

Veejay Lakshmi Engineering Works Limited

VJLEW/BSE/2015-16

01-10-2015

BSE Limited

Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001

SCRIP CODE: 522267

Dear Sirs

SUB: OUTCOME OF THE 40TH ANNUAL GENERAL MEETING

This is to inform that the 40th Annual General Meeting of the shareholders was held on Sept. 30, 2015 at Nani Palkivala Auditorium, Mani Higher Secondary School Premises, Pappanaickenpalayam, Coimbatore -641037 to transact business set out in the notice dated August 10, 2015.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Clause-35B(i) of the Listing Agreement entered into with Stock Exchange, the Company has arranged for remote e-voting through Central Depository Services (India) Limited. To enable those shareholders who have not availed the remote e-voting facility and present at the AGM, to participate in the voting process, the Company has also arranged for voting through ballot paper at the AGM.

Remote e-voting was made available to members for three days from 9.00AM on 27th September 2015 to 5.00PM on 29th September 2015.

We hereby inform that all the resolutions as stated in item No. 1 to 5 of the notice of AGM were passed with requisite majority.

| S.No. | SUBJECTS TRANSACTED |
|-------|---|
| 01 | Adoption of Financial Statements and related reports for the year ended March 31, 2015 -Ordinary Resolution |
| 02 | Re-appointment of Sri D. Ranganathan, Director who retires by rotation -Ordinary Resolution |
| 03 | Appointment of M/s.N.R.Doaraiswami & Co, Chartered Accountants, Coimbatore as Statutory Auditors and fixing their remuneration. -Ordinary Resolution |
| 04 | Appointment of Smt. Arthi Anand as a Director of the CompanyOrdinary Resolution |
| 05 | Reappointment of Sri V.J. Jayaraman as Chairman and Managing Director of the Company for a period of three years from 25/08/2015 to 24/08/2018 on terms and conditions as set out in the notice. – Special Resolution |

The details of the voting results are attached.

Kindly acknowledge.

Yours faithfully

For VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

Company Secretary

REGD: OFF : SENGALIPALAYAM, N.G.G.O. COLONY P.O., COIMBATORE - 641 022, INDIA. • PHONE : 91 - 422 - 2460662, 2460365, 2461369

Fax : 91 - 422 - 2460453, 2461565 • E-mail : accounts@veejaylakshmi.com • Website : www.veejaylakshmi.com • CIN : L2919)TZ1974PLC000765

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Veejay Lakshmi Engineering Works Limited

DETAILS OF VOTING RESULTS IN ACCORDANCE WITH CLAUSE 35A OF THE LISTING AGREEMENT

| Date of the Annual General Meeting | 30-09-2015 | |
|--|----------------|-------|
| Total number of shareholders as on the Record date | 6255 | |
| NUMBER OF SHAREHOLDERS PRESENT EITHER IN PERSON OR PROXY | Person | Proxy |
| Promoter and promoter group | 3 | Nil |
| Public | 38 | Nil |
| NUMBER OF SHAREHOLDERS ATTENDING THE MEE CONFERENCING | TING THROUGH V | IDEO |
| Promoter and promoter group | NA | |
| Public | NA | |

ITEM NO.1

| AGENDA WISE | | | | |
|--|--|--|--|--|
| Details of Agenda | Adoption of audited financial statements for the year ended March 31, 2015 and the report of Directors and Auditors thereon. | | | |
| Resolution required (Ordinary/Special) | Ordinary | | | |
| Mode of voting | e-voting and ballot | | | |

ITEM NO.2

| AGENDA WISE | | |
|--|--|--|
| Details of Agenda | Reappointment of Sri D. Ranganathan, Director who retires by rotation | |
| Resolution required (Ordinary/Special) | Ordinary | |
| Mode of voting | e-voting and ballot | |

ITEM NO.3

| AGENDA WISE | |
|--|--|
| Details of Agenda | Appointment of M/s.N.R.Doraiswami & Co. Chartered Accountants, Coimbatore as Statutory Auditors and fixing their remuneration |
| Resolution required (Ordinary/Special) | Ordinary |
| Mode of voting | e-voting and ballot |

ITEM NO.4

| AGENDA WISE | |
|--|---|
| Details of Agenda | Appointment of Smt. Arthi Anand as a Director |
| Resolution required (Ordinary/Special) | Ordinary |
| Mode of voting | e-voting and ballot |

FOR VEEJAY LAKSHMI ENGINEERING WORKS LIMITED



Veejay Lakshmi Engineering Works Limited

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ITEM NO.5

| AGENDA WISE | |
|--|--|
| Details of Agenda | Reappointment of Sri V.J.Jayaraman as Chairman and Managing Director and approval of terms and conditions of appointment. |
| Resolution required (Ordinary/Special) | Special |
| Mode of voting | e-voting and ballot |

All the resolutions were passed with requisite majority.

The voting results in the prescribed format is enclosed as an Annexure.

For VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

Company Secretary / Compliance Officer

| | 7 | VEEJAY LAKSHMI ENGINE | LAKSHMI ENGINERING WORKS LIMITED | WITED | | | | |
|--|---|--------------------------|----------------------------------|---|-------------------------------|-----------------------------|---|--|
| | Voting details for the business transacted at the Annual General meeting held on 30th September, 2015 | is transacted at the Ann | ual General meets | ng held on 30th Septem | ber, 2015 | | | |
| Resolution No. 1 - Ordinary Resolutions | Pramoter/ Public | No. of shares held (1) | No. of votes polied (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 % of Votes against on votes polled (6)=[(4)/(2)]*100 [(7]=[(5)/(2)]*100 | N. of Votes against on votes poiled (7)=1(5)/(2) *100 |
| Adoption of Ashual Financial Statements including statement of | Promoter and Promoter Group | 3203837 | - | 100,000 | 3203837 | O | 100.000 | |
| Profit & Loss, Balance Sheet, Cash Flow statement for the year | Public - Institutional holders | 800 | | | | | | |
| ended 31st March, 2015, the Report of Board of Directors and | Public - Others | 1867263 | 69402 | 3.717 | 69402 | 0 | 100.000 | and the same of th |
| Auditors' Report theron, | Grand Total | 5071900 | 3273239 | 64537 | 3223239 | 0 | 100,000 | 0000 |
| Resudution No 2 - Certinary Resolution | Promater/ Public | No. of shares held (1) | Ma. of votes polled (2) | % of Votes Polled on outstanding shares (3)-(2)/13)*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on % of Votes against on votes polled (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 | % of Votes against on votes polled (7)-{(5)/(2)}*100 |
| Appropriate for manufactures and Financial CC Commence and Financial | Promoter and Promoter Group | 3203837 | 3203837 | 100.000 | 3203837 | 0 | 100:000 | |
| The TOCAL who series he consider himself and a series of the transfer himself | Public - Institutional holders - | 800 | | | | | | |
| for re-associations of teamon, spirig enguis into ourself. | Public - Others | 1867263 | 69402 | 3,717 | 103402 | O. | 100.000 | |
| | Grand Total | 5071900 | 3273239 | 64.537 | 3273239 | 0 | 100,000 | 0000 |
| Renolution No.3 - Ordinary Resolution | Promoter? Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=((1)/(1))*100 | No. of Votes in favour (4) | No. of Votes against (5) | N. of Votes in favour on N. of Votes against on votes polited (6)-((4)/(2))*100 (7)-((5)/(2))*100 | N of Votes against on votes polled (7)-{{SV(2)}*100 |
| THE RESERVE OF THE PARTY OF THE | Promoter and Promoter Group | 3203837 | 3203837 | 100.000 | 3203837 | 0 | 100,000 | |
| Approve for appointment of M/3 N.A. Locraiswarm & Co. | Public - Institutional holders | 800 | | | | | | |
| CHARGE ACCOUNTAINS AS STATUTORY AUDITORS TO HORD OTTICE DIS | Public - Others | 1867263 | H 69402 | 3.717 | 69402 | 0 | 100.000 | |
| CHILL POSSESS | Grand Total | 5071900 | 3273239 | 64537 | 3273239 | 0 | 100:000 | 0,000 |
| Resigiution No.4 - Ordinary Resolution | Promoter/ Public | No. of shares held (1) | No. of votes polied (2) | % of Votes Polled on outstanding shares (3)={(2)/(1)}*100 | No. of Votes in Savour (4) | No. of Votes against (5) | N. of Votes in favour on % of Votes against on votes polled (6)=[14]/(2)]*100 (7)=[15]/[2]]*100 | % of Votes against on votes polled (7)-{{5}/{2}} *100 |
| | Promoter and Promoter Group | 3303837 | 3203837 | 100.000 | 3203837 | ٥ | 100,000 | |
| Approved for appointment of Smt Arthi Anand (Day 07:53584) as | Public - Institutional holders | 900 | 75 | | | | | |
| Director of the Company. | Public - Others | 1867263 | S 69400 | 3.717 | 69400 | 0 | 100.000 | |
| | Grand Total | 5071900 | 3273237 | 64537 | 3273257 | 0 | 100,000 | 0000 |
| Resolution No.5 - Special Resolution | Prumoter/ Public | No. of Stures held (1) | No. of vertes polled (2) | % of Votes Polled on parstanding shares (3)-((2)/(1))*100 | No. of Votes in Dwour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)*((4)/(2))*100 | % of Vates against on votes polled (7)+[(5)/(2)]*100 |
| Assessment for our president and the Co. No. 1 to contrast to the Charles | Promoter and Promoter Group | 3203837 | 175 | 100,000 | 3203837 | 0 | 100.000 | |
| and Managine Director for the council of 8 years from 25 ONE/2011 Public - Institutional holders | Public - Institutional holders | 1000 | | | | | | |
| to 24/08/2018 and fleation of remumeration | Public - Others | 1867263 | 1 69302 | 3,711 | 20669 | | | |
| | Grand Total | 5071900 | 3273139 | 64 535 | 3273139 | 0 | 100,000 | 0000 |

FOR VEELAY LAKSHMI ENGINEERING WORKS LIMITED

Company Secretary

B. Krishnamoorthi B.Sc., E.C.A. Chartered Accountant

September 30, 2015

REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman Veejay Lakshmi Engineering Works Limited Regd.office: Sengalipalayam N.G.G.O.Colony post Coimbatore – 641022

Dear Sir.

I. B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 40th (Fortieth) Annual General Meeting of the Equity Shareholders of "Veejay Lakshmi Engineering Works Limited" held on 30th September 2015 at 10.00 am at the Nani Kalai Arangam, Mani Higher Secondary School, Coimbatore for the purpose of scrutinizing the E-Voting process and Physical Ballot voting at the venue in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting at venue carried out as per section 108 of the CompaniesAct,2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

- 1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 28th August, 2015 to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the Annual General Meeting of "Veejay Lakshmi Engineering Works Limited" (Item No.1 (One) to 5 (Five) of the Notice of Annual General Meeting of Veejay Lakshmi Engineering Works Limited. The Members holding equity shares as on the cut-off date i.e. 23th September, 2015 were only considered for e-voting and for voting at the meeting venue.
- The E-Voting period remained open from 09.00 AM on Sunday 27th September, 2015 up to 05.00 PM on Tuesday 29th September, 2015.
- The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.

B. Krishnamoorthi B.Sc., E.C.A.

Chartered Accountant

- 4. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.
- The Votes cast through E-Voting were unblocked on 30th September, 2015 around 12.10 pm in the presence of two witnesses, namely Mr.K.Marimuthu and Mr.R.Sasidharan, who are not in employment of the Company.
- In tune with the Instructions contained in the instructions given for e-voting sent along with the Notice dated 10th August, 2015, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Ballot Form.
- No Ballot Forms were incomplete and/ or were otherwise defective.
- I have collated the votes received through E-Voting process and Physical Ballot forms voted at venue and the same have been furnished hereunder.

| Resolution | Mode | | For | | | Against | |
|--|---|--|---|--|---|---|--|
| | | No.of Members | No.of Votes | 16 | No.of Members | No.of Votes | % |
| Adoption of Annual Financial Statements including | E-Voting | 11 | 3204607 | 100.000 | 0 | 0 | 0.000 |
| Balance Sheet, Cash Flow statement for the year ended 31st March, 2015, the Report | Ballot form at the AGM | 31 | 68632 | 100.000 | 0 | 0 | 0.000 |
| of Board of Directors and Auditors' Report theron. (Ordinary resolution) | Total | 42 | 3273239 | 100.000 | 0 | No.of Votes | 0.000 |
| Approval for appointment of Director Sri.D.Ranganathan | E-Voting | -11 | 3204607 | 100.000 | 0 | 0 | 0.000 |
| by rotation, being eligible | Ballot form at the AGM | 31 | 68632 | 100.000 | 0 | 0 | 0.000 |
| appointment. (Ordinary resolution) | Total | 42 | 3273239 | 100.000 | 0 | 0 0 0 | 0.000 |
| Approval for appointment of | E-Voting | 11 | 3204607 | 100.000 | 0 | 0 | 0.000 |
| M/s N.R.Doraiswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. (Ordinary resolution) | Ballot form at the AGM | 31 | 68632 | 100.000 | 0 | 0 | 0.000 |
| | Total | 42 | 3273239 | 100.000 | 0 | 0 | 0.000 |
| | Adoption of Annual Financial Statements including statement of Profit & Loss, Balance Sheet, Cash Flow statement for the year ended 31st March, 2015, the Report of Board of Directors and Auditorst Report theron. (Ordinary resolution) Approval for appointment of Director Sri.D. Ranganathan (DIN 00137566) who retires by rotation, being eligible offers himself for reappointment. (Ordinary resolution) Approval for appointment of M/s N.R.Doraiswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. | Adoption of Annual Financial Statements including statement of Profit & Loss, Balance Sheet, Cash Flow statement for the year ended 31st March, 2015, the Report of Board of Directors and Auditors' Report theron. (Ordinary resolution) Approval for appointment of Director Sri.D.Ranganathan (DIN 00137566) who retires by rotation, being eligible offers himself for re- appointment. (Ordinary resolution) Approval for appointment of M/s N.R. Doraiswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. E-Voting Ballot form at the AGM Total E-Voting Ballot form at the AGM Ballot form at the AGM | Adoption of Annual Financial Statements including statement of Profit & Loss, Balance Sheet, Cash Flow statement for the year ended 31st March, 2015, the Report of Board of Directors and Auditors' Report theron. (Ordinary resolution) Approval for appointment of Director Sri.D. Ranganathan (DIN 00137566) who retires by rotation, being eligible offers himself for reappointment. (Ordinary resolution) Approval for appointment of M/s N.R. Doraiswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. E-Voting 11 Ballot form at the AGM 31 Total 42 E-Voting 11 Ballot form at the AGM 31 Ballot form at the AGM 31 Total 42 | Adoption of Annual Financial Statements including statement of Profit & Loss, Bafance Sheet, Cash Flow statement for the year ended 31st March, 2015, the Report of Board of Directors and Auditors' Report theron. (Ordinary resolution) Approval for appointment of Director Sri.D. Ranganathan (DIN 00137566) who retires by rotation, being eligible offers himself for reappointment. (Ordinary resolution) Approval for appointment of M/s N.R.Doraiswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. E-Voting 11 3204607 E-Voting 11 3204607 E-Voting 11 3204607 Ballot form at the AGM 31 68632 Ballot form at the AGM 31 68632 | Adoption of Annual Firtancial Statements including statement of Profit & Loss, Balance Sheet, Cash Flow statement for the year ended 31 st March, 2015, the Report of Board of Directors and Auditors' Report theron. (Ordinary resolution) Approval for appointment of Director Sri. D. Ranganathan (DIN 00137566) who retires by rotation, being eligible offers himself for reappointment. (Ordinary resolution) Approval for appointment of M/s N.R. Doraiswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. E-Voting 11 3204607 100.000 E-Voting 11 3204607 100.000 Ballot form at the AGM 31 68632 100.000 E-Voting 11 3204607 100.000 Ballot form at the AGM 31 68632 100.000 | Adoption of Annual Financial Statements including statement of Profit & Loss. Balance Sheet, Cash Flow statement for the year ended 31 st March, 2015, the Report of Board of Directors and Auditors' Report theron. (Ordinary resolution) Approval for appointment of Director Sri.D Ranganathan (DIN 00137566) who retires by rotation, being eligible offers himself for reappointment. (Ordinary resolution) Approval for appointment of M/s N.R.Doraiswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. Ballot form at the AGM 31 68632 100.000 0 Total 42 3273239 100.000 0 E-Voting 11 3204607 100.000 0 E-Voting 11 3204607 100.000 0 E-Voting 11 3204607 100.000 0 Ballot form at the AGM 31 68632 100.000 0 | Adoption of Annual Financial Statements including statement of Profit & Loss, Balance Sheet, Cash Flow statement for the year ended 31 st March, 2015, the Report of Board of Directors and Auditors' Report theron. (Ordinary resolution) Approval for appointment of Director Sri. D. Ranganathan (DIN 00137566) who retires by rotation, being eligible offers himself for reappointment. (Ordinary resolution) Approval for appointment of M/s N.R. Doralswami & Co. Chartered Accountants as Statutory Auditors to hold office till next AGM. Ballot form at the AGM 31 86632 100.000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 |



B. Krishnamoorthi B.Sc., F.C.A.

Chartered Accountant

| | remuneration (Special resolution) | Total | 41 | 3273139 | 100.000 | 0 | 0 | 0.000 |
|---|---|---------------------------|----|---------|---------|---|---|-------|
| 4 | Approval for appointment of Smt.Arthi Anand (DIN 07151584) as Director of the Company. (Ordinary resolution) Approval for re-appointment of Sri V.J.Jayaraman, as Chairman and Managing Director for the period of 3 years from 25/08/2015 to 24/08/2018 and fixation of | Ballot form at the AGM | 30 | 68532 | 100.000 | 0 | 0 | 0.000 |
| | | E-Voting | 11 | 3204607 | 100.000 | 0 | 0 | 0.000 |
| | | Total | 40 | 3273237 | 100.000 | 0 | 0 | 0.000 |
| | | Ballot form at the AGM | 29 | 68630 | 100.000 | 0 | 0 | 0.000 |
| | | E-Voting | 11 | 3204607 | 100.000 | 0 | 0 | 0.000 |

9. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 40th Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of Veejay Lakshmi Engineering Works Limited, for safe custody.

Thanking you.

Yours faithfully,

(B. KRISHNAMOORTHI)

SCRUTINIZER

S.KRISHNA MOORTHI, F.C.A., Chartered Accountant Membership No: 20439 FOI VEEJAY LAKSHMI ENGINEERING WORKS LTD

CHAIRMAN CUM-MANAGING DIRECTOR