

# S.S. Reddy & Associates

Practicing Company Secretaries

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**FORM NO.MGT-13**

## Report of Scrutinizer

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

To,

The Managing Director  
Vijay Textiles Limited  
Surya Towers, Ground Floor  
104, Sardar Patel Road,  
Secunderabad - 500 003  
Telangana, India

Dear Sir,

**Sub:** 28<sup>th</sup> Annual General Meeting of Equity Shareholders of Vijay Textiles Limited held on Friday,  
28.09.2018 at 10:00 a.m.

We, S.S. Reddy & Associates, Practicing Company Secretaries were appointed as the Scrutinizer for the purpose of scrutinizing voting process in respect of below mentioned resolutions at the 28<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company held on Friday, 28.09.2018 at 10:00 a.m. at J.S. Krishna Murthy Hall, The Federation of Telangana and Andhra Pradesh Chamber of Commerce & Industry, The Federation House, 11-9-84, Red Hills, Hyderabad- 500 004. The meeting concluded at 11:30 a.m. We submit our report as under:

1. In compliance with the provisions of Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by shareholders on the resolutions proposed in the Notice of the 28<sup>th</sup> Annual General Meeting, our responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render Consolidate Scrutinizer's Report of the total votes cast in favor or against if any, to Chairman of the meeting on the resolutions, based on the reports generated from the electronic voting system and by use of physical poll papers at the meeting.
2. In accordance with the Notice of the 28<sup>th</sup> Annual General Meeting dated 13.08.2018 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3) (V) of the Companies (Management and Administration) Rules, 2014 on 05.09.2018 in "Business Standard" in English and



“Nava Telangana” in Telugu, the e-voting opened at 9.00 A.M on 25<sup>th</sup> September, 2018 and remained open up to 5.00 P.M on 27<sup>th</sup> September, 2018.

3. The equity shareholders holding shares as on 21.09.2018, which was considered as “cut-off date” for purpose of voting on the resolutions stated in the Notice of the Annual General Meeting of the Company.
4. The votes were unblocked and considered on 28<sup>th</sup> September, 2018 after the conclusion of the AGM in presence of two persons, who are not the employees of the Company.
5. The e-voting results/list of equity shareholders who have voted “for and against” were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL). (www.evotingindia.com) and the same were handed over to the Chairman of the meeting.
6. Based on the report generated from the e-voting website of CDSL and Voting through polling papers at 28<sup>th</sup> AGM, the consolidated report on the results of the voting for the resolutions starting from serial nos. 1 to 7 are given here under:



(a) **Resolution No.1: Approval of the audited Balance sheet of the Company as at 31<sup>st</sup> March 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date and the report of the Directors' and Auditors' there on:**

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	23	8595915	100
Voting through Polling paper (in person or by proxy)	39	876420	100
Total	62	9472335	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	-	-	-
Voting through Polling paper (in person or by proxy)	-	-	-
Total	-	-	-

(iii) Invalid Votes:

Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper(in person or by proxy)	-	-
Total	-	-





**(b) Resolution No.2: Re-appointment of Shri. Vijay Kumar Gupta, Managing Director of the Company, who retires by rotation:**

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	23	8595915	100
Voting through Polling paper (in person or by proxy)	39	876420	100
Total	62	9472335	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	-	-	-
Voting through Polling paper (in person or by proxy)	-	-	-
Total	-	-	-

(iii) Invalid Votes:

Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper (in person or by proxy)	-	-
Total	-	-



**(c) Resolution No. 3: Declaration of dividend on equity shares for the financial year 31<sup>st</sup> March, 2018:**

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	23	8595915	100
Voting through Polling paper(in person or by proxy)	39	876420	100
Total	62	9472335	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	-	-	-
Voting through Polling paper(in person or by proxy)	-	-	-
Total	-	-	-

(iii) Invalid Votes:

Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper(in person or by proxy)	-	-
Total	-	-



(d) Resolution No. 4: Ratification of appointment and Payment, of remuneration to the Cost auditor for the financial Year 2018-19:

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	23	8595915	100
Voting through Polling paper (in person or by proxy)	39	876420	100
Total	62	9472335	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	-	-	-
Voting through Polling paper (in person or by proxy)	-	-	-
Total	-	-	-

(iii) Invalid Votes:

Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper (in person or by proxy)	-	-
Total	-	-





(e) Resolution No. 5 Change in nomenclature of 0.10% non convertible cumulative redeemable preference shares into 0.10% convertible cumulative preference shares and change of authorized share capital:

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	22	8595907	100
Voting through Polling paper(in person or by proxy)	39	876420	100
Total	61	9472335	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	1	8	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	1	8	0.00

(iii) Invalid Votes:

Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper(in person or by proxy)	-	-
Total	-	-



**(f) Resolution No. 6: Increase of authorized share Capital and amendment of Clause v of the memorandum of association of the company:**

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	22	8595907	100
Voting through Polling paper(in person or by proxy)	39	876420	100
Total	61	9472335	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	1	8	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	1	8	0.00

(iii) Invalid Votes:

Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper(in person or by proxy)	-	-
Total	-	-





**(g) Resolution No. 7: Issue and allotment of Convertible warrants to the promoters, director (on Conversion of 0.10% convertible Cumulative preference shares) and others on preferential basis:**

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	22	8595907	100
Voting through Polling paper(in person or by proxy)	39	876420	100
Total	61	9472335	100

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	1	8	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	1	8	0.00

(iii) Invalid Votes:

Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper(in person or by proxy)	-	-
Total	-	-



7. A Compact Disc (CD) containing a list of equity shareholders for each resolution is enclosed.
8. The Registers, all other papers and relevant documents relating to remote e-voting and voting by poll paper at 28<sup>th</sup> AGM shall remain in safe custody until the Chairman consider and approves and signs the minutes of the aforesaid AGM .

For S. S. Reddy & Associates



S. Sarveswar Reddy

Proprietor

CP No.7478

M. No: A12611

Place: Hyderabad

Date: 28.09.2018