

VEENA TEXTILES LIMITED

Regd Office: 309, Salem Main Road, Komarapalayam -638183

CIN: L17111TZ1968PLC000584

Phone:- 04288-260815

E-Mail: veena_vtl@yahoo.in

Web: www.veenatextiles.com

01.10.2015

To

BY FAX/E-MAIL/RPAD

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ahmedabad Stock Exchange
A-2, Kamdhenu Complex,
Opposite Sahajanand College,
120 Feet Ring Rd,
Panjara Pol
Ambawadi,
Ahmedabad -380015

Dear Sir

Sub: Compliance of Clause 35A of the Listing Agreement

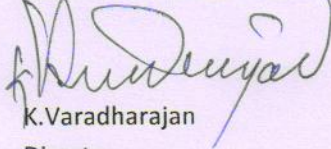
Pursuant to Clause 35A of the Listing Agreement we are forwarding the voting results of 48th Annual General Meeting of the Company.

Agenda-wise details of voting results and scrutinizer's Report thereon are attached herewith

Thanking You

Yours faithfully

For Veena Textiles Limited



K. Varadharajan

Director

DIN: 01243621



Encl

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48th ANNUAL GENERAL MEETING HELD ON 30.09.2015

Declaration of Result of Remote E-voting, Ballot & Poll at AGM

Pursuant to Section 108 of the Companies Act, 2013 read with 20 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has provided Remote E-voting and Ballot facility to the members/beneficial owners whose name appeared in the Register of Members on 24th September 2015 (cut-off date for voting) for passing of Resolutions as set-out in the notice of 48th Annual General Meeting. Remote E-voting was open for three days from 27.9.2015 (9.00 A.M) to 29.9.2015 (5.00 P.M) and Ballots forms were received till 29th September, 2015 (5.00 P.M). In addition to the above poll was conducted at the Annual General Meeting and ballot papers were distributed to those members present at the AGM who have not exercised their votes through Remote e-voting/ Ballot. Mr.C.Thirumurthy of C.Thirumurthy and Associates have been appointed as Scrutinizers of voting. Mr.C.Thirumurthy have submitted the final consolidated report for Remote E-voting, Ballot & Poll voting on 01.10.2015.

Based on the Scrutinizer's Final Consolidated Report dated October, 1 2015, I hereby declare that all the 3 (Three) resolutions contained in the Company's 48th Annual General Meeting Notice dated June 27th, 2015 have been duly passed in the date of the 48th Annual General Meeting, i.e. September 30, 2015 as per the details given below:

Item No.	Brief description of the Resolutions	Votes in favour (Assent)	Votes against (Dissent)	Passed as
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2015 the reports of the Board of Directors and Auditors thereon.	2097980	-	Ordinary Resolution
2.	Appointment of Auditors	2097980	-	Ordinary Resolution
3.	Appointment of Smt.Pazhanisamy Selvamani (DIN: 07220990) as an Independent Director of the Company	2097980	-	Ordinary Resolution

For VEENA TEXTILES LIMITED

Sd/-

(K.S.ELAVARASHEN)

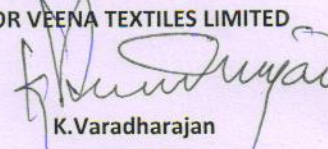
Chairman cum Managing Director

DIN: 00007893

Place : Komarapalayam

Date : 01.10.2015

// CERTIFIED TRUE COPY//
FOR VEENA TEXTILES LIMITED



K.Varadharajan

DIRECTOR

DIN: 01243621



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Details of Voting Results

Date of AGM	30 th September 2015
Total No. of Shareholders on record date (23 rd September 2015- Cut-off date for remote e-voting purpose)	14711
No of shareholders present in the meeting either in person or through proxy	45
Promoter and Promoter Group:	3
Public:	42
Total:	45
No of shareholders attended the meeting through video conferencing	Not arranged
No of Shareholders voted through e-voting	17
Mode of Voting	Remote e-voting, Ballot and Poll at the Annual General Meeting

Resolution 1: Adoption of Financial Statements (Ordinary Resolution)

Promoter/Public	No of Shares Held	No of Votes polled	% of votes polled on outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] x100	(4)	(5)	(6)=[(4)/(2)] x100	(7)=[(5)/(2)] x100
Promoter and Promoter Group	2701720	1686100	62.41	1686100	0	100.00	0
Public –Institutional Holders	1117500	0	0	0	0	0	0
Public –Others	4216080	411880	9.77	411880	0	100.00	0
Total	8035300	2097980	26.11	2097980	0	100.00	0

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Resolution 2:Appointment of Auditors (Ordinary Resolution)

Promoter/Public	No of Shares Held	No of Votes polled	% of votes polled on outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] x100	(4)	(5)	(6)=[(4)/(2)] x100	(7)=[(5)/(2)] x100
Promoter and Promoter Group	2701720	1686100	62.41	1686100	0	100.00	0
Public –Institutional Holders	1117500	0	0	0	0	0	0
Public –Others	4216080	411880	9.77	411880	0	100.00	0
Total	8035300	2097980	26.11	2097980	0	100.00	0

Resolution 3:Appointment of Smt.PazhanisamySelvamani (DIN: 07220990) as an IndependentDirector of the Company(Ordinary Resolution)

Promoter/Public	No of Shares Held	No of Votes polled	% of votes polled on outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] x100	(4)	(5)	(6)=[(4)/(2)] x100	(7)=[(5)/(2)] x100
Promoter and Promoter Group	2701720	1686100	62.41	1686100	0	100.00	0
Public –Institutional Holders	1117500	0	0	0	0	0	0
Public –Others	4216080	411880	9.77	411880	0	100.00	0
Total	8035300	2097980	26.11	2097980	0	100.00	0

C THIRUMURTHY AND ASSOCIATES

Company Secretaries *

C Thirumurrthy B Com BL FCS

69-1 LML Colony Ammankulam Road Pappanaickenpalayam Coimbatore - 641037

Phone : 0422-4214979 Mobile : 90477 82200 E-mail : mycsoffice@gmail.com

SCRUTINIZER'S REPORT

Report to the Chairman of Veena Textiles Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 309, Salem Main Road, Komarapalayam - 638183 (hereinafter referred to as the "Company") on the e-voting and Ballot conducted by the Company to pass resolutions as set out in the Notice dated **27.06.2015** for convening the 48th Annual General Meeting to be held on **30.09.2015**.

1. In terms of Clause 35B of the Listing Agreement and provisions of Sections 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management and Administration) Rules, 2014 (the rules), I was appointed as Scrutinizer by the Company on 27.06.2015 to conduct the e-voting process for passing the resolutions as set out in the Notice convening 48th Annual General Meeting to be held on 30.09.2015.
2. The members of the Company as on the "Cut-off" date i.e 24.09.2015 were entitled to vote on the resolutions (Items No. 1 to 3 as set out in the notice of the Annual General Meeting to held on 30.09.2015). Notice has been electronically sent to the members whose E-mail ID are registered with the Company/ Depository Participants and physical copy has been sent to other members on 3rd September 2015 **through ordinary Post**.
3. In terms of the aforesaid Notice, e-voting was open for three days from Sunday 27th September 2015 (9.00 A.M.) to Tuesday 29th September 2015 (5.00 P.M.) and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Resolutions, on remote e-voting platform provided by Central Depository Services (India) Limited (CDSL). Additionally, the members were also provided with the facility of Ballot for casting their votes on the agenda items and the same was to be received at or before 5.00 P.M. on 29th September 2015.
4. As required in the Rules, I,C.Thirumurthy of M/s C Thirumurthy & Associates, Company Secretaries unlocked the e-voting on the platform provided by CDSL after the completion of the Annual General Meeting at 11.55 A.M. on Wednesday, 30th September 2015 in the presence of Mr.S.Chockalingam and Mr.K.N.Meganathan of Komarapalayam.

C Thirumurthy
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COMPANY SECRETARIES(★)



5. Based on the results made available to me, **17 (Seventeen)** members cast their votes through remote e-voting platform and **11 (Eleven)** Members have cast their votes through Ballot forms. We have annexed with this Report, Scrutinizer's Report on Remote e-voting and Ballot paper for each of the three agenda items contained in the said Notice.

For C.Thirumurthy and Associates
Company Secretaries

C. Thirumurthy

C.Thirumurthy

Membership No. FCS 3454

Certificate of Practice: CP5179

Date: 01.10.2015

Place: Coimbatore

C THIRUMURTHY AND ASSOCIATES
COMPANY SECRETARIES(★)



Scrutiniser's Report on Remote e-voting and Ballot Paper

Agenda No.	1.
Subject	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March 2015 the reports of the Board of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of Shareholders who cast their votes through Remote e-vote	Number of e-votes	Number of Shareholders who cast their votes through Ballot Forms	Number of votes contained in Ballot	Total Number of shareholders voted	Total Votes	Percentage
Received	17	1881480	11	180100	28	2061580	100
Assent	17	1881480	11	180100	28	2061580	100
Dissent	0	0	0	0	0	0	0
Total	17	1881480	11	180100	28	2061580	100

Agenda No.	2.
Subject	Appointment of Auditors
Type of Resolution	Ordinary

Particulars	Number of Shareholders who cast their votes through Remote e-vote	Number of e-votes	Number of Shareholders who cast their votes through Ballot Forms	Number of votes contained in Ballot	Total Number of shareholders voted	Total Votes	Percentage
Received	17	1881480	11	180100	28	2061580	100
Assent	17	1881480	11	180100	28	2061580	100
Dissent	0	0	0	0	0	0	0
Total	17	1881480	11	180100	28	2061580	100

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C THIRUMURTHY AND ASSOCIATES
 COMPANY SECRETARIES(★)



Agenda No.	3.
Subject	Appointment of Smt.Pazhanisamy Selvamani (DIN: 07220990) as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of Shareholders who cast their votes through Remote e-vote	Number of e-votes	Number of Shareholders who cast their votes through Ballot Forms	Number of votes contained in Ballot	Total Number of shareholders voted	Total Votes	Percentage
Received	17	1881480	11	180100	28	2061580	100
Assent	17	1881480	11	180100	28	2061580	100
Dissent	0	0	0	0	0	0	0
Total	17	1881480	11	180100	28	2061580	100

C Thirumurthy
C THIRUMURTHY AND ASSOCIATES
 COMPANY SECRETARIES(★)



SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To

The Chairman

Veena Textiles Limited

Regd.Office: 309, Salem Main Road,

Komarapalayam – 638 183

Meeting : 48th Annual General Meeting of the members
Date and Time : Wednesday, 30th September 2015 at 10.00 A.M.
Venue : 11-F, Gandhipuram, Komarapalayam – 638 183.

Dear Sir,

I, C.Thirumurthy, Practising Company Secretary appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Members of M/s Veena Textiles Limited, held on Wednesday, 30th September 2015 at 10.00 A.M. at 11-F, Gandhipuram, Komarapalayam – 638 183 submit our report as under.

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately or We did not find any poll papers invalid.
4. The result of the Poll is resolution wise annexed.

C Thirumurthy
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COMPANY SECRETARIES(★)



SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

5. A Compact Disk (CD) containing the soft copy of the list of equity shareholders who voted "FOR". "AGAINST" and those votes were declared invalid for each resolution has been handed over to the Managing Director.

6. The Poll Papers and all other relevant records were duly sealed and handed over to the Managing Director for safe keeping.

Thanking You

For C.Thirumurthy and Associates

Company Secretaries

C. Thirumurthy

C.Thirumurthy

Membership No. FCS3454

Certificate of Practice: CP5179

Date: 01.10.2015

Place: Komarapalayam

C. Thirumurthy

C THIRUMURTHY AND ASSOCIATES
COMPANY SECRETARIES(★)



SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

Resolution :

1. Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2015 the reports of the Board of Directors and Auditors thereon.- Ordinary Resolution

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	36400	100

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

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C THIRUMURTHY AND ASSOCIATES
COMPANY SECRETARIES(★)



SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

Resolution :

2. Appointment of Auditor - Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	36400	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

C Thirumurthy
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COMPANY SECRETARIES (★)



SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

Resolution:

3. Appointment of Smt.Pazhanisamy Selvamani (DIN: 07220990) as an Independent Director of the Company – Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	36400	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

G. Thirumurthy
C THIRUMURTHY AND ASSOCIATES
COMPANY SECRETARIES(★)



VEENA TEXTILES LIMITED

CONSOLIDATED RESULTS OF REMOTE E-VOTING, BALLOT & POLL AT THE AGM

Agenda No.	1.
Subject	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2015 the reports of the Board of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of Votes contained in				Percentage
	Polling Papers	E-Votes	Ballot Votes	Total	
Received	36400	1881480	180100	2097980	100
Assent	36400	1881480	180100	2097980	100
Dissent	0	0	0	0	0
Total	36400	1881480	180100	2097980	100

Accordingly out of the 2097980 E-Votes, Ballot votes and Polling votes Polled; 2097980 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; Nil votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.1 is passed with Requisite majority

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C THIRUMURTHY AND ASSOCIATES
COMPANY SECRETARIES(★)



VEENA TEXTILES LIMITED

CONSOLIDATED RESULTS OF REMOTE E-VOTING, BALLOT & POLL AT THE AGM

Agenda No.	2.
Subject	Appointment of Auditors
Type of Resolution	Ordinary

Particulars	Number of Votes contained in				Percentage
	Polling Papers	E-Votes	Ballot Votes	Total	
Received	36400	1881480	180100	2097980	100
Assent	36400	1881480	180100	2097980	100
Dissent	0	0	0	0	0
Total	36400	1881480	180100	2097980	100

Accordingly out of the 2097980 E-Votes, Ballot votes and Polling votes Polled; 2097980 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; Nil votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.2 is passed with Requisite majority

C Thirumurthy
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COMPANY SECRETARIES(★)



VEENA TEXTILES LIMITED

CONSOLIDATED RESULTS OF REMOTE E-VOTING, BALLOT & POLL AT THE AGM

Agenda No.	3.
Subject	Appointment of Smt.Pazhanisamy Selvamani (DIN: 07220990) as an Independent Director of the Company
Type of Resolution	Ordinary

Particulars	Number of Votes contained in				Percentage
	Polling Papers	E-Votes	Ballot Votes	Total	
Received	36400	1881480	180100	2097980	100
Assent	36400	1881480	180100	2097980	100
Dissent	0	0	0	0	0
Total	36400	1881480	180100	2097980	100

Accordingly out of the 2097980 E-Votes, Ballot votes and Polling votes Polled; 2097980 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; Nil votes were cast DISSENTING to the Ordinary Resolution constituting 0% of the votes polled on the Ordinary Resolution.

Thus the Ordinary Resolution as contained in Item No.3 is passed with Requisite majority

C Thirumurthy

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