

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

01st October, 2022

To
BSE Limited
Dept. of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Scrip Code: 516098; ISIN: INE810C01044

Dear Sir/Madam,

Subject: Voting Results and Consolidated Report of Scrutinizer for the 52nd Annual General Meeting of the Company under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

The 52nd Annual General Meeting of the Company was held on Friday, 30th September, 2022 at 10:00 A.M at 121, MIDAS, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059.

In this regard, we are enclosing the following:

- a) Voting Results of the businesses transacted at the AGM under Regulation 44 of the Listing Regulations — Annexure A; and
- b) Consolidated Report of the Scrutinizer on remote e-voting prior to AGM and through Ballot Paper during AGM — Annexure B.

The disclosures are also being uploaded on Company's website www.venturatextiles.com and on the website of Central Depository Services (India) Limited i.e., www.evotingindia.com.

We request you to take the above information on your record.

Yours Faithfully
For Ventura Textiles Limited

P. M. Rao
Chairman and Managing Director
DIN:00197973
Address: 121, MIDAS, Sahar Plaza, J.B. Nagar,
Andheri- Kurla Road, Andheri (East), Mumbai – 400 059

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General information about company

Scrip code	516098
NSE Symbol	NA
MSEI Symbol	NOTLISTED
ISIN	INE810C01044
Name of the company	VENTURA TEXTILES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2022
Start time of the meeting	10:00 AM
End time of the meeting	11:10 AM

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Voting results	
Record date	23-09-2022
Total number of shareholders on record date	8999
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	51
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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VENTURA TEXTILES LIMITED

Resolution Required : (Ordinary)		To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, along with the reports of the Board of Directors and Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	11053773	100.0000	11053773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11053773	100.0000	11053773	0	100.0000	0.0000
Public Institutions	E-Voting	987368	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7412148	743	0.0100	743	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		113	0.0015	113	0	100.0000	0.0000
	Total		856	0.0115	856	0	100.0000	0.0000
Total		19453289	11054629	56.8265	11054629	0	100.0000	0.0000

VENTURA TEXTILES LIMITED

Resolution Required : (Ordinary)			Appointment of Director in place of Mr. Mohan Rao Penugonda (DIN: 00197973), who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	987368	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7412148	743	0.0100	743	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		113	0.0015	113	0	100.0000	0.0000
	Total		856	0.0115	856	0	100.0000	0.0000
Total		19453289	856	0.0044	856	0	100.0000	0.0000

VENTURA TEXTILES LIMITED

Resolution Required : (Ordinary)			Re-appointment of M/s. Govind Prasad & Co, Chartered Accountants, (Firm Registration No.:114360W), as a Statutory Auditors of the Company to hold the Second term of the office for a period of Five consecutive years commencing from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fifty Seventh AGM of the Company and fix their remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	11053773	100.0000	11053773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11053773	100.0000	11053773	0	100.0000	0.0000
Public Institutions	E-Voting	987368	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7412148	743	0.0100	743	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		113	0.0015	113	0	100.0000	0.0000
	Total		856	0.0115	856	0	100.0000	0.0000
Total		19453289	11054629	56.8265	11054629	0	100.0000	0.0000

VENTURA TEXTILES LIMITED

Resolution Required : (Special)		Re-appointment of Mr. Abhijit Rao Penugonda (DIN:00189126) as the Whole-Time Director of the Company for a period of five years with effect from November 01, 2021 till October 31, 2026 at such remuneration (The remuneration will be paid for maximum period of first three years, in case of loss or inadequacy of profit during the tenure)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	987368	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7412148	743	0.0100	743	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		113	0.0015	113	0	100.0000	0.0000
	Total		856	0.0115	856	0	100.0000	0.0000
Total		19453289	856	0.0044	856	0	100.0000	0.0000

SHARMA AND TRIVEDI LLP**(Registered with Limited Liability)**

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
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 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]

To,

01st October, 2022**The Chairman****Ventura Textiles Limited****Unit No.121, Midas, Sahar Plaza****J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059**

52nd Annual General Meeting (AGM) of the Equity Shareholders of Ventura Textiles Limited (CIN:L21091MH1970PLC014865) held on Friday, September 30, 2022, at 10:00 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 52nd Annual General Meeting (AGM) of Ventura Textiles Limited held on Friday, September 30, 2022 at 10:00 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.

I, Dinesh Trivedi (ACS:A23841; CP:22407), Designated Partner of 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 13, 2022, 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 52nd AGM of the members of the Company to be held on Friday, September 30, 2022 at 10:00 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 52nd 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 52nd 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 11, 2022, 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 Tuesday, September 27, 2022 and remained open until 05.00 P.M. (IST) on Thursday, September 29, 2022.
3. The Shareholders holding the Equity Shares of the Company as on Friday, September 23, 2022 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 52nd 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.

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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 26 folios holding 174 Equity Shares (0.0008% 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 Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, 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	47	1,10,54,516	99.999
Voting by Ballot	21	113	0.001
Total	68	1,10,54,629	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	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

- (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	1,10,54,629	100.00
Votes against	--	--
Total	1,10,54,629	100.00

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: 3 :

Resolution No. 2: Ordinary Resolution

2. Appointment of Director in place of Mr. Mohan Rao Penugonda (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	44	743	86.80
Voting by Ballot	21	113	13.20
Total	65	856	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	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
*3	1,10,53,773

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	856	100.00
Votes against	--	--
Total	856	100.00

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

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Resolution No. 3: Ordinary Resolution

3. **Re-appointment of M/s. Govind Prasad & Co, Chartered Accountants, (Firm Registration No.:114360W), as a Statutory Auditors of the Company to hold the Second term of the office for a period of Five consecutive years commencing from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fifty Seventh AGM of the Company and 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	47	1,10,54,516	99.999
Voting by Ballot	21	113	0.001
Total	68	1,10,54,629	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	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

- (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 valid votes cast	% of total number of valid votes cast
Votes in favour	1,10,54,629	100.00
Votes against	--	--
Total	1,10,54,629	100.00

SHARMA AND TRIVEDI LLP

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B) Special Business:

Resolution No.4: Special Resolution

4. **Re-appointment of Mr. Abhijit Rao Penugonda (DIN:00189126) as the Whole-Time Director of the Company for a period of five years with effect from November 01, 2021 till October 31, 2026 at such remuneration (The remuneration will be paid for maximum period of first three years, in case of loss or inadequacy of profit during the tenure:**

(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	44	743	86.80
Voting by Ballot	21	113	13.20
Total	65	856	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	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
*3	1,10,53,773

Summary of Total valid votes for Resolution No.4

Particulars	Number of valid votes cast	% of total number of valid votes cast
Votes in favour	856	100.00
Votes against	--	--
Total	856	100.00

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

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9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 52nd 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
DIN: 08065117
CP No.: 22407
UDIN: A023841D001115998

Witnesses:



1. Name: Mr. Chetan Umesh Takle
S/o.: Mr. Umesh Takle
Address: C/o. Sharma and Trivedi LLP
C-316, 3rd Floor, Nirmal Avior Galaxy
L B S Marg, Mulund (W), Mumbai – 400080
Occupation: Service



2. Name: Mr. Shankar Ganesh Konar
S/o.: Mr. Sundar Rajan Konar
Address: C/o. Sharma and Trivedi LLP
C-316, 3rd Floor, Nirmal Avior Galaxy
L B S Marg, Mulund (W), Mumbai – 400080
Occupation: Service

Counter signed
For **Ventura Textiles Limited**

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