

# VENTURA TEXTILES LIMITED

Regd. Office: 121, Midas, Sahar plaza, J.B.Nagar, Andheri (East), Mumbai \_ 400 059

CIN: L21091MH1970PLC014865 Website: [www.venturatextiles.com](http://www.venturatextiles.com)

Tel No: (91-22) 2834 4453/ 4475. Email: [mkt2@venturatextiles.com](mailto:mkt2@venturatextiles.com)

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02<sup>nd</sup> October, 2023

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

• Scrip Code: 516098; ISIN: INE810C01044

Dear Sir(s)/ Madam,

**Subject: Voting Results and Consolidated Report of Scrutinizer for the 53<sup>rd</sup> Annual General Meeting of the Company under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.**

The 53<sup>rd</sup> Annual General Meeting of the Company was held on Saturday, 30<sup>th</sup> September, 2023 at 11:00 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](http://www.venturatextiles.com) and on the website of Central Depository Services (India) Limited i.e. [www.evotingindia.com](http://www.evotingindia.com)

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

Thanking you

Yours Faithfully  
For Ventura Textiles Limited



P. M. Rao

Chairman & 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	NOT APPLICABLE
MSEI Symbol	NOT APPLICABLE
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)	30-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	12:00 PM

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Voting results	
Record date	23-09-2023
Total number of shareholders on record date	8954
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	3
b) Public	68
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>4</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider, and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, along with the reports of the Board of Directors and Auditors thereon:				
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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11053773</b>	<b>11053773</b>	<b>100.0000</b>	<b>11053773</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	987524	156	0.0158	156	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>987524</b>	<b>156</b>	<b>0.0158</b>	<b>156</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	7411992	535	0.0072	532	3	99.4393	0.5607
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		139	0.0019	139	0	100.0000	0.0000
	<b>Total</b>		<b>7411992</b>	<b>674</b>	<b>0.0091</b>	<b>671</b>	<b>3</b>	<b>99.5549</b>
<b>Total</b>		<b>19453289</b>	<b>11054603</b>	<b>56.8264</b>	<b>11054600</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Director in place of Mr. Abhijit Rao (DIN: 00189126), who retires by rotation and being eligible, offers himself for re-appointment				
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	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		11053773	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	987524	156	0.0158	156	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		987524	156	0.0158	156	0	100.0000
Public- Non Institutions	E-Voting	7411992	535	0.0072	532	3	99.4393	0.5607
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		139	0.0019	139	0	100.0000	0.0000
	<b>Total</b>		7411992	674	0.0091	671	3	99.5549
<b>Total</b>		19453289	830	0.0043	827	3	99.6386	0.3614
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	11053773
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Ratnakumari Girija Maganti (DIN: 08259159) as Non-Executive & Independent Director for Second (2nd) Term of Five Consecutive Years:				
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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11053773</b>	<b>11053773</b>	<b>100.0000</b>	<b>11053773</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	987524	156	0.0158	156	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>987524</b>	<b>156</b>	<b>0.0158</b>	<b>156</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	7411992	535	0.0072	532	3	99.4393	0.5607
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		139	0.0019	139	0	100.0000	0.0000
	<b>Total</b>		<b>7411992</b>	<b>674</b>	<b>0.0091</b>	<b>671</b>	<b>3</b>	<b>99.5549</b>
<b>Total</b>		<b>19453289</b>	<b>11054603</b>	<b>56.8264</b>	<b>11054600</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Remuneration payable to Mr. P. M. Rao (DIN: 00197973), Chairman & Managing Director 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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		11053773	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	987524	156	0.0158	156	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		987524	156	0.0158	156	0	100.0000
Public- Non Institutions	E-Voting	7411992	535	0.0072	532	3	99.4393	0.5607
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		139	0.0019	139	0	100.0000	0.0000
	<b>Total</b>		7411992	674	0.0091	671	3	99.5549
<b>Total</b>		19453289	830	0.0043	827	3	99.6386	0.3614
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	11053773
Public Insitutions	0
Public - Non Insitutions	0

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> 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]*

To,

The Chairman

Ventura Textiles Limited

Unit No.121, Midas, Sahar Plaza

J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059

02<sup>nd</sup> October 2023

53<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Ventura Textiles Limited (CIN:L21091MH1970PLC014865) held on Saturday, September 30, 2023, 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 53<sup>rd</sup> Annual General Meeting (AGM) of Ventura Textiles Limited held on Saturday, September 30, 2023 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 12, 2023, 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 53<sup>rd</sup> AGM of the members of the Company to be held on Saturday, September 30<sup>th</sup>, 2023 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 53<sup>rd</sup> 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 53<sup>th</sup> 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 10, 2023, 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 Wednesday, September 27, 2023 and remained open until 05.00 P.M. (IST) on Friday, September 29, 2023.
3. The Shareholders holding the Equity Shares of the Company as on Saturday, September 23, 2023 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 53<sup>th</sup> 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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Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

: 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 32 folios holding 130 Equity Shares (0.0007% 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 31<sup>st</sup> March, 2023, 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	53	1,10,54,461	99.999
Voting by Ballot	20	139	0.001
<b>Total</b>	<b>73</b>	<b>1,10,54,600</b>	<b>100.000</b>

- (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	2	3	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>2</b>	<b>3</b>	<b>100.00</b>

- (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	1,10,54,600	100.00
Votes against	3	0.00
<b>Total</b>	<b>1,10,54,603</b>	<b>100.00</b>

# SHARMA AND TRIVEDI LLP

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Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

: 3 :

## Resolution No. 2: Ordinary Resolution

### 2. Appointment of Director in place of Mr. Abhijit Rao (DIN: 00189126), 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	50	688	83.19
Voting by Ballot	20	139	16.81
<b>Total</b>	<b>70</b>	<b>827</b>	<b>100.00</b>

(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	2	3	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>2</b>	<b>3</b>	<b>100.00</b>

(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	827	99.64
Votes against	3	0.36
<b>Total</b>	<b>830</b>	<b>100.00</b>

*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.*

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# SHARMA AND TRIVEDI LLP

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: 4 :

## **B) Special Business:**

### **Resolution No. 3: Special Resolution**

#### **3. Appointment of Mrs. Ratnakumari Girija Maganti (DIN: 08259159) as Non-Executive & Independent Director for Second (2<sup>nd</sup>) 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	53	1,10,54,461	99.999
Voting by Ballot	20	139	0.001
<b>Total</b>	<b>73</b>	<b>1,10,54,600</b>	<b>100.000</b>

(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	2	3	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>2</b>	<b>3</b>	<b>100.00</b>

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
2	28

#### **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	1,10,54,600	100.00
Votes against	3	0.00
<b>Total</b>	<b>1,10,54,603</b>	<b>100.00</b>

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-3 16, 3<sup>rd</sup> 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

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## Resolution No.4: Special Resolution

### 4. Approval of Remuneration payable to Mr. P. M. Rao (DIN: 00197973), Chairman & Managing Director of the Company:

(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	50	688	83.19
Voting by Ballot	20	139	16.81
<b>Total</b>	<b>70</b>	<b>827</b>	<b>100.00</b>

(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	2	3	100.00
Voting by Ballot	--	--	--
<b>Total</b>	<b>2</b>	<b>3</b>	<b>100.00</b>

(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	827	99.64
Votes against	3	0.36
<b>Total</b>	<b>830</b>	<b>100.00</b>

*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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# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- [cslp108@gmail.com](mailto:cslp108@gmail.com)

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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 53<sup>th</sup> 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**



**Vishwanath**  
**Designated Partner**  
**ACS: 14521; CP: 25099**  
**UDIN: A014521E001154506**

**Witnesses:**

Signature:

Signature:

**1. Name:** Mr. Tushar Pandurang Aucharmal  
**S/o.:** Mr. Pandurang Aucharmal  
**Address:** C/o. Sharma and Trivedi LLP  
Company Secretaries, 316, 3<sup>rd</sup> Floor  
Nirmal Avior Galaxy, LBS Marg  
Mulund (West), Mumbai – 400080  
**Occupation:** Service

**2. Name:** Mr. Shankar Ganesh Konar  
**S/o.:** Mr. Sundar Rajan Konar  
**Address:** C/o. Sharma and Trivedi LLP  
Company Secretaries, 316, 3<sup>rd</sup> Floor  
Nirmal Avior Galaxy, LBS Marg  
Mulund (West), Mumbai - 400080  
**Occupation:** Service

Counter signed  
For **Ventura Textiles Limited**

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