

VARDHMAN HOLDINGS LIMITED

Delivering Excellence. Since 1965.

CHANDIGARH ROAD LUDHIANA-141010, PUNJAB

T: +91-161-2228943-48
F: +91-0161-2601048

E: secretarial.lud@vardhman.com

Ref. VIII.: SCY:SEPT:2017-2018

LISTING DEPARTMENT,

The National Stock Exchange of India Ltd.
"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: cmlist@nse.co.in

Scrip Code: VHL

Dated: 23.09.2017

LISTING DEPARTMENT, **Bombay Stock Exchange Ltd.**Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai – 400 001

Fax No.: 022-22722037,

Email Id: corp.compliance@bseindia.com

Scrip Code: 500439

Sub: Voting results of 53rd Annual General Meeting of the Company.

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

Dear Sir/Madam,

In respect of the 53rd Annual General Meeting of the Company held on 22nd September, 2017 at Registered Office, Chandigarh Road, Ludhiana- 141010, please find enclosed herewith Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly note that the meeting commenced at 04:00 p.m. and concluded at 05:00 p.m.

You are requested to take the same on record.

Thanking you,
Yours faithfully,
FOR VARDHMAN HOLDINGS LIMITED

(Amrender Kumar Yadav) Company Secretary

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<u>Details of Voting Results</u> <u>VARDHMAN HOLDINGS LIMITED</u> 53RD ANNUAL GENERAL MEETING

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

>	Date of AGM:	22 nd September, 2017
>	Total Number of Shareholders on record date.	8,039
>	No. of Shareholders present in the meeting either in person or through proxy:	
	a) Promoter and Promoter group:	16
	b) Public:	25
>	No. of Shareholders attended the meeting through video conferencing:	
	a) Promoter and Promoter group:	0
	b) Public:	0
Mode	of Voting	E-voting and Poll

AGENDA WISE DISCLOSURE:

The Agenda wise disclosure of the voting results of the businesses transacted at the 53rd Annual General Meeting of the members of the Company held on Friday, 22nd September, 2017 is given below.

Further, a copy of result declared for the 53rd 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.



<u>Item No. 1</u>
Adoption of Audited Financial Statement for Financial Year ended March 31, 2017.

	on Required: y/Special)					Ordina	ry Resolution	
Whether		noter group are	Interested in t	he	No			
Catego	Mode of Voting	No. of Shares held (1)	No. of Votes Polled	% of Votes Polled on outstan ding shares (3)=[(2)/(1)]*1 00	No. of votes- In favor	No. of votes-against	% of Votes in favor on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promot er and	E-Voting Poll		22 00 441	100.00	22 00 441		100.00	
Promot er Group	Postal Ballot (If Applicable)	23,90,441			23,90,441		100.00	·
	Total	23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting							
Instituti	Poll				13 16		100 470	
ons	Postal Ballot (If Applicable)	1,33,155						
	Total	1,33,155						
Public-	E-Voting		61,684	9.23	61,684		100.00	
Non	Poll		3,769	0.56	3,769		100.00	
Instituti ons	Postal Ballot (If Applicable)	6,67,940						
	Total	6,67,940	65,453	9.80	65,453		100.00	
Total		31,91,536	24,55,894	76.95	24,55,894		100.00	



Item No. 2Declaration of Final Dividend on Equity Shares.

	on Required: y/Special)				Ordina	ry Resolution		
Whether		noter group are	Interested in t	he		,	No	
Catego	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstan ding 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)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promot	E-Voting		00.00.441	100.00	00.00.444		100.00	
er and Promot	Poll		23,90,441	100.00	23,90,441		100.00	
er Group	Postal Ballot (If Applicable)	23,90,441	***		***	- -		
	Total	23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting							
Instituti	Poll				-			
ons	Postal Ballot (If Applicable)	1,33,155	, <u></u>				***	
	Total	1,33,155					<u></u>	
Public-	E-Voting		61,684	9.23	61,684		100.00	
Non	Poll		3,769	0.56	3,769		100.00	
Instituti ons	Postal Ballot (If Applicable)	6,67,940	 ,		· 			
	Total	6,67,940	65,453	9.80	65,453		100.00	
Total		31,91,536	24,55,894	76.95	24,55,894		100.00	



<u>Item No. 3</u>

Re-appointment of Mrs. Shakun Oswal as a director liable to retire by rotation

Resolution (Ordinary)	-				Ordinar	y Resolution		
Whether p	Continuary Con						Yes	
Category	i		Votes	Votes Polled on outstan	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter and			22.49.162	04.04	22 49 162		100.00	
Promoter Group	Postal Ballot (If Applicabl	23,90,441			22,48,162		100.00	
		23,90,441	22,48,162	100.00	22,48,162		100.00	
Public-	E-Voting							
Institutio	Poll							
ns	Ballot (If Applicabl	1,33,155						
	Total	1,33,155						
Public-	E-Voting		61,684	9.23	236	61,448	0.38	99.62
Non	Poll		3,769	0.56	3,769		100.00	•••
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940						
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	23,13,615	72.49	22,52,167	61,448	97.34	2.66

 ${\bf \underline{Item~No.~4}}$ Ratification of Appointment of Statutory Auditors for the financial year 2017-18 .

		ih a			No			
	Voting Shares held Votes Polled Polled On outstanding shares						No	
Category			Votes	Votes Polled on outstan	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter			22 00 441	100.00	22 00 441		100.00	
Promoter Group	Postal Ballot (If Applicabl	23,90,441			23,90,441			
		23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting							
Institutio	Poll]						
ns	Ballot (If Applicabl	1,33,155						
	Total	1,33,155			**			
Public-	E-Voting		61,684	9.23	61,684		100.00	
Non	Poll		3,769	0.56	3,769		100.00	
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940				 		
	Total	6,67,940	65,453	9.80	65,453		100.00	
Total		31,91,536	24,55,894	76.95	24,55,894		100.00	

<u>Item No. 5</u>

Appointment of Mr. Shri Paul Oswal as Managing Director.

						Specia	l Resolution	
Whether pr	Voting Shares held Votes Polled Polled On outst ding share					(4) (5) (6)=[(4)/(2)]*1 (7)=[(5)/20]*100 2,48,162 100.00		
Category		l	Votes	outstan	No. of votes- In favor	votes- agains	favor on votes	Votes against on votes
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)		(7)=[(5)/(2)]*100
Promoter			20 10 160				100.00	
and			22,48,162	94.04	22,48,162		100.00	
Promoter Group	Ballot (If Applicabl	23,90,441						
•	· · · · · · · · · · · · · · · · · · ·	23,90,441	22,48,162	100.00	22,48,162	. +-	100.00	
Public-	E-Voting				<u> </u>			
Institutio		1						
ns	Ballot (If Applicabl	1,33,155						
		1,33,155						
Public-	E-Voting		61.684	9.23	236	61,448	0.38	99.62
Non	Poll	1	3,769	0.56				
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940				<u></u>		
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	23,13,615	72.49	22,52,167	61,448	97.34	2.66

<u>Item No. 6</u>

Re-appointment of Mr. Sat Pal Kanwar as Independent Director of the Company.

	Required:					Specia	l Resolution	
Whether pr	Ordinary/Special Ordinary/Sp						No	
Category	1	1	Votes	Votes Polled on outstan	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter								
and			23,90,441	100.00	23,90,441		100.00	
Group Group	Ballot (If Applicabl	23,90,441						
		23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting							
Institutio] .						
ns		1,33,155						
	Total	1,33,155						
Public-	E-Voting		61,684	9.23	236	61,448	0.38	99.62
Non	Poll	1	3,769	0.56	3,769		100.00	
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940						
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	24,55,894	76.95	23,94,446	61,448	97.49	2.51

<u>Item No. 7</u>

Re-appointment of Mr. Jagdish Rai Singal, Independent Director of the Company.

Resolution (Ordinary/						Specia	l Resolution	
	romoter/pro	moter group are	Interested in t	he	(4) (5) (6)=[(4)/(2)]*1 (7)=[(5). 23,90,441 100.00 23,90,441 100.00			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstan ding shares		votes- agains	favor on votes	Votes against on votes
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)		(7)=[(5)/(2)]*100
Promoter and	E-Voting Poll		23,90,441	100.00	22 00 441		100.00	
Promoter		23,90,441	23,90,441	100.00	23,90,441		100.00	
Group	Postal Ballot (If Applicabl e)	23,90,441	- 					
	Total	23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting							
Institutio	Poll							
ns	Postal Ballot (If Applicabl	1,33,155						-
	e)	1 22 155						
	Total	1,33,155						
Public-	E-Voting	4	61,684	9.23	236	61,448	0.38	99.62
Non Institutio	Poll	6,67,940	3,769	0.56	3,769		100.00	
ns	Postal Ballot (If Applicabl e)	0,07,940						
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	24,55,894	76.95	23,94,446	61,448	97.49	2.51

<u>Item No. 8</u>

Re-appointment of Mrs. Apinder Sodhi, Independent Director of the Company

Resolution (Ordinary/				···········		Specia	l Resolution	
	romoter/pro	noter group are	Interested in	the			No	
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstan ding shares	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter	E-Voting							
and	Poll	22 00 441	23,90,441	100.00	23,90,441		100.00	
Promoter Group	Postal Ballot (If Applicabl e)	23,90,441				-		
	Total	23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting					***		
Institutio	Poll							
ns	Postal Ballot (If Applicabl e)	1,33,155						
	Total	1,33,155						
Public-	E-Voting		61,684	9.23	236	61,448	0.38	99.62
Non	Poll]	3,769	0.56	3,769		100.00	mp edu.
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940						
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	24,55,894	76.95	23,94,446	61,448	97.49	2.51

<u>Item No. 9</u>

Re-appointment of Mr. Om Parkash Sharma, Independent Director of the Company

Resolution		,				Specia	l Resolution	
Whether p	Voting Shares held Votes Polled Polled On outst ding share						No	
Category	1	1	Votes	outstan	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter and			22 00 441	100.00	23,90,441		100.00	
Promoter Group	Postal Ballot (If Applicabl	23,90,441		+				
		23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-			==					
Institutio	Poll	}						
ns	Ballot (If Applicabl	1,33,155						
	Total	1,33,155						
Public-	E-Voting		61,684	9.23	236	61,448	0.38	99.62
Non	Poll]	3,769	0.56	3,769		100.00	
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940						
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	24,55,894	76.95	23,94,446	61,448	97.49	2.51

<u>Item No. 10</u>

Appointment of Mr. Rajeev Kumar Mittal as Independent Director of the Company

Resolution				Ordinar	y Resolution			
Whether p	Interpretation Interested Interested						No	
Category	l .		Votes	% of Votes Polled on outstan ding shares	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter			22 00 441	100.00	22.00.441		100.00	
and Promoter Group	Postal Ballot (If Applicabl	23,90,441	23,90,441		23,90,441		100.00	
		23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting							
Institutio	Poll]						
ns	Ballot (If Applicabl	1,33,155						
	Total	1,33,155						
Public-	E-Voting		61,684	9.23	236	61,448	0.38	99.62
Non	Poll		3,769	0.56	3,769		100.00	
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940						
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	24,55,894	76.95	23,94,446	61,448	97.49	2.51

Item No. 11
Appointment of Mr. Vikas Kumar as Director of the Company

	Required: (Special)					Ordina	ry Resolution	
Whether p	Ordinary/Special Ordinary/Sp						No	
Category	1	ľ	Votes	Votes Polled on outstan	No. of votes- In favor	No. of votes- agains t	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter			00 00 444	100.00				
and Promoter		-	23,90,441	100.00	23,90,441		100.00	
Group	Ballot (If Applicabl	23,90,441						
		23,90,441	23,90,441	100.00	23,90,441		100.00	
Public-	E-Voting							
Institutio	Poll				***			
ns	Ballot (If Applicabl	1,33,155			. 			
	Total	1,33,155	•					
Public-	E-Voting		61,684	9.23	236	61,448	0.38	99.62
Non	Poll		3,769	0.56	3,769		100.00	
Institutio ns	Postal Ballot (If Applicabl e)	6,67,940						
	Total	6,67,940	65,453	9.80	4,005	61,448	6.12	93.88
Total		31,91,536	24,55,894	76.95	23,94,446	61,448	97.49	2.51