



AIJAZ & ASSOCIATES

Practicing Company Secretaries

September 20, 2014

The Chairman & 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 and Postal Ballot
Ref.: Vogue Textiles Limited (CIN- L18101DL1992PLC049370)

Pursuant to the resolution passed by the Board of Directors of Vogue Textiles Limited on August 12, 2014, I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated August 12, 2014.

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 Companies listed on National Stock Exchange of India Limited (NSE) & Bombay Stock Exchange of India Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since 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 or TSRL) to set up the e-voting facility on the NSDL e-voting website [http:// www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Vogue Textiles Limited through its RTA has also uploaded the resolutions together with the explanatory statements 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 Postal Ballot notice dated August 12, 2014 sent to the shareholders by email and partly by courier. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of September 15, 2014.



Reference to the Companies Act, 2013	Type and Description of the Special resolutions
(1) Ordinary Resolution under section 134 of the Companies Act, 2013	Ordinary Resolution under section 134 of the Companies Act, 2013 for to receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
(2) Ordinary Resolution 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 a Director in place of Mr. Anil Giri holding (DIN No-1568980) who retires by rotation and being eligible offers himself for re- appointment.
(3) Ordinary Resolution pursuant to section 148 and other applicable provisions, if any, of the companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force.	Ordinary Resolution under Section 148 of the Companies Act, 2013 to appoint M/s. Bahl & Batra, (Firm Regn. No- 18250 N) , Chartered Accountants, as Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix up their remuneration.
(4) Special Resolution pursuant to section 148 and other applicable provisions, if any, of the companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force.	Special Resolution under Section 148 of the Companies Act, 2013 for M/s. Kanhaiya Singh & Associates, Cost Accountants (Firm Registration Number 100944) appointed as Cost Auditor, by the Board of Director of the Company, to conduct the audit of cost accounting records of the manufacture by the company for the financial year ending March 31, 2015, be paid remuneration amounting to Rs. 25,000/- (Rupees Twenty Five Thousand only) excluding Service Tax and out of pocket expenses if any.
(5) Special Resolution pursuant to sections 196, 197 and 203 read with Schedule-V and all other applicable provisions, if any, of the Companies Act 2013, including (Appointment and Remuneration of Managerial Personnel) Rule 2014, any statutory modification or re-enactment thereof for the time being in force.	Special Resolution under Sections 196, 197 and 203 re-appointment of Mr. Anil Dutt (Holding DIN No.- 01568921), as Managing Director of the Company, with effect from September 01, 2014 without payment of salary & perquisites to him.



I report that the postal ballot Notice dated August, 12 2014 under section 110 of the Companies Act, 2013, read with Rule 22 under the chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders by courier along with self-addressed prepaid Business reply Envelope on or before September 05, 2014.

In addition to the above, Postal Ballot Notices were also sent via electronic mode by NSDL, the system provider to shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As per the information provided by the system provider, out of all emails sent, some emails had bounced and hence, physical postal Ballot forms had been dispatched to such shareholders immediately thereafter by the Company. I further report that as stated in the notice sent to the shareholders, the company had fixed 6:00 P.M. on Thursday, the 18th September 2014 as the last date for receipt of Postal Ballots and for e-voting.

As stated in sub rule 3 of Rule 20 under the chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014, an advertisement was published by the Company in "Business Standard", English & in "Veer Arjun" Hindi Newspapers circulating in Delhi & NCR, informing about the completion of dispatch of the Postal Ballot Notices, both by courier, and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received both the Postal Ballot Forms together with all votes cast by E-voting through NSDL from the shareholders during the period received up to 6:00 P.M. on Thursday, September 18, 2014, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

The Postal Ballot Forms received at the Company's address in the name of the Scrutinizer were opened and then taken up for scrutiny by Mr. Krishan. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Forms.

Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the scrutinizer. While the details of the e-voting was provided by the System Provider namely NSDL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholder's name, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 59, 00,970 Votes, 11,001 Votes have exercised through e-voting and 34,26,070 Votes have exercised through Postal Ballot Forms, as received. The details of polling results for the item 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, 2014 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 Shares	Number of Votes
Total votes cast through e-voting	A	11,001	11,001
Total Votes cast through Postal Ballots	B	34,26,070	34,26,070
Grand Total of e-Voting+Postal Ballots (A+B)	C	34,37,071	34,37,071
Less: Invalid e-Voting+Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	35,610	35,610
Net e-Voting+Postal Ballot Votes	E	34,01,461	34,01,461



NOTE:

- i) Invalid postal ballots were not taken into account for counting of votes.
- ii) Votes cast in favor or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- iii) There is one case where the shareholder holding 1 (one) share has voted both through postal ballot as well as e-voting. The vote passed through e-voting has been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management & Administration) Rules, 2014.

Summary of e-voting & Postal Ballot:

Promote/Public	No. of total Shares held by voters	No. of votes polled	% of votes polled of total shares	No. of votes in favor	No. of votes against	% of favoring votes	% of against votes
1	2	3	4	5	6	7	8
Promoter and Promoter Group	33,89,250	33,89,250	100.00	33,89,250	0	100	0
Public/Others	25,11,720	12,211	00.49	12210	1	99.99	00.01
Total	59,00,970	34,01,461	57.64	34,01,460	1	99.99	00.01

Percentage of votes cast in favor : 99.99%
 Percentage of votes cast against : 00.01%

RESULTS:-

As the number of votes casted in favor of the Resolution i.e. 99.99% is more than the number of votes cast against i.e. 00.01%, I report that Ordinary Resolution under section 134 of the Companies Act, 2013, as per the Notice of Postal Ballot and e-voting dated August 12, 2014 has been passed by the shareholders with requisite majority. 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 to appoint a Director in place of Mr. Anil Giri holding (DIN No-1568980) who retires by rotation and being eligible offers himself for re- appointment.

Total No. of Shares	59,00,970		
		Number of Shares	Number of Votes
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Item No. 3. Ordinary Resolution under Section 148 of the Companies Act, 2013 to appoint M/s. Bahl & Batra (Firm Regn. No- 18250 N), Chartered Accountants, as Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix up their remuneration.

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Percentage of votes cast in favor : 99.99%
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RESULTS:-

As the number of votes casted in favor of the Resolution i.e. 99.99% is more than the number of votes cast against i.e. 00.01%, I report that the Ordinary Resolution under section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as per the Notice of Postal Ballot and e-voting dated August 12, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

Item No. 4. Special Resolution pursuant to section 148 and other applicable provisions, if any, of the companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force.

Total No. of Shares	59,00,970		
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