

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 August 29, 2023 of the 31st Annual General Meeting (AGM) of the shareholders of the company, held on September 22, 2023 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 AND 10/2022 DATED 28TH DECEMBER 2022 ("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 31st 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.nsd.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 August 29, 2023 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 25, 2023.



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 2023 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' 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. Sunil Dutt (DIN-01514028) who retires by rotation and being eligible offers himself for re-appointment.
(3) Special Business under regulations of the Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended ("SEBI Regulations").	Special Resolution to extend further for a period of 12 months starting from 23.09.2023 till 22.09.2024, the Exit Offer to the Public Shareholders of the Company pursuant to compulsory delisting of the Company in compliance with Chapter V of the extant SEBI (Delisting) Regulations, 2009 as amended ("SEBI Regulations") and in compliance with the Order of Delisting Committee of BSE dated 26/06/2018 effective from 4th July 2018. "RESOLVED THAT, in accordance with the provisions of the Companies Act, 2013 and Chapter V of the extant SEBI (Delisting) Regulations, 2009 as amended ("SEBI Regulations") and in compliance with the Order of Delisting Committee of BSE DATED 26/06/2018, the existing exit offer of share buy back from public shareholders as per the offer letter and other relevant documents/papers."

I report that as stated in the notice sent to the shareholders, the company had fixed 5:00 P.M. on Thursday, the 21st September 2023 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 circulating in Delhi & NCR, 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 Thursday, the 21st September 2023, 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, 39,28,483 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 2023 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	95	39,28,483

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

Mode of Voting	No. of Member Voted	No. of Votes casted by Member
E-voting at AGM	02	18
Remote E-voting	89	39,27,712
Total	91	39,27,730

(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	4	753
Total	4	753

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 August 29, 2023 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. Sunil 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	02	18
Remote E-voting	89	39,27,712
Total	91	39,27,730

(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	4	753
Total	4	753



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 August 29, 2023 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 extend further for a period of 12 months starting from 23.09.2023 till 22.09.2024, the Exit Offer to the Public Shareholders of the Company pursuant to compulsory delisting of the Company in compliance with Chapter V of the extant SEBI (Delisting) Regulations, 2009 as amended (“SEBI Regulations”) and in compliance with the Order of Delisting Committee of BSE dated 26/06/2018 effective from 4th July 2018.

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

Mode of Voting	No. of Member Voted	No. of Votes casted by Member
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E-voting at AGM	0	0
Remote E-voting	4	753
Total	4	753

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 August 29, 2023 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 August 29, 2023, 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 September 25, 2023. 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
Practicing Company Secretaries

(CS M. Aijaz)

M. No.- 6563

CP No.: 7040

UDIN: F006563E001080383



Issued at New Delhi on September 25, 2023

Witness 1: Amit Khan

(Amit Khan)

S/o
R/o Noor Mohammad
H.No 778 Sanjay
Colony Mohan nagar
Ghaziabad (UP)

Witness 2: Rahul

(RAHUL)

S/O SRI MUKESH
R/O 105, GALI - 2
LAXMI NAGAR
DELHI - 110092