



Vardhman

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VARDHMAN TEXTILES LIMITED

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LUDHIANA-141010, PUNJAB
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E: secretarial.lud@vardhman.com

Ref. VTL:SCY:SEPT:2025-26

Dated: 25-Sept-2025

BSE Limited, 1 st Floor, 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: 52ND ANNUAL GENERAL MEETING – SCRUTINIZER REPORT

Dear Sir,

In respect of the 52nd Annual General Meeting of the Company held on 24th September, 2025, please find enclosed herewith Report of Scrutinizer dated 24th September, 2025 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly note that the meeting commenced at 11:15 a.m. and concluded at 11:37 a.m.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For VARDHMAN TEXTILES LIMITED

(SANJAY GUPTA)
Company Secretary

YARNS | FABRICS | GARMENTS | THREADS | FIBRES | STEELS

CIN: L17111PB1973PLC003345
WWW.VARDHMAN.COM

ASHOK K SINGLA & ASSOCIATES

COMPANY SECRETARIES

261, Aggar Nagar Enclave, Opposite PNB, Barewal Road, Ludhiana-141012. Pb.
Booth No. 54, Rishi Nagar Market, Ludhiana-141001. Pb.
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CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

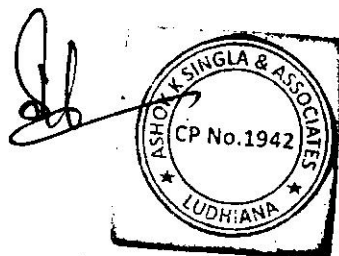
To
The Chairman,
Vardhman Textiles Limited,
Vardhman Premises,
Chandigarh Road,
Ludhiana -141010.

Subject: Consolidated Scrutinizer's Report for Remote E-voting and Electronic Voting at the 52nd Annual General Meeting (AGM) of the Company held on Wednesday, 24th September, 2025.

The Board of Directors of the Company had appointed me as Scrutinizer for remote e-voting and also for electronic voting at the AGM in their board meeting held on 22nd July, 2025.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has confirmed that the notice convening the AGM of the company along with the instructions for the remote e-voting and electronic voting at the AGM were sent through electronic mode to those members whose e-mail addresses were registered with the company/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated 22nd September, 2025, 19th September, 2024, 25th September, 2023, 28th December, 2022, 05th May, 2022, 14th December, 2021, 05th May, 2020, 13th April, 2020 and 8th April, 2020 (collectively referred to as 'MCA Circulars') and SEBI circulars dated 03rd October, 2024, 07th October, 2023, 05th January, 2023, 13th May, 2022, 15th January, 2021 and 12th May, 2020 (collectively referred to as 'SEBI Circulars'). Further, in compliance with Regulation 36(1)(b) of the LODR, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, was sent to those members whose email address was not registered with the Company/ RTA/ Depositories/ Depository Participants.

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 03-09-2025 and a Vernacular Newspaper "Desh Sewak" on 03-09-2025.



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Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided remote e-voting facility and also electronic voting facility at the AGM to its members in respect of business to be transacted at AGM.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for the facility of Remote e-voting as well as electronic voting facility at the AGM to those members of the company who had not cast their vote through remote e-voting.

Cut-off date:	17 th September, 2025
Remote e-voting commencement date:	21 st September, 2025 at 09.00 A.M.
Remote e-voting end date:	23 rd September, 2025 at 05.00 P.M.

On completion of electronic voting at the AGM, the results of the remote e-voting and electronic voting by members at the AGM, 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 remote E-voting and electronic voting at the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and electronic voting at the AGM is to report on the votes cast in favour or against the resolutions based on the available data.

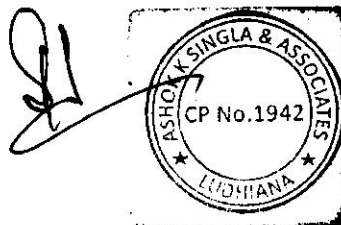
1. The Results of the voting is as under:

Resolution 1: Ordinary Resolution:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, together with reports of Board of Directors and Auditors thereon.

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
338	242322651	83.78%

Remote E- Voting		Venue Voting at AGM		Total	
No. of	No. of	No. of	No. of	No. of	%age



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	Members	Shares	Members	Shares	Shares	
Assent	328	242313872	2	6510	242320382	99.99
Dissent	8	2269	0	0	2269	0.01
Total	336	242316141	2	6510	242322651	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 receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with report of Auditors thereon.

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
334	242416743	83.82%

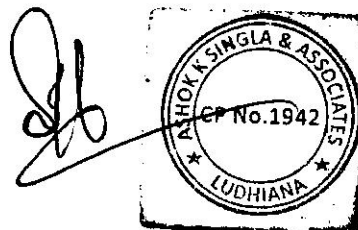
	Remote E- Voting		Venue Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	324	242407964	2	6510	242414474	99.99
Dissent	8	2269	0	0	2269	0.01
Total	332	242410233	2	6510	242416743	100

RESULT FOR RESOLUTION-2

The above resolution has been passed with requisite majority.

3. The Results of the voting is as under:

Resolution 3: Ordinary Resolution:



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To declare Dividend.

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
340	242427186	83.82%

	Remote E- Voting		Venue Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	329	242317599	2	6510	242324109	99.96
Dissent	9	103077	0	0	103077	0.04
Total	338	242420676	2	6510	242427186	100

RESULT FOR RESOLUTION-3

The above resolution has been passed with requisite majority.

4. The Results of the voting is as under:
Resolution 4: Ordinary Resolution:

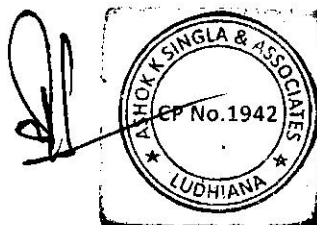
To re-appoint Mrs. Suchita Jain as a director liable to retire by rotation.

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
344	242389374	83.81%

	Remote E- Voting		Venue Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	318	241888619	2	6510	241895129	99.80
Dissent	24	494245	0	0	494245	0.20
Total	342	242382864	2	6510	242389374	100

RESULT FOR RESOLUTION-4

The above resolution has been passed with requisite majority.



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5. The Results of the voting is as under:
Resolution 5: Ordinary Resolution:

To re-appoint Mr. Neeraj Jain as a director liable to retire by rotation.

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
344	242389374	83.81%

	Remote E- Voting		Venue Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	275	235890608	2	6510	235897118	97.32
Dissent	67	6492256	0	0	6492256	2.68
Total	342	242382864	2	6510	242389374	100

RESULT FOR RESOLUTION-5

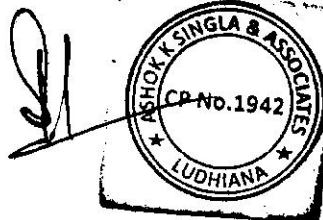
The above resolution has been passed with requisite majority.

6. The Results of the voting is as under:
Resolution 6: Ordinary Resolution:

To re-appoint Ms. Sagrika Jain as an Executive Director of the Company.

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
346	242427186	83.82%

	Remote E- Voting		Venue Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age



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Assent	267	217086140	2	6510	217092650	89.55
Dissent	77	25334536	0	0	25334536	10.45
Total	344	242420676	2	6510	242427186	100

RESULT FOR RESOLUTION-6

The above resolution has been passed with requisite majority.

7. The Results of the voting is as under:
Resolution 7: Ordinary Resolution:

To ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
339	242425124	83.82%

	Remote E- Voting		Venue Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	329	242416835	2	6510	242423345	99.99
Dissent	8	1779	0	0	1779	0.01
Total	337	242418614	2	6510	242425124	100

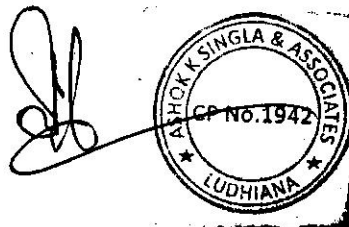
RESULT FOR RESOLUTION-7

The above resolution has been passed with requisite majority.

8. The Results of the voting is as under:
Resolution 8: Ordinary Resolution:

To appoint M/s Ashok K Singla & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for a term of five (5) consecutive years.

Number of Members voted	Number of Shares Voted	% of the total Paid Up Share Capital
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ASHOK K SINGLA & ASSOCIATES

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282	233169642	80.62%
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	Remote E- Voting		Venue Voting at AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	273	233161363	2	6510	233167873	99.99
Dissent	7	1769	0	0	1769	0.01
Total	280	233163132	2	6510	233169642	100

RESULT FOR RESOLUTION-8

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 Ashok K Singla & Associates

Ashok Singla

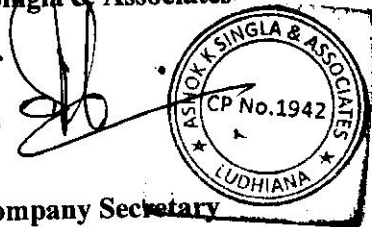
Practicing Company Secretary

FCS- 2004, C.P No. 1942

Scrutinizer

Peer Review Number: 7139/2025

UDIN: F002004 G001 331 068



Date: 24.09.2025

Place: Ludhiana