



S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

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REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

01st October, 2016

To

The Chairman

Adjourned 46th (Forty Sixth) Annual General Meeting (AGM) of the Equity Shareholders of **VENTURA TEXTILES LIMITED** held on Friday, September 30, 2016 at 10:00 A.M. at 211/ 212, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot Forms* at the Adjourned Annual General Meeting of Ventura Textiles Limited held on Friday, September 30, 2016 at 10:00 a.m.

I, S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP: 1925) was appointed as the Scrutinizer by the Board of Directors of **Ventura Textiles Limited** (the 'Company') vide resolution dated August 13, 2016, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through Ballot by the shareholders of the Company in respect of the resolutions proposed to be passed at the 46th (Forty Sixth) Annual General Meeting of the members of the Company to be held on **Friday, September 23, 2016 at 10:00 A.M. at 211 / 212, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059** and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means ('remote e-voting') and voting by use of ballot by the shareholders on the resolutions proposed in the notice of the 46th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through ballot are conducted in a fair and transparent manner and submit the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the report generated electronically or by voting through ballot.

**(by the shareholder himself or through authorized representative or by proxy attending the AGM)*



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2. As per the Notice of 46th Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on September 04, 2016, in "Mumbai Lakshadweep" and on September 02, 2016, in "Active Times", the remote e-voting opened at 09.00 a.m. on September 20, 2016 and remained open till 05.00 p.m. on September 22, 2016.
3. As per Secretarial Standard-2 (SS-2), an advertisement convening the adjourned Annual General Meeting was published on September 24, 2016 in "Mumbai Lakshadweep" and "Active Times", as there was no quorum at the 46th AGM held on 23rd September, 2016.
4. The Shareholders holding the Equity Shares of the Company as on September 16, 2016 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 46th Annual General Meeting of the Company.
5. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses, who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations / proxies lodged with the Company.
6. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
7. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 4.43 p.m. after conclusion of voting at the Annual General Meeting and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of Central Depository Services Limited ("CDSL") www.evotingindia.com and the same are being handed over to the Chairman.
8. The total votes cast in favour or against for all the resolutions proposed in the Notice of the Annual General Meeting are as under:



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A. Resolution No. 1: Ordinary Resolution

Adoption of the Audited Financial Statement, Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2016.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	231	0.002
Voting by ballot	3	1,21,03,773	99.998
Total	5	1,21,04,004	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	02	0.000
Voting by ballot	-	-	-
Total	1	02	0.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No. 1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	1,21,04,004	100.000
Votes against	02	0.000
Total	1,21,04,006	100.000



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B. Resolution No. 2: Ordinary Resolution

Re-appointment of Mr. P. M Rao (DIN: 00197973) as a Director, liable to retire by rotation.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	231	99.142
Voting by ballot	-	-	-
Total	2	231	99.142

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	02	0.858
Voting by ballot	-	-	-
Total	1	02	0.858

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
3	1,21,03,773

Summary of Total valid votes for Resolution No. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	231	99.142
Votes against	02	0.858
Total	233	100.000



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C. Resolution No. 3: Ordinary Resolution

Ratification of appointment of M/s. S. M. Kapoor & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104809W) as the Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	231	0.002
Voting by ballot	3	1,21,03,773	99.998
Total	5	1,21,04,004	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	02	0.000
Voting by ballot	-	-	-
Total	1	02	0.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No. 3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	1,21,04,004	100.000
Votes against	02	0.000
Total	1,21,04,006	100.000



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D. Resolution No. 4: Special Resolution

Re-appointment of Mr. Abhijit Rao Penugonda (DIN: 00189126) as the Whole-Time Director of the Company for a period of five years with effect from November 01, 2016.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	231	99.142
Voting by ballot	-	-	-
Total	2	231	99.142

(ii) Voted against the resolution:

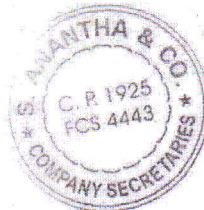
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	02	0.858
Voting by ballot	-	-	-
Total	1	02	0.858

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
3	1,21,03,773

Summary of Total valid votes for Resolution No. 4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	231	99.142
Votes against	02	0.858
Total	233	100.000



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E. Resolution No. 5: Special Resolution

Issue of 20,00,000 (Twenty Lakh) 0% Optionally Fully Convertible Debentures of face value of Rs. 10/- each to M/s. Sai Creations on Preferential Basis.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	231	0.002
Voting by ballot	3	1,21,03,773	99.998
Total	5	1,21,04,004	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	02	0.000
Voting by ballot	-	-	-
Total	1	02	0.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No. 5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	1,21,04,004	100.000
Votes against	02	0.000
Total	1,21,04,006	100.000



R. Subramanian



S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

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9. All relevant records of voting will remain in my custody until the Chairman considers, approves and sign the minutes of 46th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For S. ANANTHA & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor
FCS: 4443; CP: 1925



Witnesses:

1. *Ved*

VED PRAKASH
S/O. MR. YAMUNA PRASAD MZSHRA
ADD: C/O. C-316, 3RD FLOOR, NZRMAL
ANZOR GALAXY, MULUND (W) - 400080
OCCUPATION: SERVICE

2. *Anjali*

ANJALI RASTOGI
W/O PRAMOD KOMAR RASTOGI
ADD:- C-403 DASHA DHARA GREENS,
BALAWA ROAD, KHADAPDA,
Kalyan (W) - 421301.

Counter signed
For Ventura Textiles Limited

P. M. Rao
Chairman
DIN: 00197973

