

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

06th September, 2024

To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 516098; ISIN: INE810C01044

Dear Sir / Madam

Sub: Submission of Notice of 54th Annual General Meeting of the Company to be held for the financial year 2023-24

With reference to the captioned subject, we are submitting herewith the Notice of **54th Annual General Meeting (AGM)** of the Company along with Integrated Annual Report.

The **54th AGM** of the Company will 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.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by Central Depository Services (India) Limited (CDSL). The voting rights of members shall be in proportion to the shares held by them, as on the cut-off date i.e. Monday, September 23, 2023.

The **remote e-voting** period commences on **Friday, September 27, 2023 at 9:00 a.m.** and ends on **Sunday, September 29, 2024 at 5:00 p.m.** The remote e-voting module shall be disabled by CDSL for voting thereafter. In addition, the facility for voting shall also be made available at the AGM and the members participating in AGM 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, who have not already cast their vote by remote e-voting shall be able to exercise their rights in the meeting.



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The Annual Report containing the AGM Notice is also uploaded on the Company's website viz. www.venturatextiles.com.

Kindly take the same on your record.

Thanking you
Yours Faithfully

For Ventura Textiles Limited



P. M. Rao

Chairman & Managing Director

DIN: 00197973

Address: 101, Seaside Apartments, Green Field
A. B. Nair Road, Juhu, Mumbai – 400 049

NOTICE

NOTICE is hereby given that the **54th Annual General Meeting (AGM)** of **Ventura Textiles Limited**(the "Company") will be held on **Monday, 30thSeptember, 2024** 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 at 11:00A.M.to transact the following business:

ORDINARY BUSINESS:

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 and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. P. M. Rao (DIN: 00197973), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. P. M. Rao (DIN: 00197973), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

"RESOLVED FURTHER THAT the re-appointment of Mr. P. M. Rao (DIN: 00197973), as a Director liable to retire by rotation shall not in any way constitute a break in his existing office as the Chairman & Managing Director of the Company."

SPECIAL BUSINESS:

3. **APPOINTMENT OF Mr. Anantharama Sethumani Subramanian (DIN: 00004479) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR FOR FIRST (1st) TERM OF FIVE CONSECUTIVE YEARS:**

To consider the appointment of **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)** as Non-Executive & Independent Director for the First (1st) term of five consecutive years and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other relevant provisions of the Companies Act, 2013("the Act") and Rules made thereunder, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Anantharama Sethumani Subramanian (DIN: 00004479), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th May 2024 pursuant to Section 161of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive & Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 10th May, 2024 upto 09th May, 2029;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers tony Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

On behalf of Board of Directors of
Ventura Textiles Limited

Date: 31stAugust, 2024
Place: Mumbai

Mohan Rao Penugonda
Chairman & Managing Director
DIN: 00197973

Registered Office:

Unit No.121, Midas, Sahar Plaza
J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059

CIN: L21091MH1970PLC014865

Tel No: 022- 2834 4453 Fax No.: 022-2835 1974

email-id:pmrao@venturatextiles.com

Website: www.venturatextiles.com

NOTES:

1. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the businesses mentioned under Items No.3 and 4 above, to be transacted at the 54th Annual General Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING (AGM). A PROXY FORM IS ENCLOSED.**
3. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. In terms of the provisions of Section 112 and 113 of the Act read with the aforesaid circulars Institutional/Corporate Shareholders (i.e., other than individuals, HUF and NRI etc.) are entitled to appoint their authorized representatives to attend and vote on their behalf at the meeting.
5. In term of Section 152 of the Companies Act, 2013, Mr. P.M. Rao (DIN:00197973), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief profile and other details of Mr. Mohan Rao Penugonda (DIN:00197973) and Mr. Anantharama Sethumani Subramanian (DIN: 00004479) are provided in the Annexure to this Notice.
6. M/s Govind Prasad & Co., Chartered Accountants, (Firm Registration No.114360W) the statutory auditors of the Company, will hold office till the conclusion of the Fifty-Seventh Annual General Meeting of the Company, as per their re-appointment as the statutory auditors of the Company, for a second term of five consecutive years, from the conclusion of the 53rd Annual General Meeting ("AGM") till the conclusion of the Fifty-Seventh AGM to be held in the year 2027, by the Members of the Company.
7. The Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive).
8. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection at the Registered office of the Company during the business hours on all working days up to the date of Annual General Meeting and will be open for inspection during the Annual General Meeting also.

In compliance with MCA General Circular 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars"), Further, the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2023/167 dated 7th October 2023 has extended the relaxations from dispatching Physical Copies of Annual Reports and to conduct the AGMs through VC/ OAVM till 30th September 2024. However, in terms of Regulation 36(1)(c) of LODR Regulations, Notice of the 54th AGM along with the Annual Report FY 2023-24 is being send only through electronic mode to those members whose email addresses are registered with the company/Depositories. Members may note that the notice and

Annual Report 2023-24 will also be available on the company's website at www.venturatextiles.com and website of the BSE Limited at www.bseindia.com and on website of CDSLs at www.evotingindia.com. Company will send hardcopy of full Annual Report to those shareholders who request for the same Member of the Company holding Shares either in physical form or in Dematerialised forms as on 01st September, 2024 will be sent Annual Report for the financial year 2023-2024 through electronic mode.

To comply with the provisions of Section 88 of the Companies (Management and Administration) Rules 2014, the Company is required to update its database by incorporating members, designated Email ID in its records. Accordingly, members are requested to submit their e-mail ID vide the email updating; form is available on the website of the RTA of the Company, having web link https://www.linkintime.co.in/EmailReg/Email_Register.html. The same could be done by filling up and signing at the appropriate place in the said form and by returning this form by post. The email ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

9. Shareholders desiring any information with regard to Financial Statements are requested to write to the Companies Registered office at an early date so as to enable the management to keep the information ready.
10. Members, Proxies and Authorised Representatives are requested to bring duly filled Attendance Slips and their copies of the Annual Report since Annual Reports will not be distributed at the meeting. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID details for identification.

All correspondence relating to transfer and transmission of shares, subdivision of shares, issue of duplicate share certificates, change of address, dematerialization of shares etc. will be attended to and processed at the office of the RTA i.e. Link Intima India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai-400083; email- rnt.hepldesk@linkintime.co.in.

11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participants in securities market. Members holding shares in dematerialized form are, therefore requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the company/RTA.
12. A roadmap showing direction to reach the venue of AGM is given in the end of this Notice
13. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. The Members holding shares in de-mat form may contact their respective DP for recording of nomination.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider to converting their holdings to dematerialized form earliest.
15. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at a meeting of the Company, would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days notice in writing is given to the Company.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members are requested to quote their Ledger Folio Number/Client ID Number in all their future correspondences.
18. Non-Resident Indian members are requested to inform M/s Link Intima India Private Limited immediately of:
 - a. Change in their residential status on return to India for permanent settlement; and
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account no. and address of the bank with PIN Code No., if not furnished earlier.
19. Members are requested to register / update their bank details with their Depository Participants as well as the Company to enable expeditious credit of the dividend to their bank accounts electronically.
20. Members desiring any information with regard to Accounts/Reports are requested to write to the Company at least ten days before the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.

21. To support the green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their e-mail Address with Depository Participant only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the Depository Participant will automatically reflect in the Company's subsequent records.
22. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection between 11 am to 1 pm by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
23. There is no amount outstanding or due for a period of more than seven years, which the Company is required to transfer to the Investor Education and Protection Fund of the Central Government as required under Section 124 of the Companies Act, 2013.
24. Members who still hold shares certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity (trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.venturatextiles.com

25. The members whose names appear in the register of members/ list of beneficial owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 23rd September, 2023 be entitled to vote by ballot paper attending Annual General Meeting in person(s) on the resolutions set for in this notice and the person who are not member as on cut-off date should treat this notice for information purpose only.
26. A person who becomes a member of the Company after send/dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e., 23rd September, 2024 may obtain the user ID and Password.
27. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) and Regulation 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

In compliance with section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation, the Company is pleased to provide remote e-voting facility to the members to cast their votes from a place other than the venue of the Annual General Meeting. Further, the Company is also providing Postal Ballot Forms to the members attached to the Notice to exercise their voting rights.

The e-voting period commences on Friday, 27th September, 2024 (9.00 a.m.) and ends on Sunday, 29th September, 2024 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Monday, 23rd September, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by e-voting, shall be able to exercise their rights at the AGM through Ballot Paper.

Shareholders are advised to update their mobile number and email Id in their demit accounts in order to accessed-Voting facility.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.

	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Ease/Easiest, option to register is available at https://web.cdslindia.com</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'Ideas' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for Ideas e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for Ideas" Portal or click at https://eservices.nsd.com. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders are as follows:**

- i) Any person, who acquires shares of the Company and become member of the Company after the dispatch of the notice and holding shares as on the cut-off date i.e. Monday, 23rd September, 2024 may obtain login Id and password by sending a request to the Compliance Officer.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Details as recorded in your demat account or in the Company records for the said demit account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number In the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demit form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "Ventura Textiles Limited".
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demit account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non – Individual Shareholders and Custodians.
- xix) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- xx) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- xxi) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- xxii) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xxiii) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i) For Members holding shares in Physical Form- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA mkt2@venturatextiles.com / rnt.hepldesk@linkintime.co.in respectively.
- ii) For Members holding shares in Demat form-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Andhra Card) to Company/RTA email ldmkt2@venturatextiles.com / rnt.hepldesk@linkintime.co.in respectively.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email the helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- a) The Company has appointed M/s. Sharma and Trivedi LLP, Company Secretaries, (LLPIN: AAW-6850) Mumbai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- c) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.venturatextiles.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to these Limited.

IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Share Transfer Agent, **M/s. Link Intima India Private Limited** Email: rnt.hepldesk@linkintime.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the Business mentioned in the accompanying Notice.

Item No. 3: APPOINTMENT OF Mr. Anantharama Sethumani Subramanian (DIN: 00004479) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Independent Directors play a significant role in the governance processes of the Board by enriching the Board's decision making and also preventing possible conflicts of interest that

May emerge in such decision making. The Board of Directors considers it important to assign sufficient number of non-executive members on the Board, capable of exercising independent judgement and encourage positive thinking.

Subject to approval of the Members of the Company, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approved the appointment of **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)**, as a Non-Executive & Independent Director of the Company, not liable to retire by rotation, for term of 5 (five) consecutive years commencing from 10th May, 2024 upto 09th May, 2029.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)** fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

Copy of the draft letter for appointment of **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)** as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 1:00 pm) on any working day, except Saturday, up to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)** as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to appointment of **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)** as an Independent Director for a term of five consecutive years to hold office upto 09th May, 2029, by the shareholders of the Company.

Except **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)**, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the accompanying Notice of the AGM. **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)** is not related to any Director of the Company.

The appointment of an Independent Director is required to be ratified within 3 months of the appointment in terms of the SEBI (LODR) Regulations, 2015. Due to paucity of funds, the approval of the members of the Company is being sought at this Annual General Meeting, instead of through a Postal Ballot.

**Information about the appointee**

Name of the Director	Mr. Anantharama Sethumani Subramanian
Designation	Independent Director - Non-Executive
Background Details	A corporate Legal and Financial Consultant having more than 30 years of experience. His Education qualifications are BBA, LLB and FCS.
Past Remuneration	NIL
Job profile and his suitability	Independent Director
Remuneration proposed	NIL (Only sitting fees)
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	NA
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:	NIL

None of the Directors and Key Managerial Persons and their relatives are in any way concerned or interested financially or otherwise, in the resolution, except **Mr. Anantharama Sethumani Subramanian (DIN: 00004479)** and his relatives.

The Board recommends the resolution at item No.3 for approval by the members as a **Special Resolution**.

Relevant documents referred to in the accompanying Notice and the Statement are open for inspection between 11 am to 1 pm by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.

Annexure A

The Shareholding of Mr. Mohan Rao Penugonda, Mr. Abhijit Rao, and their Relatives in the Body Corporates (promoters) which are holding the shares in Ventura Textiles Limited (as on 31st March, 2024) are mentioned below:

Name of Shareholders	Ventura Texports Private Limited (holding 11,31,915 Equity Shares – 5.82%) in Ventura Textiles Limited	* Penny Securities & Investments Private Limited (holding 66,36,858 Equity Shares – 34.12%) in Ventura Textiles Limited	Indo-Gulf Financials Limited (holding 32,85,000 Equity Shares – 16.89%) in Ventura Textiles Limited
	Number of Shares held in the Company by Directors and their Relatives		
Mr. Mohan Rao Penugonda	49,997 (9.51%)	60,000 (8.65%)	100 (0.01%)
Mr. Abhijit Rao Penugonda	55,000 (10.47%)	60,000 (8.65%)	100 (0.01%)
Mr. Abhinay Rao Penugonda	55,000 (10.47%)	60,000 (8.65%)	14,89,652 (74.87%)
Mrs. Lakshimimani Penugonda	3,50,000 (66.60%)	1,50,000 (21.61%)	100 (0.01%)

*Penny Securities & Investments Private Limited (holding 61,36,858 Equity Shares – 34.12%) in Ventura Textiles Limited after sale of 5 lakh Shares on 19th July, 2024

ANNEXURE- A
ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS & SECRETARIAL STANDARD 2 (SS-2) IN RESPECT OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 53RD ANNUAL GENERAL MEETING:

1.	Name of the Director	Mr. Anantharama Sethumani Subramanian	Mr. P.M. Rao
2.	Director Identification Number(DIN)	(DIN: 00004479)	(DIN: 00197973)
3.	Date of Birth/Age	10 th January, 1965/59	10 th June, 1949/75
4.	Date of Appointment/Reappointment	10 th May, 2024	
5.	Qualifications & Expertise in specific functional area	BBA, LLB and FCS Corporate Legal & Financial	Graduate in Bachelor of Commerce with Specialization in Finance and Marketing
6.	Relationship with other Directors inter-se	NIL	Mr. Mohan Rao Penugonda (Managing Director) is the father of Mr. Abhijit Rao(CFO of the Company).
7.	Remuneration last drawn	NIL	Rs.19,00,000/- (Eligible for 1% of the net profit as per Section I or (in case of loss) within the maximum ceiling of Part II of Schedule V to the Companies Act, 2013
8.	Directorships in other Public Companies as on the date of appointment (including in Ventura Textiles Limited)	2 One	Indo-Gulf Financials Limited, He is not holding Directorship in any other Listed Company.
9.	Member of the committees of Director of the Company	3	Stakeholders' Relationship Committee
10.	Chairman/Member of the Committees of other Companies as on the date of appointment	2	Nil
11.	No. of Meetings of the Board attended during the year 2023-24	Appointed w.e.f. 10 th May, 2024 Refer Corporate Governance Report annexed to the Board's Report	Refer Corporate Governance Report annexed to the Board's Report 5 Meetings (100%)
12.	Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e)	NIL	NIL – Promoter – shareholding through companies.
13.	Terms and Conditions of appointment	Non-Executive Independent Director	Chairman & Managing Director

On behalf of Board of Directors

Date : 31st August, 2024
Place: Mumbai

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

Registered Office:

Unit No.121, Midas, Sahar Plaza
J. B. Nagar, Andheri-Kurla Road,
Andheri (East), Mumbai – 400 059
CIN: L21091MH1970PLC014865
Tel No: 022- 2834 4453 Fax No.: 022-2835 1974
email-id:pmrao@venturatextiles.com
Website: www.venturatextiles.com