



S. Anantha Rama Subramanian  
BBA, LLB, FCS

**S. ANANTHA & CO.**  
COMPANY SECRETARIES

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**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 26<sup>th</sup> May, 2017 submit my report as under:

1. The dispatch of Notice dated 26<sup>th</sup> May, 2017, was completed on Saturday, 27<sup>th</sup> May, 2017;
2. The e-voting period commenced on Sunday, 28<sup>th</sup> May, 2017 (09.00 a.m. IST) and ended on Monday, 26<sup>th</sup> June, 2017 (05.00 p.m. IST);
3. The last date of receipt of Postal Ballot Form was Monday, 26<sup>th</sup> June, 2017 (05.00 p.m. IST);
4. The Shareholders holding the shares as on the "cut-off" date i.e., Friday, 19<sup>th</sup> May, 2017 were entitled to vote on the proposed resolution;
5. 2 Postal Ballot Forms were received and 7 shareholders cast their vote on e-voting platform;

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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; and
8. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

**ISSUE OF NOT EXCEEDING 10,00,000 (TEN LAKH ONLY) EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO MRS. ASHA UMAKANT VASAIKAR ON PREFERENTIAL BASIS:**

**"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'); SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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; 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 create, issue, offer and allot not exceeding 10,00,000 (Ten Lakh) fully paid Equity Shares of Face Value Rs.10/- each for cash at par to Mrs. Asha Umakant Vasaikar on Preferential basis in accordance with the ICDR Regulations or other provisions of the law, as may be prevailing at the time of allotment of Equity Shares."

**"RESOLVED FURTHER THAT** Equity Shares to be issued and allotted on preferential basis shall rank pari-passu in all respects with the existing securities of the Company."

**"RESOLVED FURTHER THAT** the said securities shall be subject to the lock-in as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the Preferential Issue as amended up to date."

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"**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the relevant date for the determination of price for the above mentioned Securities to be issued as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 is 26<sup>th</sup> May, 2017."

"**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 2 / e-Votes - 7	No of Equity Shares	% to Total Votes
1.	Votes in favour of the Resolution	7	1,61,03,977	99.9997
2.	Votes against the Resolution	2	45	0.0003
3.	<b>Total Valid Votes (1+2)</b>	<b>9</b>	<b>1,61,04,022</b>	<b>100.0000</b>
4.	Invalid votes (signatures not tallied and / or Vote not casted)	-	-	-
	<b>Total (3+4)</b>	<b>9</b>	<b>1,61,04,022</b>	<b>100.0000</b>

For S. ANANTHA & CO.,  
Company Secretaries

S. Anantha Rama Subramanian  
Proprietor  
CP No.: 1925



Date: 28<sup>th</sup> June, 2017

Place: Mumbai