

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

September 30, 2016.

To
The Listing Department
BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai- 400 001

Dear Sir/Madam,

Sub: Proceedings/Outcome of 46th Annual General Meeting (AGM) pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015

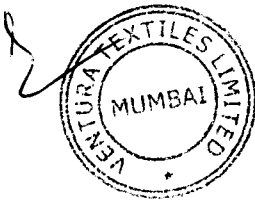
Ref: ISIN: INE810C01044; Scrip ID-VENTURA, Scrip Code-516098

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please be informed that the 46th Annual General Meeting (AGM) of the Company was scheduled to be held on September 23rd, 2016 at 10.00 A.M. at 211 / 212, Midas, Sahar Plaza, J.B. Nagar, Andheri- Kurla Road, Andheri (East), Mumbai – 400 059. However, the same was adjourned due to want of quorum,

The Adjourned Annual General Meeting was held today i.e. September 30th, 2016 at 10.00 A.M. at 211 / 212, Midas, Sahar Plaza, J.B. Nagar, Andheri- Kurla Road, Andheri (East), Mumbai – 400 059.

In view of above, the members present at the Annual General Meeting constituted the quorum as per the provisions of Section 103 of the Companies Act, 2013 and approved the following resolutions:

- 1) To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, along with reports of the Board of Directors and Auditors' thereon.
- 2) To appoint a Director in place of Mr. Mohan Rao Penugonda, (DIN: 00197973), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.
- 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, 2016.
- 5) Issue of 20,00,000 (Twenty Lakh) 0% Optionally Fully Convertible Debentures of face value of Rs. 10/- each to M/s Sai Creations on Preferential Basis.



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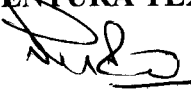
The proceeding of the Adjourned 46th Annual General Meeting of the Company is enclosed.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For **VENTURA TEXTILES LIMITED**


Mohan Rao Penugonda
Chairman & Managing Director
DIN: 00197973



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SUMMARY OF THE PROCEEDINGS OF THE ADJOURNED 46TH ANNUAL GENERAL MEETING OF VENTURA TEXTILES LIMITED UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

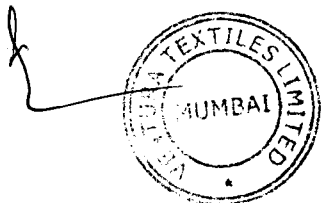
- Meeting Day, Date and Time** : Friday, September 30, 2016 at 10.00 A.M.
- Venue** : 211 / 212, Midas, Sahar Plaza, J.B. Nagar, Andheri- Kurla Road, Andheri (East), Mumbai – 400 059
- Chairman** : Mr. Mohan Rao Penugonda, Chairman of the Board, Chaired the Meeting
- Directors Present** : Mr. Abhijit Rao, Whole-Time Director & CFO
Mr. Shyam Karmarkar, Director (Independent)
Mr. Prakash Bhargava, Director (Independent)
- Members attending the Meeting** : 3 Members (attended through Authorised Representatives). No members were present through proxy.

Mr. Mohan Rao Penugonda, chaired the meeting and welcomed the members of the Company. As per attendance record in aggregate 3(three) members were present in person at the AGM and no members were present by proxy. As per the provisions of Section 103 (3) of the Companies Act, 2013, the present members constituted the quorum as the requisite quorum i.e., 30 members were not present within half an hour at the adjourned meeting.

The Chairman called the meeting to order.

The members were informed that the requisite registers and documents referred to in the Notice of the AGM were available for inspection during the meeting.

Mr. Govind Agarwal, representative of M/s. S. M. Kapoor & Co., Statutory Auditors was present at the Meeting.



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The Notice of the AGM was taken as read with the permission of the Members. The Chairman then addressed the Meeting.

The Chairman stated that the Auditors' Report does not contain any qualifications, reservations or adverse remark, except disclaimer clause as stated at 'S.No. f' of 'Report on other Legal and Regulatory Requirements' forming part of Independent Auditors'.



The Chairman further stated that the Management's Reply to the disclaimer clause given in the Auditor's Report has been explained in the Board's Report of the Company. Thereafter the Auditors' Report was taken as read with the permission of the Members.

The Chairman placed the following agenda items before the Members:

The following items of business as stated in the notice of 46th Annual General Meeting were taken up for consideration:

Item No.	Resolutions
Ordinary Business:	
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2016, together with the reports of Board of Directors and Auditors thereon (proposed as an Ordinary Resolution).
2.	Re-appointment of Mr. Mohan Rao Penugonda, (DIN: 00197973) as a Director, liable to retire by rotation (proposed as an Ordinary Resolution).
3.	Ratification of appointment of M/s. S.M. Kapoor & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104809W) as the Statutory Auditors and to fix their remuneration (proposed as an Ordinary Resolution).
Special Business:	
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, 2016 (proposed as a Special Resolution).
5.	Issue of 20,00,000 (Twenty Lakh) 0% Optionally Fully Convertible Debentures of face value of Rs.10/- each to M/s. Sai Creations on Preferential Basis (proposed as a Special Resolution).

The Chairman informed the members that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, had provided remote e-voting facility to the shareholders to cast their votes electronically on all resolutions set forth in the Notice. Further, the members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through ballot form at the end of the meeting.

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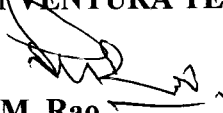
The Chairman then informed the members that Mr. S. Anantha Rama Subramanian of M/s S. Anantha & Co., Practising Company Secretaries, (FCS: 4443; CP No.: 1925) who was appointed as the Scrutinizer to supervise the remote e-voting and voting through ballot form by the members present at the AGM.

Accordingly, the members present who did not cast their votes electronically were provided ballot form to cast their vote at the AGM.

After voting, the members were informed that a consolidated report on the total votes cast in favour and against the above mentioned resolutions would be submitted by the Scrutinizer to the Chairman latest by October 1, 2016 and the same would be forthwith declared by the Company by hosting it on its website www.venturatextiles.com, the website of CDSL, and by notifying to the Stock Exchange viz. BSE Ltd. Thereafter vote of thanks was given by Mr. Abhijit Rao to Directors, Mr. Govind Agarwal, representative of M/s. S. M. Kapoor & Co., Statutory Auditors, Mr. S. Anantha Rama Subramanian, Practising Company Secretary and shareholders for attending the 46th AGM of the Company and declared the meeting as concluded at 11.00 A.M.

Thanking You,
Yours Faithfully,

For **VENTURA TEXTILES LIMITED**


P. M. Rao
Chairman and Managing Director

DIN: 00197973

