



Vardhman

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VARDHMAN TEXTILES LIMITED

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Ref. VTXL: SCY: JUNE: 2025-26

Dated: 26-June-2025

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 Results along with Scrutinizer Report

Sir,

This is to inform you that the Company had issued Postal Ballot Notice dated 3rd May, 2025, 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 3rd May, 2025, for the aforesaid Postal Ballot process, have submitted their Report on 25th June, 2025.

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 3rd May, 2025 with requisite majority. The aforesaid Resolutions are deemed to have been passed on the last date of e-voting i.e. on Wednesday, 25th June, 2025.

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 | GARMENTS | THREADS | FIBRES | STEELS

CIN: L17111PB1973PLC003345
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General information about company

Scrip code	502986
NSE Symbol	VTL
MSEI Symbol	NOTLISTED
ISIN	INE825A01020
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)	25-06-2025
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	03-05-2025
Date of Issuance of Report to the company	25-06-2025

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Voting results

Record date	23-05-2025
Total number of shareholders on record date	79708
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	2
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 APPOINT DR. ARVIND SAHAY 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	185716149	181054404	97.4899	181054404	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		185716149	181054404	97.4899	181054404	0	100.0000
Public-Institutions	E-Voting	65274134	61836442	94.7335	61836442	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		65274134	61836442	94.7335	61836442	0	100.0000
Public- Non Institutions	E-Voting	38184517	576155	1.5089	573423	2732	99.5258	0.4742
	Poll							
	Postal Ballot (if applicable)							
	Total		38184517	576155	1.5089	573423	2732	99.5258
Total		289174800	243467001	84.1937	243464269	2732	99.9989	0.0011
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	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO APPOINT MS. SOUMYA JAIN AS A NON-EXECUTIVE NON-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	185716149	181054404	97.4899	181054404	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		181054404	97.4899	181054404	0	100.0000	0.0000
Public-Institutions	E-Voting	65274134	61836442	94.7335	61509448	326994	99.4712	0.5288
	Poll							
	Postal Ballot (if applicable)							
	Total		61836442	94.7335	61509448	326994	99.4712	0.5288
Public- Non Institutions	E-Voting	38184517	576155	1.5089	570593	5562	99.0346	0.9654
	Poll							
	Postal Ballot (if applicable)							
	Total		576155	1.5089	570593	5562	99.0346	0.9654
Total		289174800	243467001	84.1937	243134445	332556	99.8634	0.1366
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	
Public Insitutions	
Public - Non Insitutions	



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 Two Resolutions as contained in the notice of Postal ballot dated 03/05/2025.

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 May 03, 2025 to conduct the Postal Ballot/E-Voting as contained in the Notice dated May 03, 2025.

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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022, 09/2023 dated September 25, 2023 read with other relevant circulars and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/242 dated December 9, 2020 and 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 (India) Limited (CDSL) as the service provider, for the facility of Remote e-voting.



#306, 3rd Floor, Noble Enclave, Bhai Wala Chowk, Ferozepur Road, Opp. Hotel Park Plaza, Ludhiana

(O): 0161-4611799 (M): 98141-11799, 9-88888-9186

E-mail: ashwani_pcs@yahoo.co.in, abhinavkhannaca@gmail.com

Cut-off date: Friday, 23rd May, 2025
Remote e-voting commencement date: Tuesday, 27th May, 2025 at 09:00 a.m. IST
Remote e-voting end date: Wednesday, 25th June, 2025 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 favor or against the resolutions based on the available data.



1. The Results of the voting is as under:
Resolution 1: Special Resolution:

TO APPOINT DR. ARVIND SAHAY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
428	243467001	84.19

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	416	243464269	100
Dissent	12	2732	0
Total	428	243467001	100

RESULT FOR RESOLUTION-1

The above resolution has been passed with requisite majority.

2. The Results of the voting is as under:
Resolution 2: Ordinary Resolution:

TO APPOINT MS. SOUMYA JAIN AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
433	243467001	84.19

	Remote E- Voting		%age
	No. of Members	No. of Shares	
Assent	407	243134445	99.86
Dissent	26	332556	0.14
Total	433	243467001	100

RESULT FOR RESOLUTION-2

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 the company.

Thanking You,

For Khanna Ashwani & Associates



Ashwani Kumar Khanna
Practicing Company Secretary
FCS- 3254, C.P No. 2220
Scrutinizer
UDIN: F003254G000661318

Date: 25.06.2025
Place: Ludhiana