

VENTURA TEXTILES LIMITED

Regd. Office: 121, Midas, Sahar Plaza, J.B.Nagar, Andheri (East), Mumbai- 400 059.

CIN: L21091MH1970PLC014865, Website: www.venturatextiles.com

Tel No: (91-22) 2834 4453 / 4475. Email: mkt2@venturatextiles.com

March 07, 2017

To
The General Manager
BSE Limited
Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir / Madam,

Sub.: Declaration of Result of the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

Ref.: Scrip Code: 516098

The Board of Directors had sought the approval of the Shareholders of the Company 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 the following proposal to be passed as Special Resolution by way of Postal Ballot:

To issue, offer and allot not exceeding Twenty Lakh (20,00,000) Optionally Fully Convertible Warrants (OFCWs /Warrants /Securities) with each warrant convertible into one Equity Share to M/s. Sai Creations [acting through its partners viz. Mr. Deepak Balkrishna Lokare & Mrs. Savita Deepak Lokare].

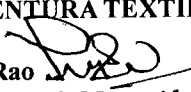
Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS:4443; CP No.:1925), Mumbai was appointed as the Scrutinizer for conducting the Postal Ballot Process and has submitted his report dated March 07, 2017. A copy of the aforesaid report is enclosed for your records.

In terms of Regulation 44 of LODR, the details of the Resolution passed by the Shareholders by way of Postal Ballot are given below:

Sr. No.	Detail of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting (show of hands /Poll/Postal Ballot/E-Voting)	Remarks
1.	To issue, offer and allotment of not exceeding Twenty Lakh (20,00,000) Optionally Fully Convertible Warrants (OFCWs /Warrants /Securities) with each warrant convertible into one Equity Share to M/s. Sai Creations [acting through its partners viz. Mr. Deepak Balkrishna Lokare & Mrs. Savita Deepak Lokare].	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority

Details of physical voting and e-voting in the format prescribed under Regulation 44 of SEBI LODR, along with the Scrutinizers' Report are enclosed herewith for your information and record.

Thanking You,
Yours faithfully
For VENTURA TEXTILES LIMITED


P. M Rao
Chairman & Managing Director
DIN: 00197973
Encl.: As above





S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041 / 3051
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Report of Scrutinizer

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

To
The Chairman
Ventura Textiles Limited
121, MIDAS, Sahar Plaza, J. B. Nagar
Andheri-Kurla Road, Andheri (East)
Mumbai - 400 059

Dear Sir,

**Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of
Ventura Textiles Limited (the 'Company')**

I, S. Anantha Rama Subramanian (FCS: 4443; CP No.:1925), Practising Company Secretary, Mumbai, appointed as the Scrutinizer by the Company for the purpose of Postal Ballot carried out as per Section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated 03rd February, 2017 submit my report as under:

1. The dispatch of Notice dated 03rd February, 2017, was completed on Saturday, 04th February, 2017;
2. The e-voting period commenced on Sunday, 05th February, 2017 (09.00 a.m. IST) and ended on Monday, 06th March, 2017 (05.00 p.m. IST);
3. The last date of receipt of Postal Ballot Form was Monday, 06th March, 2017 (05.00 p.m. IST);
4. The Shareholders holding the shares as on the "cut-off" date i.e., Friday, 27th January, 2017 were entitled to vote on the proposed resolution;
5. Three (3) Postal Ballot Forms were received and Five (5) shareholders cast their vote on e-voting platform;

Ramkrishna ...2





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6. The Postal Ballot Forms were scrutinized and the signatures of the Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories;
7. There were no instances of voting by both the modes by the same shareholder(s) viz., by way of e-voting and also through physical Postal Ballot Form;
8. At the end of voting period on Monday, March 06, 2017 (05.00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders; and
9. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

TO ISSUE, OFFER AND ALLOT NOT EXCEEDING TWENTY LAKH (20,00,000) OPTIONALLY FULLY CONVERTIBLE WARRANTS (OFCWs /WARRANTS /SECURITIES) WITH EACH WARRANT CONVERTIBLE INTO ONE EQUITY SHARE TO M/S. SAI CREATIONS [ACTING THROUGH ITS PARTNERS VIZ. MR. DEEPAK BALKRISHNA LOKARE & MRS. SAVITA DEEPAK LOKARE]:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c). and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ('ICDR Regulations'); any other rules /regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchange and/or any other statutory/ regulatory authority; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to issue, offer and allot not exceeding 20,00,000 (Twenty Lakh) Optionally Fully Convertible Warrants (OFCWs/Warrants/Securities) with each warrant convertible into one Equity Share at a conversion Price of Rs.10/- per Equity Share [as per the valuation certificate obtained in terms of Regulation 76A of the ICDR Regulations from M/s. S.M. Kapoor & Co., Statutory Auditors of the Company on account of the Equity Shares of the Company being Infrequently traded at the Stock Exchange] to M/s. Sai Creations,[acting through its partners viz. Mr. Deepak Balkrishna Lokare & Mrs. Savita Deepak Lokare] (hereinafter referred as 'Allottee / Investor'), on a preferential allotment basis, convertible into equal number of Equity Shares of the Company not later than 18 months from the date of the allotment of the said warrants in accordance with the ICDR Regulations or other provisions of the law, as may be prevailing at the time of allotment of Equity Shares/conversion of Warrants."

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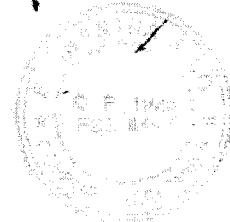


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"RESOLVED FURTHER THAT the issue and allotment of the Warrants to the allottee shall be on the following terms and conditions:

- (a) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for allotment remains pending, the period of 15 days shall be counted from the date of obtaining such approval or permission;
- (b) In accordance with the ICDR Regulations, the allottee shall pay on the date of issue and allotment of the Warrants, an amount equivalent to 25% of the total consideration payable towards the Warrants. Upon the allottee exercising his right to convert any of the Warrants into Equity Shares of the Company, the remaining 75%, payable in respect of the Warrants being so converted, shall be paid by the Investor to the Company simultaneously towards the allotment of Equity Shares by the Company pursuant to such exercise;
- (c) The price of the Equity Shares to be allotted on conversion of the Warrants to the warrant holder shall not be lower than the minimum price specified as per SEBI Regulations for Preferential Issue [Chapter VII of ICDR Regulations]; considering 'Relevant Date' being 30 days prior to the date of declaration of results of the Postal Ballot. The 'Relevant Date' for the purpose of calculating the price of the Securities shall be Friday, 03rd February, 2017 (04th February, 2017 being Saturday), being the date which is 30 days prior to the proposed date of declaration of result of Postal Ballot i.e., Tuesday, 07th March, 2017, which is deemed to be the date of general meeting for passing the resolution in accordance with Section 110 of the Companies Act, 2013, read with relevant rules made thereunder;
- (d) Each Warrant shall be convertible into One Equity Share of Face Value of Rs.10/- each @Rs.10/- per Equity Share, being the price as determined in accordance with the ICDR Regulations, as per the valuation Certificate of the Statutory Auditors, on account of the Equity Shares of the Company being traded infrequently on the Stock Exchange where the shares of the Company are listed viz. BSE;
- (e) In case the warrant holder does not apply for the shares of the Company against exchange/surrender of the said warrants, within 18 months from the date of their allotment in accordance with the ICDR Regulations or other provisions of the law as may be prevailing at the time of allotment of Equity Shares/conversion of Warrants, then the amount paid up on each of the said warrant as mentioned in (b) above shall be forfeited and all the rights attached to the said warrant shall lapse automatically;
- (f) The Warrants/Equity Shares that shall be issued to the allottee shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (g) The Warrants allotted pursuant to this resolution and the Equity Shares arising on conversion of the said warrants shall remain locked-in from such date and for such period as specified under the ICDR Regulations as amended from time to time.

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon exercise of the Warrants by the warrant holder, within the time period as afore-mentioned.”

“RESOLVED FURTHER THAT the Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank pari-passu in all respects including dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.”

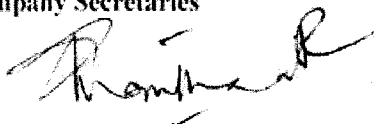
“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to give effect to this resolution.”

Further, to the scrutiny of the said forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the Special Resolution proposed under Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013:

Total number of Postal Ballot Forms / e-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms (3) / e-Votes (5)	No of Equity Shares	% to Total Votes
1.	Votes in favour of the Resolution	6	12,104,004	99.999
2.	Votes against the Resolution	2	100	0.001
3.	Total Valid Votes (1+2)	8	12,104,104	100.000
4.	Invalid votes (signatures not tallied and / or Vote not casted)	Nil	Nil	--
	Total (3+4)	8	12,104,104	--

For S. ANANTHA & CO.,
Company Secretaries


S. Anantha Rama Subramanian
Proprietor
CP No.: 1925

Date: 07th March, 2017
Place: Mumbai

VENTURA TEXTILES LIMITED

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VOTING RESULTS

Date of AGM / EGM / Postal Ballot	07 th March, 2017
Total Number of Shareholder on Cut Off Date	9,345
No. of Shareholder Present in the meeting either in person or through Proxy	N.A.
1. Promoter & Promoter Group	N.A.
2. Public	N.A.
No. of Shareholder attended the meeting through Video Conferencing	N.A.
1. Promoter & Promoter Group	N.A.
2. Public	N.A.



Ventura Textiles Limited

TO ISSUE, OFFER AND ALLOT NOT EXCEEDING TWENTY LAKH (20,00,000) OPTIONALLY FULLY CONVERTIBLE WARRANTS (OFCWs /WARRANTS /SECURITIES) WITH EACH WARRANT CONVERTIBLE INTO ONE EQUITY SHARE TO M/S. SAI CREATIONS [ACTING THROUGH ITS PARTNERS VIZ. MR. DEEPAK BALKRISHNA LOKARE & MRS. SAVITA DEEPAK LOKARE]:

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	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	E-Voting		12103773	100.000	12103773	0	100.000	0.000
	Poll	12103773	0	0.000	0	0	0.000	0.000
	Total		12103773	100.000	12103773	0	100.000	0.000
Public Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	1018515	0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public Non Institutions	E-Voting		150	0.005	75	75	50.000	50.000
	Poll	3331001	0	0.000	0	0	0.000	0.000
	Total		181	0.005	156	25	86.188	13.812
Total		16453289	12104104	73.567	12104004	100	99.999	0.001

