



Vardhman

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VARDHMAN TEXTILES LIMITED

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Ref. VTXL: SCY: MAR: 2021-22

Dated: 14-Mar-2022

BSE Limited, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI-400001 Scrip Code: 502986	The National Stock Exchange of India Ltd, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), MUMBAI-400 051 Scrip Code: VTL
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Sub: Submission of Postal Ballot Result along with Scrutinizer Report

Sir,

This is to inform you that the Company had issued Postal Ballot Notice dated 22nd January, 2022, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking approval of the Members of the Company, in respect of special business items as set out in the aforesaid Postal Ballot Notice.

We wish to inform you that M/s Khanna Ashwani & Associates, Practicing Company Secretaries, who were appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on 22nd January, 2022, for the aforesaid Postal Ballot process, have submitted their Report on 12th March, 2022.

As per the aforesaid Scrutinizer Report, the Members of the Company have duly approved the Resolutions as set out in the Notice of Postal Ballot dated 22nd January, 2022 with requisite majority. The aforesaid Resolutions are deemed to have been passed on the last date of e-voting i.e. on Friday, 11th March, 2022.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format is enclosed herewith for your information and records.

A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith.

This is for your kind information and records.

Thanking you,

Yours faithfully,

FOR VARDHMAN TEXTILES LIMITED


(SANJAY GUPTA)
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

PAN NO.: AABCM4692E CIN: L17111PB1973PLC003345
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General information about company

Scrip code	502986
NSE Symbol	VTL
MSEI Symbol	NOTLISTED
ISIN	INE825A01012
Name of the company	VARDHMAN TEXTILES LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-03-2022
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details	
Name of the Scrutinizer	ASHWANI KUMAR KHANNA
Firms Name	KHANNA ASHWANI & ASSOCIATES
Qualification	CS
Membership Number	FCS3254
Date of Board Meeting in which appointed	22-01-2022
Date of Issuance of Report to the company	12-03-2022

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Voting results

Record date	04-02-2022
Total number of shareholders on record date	67018
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		TO APPROVE SPLIT/ SUB-DIVISION OF EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE						
Category	Mode of voting	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	E-Voting		35423969	97.2453	35423969	0	100.0000	0.0000
	Poll	36427442						
	Postal Ballot (if applicable)							
	Total	36427442	35423969	97.2453	35423969	0	100.0000	0.0000
Public- Institutions	E-Voting		13027865	92.4908	13027865	0	100.0000	0.0000
	Poll	14085586						
	Postal Ballot (if applicable)							
	Total	14085586	13027865	92.4908	13027865	0	100.0000	0.0000
Public- Non Institutions	E-Voting		58338	0.8036	57866	472	99.1909	0.8091
	Poll	7259782						
	Postal Ballot (if applicable)							
	Total	7259782	58338	0.8036	57866	472	99.1909	0.8091
Total		57772810	48510172	83.9671	48509700	472	99.9990	0.0010
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (2)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		TO APPROVE ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.						
Category	Mode of voting	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	E-Voting		35423969	97.2453	35423969	0	100.0000	0.0000
	Poll	36427442						
	Postal Ballot (if applicable)							
	Total	36427442	35423969	97.2453	35423969	0	100.0000	0.0000
Public- Institutions	E-Voting		13027865	92.4908	13027865	0	100.0000	0.0000
	Poll	14085586						
	Postal Ballot (if applicable)							
	Total	14085586	13027865	92.4908	13027865	0	100.0000	0.0000
Public- Non Institutions	E-Voting		58337	0.8036	57942	395	99.3229	0.6771
	Poll	7259782						
	Postal Ballot (if applicable)							
	Total	7259782	58337	0.8036	57942	395	99.3229	0.6771
Total		57772810	48510171	83.9671	48509776	395	99.9992	0.0008
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (3)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		TO APPOINT MR. UDEYPAUL SINGH GILL AS AN INDEPENDENT DIRECTOR OF THE COMPANY.						
Category	Mode of voting	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	E-Voting		35423969	97.2453	35423969	0	100.0000	0.0000
	Poll	36427442						
	Postal Ballot (if applicable)							
	Total	36427442	35423969	97.2453	35423969	0	100.0000	0.0000
Public- Institutions	E-Voting		13027865	92.4908	13027865	0	100.0000	0.0000
	Poll	14085586						
	Postal Ballot (if applicable)							
	Total	14085586	13027865	92.4908	13027865	0	100.0000	0.0000
Public- Non Institutions	E-Voting		49170	0.6773	48325	845	98.2815	1.7185
	Poll	7259782						
	Postal Ballot (if applicable)							
	Total	7259782	49170	0.6773	48325	845	98.2815	1.7185
Total		57772810	48501004	83.9513	48500159	845	99.9983	0.0017
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 and amended Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

To
The Chairman,
Vardhman Textiles Limited,
Chandigarh Road,
Ludhiana, Punjab -141010.

Dear Sir

We are pleased to present the report on the postal ballot by M/s Vardhman Textiles Limited ("The Company") seeking consent of its members for the below mentioned Three Special Resolutions as contained in the notice of Postal ballot dated 22/01/2022.

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 we are appointed as the scrutinizer by the company in their meeting held on January 22, 2022 to conduct the Postal Ballot/E-Voting as contained in the Notice dated January 22, 2022.

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2") Issued by The Institute of Company Secretaries of India ("ICSI"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and January 15, 2021 any other applicable laws and regulations (collectively referred to as 'SEBI Circulars'), the Company has confirmed that the Notice for Postal ballot/E-Voting were sent through electronic mode to those members whose e-mail addresses were registered with the company/Depository Participant(s) as on the below mentioned cut-off date. Further, the Company had appointed



Central Depository Services Limited (CDSL) as the service provider, for the facility of Remote e-voting.

Cut-off date: Friday, February 4, 2022
Remote e-voting commencement date: Thursday, February 10, 2022 at 09:00 a.m. IST
Remote e-voting end date: Friday, March 11, 2022 at 05:00 p.m. IST

On completion of Remote E-Voting, the results of the Postal Ballot/Remote e-voting by members on the CDSL e-voting platform were unblocked by me, downloaded and diligently scrutinized.

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, Circulars issued by MCA & SEBI relating to Postal Ballot/Remote E-voting on the resolutions contained in the notice of the Postal Ballot. My responsibility as scrutinizer for the Postal Ballot/Remote e-voting is to report on the votes cast in favour or against the resolutions based on the available data.



1. The Results of the voting is as under:

Resolution 1:Special Resolution:

To approve split/ sub-division of equity shares of the company having face value of Rs. 10/- Per Share to Rs. 2/- Per Share:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
462	4,85,10,172	83.97%

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	454	48509700	99.999
Dissent	8	472	0.001
Total	462	48510172	100.00

RESULT FOR RESOLUTION-1

The above resolution has been passed with requisite majority.

2 The Results of the voting is as under:

Resolution 2: Special Resolution:

To Approve Alteration In Capital Clause Of The Memorandum Of Association Of The Company:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
461	4,85,10,171	83.97%

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	451	48509776	99.999
Dissent	10	395	0.001
Total	461	48510171	100.00

RESULT FOR RESOLUTION-2

The above resolution has been passed with requisite majority.



3 The Results of the voting is as under:

Resolution 3: Special Resolution:

To appoint Mr. Udeypaul Singh Gill as an Independent Director of the Company:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
456	4,85,01,004	83.95%

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	436	48500159	99.998
Dissent	20	845	0.002
Total	456	48501004	100.00

RESULT FOR RESOLUTION-3

The above resolution has been passed with requisite majority.

I, hereby confirm that, I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through Remote E-voting. I shall be arranging to hand over these records to you or such other person authorised by you.

Thanking You,

For Khanna Ashwani & Associates



Ashwani Kumar Khanna
Practicing Company Secretary
FCS- 3254, C.P No. 2220
Scrutinizer
UDIN: F003254C002901259

Date: 12.03.2022