

SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,
Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

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, 2024

To,
The Chairman
Ventura Textiles Limited
Unit No.121, Midas, Sahar Plaza
J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059

54th Annual General Meeting (AGM) of the Equity Shareholders of Ventura Textiles Limited (CIN:L21091MH1970PLC014865) held on Monday, September 30, 2024, at 11:00 A.M. at the Registered Office of the Company 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 remote e-voting 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, amended till date and voting through Ballot Papers at the 54th Annual General Meeting (AGM) of Ventura Textiles Limited held on Monday, September 30, 2024 at 11:00 A.M. at the Registered Office of the Company at Unit No.121, Midas, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059.

We, Sharma and Trivedi LLP, Practicing Company Secretaries, (LLPIN:AAW-6850), who were appointed as the Scrutinizers by the Board of Directors of **Ventura Textiles Limited** (the 'Company') vide resolution dated August 31, 2024, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended till date to scrutinize and report on the electronic voting ('remote e-voting') and the voting through ballot papers by the shareholders of the Company in respect of the resolutions proposed to be passed at 54th AGM of the members of the Company to be held on Monday, September 30, 2024 at 11:00 A.M. at the Registered Office of the Company at Unit No. 121, Midas, Sahar Plaza, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059, submit our report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means ('remote e-voting') and voting through ballot papers by the shareholders on the resolutions proposed in the notice of the 54th Annual General Meeting of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and voting through ballot papers are conducted in a fair and transparent manner and submit to the Chairman, the consolidated Report by Scrutinizer's of the total votes cast in favour or against, if any, on the resolutions, based on the report generated electronically and by voting through ballot papers.
2. As per the Notice of 54th Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on September 09, 2024, in English Newspaper "Active Time" and in Vernacular Language (Marathi) Newspaper "Mumbai Lakshadweep", the remote e-voting opened at 09.00 A.M. (IST) on Friday, September 27, 2024 and remained open until 05.00 P.M. (IST) on Sunday, September 29, 2024.
3. The Shareholders holding the Equity Shares of the Company as on Monday, September 23, 2024 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 54th Annual General Meeting of the Company.
4. After the declaration of voting by use of ballot papers 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 ballot papers received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (RTA) of the Company and the Authorizations lodged with the Company.
5. The ballot papers, which were found incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

...2

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: 2 :

6. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, after conclusion of 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) viz. www.evotingindia.com and the same are being handed over to the Chairman.
7. There were 20 folios holding 226 Equity Shares (0.0011% of the total Paid up Capital of the Company) who have voted by both the modes viz. by way of remote e-voting prior to AGM and through Ballot Papers at AGM. Hence, voting done through remote e-voting have only been considered for preparing this Scrutinizer Report.
8. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

A) Ordinary Business:

Resolution No. 1: Ordinary Resolution

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, along with the reports of the 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	64	1,08,76,069	99.997
Voting by Ballot	29	358	0.003
Total	93	1,08,76,427	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	3	163	100.00
Voting by Ballot	--	--	--
Total	3	163	100.00

(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 valid votes cast	% of total number of valid votes cast
Votes in favour	1,08,76,427	99.999
Votes against	163	0.001
Total	1,08,76,590	100.000

Note:

a) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.1, as contained in the Notice of AGM dated August 31, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

...3

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: 3 :

Resolution No. 2: Ordinary Resolution

2. Appointment of Director in place of Mr. P. M. Rao (DIN: 00197973), who retires by rotation and being eligible, offers himself for re-appointment:

(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	61	3,22,296	99.89
Voting by Ballot	29	358	0.11
Total	90	3,22,654	100.00

(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	3	163	100.00
Voting by Ballot			
Total	3	163	100.00

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
3	#1,05,53,773

Summary of Total valid votes for Resolution No.2

Particulars	Number of valid votes cast	% of total number of valid votes cast
Votes in favour	3,22,654	99.95
Votes against	163	0.05
Total	3,22,817	100.00

Notes:

#a) 3 (Three) folios holding in aggregate 1,05,53,773 equity shares of face value of Rs.10/- each of the Company voted in the above resolution considered Invalid, being interested.

b) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.2, as contained in the Notice of AGM dated August 31, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

...4

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: 4 :

B) Special Business:

Resolution No. 3: Special Resolution

3. Appointment of Mr. Anantharama Sethumani Subramanian (DIN: 00004479) as Non-Executive & Independent Director for First (1st) Term of Five Consecutive Years:

(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	64	1,08,76,069	99.997
Voting by Ballot	29	358	0.003
Total	93	1,08,76,427	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	3	163	100.00
Voting by Ballot	--	--	--
Total	3	163	100.00

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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Summary of Total valid votes for Resolution No.3

Particulars	Number of valid votes cast	% of total number of valid votes cast
Votes in favour	1,08,76,427	99.999
Votes against	163	0.001
Total	1,08,76,590	100.000

Note:

a) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.3, as contained in the Notice of AGM dated August 31, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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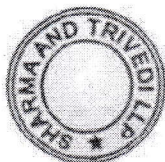
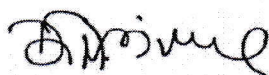
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9. All relevant records of voting will remain in our custody until the Chairman considers, approves and signs the minutes of 54th Annual General Meeting and the same shall be sent /handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For SHARMA AND TRIVEDI LLP
Company Secretaries



Dinesh Trivedi
Designated Partner
ACS: 23841; CP: 22407
UDIN: A023841F001404572

Witnesses:

Signature:




1.Name: Mr. Chetan Takle
Son of: Mr. Umesh Takle
Address: C/o. Sharma and Trivedi LLP,
C-316, Avior Corporate
Park, L.B.S. Marg, Mulund West
Mumbai - 400080
Occupation: Service

Signature:



2.Name: Mr. Tushar P. Aucharmal
Son of: Mr. Pandurang Aucharmal
Address: C/o. Sharma and Trivedi LLP,
C-316, Avior Corporate
Park, L.B.S. Marg, Mulund West
Mumbai - 400080
Occupation: Service

Counter signed
For Ventura Textiles Limited



P. M. Rao
Chairman and Managing Director
DIN: 00197973

