	4,50,037	2.41	4,49,937	100	99.98	0.02
Total	9,30,07,836	7,09,44,985	76.28	7,09,44,885	100	99.99	0.01

**RESULT FOR RESOLUTION NO.5**

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 25<sup>th</sup> AGM has been passed by the Shareholders as Ordinary Resolution .

**F. Resolution-6: Special Resolution**

Increase in the sitting fee payable to the Directors.

**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
6	11,80,491	99.924



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	900	0.076

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
65	6,97,63,594	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
71	7,09,44,085	99.999



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	900	0.001

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	6,95,77,607	6,95,77,607	100.00	6,95,77,607	0	100.00	0.00
Public-Institutional Holders	47,51,681	9,17,341	19.31	9,17,341	0	100.00	0.00
Public-Others	1,86,78,548	4,50,037	2.41	4,49,137	900	99.80	0.20
Total	9,30,07,836	7,09,44,985	76.28	7,09,44,085	900	99.99	0.01

**RESULT FOR RESOLUTION NO.6**

As the number of votes cast in respect of Special Resolution mentioned in the Notice of 25<sup>th</sup> AGM was more than the three fourth of votes cast against it, I report that the Special Resolution as set out in the Notice of 25<sup>th</sup> AGM has been passed by the Shareholders as Special Resolution .



**G. Resolution-7: Special Resolution**

Entering 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
6	11,73,641	99.344

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	7,750	0.656

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
46	1,85,987	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
19	6,95,77,607

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
52	13,59,628	99.433

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	7,750	0.567

c) Abstain votes:

Total Number of members who abstained from voting	Total number of shares held by them
19	6,95,77,607

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	6,95,77,607	0	0.00	0	0	0.00	0.00



Public-Institutional Holders	47,51,681	9,17,341	19.31	9,17,341	0	100.00	0.00
Public-Others	1,86,78,548	4,50,037	2.41	4,42,287	7,750	98.28	1.72
Total	9,30,07,836	13,67,378	1.47	13,59,628	7,750	99.43	0.57

**RESULT FOR RESOLUTION NO.7**

As the number of votes cast in respect of Special Resolution mentioned in the Notice of 25<sup>th</sup> AGM was more than the three fourth of votes cast against it, I report that the Special Resolution as set out in the Notice of 25<sup>th</sup> AGM has been passed by the Shareholders as 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 25<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully  
For B.K. Gupta & Associates



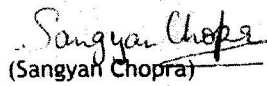
Place: Ludhiana  
Dated: 05.09.2015

Partner  
FCS-4590, CP 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](http://www.evotingindia.com)) and also votes polled through ballot were opened and processed in our presence at 04:15 p.m. on 04<sup>th</sup> September, 2015.



(Sahil Khurana)  
#2109 Street No. 3  
Shivpuri, Ludhiana



(Sangya Chopra)  
28C, Lane No.10  
Guru Amardass Avenue, Ajanala Road  
Amristar