



VTX/SEC/BSE/JAN/2015

01st January 2015

**Department of Corporate Filing,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001**

Dear Sir,

Sub: Voting result under Clause 35A of the Listing Agreement

We wish to inform you that the 60th Annual General Meeting of the Company was held on 30th December 2014 at 4.00 P.M at the Registered Office, 2/185, Puliampatti (Via), Pollachi, Coimbatore District - 642 002.

Pursuant to Clause 35B of the listing agreement and as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting (e-voting) during the period commencing from 22nd December 2014, 10.00 A.M to 24th December 2014, 5.00 P.M. All the resolutions contained in the Notice of the above AGM were approved by requisite majority except Resolution no. 5

In accordance with Clause 35A of the listing agreement, we enclose the consolidated voting results in prescribed format along with the scrutinizer's report for e-voting and postal ballot form.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For VTX Industries Ltd.,

A handwritten signature in blue ink, appearing to read 'V.N.M.' followed by a flourish.

Nandhini.V
Associate
Secretarial Department



Voting Results pursuant to Clause 35A of the Listing Agreement

Annual General Meeting of VTX Industries Ltd held on 30th December 2014

1. Date of AGM: Tuesday, 30th December 2014
2. Total number of shareholders on record date

The Register of Members and Share Transfer Books of the Company were closed from 23rd December 2014 to 30th December 2014 (both days inclusive).

Total number of shareholders as on 28th November 2014(cutoff date taken for e voting) -4164

Total number of shareholders as on 30th December 2014- 4164

3. No. of shareholders present in the meeting either in person or through proxy

Promoter and promoter group: 2*

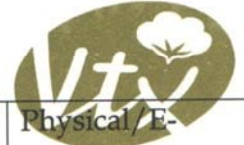
Public : 45

(Attended through authorized representative)

4. Particulars of Resolution passed:

Resolution no.	Details of Agenda	Resolutions required (Ordinary/Special)	Mode of voting
1	Adoption of the Audited statement of Profit and Loss for the year ended 31 st March 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	Physical/E-voting
2.	Reappointment of Sri. Shreenivasa Rao, Director of the company, who retired by rotation.	Ordinary	Physical/E - voting





3	Reappointment of Sri. Mohan Rao, Director of the company, who retired by rotation.	Ordinary	Physical/E-voting
4.	Reappointment of retiring Auditors M/s. Suri & Co., Chartered Accountants, as Auditors of the Company.	Ordinary	Physical/E-voting
5.	Reappointment of Smt. Jayanthi Ramachandra, as Managing Director of the company.	Special	Physical/E-voting
6	Appointment of Mr. J. Balamurugan as an Independent Director.	Ordinary	Physical/E-voting
7	Appointment of Mr. Pattabhi Ramarao as an Independent Director.	Ordinary	Physical/E-voting
8.	Approval of borrowing limits	Special	Physical/E-voting

All the resolutions were passed with requisite majority except Resolution no. 5
The result of the e-voting and Physical voting is enclosed
We request you to kindly take above on records.

Thanking you,
Yours faithfully,

Nandhini
Associate
Secretarial Department



Voting Results pursuant to Clause 35A of the Listing Agreement
Annual General Meeting to VTX Industries Limited held on 30th December 2014

Resolutio n no.	Resolution particulars	Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{(2)/(1)}{100} * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6) = \frac{(4)/(2)}{100} * 100$	% of Votes against on votes polled $(7) = \frac{(5)/(2)}{100} * 100$
1	Adoption of Financial Statements for the year ended March	Promoter and Promote Public – Institutional hc Public – Others Total	1 8667194 1474841 8027205 18169240	2 8667194 973691 1808579 11449464	100.00 66.02 22.53 63.02	4 8667194 1806629 11447514	5 0 1950 1950	100.00 100.00 99.89 99.98	0.00 0.00 0.11 0.02
2	Re appointment of Sri.S.Shreenivasa Rao who retires by rotation	Promoter and Promote Public – Institutional hc Public – Others Total	8667194 1474841 8027205 18169240	8667194 973691 1808579 11449464	100.00 66.02 22.53 63.02	8667194 973691 1805529 11446414	0 0 3050 3050	100.00 100.00 99.83 99.97	0.00 0.00 0.17 0.03
3	Re appointment of Sri.Mohan Rao who retires by rotation	Promoter and Promote Public – Institutional hc Public – Others Total	8667194 1474841 8027205 18169240	8667194 973691 1808579 11449464	100.00 66.02 22.53 63.02	8667194 973691 1805529 11446414	0 0 3050 3050	100.00 100.00 99.83 99.97	0.00 0.00 0.17 0.03
4	Re appointment of Suri & Co Chartered Accounts as Statutory Auditors	Promoter and Promote Public – Institutional hc Public – Others Total	8667194 1474841 8027205 18169240	8667194 973691 1808329 11449214	100.00 66.02 22.53 63.01	8667194 973691 1806579 11447464	0 0 1750 1750	100.00 100.00 99.90 99.98	0.00 0.00 0.10 0.02
5	Re appointment of Smt.Jayanthi Ramachandra as Managing Director	Promoter and Promote Public – Institutional hc Public – Others Total	8667194 1474841 8027205 18169240	8667194 1473641 4773109 14913944	100.00 99.92 59.46 82.08	8667194 0 1777809 10445003	0 1473641 2995300 4468941	100.00 0.00 37.25 70.04	0.00 100.00 62.75 29.96
6	Appointment of Sri.J.Balamurugan as an Independent Director	Promoter and Promote Public – Institutional hc Public – Others Total	8667194 1474841 8027205 18169240	8667194 973691 1808529 11449414	100.00 66.02 22.53 63.02	8667194 973691 1805079 11445964	0 0 3450 3450	100.00 100.00 99.81 99.97	0.00 0.00 0.19 0.03
7	Appointment of Sri.Pattabhi Ramarao as an Independent	Promoter and Promote Public – Institutional hc Public – Others Total	8667194 1474841 8027205 18169240	8667194 973691 1808329 11449214	100.00 66.02 22.53 63.01	8667194 973691 1805079 11445964	0 0 3250 3250	100.00 100.00 99.82 99.97	0.00 0.00 0.18 0.03
8	Approval of borrowing limits under section 180(1)(c)	Promoter and Promote Public – Institutional hc Public – Others Total	8667194 1474841 8027205 18169240	8667194 973691 1808529 11449414	100.00 66.02 22.53 63.02	8667194 973691 1806079 11446964	0 0 2450 2450	100.00 100.00 99.86 99.98	0.00 0.00 0.14 0.02



C Prakash
Practising Company Secretary,
1A, Post office Road, Krishnaswamy Nagar,
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Coimbatore - 641045,
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REPORT OF SCRUTINIZER

COMBINED REPORT FOR E – VOTING AND POSTAL BALLOT IN FORM NO. MGT 13

[Pursuant to section 108,109 of Companies Act, 2013 and rule 20 and rule 21(2) of the companies
(Management and Administration) Rules, 2014]

Date: 30/12/2014

To

The chairman
VTX INDUSTRIES LIMITED
2/185, PALLADAM ROAD,
PULIAMPATTI,
POLLACHI – 642002.

Subject: Ordinary Resolution(s) and special resolutions under different provisions of the Companies Act, 2013 read with rules made there under. Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with the companies (Management & Administration) Rules, 2014 framed there under & voting by postal ballot under section 110 of the Companies Act read with Rule 22 of the companies (Management & Administration) Rules, 2014 framed there under

Dear Sir

I, C.Prakash, Practicing Company Secretary, having my office at 1A, Post Office Road,1st Floor Krishnasamy Nagar,Ramanathapuram,Coimbatore-641045 appointed as Scrutinizer as per the letter dated 28/06/2014 for 60th Annual General Meeting of the Equity share holders of VTX INDUSTRIES LIMITED held on 30th December at 2/185, PALLADAM ROAD, PULIAMPATTI, POLLACHI – 642002 (**Actual venue mentioned in the Annual report was Velayudhasamy Kalyana Mandapam, 2/339, Palladam Road, Puliampatti (via), Pollachi, Coimbatore District – 642 002.**)at 4 P.M., for the purpose of scrutinizing e-voting and voting through postal ballot on the resolutions of the equity share holders referred to in this report :



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Ramanathapuram,
Coimbatore - 641045,
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I submit my report as under:

1. The E- Voting remained open from 10 A.M on 22.12.2014 to 5 P.M on 24.12.2014.
2. The Notice was sent to all the Members, whose name appeared in the Register of Members as on 10th December, 2014. (*Not within the cut-off date as per section 101(1)*). Who are entitled to vote on the proposed 8 resolutions as mentioned in the Notice of the Annual General Meeting of The Company.
3. The Votes cast through E-voting were unblocked on 26th December,2014 in the presence of two witnesses, who are not in employment of the Company.
4. Thereafter the details containing inter-alia, list of equity shareholders who voted "For" and "Against" were downloaded from the E- Voting website of Central Depository Services (India) Limited.
6. In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange and Madras Stock Exchange, the company has provided the shareholders, who don't have access to the E-Voting facility, an option to send their assent or dissent in writing on a postal ballot. The postal ballot forms were dispatched to the shareholders along with the Notice of 60th Annual General Meeting of the Company and a self addressed Business Reply Envelop. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e 10th December,2014(*Not within the cut-off date*). The last date of receipt of the physical ballot forms was on 26th September 2014. The physical ballot forms received upto the last date stated above were diligently Scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. Link Intime India Private Limited.



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7. I have collated the votes received through E-Voting and through Postal Ballot Process and the same have been furnished hereunder.

Particulars	Mode	For			Against		
		No Of Members	No of Votes	%	No of Members	No of Votes	%
1 Adoption of Balance Sheet, Statement of Profit and loss, Report of the Board of Directors and Auditors for the financial year ended March 31,2014(Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	52	10946764	99.98	7	1950	0.01
	Total	55	11447514	99.98	7	1950	0.01
2 Re-appointment of Sri. S. Shreenivasa Rao, , Director retiring by rotation, has offered himself for re-appointment (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	50	10945664	99.97	9	3050	0.02
	Total	53	11446414	99.97	9	3050	0.02
3 Re-appointment of Sri. Mohan Rao, , Director retiring by rotation has offered himself for re-appointment (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	50	10945664	99.97	9	3050	0.02
	Total	53	11446414	99.97	9	3050	0.02
4 Re-appointment of Auditors of the Company (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	52	10946714	99.98	7	1750	0.15
	Total	55	11447464	99.98	7	1750	0.01
Special Business							
5 Re-appointment of Smt. Jayanthi Ramachandra as Managing Director (Special Resolution)	E-Voting	2	750	0.018	3	3993550	99.98
	Postal Ballot	46	10444253	95.69	13	476141	4.55
	Total	48	10445003	70.03	16	4469691	29.97
6 Re-appointment of Smt. J. Balamurugan as an Independent Director (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	48	10945264	99.96	11	3450	0.03
	Total	51	11446014	99.96	11	3450	0.03
7 Re-appointment of Smt. J. Pattabhi Ramarao as an Independent Director (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	49	10945214	99.97	10	3250	0.02
	Total	52	11445964	99.97	10	3250	0.04
8 Approval of borrowing limits under section 180(1)(c) (Special Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	49	10946264	99.97	10	2450	0.02
	Total	52	11447014	99.97	10	2450	0.03

8. Resolution No.5 - Re-appointment of Smt.Jayanthi Ramachandra as Managing Director was required to be passed with 75% majority. The votes in favor was only 70.03% hence not passed

Thanking You
C Prakash
(SCRUTINIZER)



C. Prakash
C. PRAKASH,
Practising Company Secretary,
558-E, V.M. Complex, Erode Road,
Vellakovil, Tirupur - 638 111.