

# VENTURA TEXTILES LIMITED

CIN: L21091MH1970PLC014865

Regd. Off. : 211-212, Midas, Sahar Plaza, J.B. Nagar, Andheri (East), Mumbai 400 059, India.

Tel : (91 - 22) 2834 4453 .Email: mkt2@venturatextiles.com, Website: www.venturatextiles.com

**October 3, 2015**

To

The General Manager

**BSE Limited**

Dept. of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai – 400 001

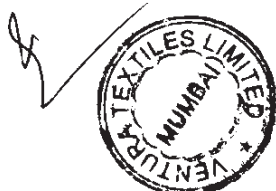
**Dear Sir / Madam,**

**Sub.: Declaration of Result of the Annual General Meeting held on September 30, 2015  
under Clause 35A of the Listing Agreement**

**Ref.: Scrip Code: 516098; Symbol: -VENTURA**

We wish to inform you that at the 45<sup>th</sup> Annual General Meeting (“AGM”) of the shareholders of the Company which was held on September 30, 2015 at 211 / 212, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059. The Board of Directors had sought the approval of the Shareholders of the Company for the following proposals, appended below, to be passed as Ordinary / Special Resolution by way of e-voting / physical ballot paper:

Sr. No.	Description	Particulars		
A	Date of the AGM	September 30, 2015		
B	Book Closure Date	September 24, 2015 to September 30, 2015 (both days inclusive)		
	Cut-off date for e-voting	September 27, 2015 for e-voting.		
C	Total no. of shareholders as on record date / cut-off date for e-voting purpose	9568		
D	<b>No. of shareholders present in the meeting either in person or through Proxy</b>			
	<b>Shareholders</b>	<b>Present in Person through authorised representative</b>	<b>Present through Proxy</b>	<b>Total</b>
	Promoters and Promoter Group	3	0	3
	Public	29	0	29
	Total	32		
	<b>No. of shareholders attended the meeting through Video Conferencing No Video Conferencing facility was made available.</b>			



# VENTURA TEXTILES LIMITED

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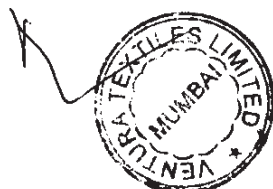
Tel : (91 - 22) 2834 4453 .Email: [mkt2@venturatextiles.com](mailto:mkt2@venturatextiles.com), Website: [www.venturatextiles.com](http://www.venturatextiles.com)

## Outcome of 45<sup>th</sup> Annual General Meeting of the Shareholders of the Company

45<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of the Company was held on September 30, 2015 at 211 / 212, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai - 400 059.

The shareholders transacted the following business.

Sr. No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of voting
<b>Ordinary Business :</b>			
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors thereon for the Financial Year ended on March 31, 2015.	Ordinary	Remote e-voting + Voting by physical Ballot Papers at AGM
2	Re-appointment of Mr. Abhijit Rao Penugonda (DIN: 00189126) as a Director, liable to retire by rotation.	Ordinary	Remote e-voting + Voting by physical Ballot Papers at AGM
3	Ratification of appointment of M/s. S. M. Kapoor & Co., Chartered Accountants, Mumbai (FRN: 104809W) as the Statutory Auditors of the Company for a period of 3 Financial Year i.e., Financial Year 2014-15 to 2016-17.	Ordinary	Remote e-voting + Voting by physical Ballot Papers at AGM
<b>Special Business :</b>			
4	Creation of mortgage, pledge, charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.	Special	Remote e-voting + Voting by physical Ballot Papers at AGM
5	Approval of Borrowing Limit under Section 180(1) (c) of the Companies Act, 2013.	Special	Remote e-voting + Voting by physical Ballot Papers at AGM
6	Ratification and confirmation of the re-appointment and remuneration paid to Mr. Abhijit Rao Penugonda, Whole-Time Director, during the tenure of his appointment from 01st November, 2011 to 31st October, 2016.	Special	Remote e-voting + Voting by physical Ballot Papers at AGM



# VENTURA TEXTILES LIMITED

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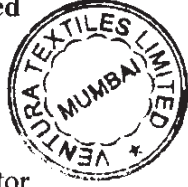
Regd. Off. : 211-212, Midas, Sahar Plaza, J.B. Nagar, Andheri (East), Mumbai 400 059, India.  
Tel : (91 - 22) 2834 4453 .Email: mkt2@venturatextiles.com, Website: www.venturatextiles.com

7	Re-appointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman and Managing Director (CMD) of the Company for a period of five Years with effect from July 01, 2015.	Special	Remote e-voting + Voting by physical Ballot Papers at AGM
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In case of Remote E-Voting / physical ballot paper – Refer Annexure 1 enclosed.

Kindly take the information on records.  
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



S. Anantha Rama Subramanian  
BBA, LLB, FCS

**S. ANANTHA & CO.**  
**COMPANY SECRETARIES**

C-316, 3rd Floor, Nirmal Avior - Galaxy  
LBS Marg, Mulund (W), Mumbai 400080  
Tel : (+91 22) 2591 3041  
Cell : +91 98 33 77 00 11  
Website : www.aishcon.co  
income108@yahoo.co.in/admin@aishcon.co

03<sup>rd</sup> October, 2015

**The Chairman**

Forty Fifth Annual General Meeting of the Shareholders  
**VENTURA TEXTILES LIMITED**  
211/212, Midas, Sahar Plaza, J.B. Nagar,  
Andheri (East), Mumbai 400 059

Dear Sir,

**Sub.: Report of the Scrutinizer on the voting by the shareholders of Ventura Textiles Limited on the resolutions passed at the 45<sup>th</sup> Annual General Meeting (AGM) by e-voting ('Remote e-voting') conducted 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, and the voting through physical ballot forms [by person\* attending the AGM]**

I, S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP: 1925) have been appointed as the Scrutinizer by the Board of Directors of **VENTURA TEXTILES LIMITED** ('Company') vide resolution dated 27<sup>th</sup> August, 2015, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through physical ballot forms (in person\*) from the shareholders of the Company in respect of the resolutions proposed to be passed at the Forty Fifth Annual General Meeting ('AGM') of the Company scheduled to be held on Wednesday, 30<sup>th</sup> September, 2015.

In this connection, I furnish the following information:

- a) As per the information and explanations provided and the documents verified, the Notice dated 27<sup>th</sup> August, 2015, convening the AGM of the Company, along with the statement setting out material facts under Section 102 of the Act, had been sent to the shareholders in respect of the said proposed resolutions to be passed at the said AGM of the Company;
- b) The Company has availed the e-voting facility offered by Central Depository Services (India) Limited ('CDSL') for conducting e-voting by the shareholders of the Company. The Company has also provided voting by physical ballot forms to its shareholders, who do not have the access to e-voting facility;

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\* (by the shareholder himself or through authorised representative or by proxy attending the AGM)

 ...2



S. Anantha Rama Subramanian  
BBA, LLB, FCS

**S. ANANTHA & CO.**  
COMPANY SECRETARIES

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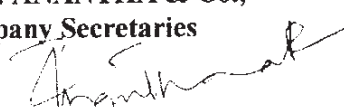
: 2 :

- c) The voting period for e-voting commenced on 27<sup>th</sup> September, 2015 (9.00 am IST) and ended on 29<sup>th</sup> September, 2015 (5.00 pm IST). The CDSL platform was thereafter blocked and the votes cast under the e-voting were unblocked on 03<sup>rd</sup> October, 2015, in the presence of the two witnesses who were not in the employment of the Company;
- d) As per the data downloaded from the CDSL e-voting system and polling papers received, I have reviewed and scrutinized the voting through electronic means and physical mode and the votes casted therein.

I hereby submit my report on the votes cast through e-voting and physical ballot forms in respect of the said Resolutions passed at the Forty Fifth Annual General Meeting ("AGM") of the Company held on Wednesday, 30<sup>th</sup> September, 2015. (*Annexure*)

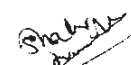

Thanking you,

Yours faithfully  
For S. ANANTHA & Co.,  
Company Secretaries

  
S. Anantha Rama Subramanian  
Proprietor

Encl.: As above

Witness:

1.   
Shakir Ahsan Jinnah  
S/o Ahsan Jinnah  
c/o S. Anantha & Co.  
C-316, 3rd Floor, Nirmal Avior - Galaxy  
LBS Marg, Mulund (W), Mumbai-80.
2.   
Shital S. Gaitonde  
c/o Suresh G. Gaitonde  
c/o S. Anantha & Co.  
C-316, 3rd Flr, Nirmal Avior - Galaxy  
LBS Marg, Mulund - W, MUMBAI - 80.

Counter Signed  
For Ventura Textiles Limited

  
Chairman

**Annexure**

Report of the Scrutinizer on the voting by the shareholders of Ventura Textiles Limited on the resolutions at the 45<sup>th</sup> Annual General Meeting (AGM) by e-voting ('Remote e-voting') and the voting through physical ballot forms (by the shareholder himself or through authorised representative or by proxy attending the AGM)

a) Resolution No. 1: Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors thereon for the Financial Year ended on March 31, 2015.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	-	-	-	32	1,41,06,730	100.00	32	1,41,06,730	100.00
2.	Votes against the Resolution	1	2	100.00	-	-	-	1	2	0.00
3.	<b>Total Valid Votes (1+2)</b>	<b>1</b>	<b>2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33</b>	<b>1,41,06,732</b>	<b>100.00</b>
4.	Invalid Votes	-	-	-	-	-	-	-	-	-

b) Resolution No. 2: Re-appointment of Mr. Abhijit Rao Penugonda (DIN: 00189126) as a Director, liable to retire by rotation.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	-	-	-	32	1,41,06,730	100.00	32	1,41,06,730	100.00
2.	Votes against the Resolution	1	2	100.00	-	-	-	1	2	0.00
3.	<b>Total Valid Votes (1+2)</b>	<b>1</b>	<b>2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33</b>	<b>1,41,06,732</b>	<b>100.00</b>
4.	Invalid Votes	-	-	-	-	-	-	-	-	-

*(Signature)*



**Annexure**

Report of the Scrutinizer on the voting by the shareholders of Ventura Textiles Limited on the resolutions at the 45<sup>th</sup> Annual General Meeting (AGM) by e-voting ('Remote e-voting') and the voting through physical ballot forms (by the shareholder himself or through authorised representative or by proxy attending the AGM)

c) Resolution No. 5: Approval of Borrowing Limit under Section 180(1) (c) of the Companies Act, 2013.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	-	-	-	32	1,41,06,730	100.00	32	1,41,06,730	100.00
2.	Votes against the Resolution	1	2	100.00	-	-	-	1	2	0.00
3.	<b>Total Valid Votes (1+2)</b>	<b>1</b>	<b>2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33</b>	<b>1,41,06,732</b>	<b>100.00</b>
4.	Invalid Votes	-	-	-	-	-	-	-	-	-

f) Resolution No. 6: Ratification and confirmation of the re-appointment and remuneration paid to Mr. Abhijit Rao Penugonda, Whole-Time Director, during the tenure of his appointment from 01<sup>st</sup> November, 2011 to 31<sup>st</sup> October, 2016.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	-	-	-	32	1,41,06,730	100.00	32	1,41,06,730	100.00
2.	Votes against the Resolution	1	2	100.00	-	-	-	1	2	0.00
3.	<b>Total Valid Votes (1+2)</b>	<b>1</b>	<b>2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33</b>	<b>1,41,06,732</b>	<b>100.00</b>
4.	Invalid Votes	-	-	-	-	-	-	-	-	-

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**Annexure**

Report of the Scrutinizer on the voting by the shareholders of Ventura Textiles Limited on the resolutions at the 45<sup>th</sup> Annual General Meeting (AGM) by e-voting ('Remote e-voting') and the voting through physical ballot forms (by the shareholder himself or through authorised representative or by proxy attending the AGM)

g) Resolution No. 7: Re-appointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman and Managing Director (CMD) of the Company for a period of five years with effect from July 01, 2015.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	-	-	-	32	1,41,06,730	100.00	32	1,41,06,730	100.00
2.	Votes against the Resolution	1	2	100.00	-	-	-	1	2	0.00
3.	<b>Total Valid Votes (1+2)</b>	<b>1</b>	<b>2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33</b>	<b>1,41,06,732</b>	<b>100.00</b>
4.	Invalid Votes	-	-	-	-	-	-	-	-	-

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM and the same will be handed over to the Company Secretary of the Company for safe keeping.

*(Signature)*



S. Anantha Rama Subramanian  
BBA, LLB, FCS

**S. ANANTHA & CO.**  
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy  
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Cell : +91 98 33 77 00 11  
Website : www.aishcon.co  
income108@yahoo.co.in/admin@aishcon.co

**FORM NO. MGT-13**

**Report of Scrutinizer**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

**The Chairman**

Forty -Fifth Annual General Meeting of the Shareholders

**Ventura Textiles Limited**

211 / 212, Midas Sahar Plaza, J. B. Nagar,  
Andheri (East), Mumbai – 400 059.

Dear Sir,

I, S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP: 1925) have been appointed as the Scrutinizer for the purpose of the poll taken at the captioned Forty Fifth Annual General Meeting of the Shareholders of Ventura Textiles Limited held on Wednesday, 30<sup>th</sup> September, 2015 at 211 / 212, Midas Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059, to enable those shareholders who have not participated in voting on the resolution(s) (*Annexure*) through e-voting ('Remote e-voting'), and I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is annexed herewith (*Annexure*).
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Yours faithfully,

For **S. ANANTHA & Co.,**  
**Company Secretaries**

  
**S. Anantha Rama Subramanian**  
**Proprietor**

Place: Mumbai

Date: 03<sup>rd</sup> October, 2015

**Encl.: Report with respect to physical ballot forms at the Forty Fifth Annual General Meeting**

**Annexure – Scrutinizer’s Report on the votes cast through poll at the Forty Fifth Annual General Meeting by Shareholders of Ventura Textiles Limited, Mumbai**

**A) Resolution No. 1**

**Consider and adopt Audited Financial Statements Reports of the Board of Directors and Auditors thereon for the Financial Year ended on March 31, 2015.**

(i) Voted **in favour** of the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
32	1,41,06,732	100.00

(ii) Voted **against** the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members ( in person or by Proxy ) whose votes were declared invalid	Total number of votes cast by them
-	-

**B) Resolution No. 2**

**Re-appointment of Mr. Abhijit Rao Penugonda (DIN: 00189126) as a Director, liable to retire by rotation.**

(i) Voted **in favour** of the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
32	1,41,06,732	100.00

(ii) Voted **against** the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members ( in person or by Proxy ) whose votes were declared invalid	Total number of votes cast by them
-	-

*(Handwritten signature)*

**Annexure – Scrutinizer’s Report on the votes cast through poll at the Forty Fifth Annual General Meeting by Shareholders of Ventura Textiles Limited, Mumbai**

**C) Resolution No. 3**

**Ratification of appointment of M/s. S. M. Kapoor & Co., Chartered Accountants, Mumbai (FRN: 104809W) as the Statutory Auditors of the Company..**

(i) Voted **in favour** of the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
32	1,41,06,732	100.00

(ii) Voted **against** the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members ( in person or by Proxy ) whose votes were declared invalid	Total number of votes cast by them
-	-

**D) Resolution No. 4**

**Creation of mortgage, pledge, charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.**

(i) Voted **in favour** of the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
32	1,41,06,732	100.00

(ii) Voted **against** the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members ( in person or by Proxy ) whose votes were declared invalid	Total number of votes cast by them
-	-

*Handwritten signature*



**Annexure – Scrutinizer’s Report on the votes cast through poll at the Forty Fifth Annual General Meeting by Shareholders of Ventura Textiles Limited ,Mumbai**

**E) Resolution No. 5**

**Approval of Borrowing Limit under Section 180(1) (c) of the Companies Act, 2013.**

(i) Voted **in favour** of the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
32	1,41,06,732	100.00

(ii) Voted **against** the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members ( in person or by Proxy ) whose votes were declared invalid	Total number of votes cast by them
-	-

**F) Resolution No. 6**

**Ratification and confirmation of the appointment and remuneration paid to Mr. Abhijit Rao Penugonda, Whole-Time Director, during the tenure of his appointment from 01<sup>st</sup> November, 2011 to 31<sup>st</sup> October, 2016.**

(i) Voted **in favour** of the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
32	1,41,06,732	100.00

(ii) Voted **against** the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members ( in person or by Proxy ) whose votes were declared invalid	Total number of votes cast by them
-	-

*Handwritten signature*

**Annexure – Scrutinizer’s Report on the votes cast through poll at the Forty Fifth Annual General Meeting by Shareholders of Ventura Textiles Limited, Mumbai**

**G) Resolution No. 7**

**Re-appointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman and Managing Director (CMD) of the Company for a period of five years with effect from July 01, 2015.**

(i) Voted **in favour** of the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
32	1,41,06,732	100.00

(ii) Voted **against** the resolution:

Number of Members Present and voting ( in person or by Proxy )	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members ( in person or by Proxy ) whose votes were declared invalid	Total number of votes cast by them
-	-

*Mohan Rao Penugonda*