S.S. Reddy & Associates

Practicing Company Secretaries

6-3-354/13/A1, First Floor, Suryateja Apts., Hindi Nagar, Panjagutta, Hyderabad - 500 034. Ph: Off: 040-40036584, Fax: 040-40036584

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CONSOLIDATED SCRUTINIZER REPORT

To,

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

We, S.S. Reddy & Associates, Practicing Company Secretaries, having office at Plot No. 6-3-354/13, A1, Suryateja Apartments, Hindi Nagar, Panjagutta, Hyderabad – 500034 appointed as the Scrutinizer by the Board of Directors of M/s. Vijay Textiles Limited at their meeting held on 28.07.2016 for the purpose of scrutinizing voting process in respect of below mentioned resolutions at the 26th Annual General Meeting of Equity Shareholders of the Company held on Thursday, 29.09.2016 at 11.00 A.M. at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chamber of Commerce & Industry, The Federation House, 11-9-84, Red Hills, Hyderabad – 500004 and concluded at 12.15 P.M. We submit our report as under:

- In accordance with the Notice of the 26th Annual General Meeting dated 28.07.2016 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3) (V) of the Companies (Management and Administration) Rules, 2014 on 8th September, 2016 in "Financial Express" in English and "Nava Telangana" in Telugu, the e-voting opened at 9.00 A.M on 26th September, 2016 and remained open up to 5.00 P.M on 28th September, 2016.
- 2. The equity shareholders holding shares as on 23.09.2016 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.
- 3. The votes were unblocked and considered on 28th September, 2016 after the conclusion of the AGM in presence of two persons, who are not the employees of the Company.

U. Satish Kumar

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- 4. 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.
- 5. The results of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no. 1 to 11 are passed with the requisite majority, are as under:

RESOLUTIONS:

Approval of financial statements for the year ended 31.03.2016.

Resolution required	d: (Ordinary/	Special)	Ordinary									
Whether promoter interested in the ag	/ promoter gr genda/resolut	roup are tion?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100				
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0				
	Poll	6880045	1020830	14.84	1020830	.0	100	0				
	Total	6880045	6880045	100	6880045	0	100	0				
Public- Institutions	E-Voting	100	2	21			*					
	Poll	- 4	-		157	-	-					
	Total	: 40		2:		*						
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007				
mattutions	Poll	4619955	461550	9.99	461540	10	99.997	0.00				
	Total	4619955	931733	20.17	931693	40	99.996					
Tota	nl .	11500000	7811778	67.93	7811738	40	99.999	0.00				

2. Appointment of Shri. Susheel Kumar Gupta as Whole-Time Director of the Company who retires by rotation and being eligible offers herself for re- appointment.

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	Yes

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
				05.40	5859215	0	100	0
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	2033213			
	1			1 1 1 2 2	1020830	0	100	0
	Poll	6880045	1020830	14.84	1020830			
	/			****	6880045	0.	100	0
	Total	6880045	6880045	100	00000-5			
Public- Institutions	E-Voting	-			12	-	5	
mstitutions					-		-	1
	Poll							
						12	12	
	Total					30	99,993	0.00
Public- Non	E-Voting	4619955	470183	10.18	470153	30		
Institutions			461550	9.99	461540	10	99.997	0.00
	Poll	4619955	461550	A	122			
		4619955	93173	3 20.17	93169	3 40	99.996	0.00
	Total	4019930		125177.	781173	8 40	99.999	0.00
To	tal	11500000	781177	8 67.9	/811/3			

3. Ratification of the appointment of M/s Laxminiwas & Co., Chartered Accountants as the Statutory Auditors of the Company

tesolution required	: (Ordinary/ S	pecial)	Ordinary					
Whether promoter, nterested in the ag	/ promoter gro enda/resoluti	oup are on?	No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	
	Poll	6880045	1020830	14.84	1020830	0	100	
	Total	6880045	6880045	100	6880045	0	100	
Public- Institutions	E-Voting	5000 BANK 145				*	-	
mateuris	Poll	5-		9				
	Total					12040	97.16	2.
Public- Non Institutions	E-Voting	4619955	470183	10.18	456835	13348	37.40	NOY

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	1010055	461550	9.99	461540	10	99.997	
Poll	4619955		20.17	918375	13358	98.57	
Total	4619955	931733	20.17	7798420	13358	99.83	
Total	11500000	7811778	67.93	7798420	MAD TO SEE		

4. Increase in Remuneration to Rs. 3,50,000/- per month of Shri. Vijay Kumar Gupta, Managing Director of the Company

esolution required:	(Ordinary/ Sp	ecial)	Ordinar	Y				_					
Vhether promoter/ nterested in the ag	promoter gro	upare	Yes								10 to	9/ of	Votes
Category	Mode of Voting	No. of shares held (1)	No. of polled (2)	Votes	% of Votes Polled on outstandin shares (3)=[(2)/(1)	ng f	No. of Votes – in favour (4)	9	No. of Votes – against (5)	fa vi	of Votes in vour on otes polled 5)=[(4)/(2)]*	agai	nst on es polled [(5)/(2)]*
		20045		859215		.16	58592	15	70	0	100		0
Promoter and Promoter Group	E-Voting	6880045					10208	230		0	100		0
	Poll	6880045		1020830	1	4.84	1212			0	100	0	0
	Total	688004	5	6880045		100	6880	045	-	7,2		4.1	×
Public-	E-Voting		2							-		-	
Institutions	Poll		-		2					- 0			
	Total		-				- A	7015	- 3	30	99.9	93	0.00
Public- Non	E-Votin	g 46199	55	4701	83	10.1		615		10	99.	997	0.00
Institutions	Poll	46199	955	4615	550	9.9	,9	316		40	99	996	. 0.0
	Total	4619		931		20.1 67.1	1/	8117		4	0 99	.999	0.0
	Total	11500	0000	7811	778	07.							

5. Re-appointment of Shri. Susheel Kumar Gupta, Whole-Time Director of the Company for a period of 5 years w.e.f 01.04.2016 with a remuneration of Rs. 3,50,000/- per month.

period of 5 years w.e.i		
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	Ady 8
		1

Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
E-Voting	6880045	5859215	85.16	5859215	0	100	0
	5000045	1020920	14.84	1020830	0	100	.0
Poll	6880045	1020630	14.04	A TALLET			
Total	6880045	6880045	100	6880045	0	100	(
E-Voting		-	5/53	5/		*	
Poll			-	18	32		
Total	1		2	-	¥	-	
E-Voting	4619955	470183	10.18	470053	130	99.993	0.00
Poll	4619955	461550	9.99	461540	10	99.997	0.00
Total	4619955	931733	20.17	931593	140	99.98	0.0
Total	11500000	1	67.02	7811638	140	99.998	0.00
	E-Voting Poll Total E-Voting Poll Total E-Voting	Voting shares held (1) E-Voting 6880045 Poll 6880045 Total 6880045 E-Voting - Total 6819955 Poll 4619955 Total 4619955	Voting shares held (1) E-Voting 6880045 5859215 Poll 6880045 1020830 Total 6880045 6880045 E-Voting	No. of Voting Shares held (1) Shares held (2) Polled on outstanding shares (3)=[(2)/(1)] * 100	Mode of Voting No. of held shares held (1) No. of held (2) Polled on outstanding shares (3)=[(2)/(1)] *100 Votes – in favour (4) E-Voting 6880045 5859215 85.16 5859215 Poll 6880045 1020830 14.84 1020830 Total 6880045 6880045 100 6880045 E-Voting – – – Poll 4619955 470183 10.18 470053 Poll 4619955 461550 9.99 461540 Total 4619955 931733 20.17 931593	Mode of Voting No. of Shares held (1) No. of Votes polled on outstanding shares (3)=[(2)/(1)] * 100 Votes – in favour (4) Votes – against (5) E-Voting 6880045 5859215 85.16 5859215 0 Poll 6880045 1020830 14.84 1020830 0 Total 6880045 6880045 100 6880045 0 E-Voting – – – – – Total 4619955 470183 10.18 470053 130 Poll 4619955 461550 9.99 461540 10 Total 4619955 931733 20.17 931593 140	No. 01

6. Increase in Remuneration to Rs. 1,60,000/- per month of Shri. R. Malhotra, Finance Director of the Company.

Resolution required	d: (Ordinary/	Special)	Ordinary									
Whether promoter interested in the ag	/ promoter gr genda/resolut	roup are tion?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100				
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	.0				
	Poll	6880045	1020830	14.84	1020830	0	100	(
	Total	6880045	6880045	100	6880045	0	100	(
Public- Institutions	E-Voting	1/2	19	=	*	25.7	-					
	Poll						14					
	Total	-		ė.	2							
Public- Non Institutions	E-Voting	4619955	470183	10.18	456835	13348	97.16	2.8				

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Total	11500000	7811778	67.93	7798420	13358	99.83	0.17
Total	4619955	931733	20.17	918375	13358	98.57	1.43
Poll	4619955	461550	9.99	461540	10	99.997	0.003

7. Appointment of Smt. Alka Zanwar as an Independent Director of the Company.

Resolution require	d: (Ordinary/	Special)	Ordinary								
Whether promote interested in the a			No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0			
	Poll	6880045	1020830	14.84	1020830	0	100	0			
	Total	6880045	6880045	100	6880045	0	100	0			
Public- Institutions	E-Voting	9	ā	100	150	8	.5				
	Poll	-	•		143	- 4	2				
	Total	13	2		9.	-	-				
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007			
	Poll	4619955	461550	9.99	461540	10	99.997	0.003			
	Total	4619955	931733	20.17	931693	40	99.996	0.004			
Total	Þ.	11500000	7811778	67.93	7811738	40	99.999	0.001			

8. Appointment of Shri. Penmetsa Vikram as an Independent Director of the Company.

Resolution req	uired: (Ordinary/	Special)	Ordinary					
	oter/ promoter g ne agenda/resolu	Principle of the Parket	No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100

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				85.16	5859215	0	100	0
Promoter and Promoter Group	E-Voting	6880045	5859215	85.10	3033210			
				14.84	1020830	0	100	0
	Poll	6880045	1020830	14.64	10200			
		6880045	6880045	100	6880045	0	100	.0
	Total	0880045	00000	12000		-	2	
Public- Institutions	E-Voting							
	Poll			2		26	*	
				-	2	-	151	
	Total	- 5					99,993	0.00
Public- Non	E-Voting	4619955	470183	10.18	470153	30	99,993	0.00
Institutions				9.99	461540	10	99.997	0.00
	Poll 461998	4619955	461550	9.99	401540			
		4619955	931733	20.17	931693	40	99.996	0.00
	Total	46 19955	331733		2014775	40	99.999	0.00
Total		11500000	7811778	67.93	7811738	40	33.33	

9. Adoption of New set of Articles of Association as per Companies Act, 2013.

esolution required: (Ordinary/ Special)			Special No									
Vhether promoter/ promoter group are nterested in the agenda/resolution?												
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100				
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0				
	Poll	6880045	1020830	14.84	1020830	0	100	.0				
	Total	6880045	6880045	100	6880045	0	100	0				
Public- Institutions	E-Voting		52	-	1		-					
Institutions	Poll	-		-	-	-	18					
	Total		-				99,993	0.00				
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153			1000				
	Poll	4619955	461550	9.99	461540			27-4-2				
	Total	4619955	931733	20.17	*		100000000					
Tot	tal	11500000	7811778	67.93	781173	8 40	99.999	day				

10. Ratification of the appointment of M/s Nageswara Rao & Co, Cost Accountants of the Company

Resolution required: (Ordinary/ Special)			Ordinary									
Whether promoter/ promoter group are nterested in the agenda/resolution?		No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100				
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	O				
	Poll	6880045	1020830	14.84	1020830	0	100	(
	Total	6880045	6880045	100	6880045	-0	100	(
Public- Institutions	E-Voting				:50	88						
	Poll			8			2					
	Total	-		-	-	-	-					
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.00				
	Poll	4619955	461550	9.99	461540	10	99.997	0.00				
	Total	4619955	931733	20.17	931693	40	99.996					
Tot	al	11500000	7811778	67.93	7811738	40	99.999	0.00				

11. Issue of 25,00,000 equity shares through preferential issue.

Resolution required: (Ordinary/ Special)		Special								
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0		
	Poll	6880045	1020830	14.84	1020830	0	100	0		
	Total	6880045	6880045	100	6880045	0	100	N &		

Public- Institutions	E-Voting	-	2 T. v	-	*		2	
	Poll	2,	- 4	8	-	1.50	-	9
	Total	-	189	i i	2	140		2
Public- Non Institutions	E-Voting	4619955	470183	10.18	456835	13348	97.16	2.84
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	918375	13358	98.57	1.43
Total		11500000	7811778	67.93	7798420	13358	99.83	0.17

6. The above resolutions are passed with requisite majority.

Place: Hyderabad Date: 29.09.2016 S. Sarveswar Reddy

Proprietor

For S. S. Reddy

Scrutinizer for E- Voting Process

Hyderaba

CP No.7478

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