

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

28th April, 2023

To
The Manager
The Department of Corporate Services
BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Scrip Code: 516098, ISIN: INE810C01044

Dear Sir/Madam,

Sub.: Declaration of Result of the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

The Board of Directors had sought the approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the following Resolution by way of Postal Ballot:

1. Approval for sale of Land and Building of the Company; and
2. Approval for sale of Entire Plant & Machinery of Open End Spinning Plant of the Company

M/s Sharma and Trivedi LLP (LLPIN: AAW-6850), Practicing Company Secretaries, Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner and he has submitted his report dated April 28, 2023. A copy of the aforesaid report is enclosed for your records.

In terms of Regulation 44 of SEBI LODR, the details of the Resolution passed by the Shareholders by way of Postal Ballot are given below:

| Item No. | Particulars | Type of Resolution | Mode of Voting (show of hands / Poll / Postal Ballot / E-Voting) | Remarks |
|----------|---|--------------------|--|---|
| 1. | Approval for sale of Land and Building of the Company | Special Resolution | Postal Ballot / E-voting | The Resolution was passed with requisite majority |
| 2. | Approval for sale of Entire Plant & Machinery of Open End Spinning Plant of the Company | Special Resolution | Postal Ballot / E-voting | The Resolution was passed with requisite majority |

The details of remote e-voting in the format prescribed under Regulation 44 of SEBI LODR, along with the Scrutinizers' Report are enclosed herewith for your information and record.

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The e-voting commenced on Wednesday, March 29, 2023 at 9.00 A.M. (IST) and ended on Thursday, April 27, 2023 at 5.00 P.M. (IST).

Kindly take the same on record.

Thanking you

Yours Faithfully

For Ventura Textiles Limited

P M Rao

Chairman and Managing Director

DIN: 00197973

Encl.:

Annexure A: Scrutinizer Report

Annexure B: Voting details under Regulation 44

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 110 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014]

To
The Chairperson
VENTURA TEXTILES LIMITED
(CIN: L21091MH1970PLC014865)
Unit No. 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’)

We, Sharma and Trivedi LLP (LLPIN:AAW-6850), Practicing Company Secretaries, Mumbai, were appointed as the Scrutinizer by the Company for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 101, 108 and 110 of Companies Act, 2013 (‘Act’) read with Rules 20 & 22 read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No.03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (‘MCA Circulars’) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) / amendments thereof for the time being in force and as amended from time to time, the Company seeks approval of the Members via Postal Ballot through remote e-voting process only (Voting through Electronic means) in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated Friday, March 24, 2023.

In terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in only electronic form to those shareholders whose email id was registered with the Depositories Depositories/ Depository Participant/ the Company’s Registrar and Share Transfer Agent (RTA). The hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA Circulars & SEBI circular mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

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: 2 :

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available.

As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA circulars mentioned above, an advertisement was published by the Company in Active Times (English edition) and Mumbai Lakshdeep (Marathi edition) newspapers, on March 29, 2023 and March 30, 2023 respectively, informing about dispatch of the Postal Ballot Notice by e-mail.

The Company and the Central Depository Services (India) Limited (CDSL) had uploaded the Notice together with the explanatory statement on their respective websites www.venturatextiles.com and www.evotingindia.com. The Company had generated Event Number: 230325001 on CDSL for the casting votes through e-voting mode.

The Shareholders holding the shares as on the “cut-off” date i.e., Friday, March 24, 2023, were entitled to vote on the proposed resolution through e-voting.

The remote e-voting period of thirty (30) days commenced on Wednesday, March 29, 2023 at 9.00 A.M. (IST) and ended on Thursday, April 27, 2023 at 5.00 P.M. (IST) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by the RTA for voting thereafter. All votes cast by e-voting received upto Thursday, April 27, 2023 at 5.00 P.M. (IST) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL).

The result along with Scrutinizer's report will simultaneously be posted on the Company's website www.venturatextiles.com and website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com, besides communicating the same to the BSE Limited. The voting results along with the Scrutinizer's Report will also be displayed at the Registered Office of the Company.

SHARMA AND TRIVEDI LLP

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The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolution are as under:

1. Approval for sale of Land and Building of the Company

Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

| Sr. No. | Particulars | No. of e-Votes | No of Equity Shares | % to Total valid Votes |
|---------|-----------------------------------|----------------|---------------------|------------------------|
| A | Votes in favour of the Resolution | 27 | 1,50,76,426 | 99.999 |
| B | Votes against the Resolution | 03 | 201 | 0.001 |
| C | Total Valid Votes (A + B) | 30 | 1,50,76,627 | 100.000 |

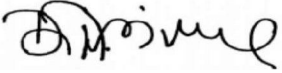
Note: Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.1, as contained in the Notice of Postal Ballot dated March 24, 2023 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

2. Approval for sale of Entire Plant & Machinery of Open End Spinning Plant of the Company

Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

| Sr. No. | Particulars | No. of e-Votes | No of Equity Shares | % to Total valid Votes |
|---------|-----------------------------------|----------------|---------------------|------------------------|
| A | Votes in favour of the Resolution | 27 | 1,50,76,426 | 99.999 |
| B | Votes against the Resolution | 03 | 201 | 0.001 |
| C | Total Valid Votes (A + B) | 30 | 1,50,76,627 | 100.000 |

Note: Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.2, as contained in the Notice of Postal Ballot dated March 24, 2023 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

| | |
|--|--|
| <p>For Sharma and Trivedi LLP Company Secretaries</p>  <hr/> <p>Dinesh Trivedi Designated Partner DIN: 08065117 CP No.: 22407 UDIN: A023841E000214339</p> <p>Date : 28th April, 2023 Place : Mumbai</p> | <p>Countersigned by For Ventura Textiles Limited</p> <hr/> <p>P M Rao Chairman and Managing Director DIN: 00197973</p> <p>Date : 28th April, 2023 Place : Mumbai</p> |
|--|--|

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| | |
|---|--------------------------|
| Scrip code | 516098 |
| NSE Symbol | NA |
| MSEI Symbol | NOTLISTED |
| ISIN | INE810C01044 |
| Name of the company | VENTURA TEXTILES LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 27-04-2023 |
| Start time of the meeting | |
| End time of the meeting | |

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Scrutinizer Details

| | |
|---|------------------------|
| Name of the Scrutinizer | DINESH TRIVEDI |
| Firms Name | SHARMA AND TRIVEDI LLP |
| Qualification | CS |
| Membership Number | A23841 |
| Date of Board Meeting in which appointed | 24-03-2023 |
| Date of Issuance of Report to the company | 28-04-2023 |

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| Voting results | |
|---|---------------------------|
| Record date | 24-03-2023 |
| Total number of shareholders on record date | 8993 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 2 |
| Disclosure of notes on voting results | Add Notes |

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| Resolution (1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approval for sale of Land and Building of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11053773 | 100.0000 | 11053773 | 0 | 100.0000 | 0.0000 |
| | Poll | 11053773 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 11053773 | 11053773 | 100.0000 | 11053773 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 987368 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 987368 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4022854 | 54.2738 | 4022653 | 201 | 99.9950 | 0.0050 |
| | Poll | 7412148 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 7412148 | 4022854 | 54.2738 | 4022653 | 201 | 99.9950 | 0.0050 |
| Total | | 19453289 | 15076627 | 77.5017 | 15076426 | 201 | 99.9987 | 0.0013 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

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| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approval for sale of Entire Plant & Machinery of Open End Spinning Plant of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11053773 | 100.0000 | 11053773 | 0 | 100.0000 | 0.0000 |
| | Poll | 11053773 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 11053773 | 11053773 | 100.0000 | 11053773 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 987368 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 987368 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4022854 | 54.2738 | 4022653 | 201 | 99.9950 | 0.0050 |
| | Poll | 7412148 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 7412148 | 4022854 | 54.2738 | 4022653 | 201 | 99.9950 | 0.0050 |
| Total | | 19453289 | 15076627 | 77.5017 | 15076426 | 201 | 99.9987 | 0.0013 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |