



FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Vijay Textiles Limited
Surya Towers, Ground Floor
104, Sardar Patel Road, Secunderabad – 500003, Telangana

Dear Sir,

Subject: 33rd Annual General Meeting of Equity Shareholders of the Company held on Thursday, 19.10.2023 at 11:30 A.M. (IST) through video conference (VC) /Other Audio-Visual Means (OAVM).

Ref: **Vijay Textiles Limited (Scrip code: 530151)**

We, Nishant Darak & Associates, appointed as Scrutinizer for the purpose of the scrutinizing e-voting process (remote e-voting and e-voting at Annual General Meeting) pursuant to section 108 of Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules 2014 and (Amendment Rules 2015) in respect of the resolution(s) as mentioned in the notice, proposed at the 33rd Annual General Meeting of Equity Shareholders of Vijay Textiles Limited held on Thursday, 19.10.2023 at 11:30 A.M. (IST) through video conference (VC) /Other Audio-Visual Means (OAVM) and concluded at 12:02 P.M., submit our report as under:

1. In compliance with the provisions of Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (remote e-voting and e-voting) at the 33rd Annual General Meeting by shareholders on the resolutions proposed in the Notice of the 33rd Annual General Meeting of the Company, our responsibility as a scrutiniser is to ensure that the voting process both through remote e-voting and e-voting at 33rd Annual General Meeting 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, based on the reports generated from the electronic voting prior to the 33rd Annual General Meeting (remote e-voting) and voting at 33rd Annual General Meeting by electronic means (e-voting) system provided by CDSL.
2. In accordance with the Notice of 33rd Annual General Meeting sent to the shareholders, dated 26.09.2023, the e-voting opened at 9.00 A.M. on 16.10.2023 and remained open up to 05.00 p.m. on 18.10.2023.
3. The equity shareholders holding shares as on 12.10.2023, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 33rd Annual General Meeting of the Company.



4. After declaration of voting, the shareholders present at the 33rd Annual General Meeting through Video conference were allowed to vote through e-voting facility provided by CDSL.
5. After closure of voting at the Annual General Meeting, the votes at the Annual General Meeting and through remote e-voting prior to the date of Annual General Meeting were unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL (www.evotingindia.com) which were scrutinised and reviewed, the votes were counted and results were prepared accordingly.
6. The total votes cast in favour or against all the resolutions proposed in the Notice of the Annual General Meeting are as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Statement of Assets and Liabilities as at 31st March 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E-Voting	35	7317596	99.2770
Electronic voting (e-voting at the AGM)	4	53019	0.7193
Total	42	7370615	99.9963

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E-Voting	5	274	0.0037
Electronic voting (e-voting at the AGM)	--	--	--
Total	5	274	0.0037



(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	--	--
Electronic voting (e-voting at the EGM)	--	--
Total	--	--

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Shri. Vijay Kumar Gupta (DIN: 01050958) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E-Voting	35	7317596	99.2770
Electronic voting e-voting at the AGM)	4	53019	0.7193
Total	42	7370615	99.9963

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E-Voting	5	274	0.0037
Electronic voting (e-voting at the AGM)	--	--	--
Total	5	274	0.0037



(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	--	--
Electronic voting (e-voting at the EGM)	--	--
Total	--	--

Resolution No. 3: Ordinary Resolution

Ratification of payment of remuneration of M/s. Nageswara Rao and Co., Cost Auditors of the Company for the Financial Year 2023-2024.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E-Voting	35	7317596	99.2770
Electronic voting e-voting at the AGM)	4	53019	0.7193
Total	42	7370615	99.9963

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E-Voting	5	274	0.0037
Electronic voting (e-voting at the AGM)	--	--	--
Total	5	274	0.0037



(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	--	--
Electronic voting (e-voting at the EGM)	--	--
Total	--	--

Resolution No. 4: Special Resolution

Appointment of Smt. Payal Bafna (DIN: 09075302) as Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E-Voting	35	7317596	99.2770
Electronic voting e-voting at the AGM)	4	53019	0.7193
Total	42	7370615	99.9963

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E-Voting	5	274	0.0037
Electronic voting (e-voting at the AGM)	--	--	--
Total	5	274	0.0037



(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	--	--
Electronic voting (e-voting at the EGM)	--	--
Total	--	--

Resolution No. 5: Special Resolution

Appointment of Shri. Ravi Prasad Muthyam (DIN: 06603818) as Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E-Voting	35	7317596	99.2770
Electronic voting e-voting at the AGM)	4	53019	0.7193
Total	42	7370615	99.9963

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E-Voting	5	274	0.0037
Electronic voting (e-voting at the AGM)	--	--	--
Total	5	274	0.0037



(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	--	--
Electronic voting (e-voting at the EGM)	--	--
Total	--	--

Resolution No. 6: Special Resolution

Re-appointment of Shri. Rakesh Malhotra (DIN: 05242639) as Whole-time Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E-Voting	35	7317596	99.2770
Electronic voting e-voting at the AGM)	4	53019	0.7193
Total	42	7370615	99.9963

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E-Voting	5	274	0.0037
Electronic voting (e-voting at the AGM)	--	--	--
Total	5	274	0.0037



(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	--	--
Electronic voting (e-voting at the EGM)	--	--
Total	--	--

7. All the Electronic data and all other relevant records of voting were handed over to the Chairman authorized by the Board for safe keeping.

For Nishant Darak & Associates

Place: Hyderabad
Date: 19.10.2023
UDIN: A071502E001382671

Nishant Darak
Proprietor
M. No. A71502, CP No: 26646
Peer Review No. 3486/2023