

# **VEENA TEXTILES LIMITED**

**KOMARAPALAYAM - 638 183.**



**48<sup>th</sup> ANNUAL REPORT**

**2014 - 2015**

# VEENA TEXTILES LIMITED

KOMARAPALAYAM - 638 183

CIN : L17111TZ1968PLC000584

## **BOARD OF DIRECTORS**

Shri K.S. Elavarashen	Chairman cum Managing Director
Shri R. Velmurugan	Director
Shri K. Varadharajan	Director
Smt Pazhanisamy Selvamani	Women Director

## **Bankers**

The Karur Vysya Bank Ltd.,  
Komarapalayam

## **Auditors**

M/s. V.N.G. Nath Associates  
Chartered Accountants  
Chennai - 600 083.

## **Audit Committee**

Shri R. Velmurugan - Chairman  
Shri K. Varadharajan  
Shri K.S. Elavarashen

## **Finance Committee**

Shri K.S. Elavarashen - Chairman  
Shri K. Varadharajan

## **Share Transfer Committee**

Shri R. Velmurugan - Chairman  
Shri K. Varadharajan

## **Stake Holders Relationship Committee**

Shri R. Velmurugan - Chairman  
Shri K.S. Elavarashen  
Shri K. Varadharajan

## **Marketing Committee**

Shri K.S. Elavarashen - Chairman  
Shri R. Velmurugan

## **Nomination and Remuneration Committee**

Shri R. Velmurugan - Chairman  
Shri K. Varadharajan

## **Registered Office**

309, Salem Main Road,  
Komarapalayam - 638 183. Namakkal District.

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**48<sup>th</sup> ANNUAL REPORT  
2014 - 2015**



**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Forty Eighth Annual General Meeting of the Company will be held on 30<sup>th</sup> September 2015, at 10.00 A.M at 11-F, Gandhipuram, Komarapalayam, - 638 183, to transact the following business:

**AGENDA**

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2015, Profit and Loss Account for the year ended on that date, the Reports of Directors and Auditors thereon.

2. To consider and if thought fit, to pass with or without modification, the following on as an Ordinary Resolution :

**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any of the Companies Act 2013 (Act) and rules made there under, the appointment of M/s V.N.G.Nath Associates (Firm Reg No.7159S), Chartered Accountants, Chennai as Statutory Auditors until the conclusion of 50<sup>th</sup> Annual General Meeting, be and are hereby ratified and confirmed.

**RESOLVED FURTHER THAT** a remuneration of Rs.30,000 (including expenses, if any, incurred by them in connection with the said audit) be paid to the Statutory Auditors for the financial year 2015-16.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modification, the following on as an Ordinary Resolution :

**RESOLVED THAT** pursuant to Sec.149, 152 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule-IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Clause 49 of the Listing agreement, Smt.Pazhanisamy Selvamani (DIN : 07220990), Director of the Company who retires at the ensuing Annual General Meeting under the provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose Smt.Pazhanisamy Selvamani (DIN : 07220990) as a candidate for the office of Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a period of five years upto 24th September 2020.

Komarapalayam  
27th June, 2015

By order of the Board  
**K.S. Elavarashen**  
Chairman cum Managing Director

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc must be supported by an appropriate resolution / authority, as applicable.



**NOTICE OF ANNUAL GENERAL MEETING**

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item 3 is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **24.09.2015 to 30.09.2015 (both days inclusive)** in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the Members.
5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market; Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts; Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.
6. The relevant details under Clause 49 of the listing agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Electronic copy of the Annual Report 2015 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2015 is being sent in the permitted mode. Positive consent letter is attached to the Notice to the Members for giving consent to receive documents in electronic mode.
8. Electronic copy of the Notice of the 48<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 48<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 48<sup>th</sup> Annual General Meeting and the Annual Report 2015 will also be available on the Company's website [www.veenatextiles.com](http://www.veenatextiles.com) for download. The Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [veena\\_vtl@yahoo.in](mailto:veena_vtl@yahoo.in).
10. Voting through electronic means
  - I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules 2014, and Clause 35B of the Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 48<sup>th</sup> Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL)
11. M/s. C.Thirumurthy and Associates, Practising Company Secretary has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
12. The voting through electronic means will be available from 27th September 2015, 9.00 A.M. to 29th September, 2015, 5.00 P.M. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter.
13. The instructions for members for voting electronically are as under:-  
In case of members receiving e-mail:



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**NOTICE OF ANNUAL GENERAL MEETING**

- (I) The voting period begins on 27.09 2015 at 9.00 AM and ends on 30.09.2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (II) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (III) Log on to the e-voting website: [www.evotingindia.co.in](http://www.evotingindia.co.in)
- (IV) Click on "Shareholders" tab.
- (V) Now, select the "VEENA TEXTILES LIMITED" from the drop down menu and click on "SUBMIT"
- (VI) Click on Shareholders.
- (VII) Now Enter your User ID
- a) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (VIII) Next enter the Image Verification as displayed and Click on Login.
- (IX) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
Dividend Bank Details (OR) Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in dd/mm/yyyy format as recorded in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the company please enter the member id / folio number in the Divident Bank details field as mentioned in instruction (V).</li></ul>

- (X) After entering these details appropriately, click on "SUBMIT" tab.
- (XI) Members holding shares in physical form will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (XII) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (XIII) Click on the EVSN for the relevant "VEENA TEXTILES LIMITED" on which you choose to vote.
- (XIV) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



**NOTICE OF ANNUAL GENERAL MEETING**

- (XV) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XVI) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (XVII) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (XVIII) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (XIX) Note for Non – Individual Shareholders and Custodians
- ı Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ı A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ı After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

14. In case of members desiring to exercise vote by Ballot:

- a) A Member desiring to exercise vote by Ballot should complete the Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Ballot Form and follow the same.
- b) As the Company, being a Listed Company and having more than 1000 Shareholders, is compulsorily required to provide e-voting facility to its members in terms of Section 108 of the Companies Act, 2013 read with the Rules made thereunder and Clause 35 B of the Listing Agreement, voting by show of hands will not be available to the members at the 48<sup>th</sup> Annual General Meeting in view of provisions of Sec 107 read with Sec 114 of the said Act. Hence the items of Business given in this notice are proposed to be transacted through electronic voting/postal ballot system/poll. The voting rights are available to the members who are the th members as on 24th September 2015 (cut off date for the purpose of exercising voting rights).
- c) In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and sent it to M/s. C.Thirumurthy and Associates, Practising Company Secretary, 309, Salem Main Road, Komarapalayam - 638183, so as to reach him on or before and 29th September, 2015. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

15. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already casted their vote may exercise their vote through ballot paper at the meeting.



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### **NOTICE OF ANNUAL GENERAL MEETING**

16. Kindly note that members can opt for only one mode of voting i.e., either by physical ballot or through e-voting. If members are opting for e-voting then do not vote by Physical Ballot or vice versa. However, in case of Members casting their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
17. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.
18. The Results shall be declared at the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website veenatextiles.com and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M to 5.00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.3**

Smt.Pazhanisamy Selvamani (DIN : 07220990), aged 38 years has more than a decade experience in textile trading.

The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his intention to propose the appointment of Smt.Pazhanisamy Selvamani (DIN : 07220990 as Independent Director. Smt.Pazhanisamy Selvamani will hold office for a period of five years from the conclusion of this Annual General Meeting.

In the opinion of the Board, Smt.Pazhanisamy Selvamani proposed to be appointed as an Independent Director fulfills the conditions specified in the Section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management.

#### **Interest of Directors**

None of the Directors, key managerial personnel or their relatives other than Smt.Pazhanisamy Selvamani is concerned or interested in the resolution.

Komarapalayam  
27.06.2015

By order of the Board  
**K.S. Elavarashen**  
Chairman cum Managing Director



**VEENA TEXTILES LIMITED**  
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**DIRECTORS' REPORT TO THE SHAREHOLDERS**

**LADIES AND GENTLEMEN :**

Your Directors have great pleasure in presenting their Forty Eighth Annual Report together with Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

**FINANCIAL RESULTS :**

The financial results of the Company for the year under review are furnished below:

	(Rupees in lacs)	
	2014-2015	2013-2014
Sales	14.29	13.30
Other Income	1.05	0.28
Total Expenditure	30.63	19.57
Financial Charges	Nil	Nil
Gross Profit / (Loss) after interest before Depreciation and Taxation	-15.29	-5.99
Depreciation	6.20	8.24
Net Profit / (Loss)	-21.49	-14.23

**DIVIDEND :**

The Directors regretfully advise that no dividend is feasible this Year also, due to accumulated losses.

**REVIEW OF OPERATION :**

In view of frequent power cut and non availability of skilled man power, the Company carried on trading in textile products.

**FIXED DEPOSITS :**

The Company has not accepted any deposits from the public during the year.

**DIRECTORS**

During the year under review, Smt,E.Puspha was appointed as Additional Director (Women Director) on 30.03.2015 and subsequently she resigned on 27.06.2015. Smt. Pazhanisamy Selvamani was appointed as Additional Director (Women Director) as required under the provisions of Section 149 of the Companies Act 2013 and listing agreement on 27.06.2015.

**KEY MANAGERIAL PERSONNEL :**

Sri. K.S.Elavarashen, Managing Director is Key Managerial Personnel of the Company and the Company is taking necessary steps to appoint Company Secretary and Chief Financial Officer.

**ANNUAL PERFORMANCE EVALUATION**

In line with the criteria evolved by the Nomination and Remuneration Committee, the performance of all Directors, Committees, Chairman etc., have been evaluated pursuant to the provisions of the Act and the Listing Agreement.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has an internal Control System, commensurate with its size, scale and complexity of its operations. Audit Committee oversees the internal control system of the Company.

**MEETINGS :**

During the Financial Year 2014 -15 Six Board Meetings and Four Audit Committee Meetings were held. The details of which are given in Corporate Governance Report.

**SIGNIFICANT & MATERIAL ORDER PASSED BY THE REGULATOR**

No significant and material order was passed by any Regulator and that have any impact on the going concern status and the operations of the Company.

**ISSUE OF SHARES**

During the year under review the Company has not issued any shares.

**AUDITORS**

M/s V N G Nath Associates, Chartered Accountants Chennai was appointed as Statutory Auditors of the Company for a period of three years from the conclusion of 47<sup>th</sup> Annual General Meeting(2014) to 50<sup>th</sup> Annual General Meeting (2017). A resolution seeking ratification of the appointment of Statutory Auditors and remuneration payable to them for the financial year 2015-16 is included in the AGM Notice dated 27<sup>th</sup> June 2015.





# VEENA TEXTILES LIMITED

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## DIRECTORS' REPORT TO THE SHAREHOLDERS

Sri.G.Soundararajan, Practising Company Secretary was appointed to undertake the Secretarial Audit of the Company. The Report of Secretarial Audit is annexed herewith as **Annexure -**

The appointment of Cost Auditor is not applicable for the Company as the Company is a trading company and not taking any manufacturing or processing activities.

### AUDITORS REPORT

Notes are self explanatory to the qualification of the Statutory Auditors Report to the Share holders.

The Report of Secretarial Audit is annexed herewith as **Annexure -**

### PARTICULARS OF EMPLOYEES:

There were no employees, who were in receipt of remuneration of Rs.60,00,000/- per annum or Rs.5,00,000/- per month when employed for part of a year In accordance with the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby stated and confirm that.

- a. in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
- c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d. that the Directors have arranged preparation of the accounts for the financial year ended March 31, 2015 on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY :

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties.

Your Directors draw attention of the members to Note to the financial statement which sets out related party disclosures.

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

The details of vigil mechanism /Whistle Blower Policy is given in the Corporate Governance Report.

### PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note to the financial statement)

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, the particulars required under Companies (Accounts) rules 2014, we report that there was neither energy conservation measures taken nor technology absorption was involved.

Foreign Exchange earned : Nil

Foreign Exchange used : Nil



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## DIRECTORS' REPORT TO THE SHAREHOLDERS

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in company premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company strictly complying the provisions of the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal ) Act, 2013.

The Company aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior.

During the year ended 31<sup>st</sup> March 2015, the Company has not received any complaints pertaining to sexual harassment.

### EXTRACT OF ANNUAL RETURN :

Pursuant to Section 92(3) of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT 9 forms part of this report.

### ACKNOWLEDGEMENT :

Your Directors wish to express their sincere thanks for the valuable co-operation and assistance extended by Government Authorities, Bankers, Shareholders and suppliers.

By order of the Board

Komarapalayam  
27.06.2015

**K.S. Elavarashen**  
Chairman cum Managing Director

## REPORT ON CORPORATE GOVERNANCE :

### 1. PHILOSOPHY OF CORPORATE GOVERNANCE

Veena Textiles Limited is well-known for its highest standards of Corporate Governance in all its activities and processes.

The Company always looks for achieving the highest Standards in finance for all its shareholders and for instilling a pride of association to others. The entire process begins with the functioning of the Board of Directors, men with wide experience on production and sales and a compactness in harvesting the best available resources. Systematic and concerted efforts are nicely blended to achieve its goal in economy and avoiding incompetence.

The following is a report on the status and progress on major aspects of corporate governance.

### 2. BOARD OF DIRECTORS

The Board of Directors comprises a good mix of non-executive independent directors.

**(a) The composition of the Board of Directors as at 31st March,2015 and the number of the directorship/ Committee memberships held by them are as under :**

Sl No.	Name of Director	Executive / Non Executive Independent	Number of other directorship	Membership on other Board Committees
1.	Shri. K.S. Elavarashen	Executive	—	—
2.	Smt. E. Pushpa	Additional Director (Women Director)	—	—
3.	Shri. R. Velmurugan	Non-Executive & Independent	—	—
4.	Shri. K. Varadharajan	Non-Executive & Independent	—	—

The Number of Independent Directors is above half the total number of Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

None of the Directors on the Company's Board is a member of more than ten committees and Chairman of more than five committees across all companies in which he is a Director. The necessary disclosures regarding committee positions have been made by the Directors.



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## DIRECTORS' REPORT TO THE SHAREHOLDERS

### (b) Board Meetings and Attendance at Board Meetings & Annual General Meetings

The Board of Directors met 5 times during the financial year 2014-2015 i.e. on 30.05.2014, 13.08.2014, 14.11.2014, 11.02.2015 and 30.03.2015. The attendance of each director at each Board Meeting and the Annual General Meeting was as under :

Sl. No.	Name of Director	No. of Board Meetings attended	Attendance at last AGM	Salary	Other Benefit	Sitting fees
1.	Shri. K.S. Elavarashen	6	Yes	—	—	—
2.	Smt. E. Pushpa	1	Yes	—	—	—
3.	Shri. R.Velmurugan	6	Yes	—	—	3000
4.	Shri K. Varadharajan	6	Yes	—	—	3000

### 3. COMMITTEES OF THE BOARD

#### AUDIT COMMITTEE

Overseeing the financial reporting process and direction of financial agenda, review of any Change in accounting policies and practices, compliance with accounting standards and Reviewing the adequacy of control system as per guidelines under clause 49 of the listing Agreements as well as in Section 178 of the Companies Act, 2013.

The Committee had five meetings during the year under review on 30.05.2014, 13.08.2014, 14.11.2014, 11.02.2015 and 30.03.2015.

#### NOMINATION AND REMUNERATION COMMITTEE:

The Committee held Two meetings on 30.05.2014 and 30.03.2015. Under the enhanced terms of reference, the scope of the Committee includes (a) identify/recommend to the Board persons qualified to become Directors and for appointment in senior management (b) formulate criteria for evaluation of Independent Directors and the Board (c) devise Board diversity policy (d) formulate Criteria relating to Directors and recommend remuneration policy relating to Directors, Key Managerial Personnel and other employees.

#### FINANCE COMMITTEE

The committee held four meetings on 30.05.2014, 13.08.2014, 14.11.2014 and 11.02.2015. During the year and they covered financial problems, general accounts, Cost accounts and internal audit and controls.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

The role is to redress the grievances of shareholders, transfer of shares and Dematerialization, complaints from shareholders are attended to without delay And are dealt with in a month's time.

The committee meetings held during the year were smooth and no serious Grievance was brought to the notice. The committee held four meetings During the year under review on 30.05.2014, 13.08.2014, 14.11.2014 and 11.02.2015

#### MARKETING COMMITTEE

The role of the committee is to watch competitor's activities and be ever Vigilant, so as to channelise our force effectively. Shri.K.S.Elavarashen. As chairman assisted by Shri. R.Velmurugan directed the marketing operation.

The committee held four meeting during the year under review on 30.05.2014, 13.08.2014, 14.11.2014 and 11.02.2015.

### 4. GENERAL BODY MEETING

The location and time of last three annual general meetings are given below :

Financial year	Date	Time	Location
2011-2012	28.09.2012	10.00 A M	11-F, Gandhipuram Komarapalayam
2012-2013	27.09.2013	10.00 A M	11-F, Gandhipuram Komarapalayam
2013-2014	30.09.2014	10.00 A M	11-F, Gandhipuram Komarapalayam

Details of Special resolutions passed in the previous three Annual General Meeting and Extra ordinary General meeting are as follows:

Date of AGM/EGM	Particulars of Special Resolution passes
28.09.2012	Nil
27.09.2013	Nil
30.09.2014	1. Fixing of Borrowing Limits 2. Create a charge on immovable / Movable properties of the Company



# VEENA TEXTILES LIMITED

KOMARAPALAYAM - 638 183



## DIRECTORS' REPORT TO THE SHAREHOLDERS

### 5. OTHER DISCLOSURES

Except for general slackness in trade due to overall general economic recession, There was nothing untoward or abnormal. The year was a tough one for everyone and the industry which went through anxious spells as to how economy would swing had a real hard time. The company has not paid the listing fees for the Stock Exchanges of Ahmedabad,

Madras, Mumbai and Coimbatore due to financial constraint.

### 6. MEANS OF COMMUNICATION

The quarterly/ half-yearly unaudited financial results and the annual unaudited Financial results together with the relative notices are published in Trinity Mirror, Makkal Kural. As enshrined by the stock exchange listing agreements, Immediate transmission of data are also arranged to stock exchanges.

### 7. General Shareholder Information :

- a) Annual General Meeting  
Date & Time : 30th September 2015, at 10.00 A.M.  
Venue : 11F, Gandhipuram Main Road,  
Komarapalayam - 638 183.
- b) Financial Calender (Tentative)  
Annual General Meeting : 30th September 2016  
Results for Q.E. 30.06.2015 : Second Week of Aug 2015  
Results for Q.E. 30.09.2015 : Second Week of Nov 2015  
Results for Q.E. 31.12.2015 : Second Week of Feb 2016  
Results for Q.E. 31.03.2016 : Last Week of May 2016
- c) Book Closure Date : 24.09.2015 to 30.09.2015  
(Both days inclusive)
- d) Dividend Payment Date : Not Applicable
- e) Listing of Equity Shares on Stock Exchanges at : Mumbai, Ahmedabad, Stock Exchange
- f) Demat ISIN No : INE 728 E 01010
- g) Stock Market Date : Shares were not traded in any of the Stock Exchanges
- h) Registrars & Transfer Agents : M/s. S K D C Consultants Limited,  
Kanapathy Towers, 3rd Floor,  
1391/A-1, Sathy Road, Ganapathy,  
Coimbatore - 641 006. Ph.: 0422 - 6549995  
Fax : 0422 - 2539837 Email : info@skdc-consultants.com
- i) Share Transfer Systems : Presently share transfers which are recorded in physical form are processed within 21 days from the date of receipt subject to the documents being valid and complete in all respects. In respect of demat, the same is done within 30 days from the date of demat request.
- j) (a) Share holding pattern as on 31.03.2015
- |   | No. of Shares | Percentage |
|---|---------------|------------|
| 01. Directors & relatives                                 | 2701720       | 33.62      |
| 02. Indian Financial Institutions<br>Banks & Mutual Funds | 1117500       | 13.91      |
| 03. Foreign Institutional Investors / NRIS                | 36200         | 0.45       |
| 04. Others  | 4179880       | 52.02      |



**VEENA TEXTILES LIMITED**  
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**DIRECTORS' REPORT TO THE SHAREHOLDERS**

b) Distribution of Share holding as on 31.03.2013

(1) Value (Rs.)	(2) No. of Shareholders	(3) %	(4) Amount	(5) %
Upto 5,000	13708	92.95	25690000	31.97
5001 - 10,000	675	4.58	5151000	6.41
10,001 - 20,000	269	1.82	3720000	4.63
20,001 - 30,000	38	0.26	964000	1.20
30,001 - 40,000	18	0.12	646000	0.80
40,001 - 50,000	7	0.05	334000	0.42
50,001 - 1,00,000	15	0.10	988000	1.23
1,00,001 and above	17	0.12	42860000	53.34
Total	14747	100.00	80353000	100.00

k) Dematerialisation of Shares :

The shares of the company are available for demat and 121500 shares were demated as on 31.03.2015 and the shares are not traded in any of the Stock Exchanges during the year under review.

l) Plant Location : All the Plants are located in Komarapalayam

m) Investor Correspondence : Secretarial Department  
Veena Textiles Ltd., 309 Salem Main Road,  
Komarapalayam - 638 183. Tel : 04288 - 260815  
Fax : 04288 - 261982 E.mail : veena\_vtl@yahoo.in

n) i) No. of complaints received from share holders : 2  
ii) No. of Complaints Not solved : Nil  
iii) No. of Pending transters : Nil

o) Compliance Officer : Sri K.S. Elavarashen

**MANAGEMENT DISCUSSION AND ANALYSIS**

**A. Industry Structure & Development :**

The Textile Industry in India plays a vital role in the economy. It contributes around 14% to the industrial Production.

Provides direct and Indirect employment to 30 million people.

The export of textile goods constitute around 27% of the country Exports. Veena Textiles Ltd continues to enjoy strong presence in Dhoty And Plain fabric market.

**B. Opportunities, Threats & Risks and concerns :**

Indian Companies are facing intense competition from an organized Sector with in the

Country and from other Countries like Pakistan, China, Indonesia and Egypt.

**C. Outlook :**

The Company continues to be significant player in the plain and Dhoty Market and continuously innovating new value added products to maintain its Trade name "Veena"

**D. Internal Control System and their adequacy :**

The company has a proper and adequate internal control system to Ensure that all assets are safeguarded and protected against loss from Unauthorized use or disposition.



## **DIRECTORS' REPORT TO THE SHAREHOLDERS**

### **E. Financial and operational Performance :**

Please refer, the Board of Directors report on Financial Results.

### **F. Material Developments in Human Resources / Industrial Relations front :**

The company recognizes the importance and contribution recognizes the Importance and development and committed to the development of its People.

### **G. Cautionary Statement :**

Statements in the Managements Discussion and Analysis describing Company's projections, estimates, expectations or predictions may be "forward looking predictions" within the meaning of Securities laws and Regulations. Actual results may differ from such estimates, Projections etc.whether expressed or implied.

### **8. COMPLAINEE WITH CORPORATE GOVERNANCE NORMS**

The Company has complied with all the mandatory requirements Of Corporate Governance norms as enumerated in Clause 49 of the listing Agreement with Stock Exchanges.

### **DEMATERIALISATION**

As from 02.01.2002, the Company has joined the dematerialization Process. S K D C Consultants Limited, Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/ A-1, Sathy Road, Ganapathy, Coimbatore – 641 006 have been appointed As our authorized agents. Our deemat identity no viz INE 728 EO1010. Members are advised to contact their Depository Participants and get their Shares dematerialized early.

### **LISITING**

Owing to severe financial crunch, there had been some outstanding In the listing fees to the Stock Exchange i.e., Coimbatore, Chennai Mumbai & Ahmedabad and we have explained the circumstances to the various Stock Exchanges.

### **PARTICULARS OF EMPLOYEES**

a) No employee of the Company was in receipt of remuneration during the financial year 2014-2015 in excess of the sum prescribed under section 134

of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

### **CONSERVATIONS OF ENERGY TECHNOLOGY ABSORPTION**

### **AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information pursuant to section 134(3)(m) of the Companies Act, 2013, read with the **Companies (Accounts) rules 2014**, is given in the Annexure to the report.

### **ENVIRONMENT & SAFETY**

The Company has taken various steps to attain high level of safety In all its manufacturing units and we are happy to inform that there was no Untoward incidents during the year under consideration. Strict measures Were taken to keep the environments clean and free from pollution.

### **ACKNOWLEDGEMENT**

Your Directors acknowledge the continued support and co-operation From Financial Institutions, Banks, Customers, Vendors and Dealers. Further Your Directors thank the Share holders for their continued confidence in the Company.

For and on behalf of the Board of Directors.

Komarapalayam **K.S. Elavarashen**  
27.06.2015 Chairman cum Managing Director

### **DECLARATION**

To

Members of Veena Textiles Ltd.,

This is to decide that the code of conduct envisaged by the Company for members of the Board and Senior Management Personnel have been Complied with by all the members of the Board and Senior Management

Personnel of the Company respectively.

Komarapalayam **K.S. Elavarashen**  
27.06.2015 Chairman cum Managing Director



**VEENA TEXTILES LIMITED**  
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**DIRECTORS' REPORT TO THE SHAREHOLDERS**

**CEO / CFO CERTIFICATION**

- a) We have reviewed the financial statements and cash flow statement for the year ended 31<sup>st</sup> March, 2015 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for controls for financial reporting and we have evaluated the effectiveness of Company pertaining to financial reporting. Deficiencies in the design or Operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit committee and steps have been taken To rectify these deficiencies.
- i. There has not been any significant change in internal control over financial reporting during the year under reference;
- ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- iii. We are not aware of any instance during the year of significant fraud with involvement therein of the management of any employee having a significant role in the Company's internal control system over financial reporting.

Komarapalayam **K.S. Elavarashen**  
27.06.2015 Chairman cum Managing Director

The above Corporate Governance Report has been placed before the Board of Directors at their meeting held on 27th June 2015 and the same was approved thereat.

**ANNEXURE TO DIRECTORS' REPORT**

Companies (Accounts) rules, 2014.

**A. CONSERVATION OF ENERGY AS PRESCRIBED IN FORM A**

	2014-2015	2013-2014
a. Power and Fuel Consumption		
1. Electricity		
(a) Purchased		
Units	Nil	Nil
Total Amount(Rs.)	Nil	Nil
Rate / Unit(Rs.)	Nil	Nil
(b) Own Generation		
(1) Through diesel generator		
Units	Nil	Nil
Units per ltr. of diesel oil	Nil	Nil
Rate / Unit (Rs.)	Nil	Nil
(2) Through steam turbine generator	Nil	Nil
2. Coal	Nil	Nil
3. Furnance Oil	Nil	Nil
4. Others	Nil	Nil
	Rs. Ps.	Rs.Ps.
(b) Consumption per unit of Production		
Product : Electricity		
Automatic Looms / Terry	—	—
Looms (Per Meter)	—	—
Embroidered Fabrics (Per Meter)	Nil	Nil
Yarn (Per Kilo Gram)	—	—

**B. TECHNOLOGY ABSORPTION AS PRESCRIBED IN FORM B**

1. Research and Development (R & D)
- (a) Specific are as in which R & D carried out by the Company : Nil
- (b) Benefits derived as a result of the above R & D : Nil
- (c) Future plan of action : Nil
- (d) Expenditure on R & D
- (i) Capital Nil
- (ii) Recurring Rs. Nil
- (iii) Total Rs. Nil
- (iv) Total R&D expenditure percentage to total turnover Nil
2. Technology Absorption, Adaptation and Innovation.
- The Company always keeps itself updated with all latest technological and consulting experts. Efforts are being made to reduce cost and to improve performance.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO (Rupees in '000)**

	31-3-2015	31-3-2014
a. Earnings		
I. Export Sales	Nil	Nil
II. Freight & Insurance	Nil	Nil
b. Expenditure		
Spares & Accessories purchased	Nil	Nil



**VEENA TEXTILES LIMITED**  
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**ANNEXURE FORMING PART OF DIRECTORS' REPORT :**

Form No. MGT-9

ANNUAL RETURN

As on the financial year ended on 31/03/2015

Of

**Veena Textiles Limited**

[Pursuant to Section 92(3) of the Companies Act, 2013

And

Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L17111TZ1968PLC000584	
ii)	Registration Date [DDMMYY]	08/04/1968	
iii)	Name of the Company	Veena Textiles Limited	
iv)	<b>Category of the Company</b> [Pl. tick]	1. Public Company	√
		2. Private Company	
	<b>Sub Category of the Company</b> [ Please tick whichever are applicable]	1. Government Company	
		2. Small Company	
		3. One Person Company	
		4. Subsidiary of Foreign Company	
		5. NBFC	
		6. Guarantee Company	
		7. Limited by shares	√
		8. Unlimited Company	
		9. Company having share capital	√
		10. Company not having share capital	
		11. Company Registered under Section 8	
v)	Address of the Registered Office and contact details	309, SALEM MAIN ROAD KOMARAPALAYAM 638 183 Namakkal District	
vi)	Whether Listed Company	Yes	
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	S.K.D.C Consultants Limited Kanapathy Towers, 3 <sup>rd</sup> Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore - 641 006	





**VEENA TEXTILES LIMITED**  
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**ANNEXURE FORMING PART OF DIRECTORS' REPORT :**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service%	% to total turnover of the company
1	Textile Trading	520721	100
2			
3			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

[No. of Companies for which information is being filled]

SN	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	Not applicable				
2					
3					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category of shareholders	No. of Shares held at the beginning of the year (As on 31.03.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A) Promoters</b>									
<b>(1) Indian</b>									
a) Individuals/ Hindu Undivided Family	-	2701720	2701720	33.62	-	2701720	2701720	33.62	-
b) Central Government/ State Government(s)	-	-	-	0.00	-	-	-	0.00	-
c) Bodies Corporate	-	-	-	0.00	-	-	-	0.00	-
d) Financial Institutions/ Banks	-	-	-	0.00	-	-	-	0.00	-
e) Any Others (Specify)	-	-	-	0.00	-	-	-	0.00	-
TRUSTS	-	-	-	0.00	-	-	-	0.00	-
<b>Sub Total(A)(1)</b>	-	2701720	2701720	33.62	0	2701720	2701720	33.62	-
<b>(2) Foreign</b>									
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Bodies Corporate	-	-	-	-	-	-	-	-	-
c) Institutions	-	-	-	-	-	-	-	-	-
d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e) Any Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	-	-	-	-	-	-	-	-	-



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**ANNEXURE FORMING PART OF DIRECTORS' REPORT :**

Category of shareholders	No. of Shares held at the beginning of the year (As on 31.03.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(B) Public shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/ UTI	-	860600	860600	10.71	-	860600	860600	10.71	-
b) Financial Institutions / Banks	300	256600	256900	3.20	300	256600	256900	3.20	-
c) Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
h) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
i) Any Other (specify)	-	-	-	-	-	-	-	-	-
FOREIGN PORTFOLIO INV ( CORPCAT )	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1)</b>	<b>300</b>	<b>1117200</b>	<b>1117500</b>	<b>13.91</b>	<b>300</b>	<b>1117200</b>	<b>1117500</b>	<b>13.91</b>	<b>0.000</b>
<b>(2) Non-institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	1000	43000	44000	0.55	1000	43100	44100	0.55	0.001
ii) Overseas									
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital up to Rs 1 lakh	119500	3590200	3709700	46.17	123500	3586200	3709700	46.17	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	425680	425680	5.30	-	425680	425680	5.30	-
<b>c) Others (specify)</b>									
NON RESIDENT INDIANS	200	36000	36200	0.45	200	36000	36200	0.45	-
HINDU UNDIVIDED FAMILIES	500	-	500	0.01	400	-	400	0.01	-0.001
<b>Sub-Total (B)(2)</b>	<b>121200</b>	<b>4094880</b>	<b>4216080</b>	<b>52.47</b>	<b>125100</b>	<b>4090980</b>	<b>4216080</b>	<b>52.47</b>	<b>0.000</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>121500</b>	<b>5212080</b>	<b>5333580</b>	<b>66.38</b>	<b>125400</b>	<b>5208180</b>	<b>5333580</b>	<b>66.38</b>	<b>0.000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>121500</b>	<b>7913800</b>	<b>8035300</b>	<b>100.00</b>	<b>125400</b>	<b>7909900</b>	<b>8035300</b>	<b>100.00</b>	<b>0.000</b>



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**ANNEXURE FORMING PART OF DIRECTORS' REPORT :**

**(ii) Shareholding of Promoters-**

SN	Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of change during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	SOUNDAPPAN S.S.M.(H.U.F)	359940	4.479	-	359940	4.479	-	-
2	ELAVARASHEN K.S. (H.U.F)	372400	4.635	-	372400	4.635	-	-
3	PUSHPA .E.	391340	4.870	-	391340	4.870	-	-
4	MANI S.	293540	3.653	-	293540	3.653	-	-
5	ELAVARASHEN K.S.	375460	4.673	-	375460	4.673	-	-
6	SOUNDAPPAN .S.S.M	362140	4.507	-	362140	4.507	-	-
7	RAVINDRAN .K.PE	371900	4.628	-	371900	4.628	-	-
8	YAZHVEENA FINANCE AND INVESTMENTS LTD	175000	2.178	-	175000	2.178	-	-
	<b>TOTAL</b>	<b>2701720</b>	<b>33.623</b>	<b>-</b>	<b>2701720</b>	<b>33.623</b>	<b>-</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	—	—	—	—
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year	—	—	—	—

**(iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For each of top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	%	No. of shares	%	No. of shares	%
1	UNIT TRUST OF INDIA (A/C VECAUS - II)	500000	6.22	500000	6.22	500000	6.22
2	ICICI TRUSTEESHIP SERVICES LIMITED	360600	4.49	360600	4.49	360600	4.49
3	RATHINAM .S	351180	4.37	351180	4.37	351180	4.37
4	INDUSTRIAL INVESTMENT BANK OF INDIA LTD	250000	3.11	250000	3.11	250000	3.11
5	MANUBHAI N PATEL	36000	0.45	36000	0.45	36000	0.45



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**ANNEXURE FORMING PART OF DIRECTORS' REPORT :**

SN	For each of top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	%	No. of shares	%	No. of shares	%
6	PANKAJ JAYANTILAL PATEL	29500	0.37	29500	0.37	29500	0.37
7	ANIL JAMNADAS DATTANI	22500	0.28	22500	0.28	22500	0.28
8	BHARAT JAMNADAS DATTANI	22500	0.28	22500	0.28	22500	0.28
9	SHASUN LEASING & FINANCE PVT.LTD	12000	0.15	12000	0.15	12000	0.15
10	BHARAT JAMNADAS DATTANI	9100	0.11	9100	0.11	9100	0.11

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Pushpa E	391340	4.87	391340	4.87	391340	4.87
2	Elavarashen K .S.	375460	4.67	375460	4.67	375460	4.67
3	Elavarashen K S (H.U.F.)	372400	4.64	372400	4.64	372400	4.64

**V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits		Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	98.75			98.75
ii) Interest due but not paid	59.02			59.02
iii) Interest accrued but not due				
<b>Total (i + ii + iii)</b>	<b>157.77</b>			<b>157.77</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	98.75			98.75
ii) Interest due but not paid	59.02			59.02
iii) Interest accrued but not due				
<b>Total (i + ii + iii)</b>	<b>157.77</b>			<b>157.77</b>



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**ANNEXURE FORMING PART OF DIRECTORS' REPORT :**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
1	Gross salary	—	—	—	—	—
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—	—	—	—
2	Stock Option	—	—	—	—	—
3	Sweat Equity	—	—	—	—	—
4	Commission - as % of profit - others, specify...	—	—	—	—	—
5	Others, please specify	—	—	—	—	—
	<b>Total (A)</b>	—	—	—	—	—
	<b>Ceiling as per the Act</b>	—	—	—	—	—

**A. Remuneration to other directors**

SN	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	—	—	—	—	—
	Fee for attending board committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others, please specify	—	—	—	—	—
	<b>Total (1)</b>	—	—	—	—	—
2	Other Non-Executive Directors	—	—	—	—	—
	Fee for attending board committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others, please specify	—	—	—	—	—
	<b>Total (2)</b>	—	—	—	—	—
	<b>Total (B) = (1+2)</b>	—	—	—	—	—
	<b>Total Managerial Remuneration</b>	—	—	—	—	—
	<b>Overall Ceiling as per the Act</b>	—	—	—	—	—

**A. Remuneration to Key Managerial Personnel other than MD / Managers / WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	—	—	—	—
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—



**VEENA TEXTILES LIMITED**  
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**ANNEXURE FORMING PART OF DIRECTORS' REPORT :**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
2	Stock Option	---	---	---	---
3	Sweat Equity	---	---	---	---
4	Commission	---	---	---	---
	- as % of profit	---	---	---	---
	others, specify...	---	---	---	---
5	Others, please specify	---	---	---	---
	Total	---	---	---	---

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if and (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					



**AUDITOR'S REPORT TO THE SHAREHOLDERS**

**AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE CLAUSE 49 OF THE LISTING AGREEMENT.**

(The Company voluntarily complies the corporate governance. This certificate is issued at the request of the company though clause 49 was not applicable to company as per SEBI circular dt.15.9.2014)

To the members of Veena Textiles Limited

We have examined the compliance of conditions of corporate governance by Veena Textiles Limited, for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges. The compliance on conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company complied in all material respects with the conditions of corporate governance as stipulated in the above mentioned Listing agreement expect.

1. The Company has not paid the listing fees to the Stock Exchanges.
2. The website of the company is under construction during the time of audit and could not verify the posting of the Annual Report, Financial Results, Policies, Code, Shareholding Pattern, Corporate Governance Report etc., on its website.
3. The Company has not provided e-voting facilities to the members to cast their votes however it has provided facility of voting through Postal Ballot Form to the members to cast the vote and the Notice for the 47th Annual General Meeting was despatched through Ordinary Post.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the investors Grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **V.N.G. NATH ASSOCIATES**  
Chartered Accountants.

**Gopinath M.S.**

Partner

Komarapalayam  
27 / 06 / 2015

Membership No. 200608  
Firm Regn. No. 7159 S

**INDEPENDENT AUDITORS' REPORT FOR THE YEAR END 31 MARCH 2015.**

**TO THE MEMBERS OF VEENA TEXTILES LIMITED**

We have audited the accompanying standalone financial statements of Veena Textiles Limited (the Company) which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Profit and loss Statement, the Cash flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE STANDLONE FINANCIAL STATEMENTS:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 (the Act) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We have conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance



**AUDITOR'S REPORT TO THE SHAREHOLDERS**

about whether the financial statement are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purposes of expressing an opinion on whether the Company has in place an adequate internal financial controls system over the financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors as well as evaluating the overall presentation of the financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us the accompanying financial statement give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March 2015 and its loss and its cash flows for the year ended on that date.

Reports on Other Legal and Regulatory Requirements:

As required by the Companies (Auditor's Report) Order 2015 ('the order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in Annexure a statement on the matters specified in paragraphs 3 and 4 of the said order to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet Profit and loss Statement and the Cash Flow Statements dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representation received from the directors as on 31<sup>st</sup> March 2015, taken on records by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March 2015, from being appointed as director in terms of Section 164(2) of the Act.
- f) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies Act (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial positions in its financial statements as referred to in Note 3 to the financial statements.
  - ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For **V.N.G. NATH ASSOCIATES**  
Chartered Accountants.

**Gopinath M.S.**

Partner

Membership No. 200608  
Firm Regn. No. 7159 S

Komarapalayam  
27 / 06 / 2015





**VEENA TEXTILES LIMITED**  
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**AUDITORS' REPORT TO THE SHAREHOLDERS**

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March 2015

1. In respect of Fixed Assets:

a) The Company has generally maintained proper records showing particulars, including

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**  
The Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March 2015

1. In respect of Fixed Assets:

a) The Company has generally maintained proper records showing particulars, including quantitative details and situations of fixed assets.

b) The Company has phased programmed of physical verification of fixed over a period of three years which in our opinion is reasonable having regard to the size of the Company and the nature of its business; accordingly the physical verification part of the Fixed assets was carried out by the management during the year and we are informed that no material discrepancies were noticed on such verification.

2. In respect of inventories

(a) Physical verification of inventories other than those held by the third parties have been conducted by the management

(b) The procedures of physical verifications of inventories, followed by the management In our opinion are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion the Company is maintaining proper record of inventory. The discrepancies which were noticed on physical verification of inventory as compared to book records, have been properly dealt with in the books of account;

iii. The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act 2013.

iv. In our opinion and according to the information and explanations and representations given to us, there are generally adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods. In our opinion and according to the information and explanations given to us we have not observed any major weakness in the internal control system during the course of audit.

v. In our opinion and according to the information and explanations given to us the Company has not accepted any deposits.

vi. Cost records have not been prescribed to the Company.

vii. a. According to the records of the Company it has been regularly depositing undisputed statutory dues like Investor Education and protection Fund, Provident Fund, income Tax, Sales Tax, Wealth Tax, Custom duty, Service Tax, Central Excise duty and Cess and other statutory duties with appropriate authorities.

b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty, Service Tax, Excise Duty and Cess were in arrears as at 31<sup>st</sup> March 2015 for a period more than six months from the date they become payable.

c. According to the information and explanations given to us there are no dues of Sales Tax Income tax, customs duty Wealth Tax Excise duty and cess which have not been deposited on account of dispute.

d. According to the information and explanation given to us there are no amount required to be transferred to Investor education and protection fund in accordance with the relevant provisions of the Companies Act and rules made there under.

viii. The accumulated losses at the end of the financial year has exceeded its 50% of Net worth. There is cash loss during the year and also in the immediately preceding financial period..

xi. The Company has not repaid the dues to the financial Institutions as detailed below:

Particulars	Amount in Lakhs	Period from Which Outstanding
IIBI	157.77	1996

x. According to the information and explanations given to us, and the representations made by the management, the company has not given any guarantee for loans taken by the others from any bank or financial institution.

xi. The Company has not received any new term loan during the year under review.

xii. According to the information and explanations given to us no fraud on or by the company has been noticed or reported during the year.

**For V.N.G. NATH ASSOCIATES**  
Chartered Accountants.

**Gopinath M.S.**  
Partner

Komarapalayam  
27 / 06 / 2015

Membership No. 200608  
Firm Regn. No. 7159 S



**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**BALANCE SHEET AS AT 31ST MARCH 2015**

	NOTES NO.	AS AT 31-03-2015 RS. ('000)	AS AT 31-03-2014 RS. ('000)
<b>SOURCES OF FUNDS</b>			
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
a) Share Capital	1	80353.00	80353.00
b) Reserves & Surplus	2	-13868.27	-11718.48
<b>Sub Total - Share holders Fund</b>		<b>66484.73</b>	<b>68634.52</b>
<b>2. NON CURRENT LIABILITIES</b>			
a) Long Term Borrowings	3	15777.62	15777.62
b) Deferred Tax Liabilities (net)			
c) Long Term Provisions			
<b>Sub Total - Non Current Liabilities</b>		<b>15777.62</b>	<b>15777.62</b>
<b>3. CURRENT LIABILITIES</b>			
a) Short Term Borrowings			
b) Trade payable	4	2301.50	1591.02
c) Other Current Liabilities	5	9918.87	6929.79
d) Short Term Provisions	6	600.97	600.97
<b>Sub Total - Current Liabilities</b>		<b>12821.34</b>	<b>9121.78</b>
<b>Total Equity and Liabilities</b>		<b>95083.69</b>	<b>93533.92</b>
<b>II. ASSETS</b>			
<b>1. NON CURRENT ASSETS</b>			
a) Fixed Assets			
i) Tangible Assets	7	4724.39	5344.70
ii) Intangible Assets			
iii) Capital Work in Progress			
b) Non Current Investments	8	139.80	139.80
c) Long Term Loans and Advances			
d) Other Non Current Assets			
<b>Sub Total - Non Current Assets</b>		<b>4864.19</b>	<b>5484.50</b>
<b>2. CURRENT ASSETS</b>			
a) Current Investments	9	15590.06	15754.19
b) Inventories	10	31848.81	31832.01
c) Trade Receivable	11	137.68	111.76
d) Cash and Cash Equivalents	12	42642.95	40351.46
e) Short Term Loans and Advances			
f) Other Current Assets			
<b>Sub Total - Current Assets</b>		<b>90219.50</b>	<b>88049.42</b>
<b>Total Assets</b>		<b>95083.69</b>	<b>93533.92</b>

Significant Accounting Policies and Notes 1 to 12  
attached to the Balance Sheet form an Integral part thereof.

On Behalf of the Board

To be read with our report of even date

**K.S. Elavarashen**  
Chairman cum Managing Director  
Komarapalayam  
27th June, 2015

**R. Velmurugan**  
Director

For **V.N.G. NATH ASSOCIATES**  
Chartered Accountants.

**Gopinath M.S.**  
Partner  
Membership No. 200608  
Firm Regn. No. 7159 S



**VEENA TEXTILES LIMITED**  
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**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2015**

	NOTES NO.	YEAR ENDED 31-03-2015 RS. ('000)	YEAR ENDED 31-03-2014 RS. ('000)
<b>INCOME</b>			
Sales (less Returns)	13	1429.60	1330.05
Other Income	14	105.00	28.07
		<hr/>	<hr/>
<b>TOTAL</b>		<b>1534.60</b>	<b>1358.12</b>
<b>EXPENDITURE</b>			
Purchase of Goods	15	1252.88	1043.39
Change in Inventories	16	164.12	56.15
Employees Benefit and Expenses	17	172.50	154.03
Other Expenses	18	1473.48	702.74
Finance Charges	19	1.09	0.36
		<hr/>	<hr/>
<b>TOTAL</b>		<b>3064.07</b>	<b>1956.67</b>
<b>PROFIT BEFORE DEPRECIATION</b>		-1529.47	-598.55
Depreciation		620.32	824.74
<b>PROFIT / - (LOSS) BEFORE TAX</b>		<hr/>	<hr/>
		-2149.79	-1423.29
Provision for Taxation		0.00	0.00
		0.00	0.00
<b>PROFIT / - (LOSS) AFTER TAX</b>		<hr/>	<hr/>
		<b>-2149.79</b>	<b>-1423.29</b>
Basic and diluted earning per share of face value of Rs.10/- each		-0.27	-0.18
Significant Accounting Policies, Notes 7 and Notes 13 to 19 attached herewith Form and Integral Part thereof.			
On Behalf of the Board		To be read with our report of even date	
<b>K.S. Elavarashen</b> Chairman cum Managing Director		<b>For V.N.G. NATH ASSOCIATES</b> Chartered Accountants.	
<b>R. Velmurugan</b> Director		<b>Gopinath M.S.</b> Partner	
Komarapalayam 27th June, 2015		Membership No. 200608 Firm Regn. No. 7159 S	



**VEENA TEXTILES LIMITED**  
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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015**

	Year Ended 31-03-2015 Rs. ('000)	Year Ended 31-03-2014 Rs.('000)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	-2149.79	-1423.29
Adjustments for :		
Depreciation	620.32	824.74
Interest Charged	0.00	0.00
Loss on sale of fixed assets	0.00	0.00
Profit on sale of fixed assets	0.00	0.00
Issue expenses written off	0.00	0.00
Expenses relating to earlier year	0.00	0.00
	<hr/>	<hr/>
Operating profit before operating capital charges	-1529.47	-598.55
Adjusted for :		
Inventories	164.12	
Trade receivable	-16.80	
Loans and Advances	-2291.50	
Liabilities (excludes interest payable)	3699.57	
	<hr/>	<hr/>
Cash generated from operations	25.92	-99.05
Interest paid	0.00	0.00
Cash from operating activities	25.92	-99.05
Direct taxes refund / (paid) net	0.00	0.00
Net Cash generated from operating activities	25.92	-99.05
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of fixed assets	0.00	0.00
Sale of fixed assets	0.00	0.00
Inter corporate deposit	0.00	0.00
Sale of Investments	0.00	0.00
Cash generated from Investment activities	0.00	0.00
<b>C. CASH FLOW FROM FINANCE ACTIVITIES</b>		
Dividend paid	0.00	0.00
Interest Paid	0.00	0.00
Net decrease in secured loan	0.00	0.00
Cash Generated from Financing Activities	0.00	0.00
Net cash and cash equivalents (A+B+C)	25.92	-99.05
Opening balance of cash and cash equivalents	111.76	210.81
Closing balance of cash and cash equivalents	137.68	111.76
	<hr/>	<hr/>
	25.92	-99.05
For and on Behalf of the Board		
K.S. Elavarashen Chariman cum Managing Director	R. Velmurugan Director	
<b>AUDITORS' CERTIFICATE</b>		
We have verified the above cash flow statement of Veena Textiles Limited derived from the audited annual financial statements for the year ended 31st March 2015, and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the listing agreements with stock exchanges.		
Komarapalayam 27th June, 2015		For <b>V.N.G. NATH ASSOCIATES,</b> Chartered Accountants, <b>Gopinath M.S.</b> Partner Membership No. 200608 Firm Regn. No. 7159 S

**NOTES ON ACCOUNTS****SIGNIFICANT ACCOUNTING POLICIES****1. BASIS OF ACCOUNTING:**

The financial statements are prepared under historical cost convention and generally in accordance with the applicable accounting standards and are based on accrual basis of accounting except those mentioned elsewhere in the report.

**2. FIXED ASSETS:** Fixed Assets are stated at cost inclusive of all direct expenditure.

**3. DEPRECIATION:** Depreciation on fixed assets is charged over the estimated useful life of the fixed assets at the rates and in the manner prescribed Schedule II of the Companies Act 2013.

**4. INVESTMENTS:** Investments are stated at cost.

**5. Inventories:** The bought out items have been valued at cost adopting weighted average cost.

**6. Impairment of Assets:** The Company recognizes impairment of all assets other than assets which are specifically excluded under Accounting standard 28 on impairment of assets after comparing the asset's recoverable value with its carrying amount in the books.

**7. Revenue Recognition:** Sales are accounted net of trade discount.

**8. Gratuity provision** are made in the books based on actuarial valuation.

9. Bonus has been paid on calendar year basis.

**10. Foreign Currency Transaction:** All payments made in foreign currency are translated into rupee at the rates at which it is debited by the Bank. Exports sales are translated at the rate prevailing on the date of sale. Balances in form of Current Assets and Current Liabilities outstanding at the close of the year are converted in Indian currency at the appropriate rates of exchanger prevailing at the date of Balance sheet.

**11. Contingent Liabilities and Provisions:** All known liabilities of material nature have been provided for in the accounts except liabilities of contingent nature which have been disclosed at their estimated value in the notes on accounts in accordance with Accounting Standard 29. As regard provisions it is only those obligations arising from past events existing independently of an enterprise's future action that are recognized as provisions.

**12. Taxation:** Deferred tax asset and liability is calculated by applying tax rate and tax law that have been enacted or substantially enacted by the Balance sheet date. Deferred tax asset arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognized only if there is a virtual certainty of its realization supported by convincing evidence.

**NOTES ON ACCOUNTS**

	AS AT 31-03-2015 RS. ('000)	AS AT 31-03-2014 RS. ('000)
<b>NOTE : 1</b>		
<b>CAPITAL</b>		
A. Authorised 1,00,00,000 Equity Shares of Rs. 10/- each	100000.00	100000.00
B. Issued 80,36,600 Equity Shares of Rs. 10/- each	80366.00	80366.00
C. Subscribed & Fully Paid-up 80,35,300 Equity Shares of Rs. 10/- each	80353.00	80353.00
(Includes 1,89,000 Equity Shares allotted as fully paid up by way of Bonus Shares by Capitalisation of Reserves.) (Rights issue of 1300 equity shares of Rs. 10/- each kept in abeyance on account of Court order due to loss of share certificates)		



**VEENA TEXTILES LIMITED**  
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**NOTES ON ACCOUNTS (Contd.)**

Share holding of share holders holding more than 5% of shares	AS AT 31-03-2015		AS AT 31-03-2014	
SHARE HOLDING OF SHARE HOLDERS HOLDING MORE THAN 5% OF SHARES	No. of Shares	% of Holding	No. of Shares	% of Holding
Unit Trust of India ( A/c Vecaus-II )	5,00,000	6.22	5,00,000	6.22

	AS AT 31-03-2015 RS. ('000)		AS AT 31-03-2014 RS. ('000)	
<b>NOTE : 2</b>				
<b>RESERVES &amp; SURPLUS</b>				
1. Share Premium Account		39636.00		39636.00
2. General Reserve		48802.52		48802.52
3. Profit and Loss Account				
Opening Balance		-100157.00		-98733.71
Less : Loss during the year		-2149.79		-1423.29
Closing Balance		-102306.79		-100157.00
Total		<b>-13868.27</b>		<b>-11718.48</b>

**NOTE : 3**

**SECURED LOANS**

**Term Loan from IIBI**

Secured by paripassu charge along with ICICI against whole of the immovable properties of the Company including movable plant & machinery of the Company, and second charge on the inventories & Book debts of the company and also personally guaranteed by the Managing Director	15777.62	15777.62
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IIBI has filed an application before the Debt recovery Tribunal Chennai. IIBI in their petition on 28th Sept.1999 has claimed an amount of Rs.19977619 as due on the date of petition. No provision for interest has been made for the period after 28th Sept.1999. An amount of Rs.41.02 lacs has been deposited in court towards settlement as per Mumbai Debt Recovery Tribunal order dt.9.11.2004. The same is classified under Loans and Advances.

15777.62	15777.62
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**VEENA TEXTILES LIMITED**  
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**NOTES ON ACCOUNTS (Contd.)**

	AS AT 31-03-2015 RS. ('000)	AS AT 31-03-2014 RS. ('000)
<p>As per Form 8 filed with ROC dated 09.02.2011 All the Charges regarding the Company have been assigned by Industrial Investment Bank of India Ltd (IIB) in favour of M/s. IFCI Ltd on execution of deed of assignment dated 25th May 2011, the charge is modified in favour of IFCI Ltd., IFCI tower, 61, Nehru Palace, New Delhi - 110019 from M/s. Industrial Investment Bank of India Ltd. The above changes have been made without intimation to the company.</p> <p>As per Court Direction Rs.45 Lakhs has been paid to IFCI. (Rs.25 Lakhs paid by the Company and Rs.20 Lakhs paid by the Managing Director.)</p>		
<b>NOTE : 4</b>		
<b>TRADE PAYABLES :</b>		
Trade Micro, Small, Medium Enterprises*	—	—
Trade Others	2301.50	1591.02
	<u>2301.50</u>	<u>1591.02</u>
<p>* under the Micro, Small and Medium Enterprises Development Act, 2006 read with Notification No. 8/7/2006 - CDN dt. 17.05.2007 certain disclosures are required relating to Micro, Small, Medium Enterprises, Since the relevant information as called for has not been received, no disclosures have been made in the accounts.</p>		
	AS AT 31-03-2015 RS. ('000)	AS AT 31-03-2014 RS. ('000)
<b>NOTE : 5</b>		
<b>OTHER CURRENT LIABILITIES :</b>		
Expenses	7889.99	4629.29
Other Liabilities	1037.56	1310.18
Customers' Credit Balances	990.32	990.32
	<u>9917.87</u>	<u>6929.79</u>
<b>NOTE : 6</b>		
<b>B) SHORT TERM PROVISIONS</b>		
Provision for Taxation	544.75	544.75
Provision for Gratuity	56.22	56.22
	<u>600.97</u>	<u>600.97</u>



**VEENA TEXTILES LIMITED**  
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**NOTE FORMING PART OF BALANCE SHEET**

**NOTE : 7  
FIXED ASSETS**

Sl. No.	PARTICULARS	COST				DEPRECIATION			NET BLOCK		
		Cost As on 01.04.2014	Additions during the year	Sales / adj during the year	Cost As on 31.03.2015	Provision up to 31.03.2014	Provision during the year	Adjustment during the year	Total upto 31.03.2015	W.D.V. as at 31.03.2015	W.D.V. as at 31.03.2014
A.	LAND	697.94	0.00	0.00	697.94	0.00	0.00	0.00	0.00	697.94	697.94
B.	BUILDING	10,472.06	0.00	0.00	10,472.06	7,066.20	302.28	0.00	7,368.48	3,103.58	3,405.86
C.	MACHINERIES	7,359.55	0.00	0.00	7,359.55	7,091.11	158.06	0.00	7,249.17	110.38	268.44
D.	FACTORY EQUIPMENTS	187.80	0.00	0.00	187.80	178.41	6.19	0.00	184.60	3.20	9.39
E.	ELECTRICAL MACHINERIES	10,078.23	0.00	0.00	10,078.23	9,142.50	144.79	0.00	9287.29	790.94	935.73
F.	FURNITURE AND FITTINGS	363.10	0.00	0.00	363.10	360.64	0.70	0.00	361.34	1.76	2.46
G.	OFFICE EQUIPMENTS	2,471.09	0.00	0.00	2,471.09	2,446.27	8.30	0.00	2,454.57	16.52	24.82
H.	VEHICLES	1,432.77	0.00	0.00	1,432.77	1,432.70	0.00	0.00	1,432.70	0.07	0.07
I.	LIVE STOCK	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL	33,062.54	0.00	0.00	33,062.54	27,717.83	620.32	0.00	28,338.15	4,724.39	5,344.71

NOTE : Machinerites, Electrical Machinerites, Office Equipments and Vehicles include those acquired under Hire Purchase Scheme.





**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**NOTES ON ACCOUNTS (Contd.)**

	AS AT 31-03-2015 RS. ('000)	AS AT 31-03-2014 RS. ('000)
<b>NOTE : 8</b>		
<b>INVESTMENTS (AT COST)</b>		
<b>TRADE</b>		
13820 Equity Shares of Rs. 10/- each in Tan India Limited, Komarapalayam fully paid-up (quoted) (Market Value : Not traded)	139.80	139.80
	<u>139.80</u>	<u>139.80</u>
<b>NOTE : 9</b>		
<b>INVENTORIES</b> (Valued as certified by the Management)		
i) Work-in-progress - at cost and at average cost	2264.56	2264.57
ii) Finished Goods (at cost and at average cost)	13325.50	13489.62
	<u>15590.06</u>	<u>15754.19</u>
<b>NOTE : 10</b>		
<b>TRADE RECEIVABLES :</b>		
<b>Sundry Debtors (Unsecured) - considered good</b>		
i) Debts outstanding for a period exceeding six months (The above includes debts due by concerns in which directors are interested Rs. 25151122.78 (Previous Year : Rs. 25151122.78))	31823.04	31823.04
ii) Other Debts	25.77	8.97
	<u>31848.81</u>	<u>31832.01</u>
<b>NOTE : 11</b>		
<b>CASH AND BANK EQUIVALENTS</b>		
i) Cash on hand	69.88	44.55
ii) Balance with scheduled Banks		
a) In current account	67.80	67.21
	<u>137.68</u>	<u>111.76</u>



**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**NOTES ON ACCOUNTS (Contd.)**

	AS AT 31-03-2015 RS. ('000)	AS AT 31-03-2014 RS. ('000)
<b>NOTE : 12</b>		
<b>LOANS AND ADVANCES</b>		
Advances Recoverable in Cash or in kind for which value to be received :		
Advances for Purchase of Goods	3795.94	3795.94
Staff Advances	0.00	0.00
Leaserent and Rental	2073.00	2073.00
Prepaid Expenses	0.17	0.17
Receivables	29357.31	29237.53
Inter Corporate Deposit	0.00	0.00
Others etc.	7416.53	5244.81
-Unsecured Considered good (Include amount due by concerns in which Directors are Interested Rs. 4757198.62 (Previous Year : 4757198.62))	<u>42642.95</u>	<u>40351.45</u>
<b>NOTE : 13</b>		
<b>SALES OF PRODUCTS AND SERVICES</b>		
Embroidered Cloth	6.68	15.63
Plain Cloth	1347.60	1235.01
Dhothies & Others	75.33	79.40
	<u>1429.60</u>	<u>1330.05</u>
<b>NOTE : 14</b>		
<b>OTHER INCOME</b>		
Agricultural Income	15.00	20.00
Miscellaneous and other Receipts	90.00	8.07
	<u>105.00</u>	<u>28.07</u>
<b>NOTE : 15</b>		
<b>COST OF PURCHASE OF GOODS</b>		
<b>PURCHASES</b>		
Cotton Yarn	1196.98	979.82
Plain Fabrics	4.65	11.42
Embroidered Fabrics	51.25	52.15
	<u>1252.88</u>	<u>1043.39</u>



**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**NOTES ON ACCOUNTS (Contd.)**

	YEAR ENDED 31-03-2015 RS. ('000)	YEAR ENDED 31-03-2014 RS. ('000)
<b>NOTE : 16</b>		
<b>INCREASE IN STOCK</b>		
Stock at Commencement		
Finished Goods	13489.62	13545.77
Work-in-progress	2264.56	2264.56
	<u>15754.18</u>	<u>15810.33</u>
Stock At Close		
Finished Goods	13325.50	13489.62
Work-in-progress	2264.56	2264.56
	<u>15590.06</u>	<u>15754.18</u>
Increase in Stock	<u>164.12</u>	<u>56.15</u>
<b>NOTE : 17</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Wages and Bonus	172.50	154.03
	<u>172.50</u>	<u>154.03</u>
<b>NOTE : 18</b>		
<b>OTHER EXPENSES</b>		
Rent for Building	39.60	36.00
Printing & Stationery	362.40	96.08
Lighting Expenses	3.45	3.66
Packing Materials etc.	8.69	9.15
Travelling Expenses	173.46	52.20
Rent Rates and Taxes	39.67	39.17
Postage, Telegram & Telephone	77.96	74.94
Sitting Fees	6.00	5.00
Auditors Remuneration		
Audit fees (Includes service tax)	28.09	25.00
Taxation	0.00	0.00
Legal Fees and Expenses	140.75	0.54
Consulting and Other fees	104.65	85.00
Advertisement	96.72	33.46
General Charges	392.05	242.55
	<u>1473.48</u>	<u>702.74</u>



**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**NOTES ON ACCOUNTS (Contd.)**

	YEAR ENDED 31-03-2015 RS. ('000)	YEAR ENDED 31-03-2014 RS. ('000)
<b>NOTE : 19</b>		
<b>FINANCE CHARGES</b>		
Interest on Secured Loan	0.00	0.00
Interest on Unsecured Loan	0.00	0.00
Interest on Others	0.00	0.00
Bank Charges	1.09	0.36
	<u>1.09</u>	<u>0.36</u>
<b>NOTE : 20</b>		
<b>Value of stores and spares consumed :</b>		
1. Imported - value (Percentage)	—	—
2. Indigenous - Value (Percentage)	—	—
<b>NOTE : 21</b>		
<b>Expenditure in Foreign Currency</b>	—	—
<b>NOTE : 22</b>		
<b>Earnings in Foreign Currency</b>	—	—
<b>NOTE : 23</b>		
<b>Managerial Remuneration</b>	—	—
( Managing Director's Remuneration has not been paid during the year )		
<b>NOTE : 24</b>		
Estimated amount of contract remaining to be executed on capital account and not provided for	NIL	NIL



**NOTES ON ACCOUNTS (Contd.)**

**NOTE : 25**

1. Disclosure of related party transactions.

**Names of related parties and description of relationship**

1. Subsidiaries : none

2. Associates : none

3. Key management personnel (KMP)

Shri K.S. Elavarashen, Chairman cum Managing

Director

4. Enterprises with common key management personnel

K.S. Elavarashen (Ind)

K.S. Elavarashen (Huf)

5. Enterprises in which key management Personnel and their relatives have Significant influence

E. Pushpa (Ind)

KPE Ravindran (Ind)

Superfine Bleaching Company Ltd

6. Relatives of key management personnel.

E. Pushpa, Wife of K.S. Elavarashen

K.P.E. Ravindran Son of K.S. Elavarashen

Sl No.	Particulars	KMP	Rs. (000's)
			Relative KMP
Transactions for the year ended 31.03.2015			
1.	Purchases	—	—
2.	Sales	—	—
3.	Rent paid	—	—
4.	Services Received	—	—
7.	Services Rendered	—	—
8.	Remuneration paid	—	—
9.	Rent Received	—	—
Outstanding as on 31.03.2015			
1.	Advances	4757.20	4757.20
2.	Creditors	—	—



**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**NOTES ON ACCOUNTS (Contd.)**

**NOTE : 26**

Confirmation of balances in respect of some of the Sundry Debtors, stock with outsiders, Loans and Advances and Sundry creditors are not available.

**NOTE : 27**

Since the Company operates in a single segment i.e. Textile Fabrics, Accounting Standard (As)17- "Segment Reporting" issued by The Institute of Chartered Accountants of India is not applicable.

**NOTE : 28**

The Company has unabsorbed and carried forward losses under Tax laws. In absence of virtual certainty of sufficient future taxable income, net deferred assets has not been recognised by way of prudence in accordance with Accounting Standard. (AS)22 - "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India.

On Behalf of the Board

**K.S. Elavarashen**

Chairman cum Managing Director  
Komarapalayam  
27th June, 2015

**R. Velmurugan**

Director

**NOTE : 29**

The Company is a potentially sick industrial company within the meaning of Section 23(1) of Sick Industrial Companies (Special Provisions) Act 1985 and it has been informed to BIFR vide letter dt. 3.11.2003.

**NOTE : 30**

Previous year's figures have been regrouped and rearranged wherever necessary.

To be read with our report of even date

**FOR V.N.G. NATH ASSOCIATES**  
Chartered Accountants

**Gopinath M.S.**

Partner  
Membership No. 200608  
Firm Regn. No. 7159 S



## VEENA TEXTILES LIMITED

KOMARAPALAYAM - 638 183



### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2015

**G.Soundararaj, M.Com., ACS**  
**Practicing Company Secretary**

**232, RMS Colony,**  
**Theethipalayam, Coimbatore 641 010.**  
Mobile :9443898005 Email:soundar05@rediffmail.com

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2015

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
M/s Veena Textiles Limited  
309, Salem Main Road, Komarapalayam – 638 183.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Veena Textiles Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company 's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act 1956(to the extent applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – Not Applicable
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2015**

As per the information and explanation provided by the management and officers of the Company the Company has not carried any substantial transactions in the except trading business during the year under review and the laws applicable to the Company could not be verified.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE and The Stock Exchange of Ahmedabad.

Secretarial Standards issued by The Institute of Company Secretaries of India are applicable only with effect from 01.07.2015

During the period under review the Company has complied the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above except to the extent as mentioned below:

1. The Company has not paid the listing fees to BSE and The Stock Exchange of Ahmedabad and the trading of the scrips were suspended.
2. The website of the Company is under construction during the time of audit and could not verify the posting of the Annual Report, Financial results, Policies, Code, Shareholding Pattern, Corporate Governance Report etc., on its website.
3. The Company has not provided e-voting facilities to the members to cast their votes however it has provided facility of voting through Postal Ballot Form to the members to cast their vote and the Notice for the 47<sup>th</sup> Annual General Meeting was despatched through Ordinary Post.
4. IFCI Limited has filed a case against the Company for the recovery of the due which was assigned by IIBI Limited and the case is pending before the Hon'ble DRT-II , Chennai.
5. The Company has filed a case against IFCI limited in Hon'ble Madras High Court, Madurai Bench disputing IFCI's claim against the Company.
6. Sri.K.S.Elavarashen, Managing Director and four other shareholders have filed a case against the Company and M/s SKDC Consultants Limited against effecting transfer of the shares of the Company held by ICICI Venture Fund Limited and ICICI Trusteeship Services Limited to Amrex Marketing Private Limited and the case is pending.
7. The Company and its two Directors are under defaulters list of Reserve Bank of India as guarantor to the Company for the credit limit availed by the Company from IIBI Limited, ICICI Bank Limited and State Bank of India. The Company stated that it has closed the loans of ICICI Bank Limited and State Bank of India and Loan availed from IIBI Limited has been assigned by IIBI Limited to IFCI Limited and the case is pending before the DRT-II, Chennai and Hon'ble Madras High Court, Madurai Bench, Madurai.
8. The Company has not complied the provisions of Section 138 of the Companies Act 2013 with respect to appointment of Internal Auditor and Section 203 of the Companies Act 2013 with respect to appointment of Company Secretary and Chief Financial Officer
9. The Company stated to have complied with all other applicable Acts, Rules, Regulations, Guidelines, Standards, etc. including the laws mentioned above. I have test checked the compliance and have not found any non compliance.





**VEENA TEXTILES LIMITED**  
KOMARAPALAYAM - 638 183



**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2015**

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

*Place: Komarapalayam*

*Date : 27.06.2015*

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**'Annexure A'**

To,  
The Members,  
M/s Veena Textiles Limited  
309, Salem Main Road, Komarapalayam – 638 183.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. I have obtained the Management representation about the Compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

*Place: Komarapalayam*

*Date : 27.06.2015*

# VEENA TEXTILES LIMITED

Regd Office : 309, Salem Main Road, Komarapalayam - 638 183.

CIN : L17111TZ1968PLC000584

Phone : 04288-260815

E-mail : veena\_vtl@yahoo.in

Web : www.veenatextiles.com

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

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I certify that I am a Registered Shareholder / proxy for the Registered Shareholder of the Company. I hereby record my presence at the 48th Annual General Meeting of the Company held on Wednesday, September 30, 2015 at 10.00 A.M. at 11-F, Gandhipuram, Komarapalayam - 638183.

\_\_\_\_\_  
Signature of the Shareholder / proxy

\* Applicable for Investors holding shares in electronic form.

# VEENA TEXTILES LIMITED

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## PROXY FORM

(Form MGT 11)

(Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

1.	Name of the Member(s)	
2.	Registered Address	
3.	E-mail ID	
4.	Folio/DP ID - Client ID No. :	

I/We being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him

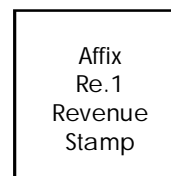
As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 48th Annual General meeting of the company, to be held on the Wednesday, 30th day of September 2015 at 10.00 A.M. at 11-F, Gandhipuram, Komarpalayam-638 183 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote Optional*	
		For	Against
<b>Ordinary Business:</b>			
1.	Adoption of the audited financial Statements along with reports of the Board of Directors and Auditors for the year ended 31st March 2015		
2.	Appointment of Statutory Auditors and fixing their remuneration		
<b>Special Business:</b>			
1.	Appointment of Smt Pazhanisamy Selvamani as Independent Women Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxy holder \_\_\_\_\_



**NOTES:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 47th Annual General Meeting.
5. \*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.

# VEENA TEXTILES LIMITED

Regd Office : 309, Salem Main Road, Komarapalayam - 638 183.

CIN : L17111TZ1968PLC000584

Phone : 04288-260815 E-mail : veena\_vtl@yahoo.in Web : www.veenatextiles.com

## **BALLOT FORM**

(in lieu of E-voting)

(Please read the instruction printed overleaf carefully before filing this form. Last date for receipt of completed postal ballot forms by Scrutinisers is 29th September 2015)

Sr No. \_\_\_\_\_

1.	Name of the Sole / First Member	
2.	Name(s) of Joint Member(s), if any	
3.	Registered Folio No. / DP ID No. / Client ID No.	
4.	Number of shares held	

I/We hereby exercise my/our vote(s) in respect of the following Resolutions to be passed through e-voting/ Ballot for the business stated in the Notice of 48th Annual General Meeting to be held on 30th September 2015 by conveying sending my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark (a) at the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	I/We dissent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Business Adoption of the audited financial Statements along with reports of the Board of Directors and Auditors for the year ended 31st March 2015	Ordinary			
2.	Appointment of Statutory Auditors and fixing their remuneration	Ordinary			
1.	Special Business Appointment of Smt Pazhanisamy Selvamani as Independent Women Director.	Ordinary			

Place :

Date :

Signature of the Member

- Notes :
- I. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
  - II. Last date for receipt of Postal Ballot Form: 29.09.2015
  - III. Please read the instructions printed overleaf carefully before exercising your vote.

## **INSTRUCTIONS**

### **General Instructions:**

- a. There will be one Ballot Form/e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d. Any query in relation to the Resolutions proposed to be passed by Ballot may be addressed to Sri.K.S.Elavarashen, Managing Director, at the Registered Office of the Company.
- e. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

### **2. Instructions for voting physically by Postal Ballot Form :**

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, M/s C.Thirumurthy and Associates, Company Secretaries, 309, Salem Main Road, Komarapalayam - 638 183.
- b. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- c. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- d. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 24th September, 2015.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (a) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (17:00 hrs.) on 29th September, 2015. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request the Company for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 2(g) above.
- i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- k. The results would be displayed on the Company's website [www.veenatextiles.com](http://www.veenatextiles.com), besides communicating to the Stock Exchanges where the Company's shares are listed.