

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]

25th September, 2017

To
The Chairman

47th (Forty Seventh) Annual General Meeting (AGM) of the Equity Shareholders of VENTURA TEXTILES LIMITED held on Saturday, September 23, 2017 at 10:00 a.m. at Unit No. 121, Midas, Sahar Plaza, J.B. Nagar, Andheri- Kurla Road, 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 Annual General Meeting of VENTURA TEXTILES LIMITED held on Saturday, September 23, 2017 at 10:00 a.m.

I, Ved Prakash, Practising Company Secretary (ACS: 36837; CP: 16986) and Designated Partner of M/s. S. Anantha & Ved LLP, Practising Company Secretaries, Mumbai, was appointed as the Scrutinizer by the Board of Directors of **VENTURA TEXTILES LIMITED** (the 'Company') vide resolution dated 14th August, 2017, 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 **47th (Forty Seventh) Annual General Meeting of the members of the Company to be held on Saturday, September 23, 2017 at 10:00 a.m. at Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri- Kurla Road, 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 **47th 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 authorised representative or by proxy attending the AGM)*

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2. As per the Notice of 47th 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 01, 2017, in "Active Times" and on September 02, 2017 in "Mumbai Lakshadeep", the remote e-voting opened at 09.00 a.m. on Wednesday, September 20, 2017 and remained open until 05.00 p.m. on Friday, September 22, 2017.
3. The Shareholders holding the Equity Shares of the Company as on Friday, September 15, 2017 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 47th Annual General Meeting of the Company.
4. 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.
5. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
6. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 1.55 p.m. after conclusion of voting at the AGM 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 (India) Limited ("**CDSL**") www.evotingindia.com and the same are being handed over to the Chairman.

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7. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

A. Resolution No. 1: Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 along with the Report of Board of Directors and Auditors thereon:

- (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	8	1,37,54,139	80.4031
Voting by ballot	28	33,52,344	19.5969
Total	36	1,71,06,483	100.0000

- (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	25	100.0000
Voting by ballot	0	0	0
Total	1	25	100.0000

- (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	1,71,06,483	99.9999
Votes against	25	0.0001
Total	1,71,06,508	100.0000

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B. Resolution No. 2: Ordinary Resolution

Appointment of Mr. Abhijit Rao Penugonda (DIN: 00189126), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as a Director

(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	8	1,37,54,139	80.4031
Voting by ballot	28	33,52,344	19.5969
Total	36	1,71,06,483	100.0000

(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	25	100.0000
Voting by ballot	0	0	0
Total	1	25	100.0000

(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. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	1,71,06,483	99.9999
Votes against	25	0.0001
Total	1,71,06,508	100.0000

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C. Resolution No. 3: Ordinary Resolution

Appointment of M/s. Govind Prasad & Co., Chartered Accountants (Firm Registration No.: 114360W), as the Statutory Auditors to hold the office for a period of five years commencing from the conclusion of this Annual General Meeting (AGM) and to fix their remuneration.

(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	7	1,37,54,127	80.4031
Voting by ballot	28	33,52,344	19.5969
Total	35	1,71,06,471	100.0000

(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	2	37	100.000
Voting by ballot	0	0	0
Total	2	37	100.000

(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	1,71,06,471	99.9999
Votes against	37	0.0001
Total	1,71,06,508	100.0000

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D. Resolution No. 4: Special Resolution

Alteration of Main Object Clause in the Memorandum of Association 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	8	1,37,54,139	80.4031
Voting by ballot	28	33,52,344	19.5969
Total	36	1,71,06,483	100.0000

(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	25	100.0000
Voting by ballot	0	0	0
Total	1	25	100.0000

(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. 4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	1,71,06,483	99.9999
Votes against	25	0.0001
Total	1,71,06,508	100.0000

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E. Resolution No. 5: Special Resolution

Amendments to Clause III (B) and Clause III (C) of the Memorandum Of Association 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	8	1,37,54,139	80.4031
Voting by ballot	28	33,52,344	19.5969
Total	36	1,71,06,483	100.0000

(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	25	100.0000
Voting by ballot	0	0	0
Total	1	25	100.0000

(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	1,71,06,483	99.9999
Votes against	25	0.0001
Total	1,71,06,508	100.0000

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F. Resolution No 6: Special Resolution

Alteration of Articles of Association 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	8	1,37,54,139	80.4031
Voting by ballot	28	33,52,344	19.5969
Total	36	1,71,06,483	100.0000

(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	25	100.0000
Voting by ballot	0	0	0
Total	1	25	100.0000

(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. 6

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	1,71,06,483	99.9999
Votes against	25	0.0001
Total	1,71,06,508	100.0000

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8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 47th 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 & VED LLP.,
Company Secretaries

Ved Prakash

Ved Prakash
Designated Partner
ACS: 36837; CP: 16986

Witnesses:

1. *Chetankale*
CHETAN TAKLE
S/O. UMESH TAKLE
C/O. S. Anantha & Co.
Company Secretaries
C-316, 3rd Floor, Nirmal Avior Galaxy
LBS Marg, Mulund (W), Mumbai - 400080
Occupation: Service
Counter signed
For VENTURA TEXTILES LIMITED

2. *FR Kothari*
Forum R. Kothari
D/o. RAJIV KOTHARI
C/O. S. ANANTHA & CO.
Company Secretaries
C-316, 3rd Floor, Nirmal Avior Galaxy
LBS Marg, Mulund (W), Mumbai - 80
Occupation: Service

P.M. Rao Penugonda

P.M. Rao Penugonda
Managing Director
DIN: 00197973

