

# VENTURA TEXTILES LIMITED

CIN - L21091MH1970PLC014865

Registered Office: 121, MIDAS, SAHAR PLAZA, J B NAGAR, ANDHERI-KURLA ROAD,  
ANDHERI (EAST), MUMBAI - 400059

Telephone No.: 022-28344453,

E-mail: mkt2@venturatextiles.com| website: www.venturatextiles.com

To,  
The General Manager  
Dept. of Corporate Services  
BSE Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Dear Sir/ Madam,

**Sub.: Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013 (“Act”),  
Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014**

**Ref.: - Scrip Code 516098**

The 48<sup>th</sup> Annual General Meeting (‘AGM’) of the Company was held on September 22, 2018 at 10:00 a.m. at Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri- Kurla Road, Andheri (East), Mumbai – 400 059.

In this regard, Please find enclosed the Report of Scrutinizer dated September 22, 2018, pursuant to Section 108 of the Companies Act, 2013 (“Act”), Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014;

The above details are uploaded on the Company’s website ([www.venturatextiles.com](http://www.venturatextiles.com)).

Kindly take the same on your record.

Thanking You,

Yours faithfully

For Ventura Textiles Limited



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





**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]*

22<sup>nd</sup> September, 2018

To

**The Chairman**

**Ventura Textiles Limited**

**Unit No. 121, Midas, Sahar Plaza, J. B. Nagar,**

**Andheri - Kurla Road, Andheri (East), Mumbai – 400 059**

**48<sup>th</sup> (Forty Eighth) Annual General Meeting (AGM) of the Equity Shareholders of Ventura Textiles Limited held on Saturday, September 22, 2018 at 10:00 A.M. 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 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot Forms\* at the Annual General Meeting of Ventura Textiles Limited held on Saturday, September 22, 2018 at 10:00 A.M.**

I, Ved Prakash, Company Secretary (ACS:36837; CP:16986), Designated Partner of S. Anantha & Ved LLP, Practicing Company Secretaries, (LLPIN:AAH-8229), who were appointed as the Scrutinizers by the Board of Directors of **Ventura Textiles Limited** (the 'Company') vide resolution dated 14<sup>th</sup> August, 2018, 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 Ballot by the shareholders of the Company in respect of the resolutions proposed to be passed at the 48<sup>th</sup> (Forty Eighth) Annual General Meeting of the members of the Company to be held on **Saturday, September 22, 2018 at 10:00 A.M. at, Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059**, submit our report as under:

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 by use of ballot by the shareholders on the resolutions proposed in the notice of the 48<sup>th</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 electronic means and through ballot is conducted in a fair and transparent manner and to submit to the Chairman, the consolidated Scrutinizer's Report 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.

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

*Vedprakash*

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1. As per the Notice of 48<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] (Amendment Rules, 2015) on September 01, 2018, in English Newspaper "Active Times" and in Marathi (Vernacular) Newspaper "Mumbai Lakshadeep", the remote e-voting opened at 09.00 A.M. (IST) on Wednesday, September 19, 2018 and remained open until 05.00 P.M. (IST) on Friday, September 21, 2018.
2. The Shareholders holding the Equity Shares of the Company as on Saturday, September 15, 2018 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 48<sup>th</sup> Annual General Meeting of the Company.
3. After the declaration of voting by use of ballot 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 ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations / proxies lodged with the Company.
4. The ballots, which were found incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 12.20 P.M. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and the same are being handed over to the Chairman.

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*Vedprakash*



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6. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

**A. Resolution No. 1: Ordinary Resolution**

**To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, 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	6	1,17,53,875	68.718
Voting by ballot	20	53,50,589	31.282
<b>Total</b>	<b>26</b>	<b>1,71,04,464</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	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</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 votes cast by them	% of total number of valid votes cast
Votes in Favour	1,71,04,464	100.000
Votes against	-	-
<b>Total</b>	<b>1,71,04,464</b>	<b>100.000</b>

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*Vedprakash*





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**B. Resolution No. 2: Ordinary Resolution**

**To appoint a Director in place of Mr. P.M. Rao (DIN: 00197973), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit to pass the following resolution, as an Ordinary Resolution:**

(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	6	1,17,53,875	68.718
Voting by ballot	20	53,50,589	31.282
<b>Total</b>	<b>26</b>	<b>1,71,04,464</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	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</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. 2**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	1,71,04,464	100.000
Votes against	-	-
<b>Total</b>	<b>1,71,04,464</b>	<b>100.000</b>

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*Vedprakash*



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**C. Resolution No. 3: Special Resolution**

**To fix remuneration payable to Mr. P. M. Rao (DIN: 00197973), Chairman & Managing Director of the Company for the remaining tenure of his appointment upto June 30, 2020:**

(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	3	102	0.002
Voting by ballot	20	53,50,589	99.998
<b>Total</b>	<b>23</b>	<b>53,50,691</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	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</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. 3**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	53,50,691	100.000
Votes against	-	-
<b>Total</b>	<b>53,50,691</b>	<b>100.000</b>

*Note: 3 (Three) folios holding 1,17,53,773 Equity Shares of face value of Rs.10/- each of the Company, didn't participate in the passing of the resolution.*

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*Vedprakash*





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**D. Resolution No. 4: Special Resolution**

**To ratify the remuneration paid to Mr. Abhijit Rao (DIN: 00189126), Whole-time Director, for the F.Y. 2016-17 and 2017-18 and remaining tenure of 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	3	102	0.002
Voting by ballot	20	53,50,589	99.998
<b>Total</b>	<b>23</b>	<b>53,50,691</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	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</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. 4**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	53,50,691	100.00
Votes against	-	-
<b>Total</b>	<b>53,50,691</b>	<b>100.00</b>

*Note: 3 (Three) folios holding 1,17,53,773 Equity Shares of face value of Rs.10/- each of the Company, didn't participate in the passing of the resolution.*

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*Vedprakash*



7. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 48<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For S. ANANTHA & VED LLP  
Company Secretaries

*Vedprakash*

Ved Prakash  
ACS: 36837; CP: 16986



Witnesses:

*Anjan Rastogi*  
1. ANJAN RASTOGI  
w/o KAMOD RASTOGI  
c/o S. Anantha & Co.  
Company Secretaries  
C-316, Nirmal Avior Galaxy,  
LBS Marg, Mulund (W)  
Occupation: Service

*Takle*  
2. Chetan Umesh Takle  
S/o. Umesh Gangaram Takle  
c/o. S. Anantha & Co.  
Company Secretaries  
C-316, Nirmal Avior Galaxy  
LBS Marg, Mulund (W)  
Occupation: Service

Counter signed  
For VENTURA TEXTILES LIMITED

*P. M. Rao*

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

