



S.S. Reddy & Associates

Practicing Company Secretaries

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rule, 2014)

To,
The Chairman of
Vijay Textiles Limited
104, Surya Towers,
SP Road, Secunderabad – 500 003.

Sub: 31st Annual General Meeting of Equity Shareholders of the Company held on Thursday, the 30th Day of September, 2021 at 11.00 A.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Unit: Vijay Textiles Limited (Script Code: 530151).

Dear Sir,

I, S. Sarveswar Reddy, Practicing Company Secretary (proprietor M/s. S.S Reddy & Associates) having office at Plot No. 8-2 603/23/3 & 8-2-603/23, 15, 2nd Floor, HSR Summit, Banjara Hills, Road No. 10, beside No. 1 News Channel office, Hyderabad - 500034, appointed as the Scrutinizer by the Board of Directors of **Vijay Textiles Limited** ("The Company") for the purpose of scrutinizing e-voting process (remote- e-voting) and electronic voting (e-voting) during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and (Amendment Rules, 2015) in respect of the below resolutions proposed at the 31st Annual General Meeting of the Equity Shareholders of the Company held on Thursday, the 30th day of September, 2021 at 11.00 A.M. through VC, submit my report as under:



1. The 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 electronic voting (e-voting) at the AGM by shareholders on the resolutions proposed in the Notice of the 31st Annual General Meeting of the Company responsibility of the management. My responsibility as a scrutiner is to ensure that the voting process means (by remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.




Plot No. 8-2-603/23/3 & 8-2-603/23, 15, 2nd Floor, HSR Summit,
Banjara Hills, Road No. 10, Beside No. 1 News Channel office,
Hyderabad - 500034 Mobile 9866253999 E-mail: reddy@ssrfcs.com



2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited (CDSL).
3. In accordance with the Notice of the 31st Annual General Meeting sent to the shareholders on 07.09.2021 and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules 2014, (Amendment Rules 2015) on 08.09.2021 the remote e-voting opened at 09.00 A.M. on September 27, 2021 and remained open up to 05.00 P.M. on September 29, 2021.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM
5. The Equity Shareholders holding shares as on 23rd September, 2021, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 31st Annual General Meeting of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Depository Services (India) Limited (<https://www.evotingindia.com>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



Resolution-1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2021 together with Cash Flow Statement and notes appended thereto together with the Directors' Report and Auditors' Report thereon

i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	74	13920223	99.92
Electronic voting (e-voting) during the AGM	-	-	-
Total	74	13920223	99.92

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	9	10647	0.08
Electronic voting (e-voting) during the AGM	-	-	-
Total	9	10647	0.08

iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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Resolution-2: Ordinary Resolution

To appoint a director in the place of Shri. Susheel Kumar Gupta (DIN: 00362714), who retires by rotation and being eligible, offers himself for re appointment.

i) Voted in favor of the resolution


Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	75	13930678	99.9999
Electronic voting (e-voting) during the AGM	-	-	-
Total	75	13930678	99.9999

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	8	192	0.0001
Electronic voting (e-voting) during the AGM	-	-	-
Total	8	192	0.0001

iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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Resolution-3: Ordinary Resolution

Appointment of M/s. S V D & Associates, Chartered Accountants as Statutory Auditors of the Company.

i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	75	13930678	99.9999
Electronic voting (e-voting) during the AGM	-	-	-
Total	75	13930678	99.9999

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	8	192	0.0001
Electronic voting (e-voting) during the AGM	-	-	-
Total	8	192	0.0001

iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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Resolution-4: Ordinary Resolution

Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2021-2022

i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	73	13930632	99.9999
Electronic voting (e-voting) during the AGM	-	-	-
Total	73	13930632	99.9999

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	10	238	0.0001
Electronic voting (e-voting) during the AGM	-	-	-
Total	10	238	0.0001

iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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Resolution-5: Ordinary Resolution

Re-appointment of Shri. Susheel Kumar Gupta (DIN: 00362714) as Whole-time Director of the Company.

i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	74	13930653	99.9999
Electronic voting (e-voting) during the AGM	-	-	-
Total	74	13930653	99.9999

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	9	217	0.0001
Electronic voting (e-voting) during the AGM	-	-	-
Total	9	217	0.0001

iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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Resolution-6: Ordinary Resolution

Appointment of Shri. Rakesh Malhotra (DIN: 05242639) as Director of the Company & appointment of Shri. Rakesh Malhotra (DIN: 05242639) as Wholetime Director of the Company.

i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	73	13920198	99.92
Electronic voting (e-voting) during the AGM	-	-	-
Total	73	13920198	99.92

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	10	10672	0.08
Electronic voting (e-voting) during the AGM	-	-	-
Total	10	10672	0.08

iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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Resolution-7: Special Resolution

Re-appointment of Shri. Vikram Penmetsa (DIN: 07577396) as Independent Director of the Company.

i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	74	13930653	99.9999
Electronic voting (e-voting) during the AGM	-	-	-
Total	74	13930653	99.9999

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	9	217	0.0001
Electronic voting (e-voting) during the AGM	-	-	-
Total	9	217	0.0001

iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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Resolution-8: Special Resolution

Re-appointment of Smt. Alka Zanwar (DIN: 07577453) as Independent Director of the Company:

i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	74	13930653	99.9999
Electronic voting (e-voting) during the AGM	-	-	-
Total	74	13930653	99.9999

ii) Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them in terms of equity shares	% of total number of valid votes cast
Remote e-voting	9	217	0.0001
Electronic voting (e-voting) during the AGM	-	-	-
Total	9	217	0.0001

iii) Invalid Votes

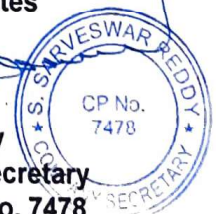
Total number of members whose votes were declared invalid	Total number of votes cast by them in terms of equity shares
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9. All electronic data and relevant records of voting will remain in my custody until the Chairman consider, approves and signs the minutes of the 31st Annual General Meeting and Same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Place: Hyderabad
Date: 30.09.2021
UDIN: A012611C001044543

For S S Reddy & Associates

S. Sarveswar Reddy
Practicing Company Secretary
M. No. A12611, C.P. No. 7478



Alka Zanwar