



The Managing Director
Vogue Textiles Limited
A-206, Somdutt Chambers-I,
5, Bhikaji Cama Palace
New Delhi-110066

Dear Sir,

Sub.: Passing of Resolutions through E-Voting
Ref.: Vogue Textiles Limited (CIN- U18101DL1992PLC049370)

Pursuant to the resolution passed by the Board of Directors of Vogue Textiles Limited, I have been appointed as a Scrutinizer to receive, process and scrutinize the e-votes in respect of the Resolutions as circulated in the Notice dated September 06, 2024 of the 32nd Annual General Meeting (AGM) of the shareholders of the company, held on September 30, 2024 through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The Management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 & the Rules made there-under including MCA General Circular No.- **14/2020 DATED 08TH APRIL 2020, 17/2020 DATED 13TH APRIL 2020, 20/2020 DATED 05TH MAY 2020, 02/2021 DATED 13TH JANUARY 2021, 21/2021 DATED 14TH DECEMBER 2021, 10/2022 DATED 28TH DECEMBER 2022 AND 09/23 DATED 25TH SEPTEMBER 2023** (“MCA Circulars”); relating to voting through electronic means by remote e-voting and electronic voting at the AGM by the shareholders on the resolutions proposed in the Notice of 32nd AGM.

My responsibility as a scrutinizer for the voting process is restricted to prepare the Scrutinizer Report on the votes cast “in favor” or “against” resolution(s) based on the report generated from the e-voting system provided by the National Securities Depository Limited (“NSDL”), authorized service provider for extending the facility of electronic voting to the shareholder of the company.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI’s Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012, as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, Vogue Textiles Limited falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circulars of SEBI, e-voting has been made applicable, the Company has provided for the same.

Vogue Textiles Limited accordingly has made arrangements with the system provider NSDL for providing a system of recording votes of the shareholders electronically through e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, Alankit Assignments Limited, herein after referred as (RTA) to set up the e-voting facility on the NSDL e-voting website <http://www.evoting.nsdl.com>.

Vogue Textiles Limited through its RTA has also uploaded on the website the resolutions on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system of e-voting has been provided by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the notice dated September 06, 2024 sent to the shareholders by email. The Register of Members was made up, for the purpose of dispatch of notice to the shareholders as of August 23, 2024.

| Reference to the Companies Act, 2013 | Type and Description of the Business |
|---|--|
| (1) Ordinary Business under section 134 of the Companies Act, 2013 | Ordinary Resolution under section 134 of the Companies Act, 2013 to receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March 2024 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditor's thereon. |
| (2) Ordinary Business under section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force. | Ordinary Resolution under section 152 of the Companies Act, 2013 for appointment of Director in place of Mr. Anil Dutt (DIN- 01568921) who retires by rotation and being eligible offers himself for re-appointment. |
| (3) Special Business under sections 196, 197, 203 read with Schedule V of the Companies Act 2013, for reappointment of Managing Director. | Special Resolution under sections 196, 197, 203 read with Schedule V of the Companies Act 2013, for reappointment of Mr. Anil Dutt (DIN: 01568921) as Managing Director of the Company for a further period of five (5) years with effect from 1 st October 2024 to 30 th September 2029, liable to retire by rotation, on the following terms and conditions and which have been approved by the Board of Directors of the Company. |

I report that as stated in the notice sent to the shareholders, the company had fixed 5:00 P.M. on Sunday, the 29th September 2024 as the last time and date for e-voting.

As stated in sub rule 3 of Rule 20 under the chapter on "Management and Administration" Rules, an advertisement was published by the Company in both "Financial Express", English & "Jansatta" in Hindi Newspapers, informing about the completion of dispatch of the Notices by email to the shareholders along with other related matters mentioned therein.

I further report that I have received all votes cast by e-voting through NSDL from the shareholders during the period received up to 5:00 P.M. on Sunday, the 29th September 2024, being the last time and date fixed by the Company for receipt of the e-votes, were considered for my scrutiny.

Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders was provided by the System Provider namely NSDL, the compilation of the Register, in respect of e-votes, containing the statement of shareholder's name, folio number, number of shares held, number of votes exercised, votes in favor and votes against were generated by the System Provider namely NSDL which have been duly scrutinized.

On scrutiny, I report that out of 59,00,970 Votes, 39,25,090 of Votes have exercised through e-voting. I now submit my Consolidated Report on the results on the remote e-voting and e-voting votes casted therein based on the data generated by the NSDL e-voting portal for the items placed for consideration by the members are given below:



Item No. 1. Ordinary Resolution under section 134 of the Companies Act, 2013 to receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2024 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

| | | |
|--|--------------------------|------------------------|
| Total No. of Shares | 59,00,970 | |
| | | |
| | Number of Members | Number of Votes |
| Total votes cast through e-voting | 83 | 39,25,090 |

(i) Voted **In Favor** of the Resolution:

| Mode of Voting | No. of Member Voted | No. of Votes casted by Member |
|-----------------|---------------------|-------------------------------|
| E-voting at AGM | 0 | 0 |
| Remote E-voting | 76 | 39,24,276 |
| Total | 76 | 39,24,276 |

(ii) Voted **Against** the Resolution:

| Mode of Voting | No. of Member Voted | No. of Votes casted by Member |
|-----------------|---------------------|-------------------------------|
| E-voting at AGM | 0 | 0 |
| Remote E-voting | 7 | 814 |
| Total | 7 | 814 |

Percentage of votes cast in favor : 99.98%
Percentage of votes cast against : 00.02%

RESULTS:-

As the number of votes cast in favor of the Resolution are almost 100%, I report that Ordinary Resolution under section 134 of the Companies Act, 2013, as per the Notice dated September 06, 2024 has been passed by the shareholders. The Resolution is deemed to be passed as on the date of the announcement of the results.

Item No. 2. Ordinary Resolution under section 152 of the Companies Act, 2013 for appointment of Director in place of Mr. Anil Dutt who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **In Favor** of the Resolution:

| Mode of Voting | No. of Member Voted | No. of Votes casted by Member |
|-----------------|---------------------|-------------------------------|
| E-voting at AGM | 0 | 0 |
| Remote E-voting | 76 | 39,24,276 |
| Total | 76 | 39,24,276 |



(ii) Voted **Against** the Resolution:

| Mode of Voting | No. of Member Voted | No. of Votes casted by Member |
|-----------------|---------------------|-------------------------------|
| E-voting at AGM | 0 | 0 |
| Remote E-voting | 7 | 814 |
| Total | 7 | 814 |

Percentage of votes cast in favor : 99.98%
Percentage of votes cast against : 00.02%

RESULTS:-

As the number of votes cast in favor of the Resolution are almost 100%, I report that Ordinary Resolution under section 152 of the Companies Act, 2013, as per the Notice dated September 06, 2024 has been passed by the shareholders. The Resolution is deemed to be passed as on the date of the announcement of the results.

Item No. 3. Special Resolution to reappointment Mr. Anil Dutt (DIN: 01568921) as Managing Director of the Company for a period of five (5) years with effect from 1st October 2024 to 30th September 2029, liable to retire by rotation.

(i) Voted **In Favor** of the Resolution:

| Mode of Voting | No. of Member Voted | No. of Votes casted by Member |
|-----------------|---------------------|-------------------------------|
| E-voting at AGM | 0 | 0 |
| Remote E-voting | 76 | 39,24,276 |
| Total | 76 | 39,24,276 |

(ii) Voted **Against** the Resolution:

| Mode of Voting | No. of Member Voted | No. of Votes casted by Member |
|-----------------|---------------------|-------------------------------|
| E-voting at AGM | 0 | 0 |
| Remote E-voting | 7 | 814 |
| Total | 7 | 814 |

Percentage of votes cast in favor : 99.98%
Percentage of votes cast against : 00.02%

RESULTS:-

As the number of votes cast in favor of the Resolution are almost 100%, I report that Special Resolution under sections 196, 197, 203 read with Schedule V of the Companies Act 2013, as per the Notice dated September 06, 2024 has been passed by the shareholders. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per Notice dated September 06, 2024, the Chairman or any other person as authorised in this regard may declare and confirm the above results of e-voting in respect of the resolutions referred herein by October 01, 2024. The results of e-voting together with the Scrutinizer's

Report would be displayed on Company's website www.voguetextiles.com and on the website of NSDL within 2 days of passing of the resolutions and shall also be communicated to the RTA of the Company.

I further report that as per Rule 20 of the Companies (Management and Administration) Rules 2014, the Company has duly complied with the provisions of said Rule 20. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL, the System Provider, for the e-voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, votes through e-voting, which includes all the particulars of the shareholders such as the name, folio number/DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above e-voting.

Thanking You
Yours faithfully,

for Aijaz & Associates




Signature:

Name : M. Aijaz:

C.P. No. : 7040

M. No. : F6563

P.R.C. No.: 2632

UDIN : F006563F001410372

Issued at New Delhi on October 01, 2024

Witness 1: *Aamir Khan*
(Aamir Khan)
8/0 Noor Mohammad
Riz H.No 778 Sevjay
Colony Arthala
Mohan Nagar G2B UP

Witness 2: *Mantasha*
(Mantasha Anjum)
D/o - Noushad Ahmad.
134/01 Zakir Nagar
Okhla New Delhi
110025.