

VOTING RESULTS

Name of the Company	Vijay Textiles Limited
Date of the AGM	27.09.2019
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	3 35
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil Nil Nil

The summary of the resolutions is given below

Place: Hyderabad  
Date: 28.09.2019

*S. Nagarajan*  
S. Nagarajan  
Company Secretary





Scrutinizer Details	
Name of the Scrutinizer	S. Sarveswar Reddy
Firms Name	SS Reddy & Associates
Qualification	CS
Membership Number	12611
Date of Board Meeting in which appointed	24-07-2019
Date of Issuance of Report to the company	28-09-2019

Voting results	
Record date	20-07-2019
Total number of shareholders on record date	8789
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	3
b) Public	35
<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>8</b>

**Resolution (1)**

Resolution required: (Ordinary / Special)		Description of resolution considered		To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019 and the Statement of Profit and Loss for the year ended as on that date along with Cash Flow Statement and notes appended thereto together with the Directors' Report and Auditors' Report thereon						
Whether promoter/promoter group are interested in the agenda/resolution?		No		Ordinary						
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		10670045	100.0000	10670045	0	100.0000	0.0000		
	Poll Postal Ballot (if applicable)	10670045	0	0.0000	0	0	0	0		
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000		
Public-Institutions	E-Voting									
	Poll Postal Ballot (if applicable)									
	Total									
Public-Non Institutions	E-Voting		86399	1.8701	86382	17	99.9803	0.0197		
	Poll Postal Ballot (if applicable)	4619955	537152	11.6268	537152	0	100.0000	0.0000		
	Total	4619955	623551	0.0000	0	0	0	0		
	Total	15290000	11293596	73.8626	11293579	17	99.9973	0.0027		
				Whether resolution is Pass or Not.		Yes				
						0.0002				





Resolution required: (Ordinary / Special)		Resolution (2)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?		Description of resolution considered		To appoint a Director in the place of Shri Sushree Kumar Gupta (DIN: 00362714) who retires by rotation and being eligible, offer himself for re-appointment.		Yes		
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
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll Postal Ballot (if applicable)	10670045	10670045	100.0000	10670045	0	100.0000	0.0000
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		86399	1.0701	86382	17	99.9803	0.0197
	Poll Postal Ballot (if applicable)	4619955	537152	11.6268	537152	0	100.0000	0.0000
	Total	4619955	623551	0.0000	0	0	0	0
	Total	15290000	11293596	73.8626	11293579	17	99.9998	0.0002
				Whether resolution is Pass or Not.		Yes		

Resolution (3)

Resolution required: (Ordinary / Special)  
Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary  
No  
APPOINTMENT AND PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR  
2019-2020

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		10670045	100.0000	10670045	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	10670045	0	0.0000	0	0	0	0
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		86399	1.8701	86382	17	99.9803	0.0197
	Poll Postal Ballot (if applicable)	4619955	537152	11.6268	537152	0	100.0000	0.0000
	Total	4619955	623551	0.0000	0	0	0	0
Total		15290000	11293596	73.8626	11293579	17	99.9973	0.0027
Total		15290000	11293596	73.8626	11293579	17	99.9998	0.0002
Whether resolution is Pass or Not. Yes								



**Resolution (4)**

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

CONTINUATION OF SHRI VIJAY KUMAR GUPTA AS CHAIRMAN AND 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		10670045	100.0000	10670045	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	10670045	0	0.0000	0	0	0	0
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		86399	1.8701	86382	17	99.9803	0.0197
	Poll Postal Ballot (if applicable)	4619955	537152	11.6268	537152	0	100.0000	0.0000
	Total	4619955	623551	13.4969	623534	17	99.9973	0.0027
	Total	15290000	11293596	73.8626	11293579	17	99.9998	0.0002
				Whether resolution is Pass or Not.		Yes		



Resolution (5)

Resolution required: (Ordinary / Special)		Whether promoter/promoter group are interested in the agenda/resolution?		REAPPOINTMENT OF SHRI VIJAY KUMAR GUPTA AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY						
				Ordinary Yes						
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		10670045	100.0000	10670045	0	100.0000	0.0000		
	Poll Postal Ballot (if applicable)	10670045	0	0.0000	0	0	0	0		
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000		
Public- Institutions	E-Voting									
	Poll Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		86399	1.8701	86382	17	99.9803	0.0197		
	Poll Postal Ballot (if applicable)	4619955	537152	11.6268	537152	0	100.0000	0.0000		
	Total	4619955	623551	0.0000	0	0	0	0		
	Total	15290000	11293596	73.8626	11293579	17	99.9973	0.0027		
				Whether resolution is Pass or Not.					Yes	
									0.0002	



Resolution (6)

Ordinary

Yes

Resolution required: (Ordinary / Special)		Description of resolution considered		PAYMENT OF REMUNERATION TO SHRI SUSHEELKUMAR GUPTA AS WHOLETIME DIRECTOR AND CFO						
Whether promoter/promoter group are interested in the agenda/resolution?										
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		10670045	100.0000	10670045	0	100.0000	0.0000		
	Poll	10670045	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000		
Public- Institutions	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		86399	1.8701	86382	17	99.9803	0.0197		
	Poll	4619955	537152	11.6268	537152	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	Total	4619955	623551	13.4969	623534	17	99.9973	0.0027		
	Total	15290000	11293596	73.8626	11293579	17	99.9998	0.0002		
Whether resolution is Pass or Not. Yes										





**Resolution (7)**

Resolution required: (Ordinary / Special)		Description of resolution considered		APPOINTMENT OF SHRI CA PANKAJ KUMAR TRIVEDI AS INDEPENDENT DIRECTOR OF THE COMPANY						
Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No						
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		
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	Poll Postal Ballot (if applicable)	10670045	10670045	100.0000	10670045	0	100.0000	0.0000		
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000		
Public- Institutions	E-Voting									
	Poll Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		86399	1.8701	86382	17	99.9803	0.0197		
	Poll Postal Ballot (if applicable)	4619955	537152	11.6268	537152	0	100.0000	0.0000		
	Total	4619955	623551	0.0000	623534	0	99.9973	0.0027		
Total		15290000	11293596	73.8626	11293579	17	99.9998	0.0002		
				Whether resolution is Pass or Not.		Yes				



**Resolution (8)**

Special

No

Resolution required: (Ordinary / Special)		Description of resolution considered		REAPPOINTMENT OF SHRI SRIKANTH REDDY MUPPIDI AS INDEPENDENT DIRECTOR OF THE COMPANY						
Whether promoter/promoter group are interested in the agenda/resolution?				No						
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		10670045	100.0000	10670045	0	100.0000	0.0000		
	Poll Postal Ballot (if applicable)	10670045	0	0.0000	0	0	0	0		
	Total	10670045	10670045	100.0000	10670045	0	100.0000	0.0000		
Public- Institutions	E-Voting									
	Poll Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		86399	1.8701	86382	17	99.9803	0.0197		
	Poll Postal Ballot (if applicable)	4619955	537152	11.6268	537152	0	100.0000	0.0000		
	Total	4619955	623551	0.0000	0	0	0	0		
Total		15290000	11293596	73.8628	11293579	17	99.9998	0.0002		
Whether resolution is Pass or Not. <span style="float: right;">Yes</span>										



**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 Chairman  
M/s. Vijay Textiles Limited  
Surya Towers, Ground Floor  
104, Sardar Patel Road,  
Secunderabad - 500 003  
Telangana, India

Dear Sir,

**Sub:** 29<sup>th</sup>Annual General Meeting of Equity Shareholders of Vijay Textiles Limited held on Friday,  
27.09.2019 at 10:15 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 29<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company held on Friday, 27.09.2019 at 10:15 a.m. at FTCCI Surana Auditorium, The Federation of Telangana Chambers of Commerce & Industry, The Federation House, 11-9-84, Red Hills, Hyderabad- 500 004. The meeting concluded at 12:45 P.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 29<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 29<sup>th</sup> Annual General Meeting dated 24.07.2019 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3) (V) of the Companies (Management and Administration) Rules, 2014 on 04.09.2019 in "Business Standard" in English and



“Nava Telangana” in Telugu, the e-voting opened at 9.00 A.M on 24<sup>th</sup> September, 2019 and remained open up to 5.00 P.M on 26<sup>th</sup> September, 2019.

3. The equity shareholders holding shares as on 20.09.2019, 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 27<sup>th</sup> September, 2019 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](http://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 29<sup>th</sup> AGM, the consolidated report on the results of the voting for the resolutions starting from serial nos. 1 to 8 are given here under:



- (a) **Resolution No.1: Approval of the audited Balance sheet of the Company as at 31st March 2019, the Statement of Profit & Loss for the year ended as on that date and the report of the Directors' and Auditors' there on.**

Voted in favor 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	10756427	95.24
Voting through Polling paper (in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0
Voting through Polling paper (in person or by proxy)	-	-	-
Total	6	17	0

- (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: Appointment of Shri. Susheel Kumar Gupta, Whole-time Director & CFO 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	22	10756427	95.24
Voting through Polling paper (in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0.00
Voting through Polling paper (in person or by proxy)	-	-	-
Total	6	17	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	-	-

**(c) Resolution No. 3: Appointment and payment of Remuneration to the Cost Auditor for the financial year 2019-2020**

(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	10756427	95.24
Voting through Polling paper(in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	6	17	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	-	-

**(d) Resolution No. 4: Continuation of Shri. Vijay Kumar Gupta as Chairman and Managing director 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	10756427	95.24
Voting through Polling paper (in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0.00
Voting through Polling paper (in person or by proxy)	-	-	-
Total	6	17	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	-	-



**(e) Resolution No. 5 Re-appointment of Shri. Vijay Kumar Gupta as chairman and Managing director 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	10756427	95.24
Voting through Polling paper(in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	6	17	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: Payment of Remuneration to Shri. Susheel Kumar Gupta as Whole-time Director and CFO Of the company.**

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	10756427	95.24
Voting through Polling paper(in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	6	17	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: Appointment of Shri. CA Pankaj Kumar Trivedi as Independent Director 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	10756427	95.24
Voting through Polling paper(in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	6	17	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	-	-


**(h) Resolution No. 8 Re-appointment of Shri. Srikanth Reddy Muppidi as independent Director 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	10756427	95.24
Voting through Polling paper(in person or by proxy)	18	537152	4.76
Total	40	11293579	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	6	17	0.00
Voting through Polling paper(in person or by proxy)	-	-	-
Total	6	17	0.00

(iii) Invalid Votes:

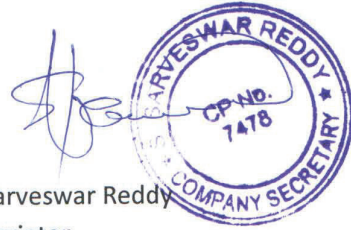
Mode of Voting	Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Voting through Polling paper(in person or by proxy)	-	-
Total	-	-



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 29<sup>th</sup> AGM shall remain in safe custody until the Chairman consider, 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: 28.09.2019