



# VISAKA INDUSTRIES LIMITED<sup>®</sup>

CIN: L52520TG1981PLC003072

**CORP OFF :** "VISAKA TOWER", 1-8-303/69/3, S.P. ROAD, SECUNDERABAD - 500 003.

TEL : +91-40-2781 3833, 2781 3835, FAX : +91-40-2781 3837, 2789 1833, www.visaka.co E-mail : vil@visaka.in

Ref: VIL/SEC/ST-EX/AGM-Proceeding/2019-20/19

Date:28.06.2019

To,

|  |   |
|--|---|
| <b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza,<br>Plot No.C/1, G Block, Bandra Kurla Complex,<br>Bandra, Mumbai – 400 051 | <b>BSE Limited.,</b><br>Phiroze Jeejabhoy Towers,<br>Dalal Street<br>Mumbai – 400 001 |
| <b>Scrip Code – VISAKAIND</b>  | <b>509055</b>   |

Dear Sir,

**Sub: Disclosure of events or information – 37<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 and 44 of SEBI (LODR) Regulations, 2015, enclosed herewith 37<sup>TH</sup> Annual General Meeting Proceedings and voting results along with the scrutinizer report thereof.

This is for your information and records please.

Thanking you,

Yours faithfully,

For Visaka Industries Limited,

**I.Srinivas**  
**Vice President (Corporate Affairs) &**  
**Company Secretary**



Encl. a/a

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|                                |   |
|--------------------------------|---|
| Regd. Office & Factory         | : A.C. Division I, Survey No. 315, Yelumala Village, R.C. Puram Mandal, Sanga Reddy District, T.S, Pin 502 300.               |
| Factory : A.C. Division II     | : Behind Super Gas, Manikantham Village, Paramathi-Velur Taluq, Namakkal District, Tamil Nadu, Pin 637 207.                   |
| Factory : A.C. Division III    | : 70/3A, 70/3, Sahajpur Industrial Area, Nandur Village, Daund Taluka, Pune District, Maharashtra, Pin 412 020.               |
| Factory : A.C. Division IV     | : Changsole Mouza, Bankibundh, G.P. No. 4, Saliboniblock, Midnapore West, W.B, Pin 721 147.                                   |
| Factory : A.C. Division V      | : No. 27/1, G. Nagenahalli Village, Kora Hobli, Tumkur, Karnataka, Pin 572 138.   |
| Factory : A.C. Division VI     | : Vill. Kannawan, PS Bachrawan, Tehsil Maharajgunj, Dist Raebareli, U.P, Pin 229 301.   |
| Factory : A.C. Division VII    | : Survey No. 385, 386, Jujjuru (V), Chennaropalem (P), Veerulapadu (M), Near Kanchika Cherla, Krishna Dist, A.P, Pin 521 181. |
| Factory : A.C. Division VIII   | : Plot No. 2006, 1994, Khata No. 450, At-Paramanapur Manejwan, Navamunda Village Sambalpur Dist, Odisha, Pin 768 200.         |
| Factory : Textile Division     | : Survey No. 179 & 180, Chiruva Village, Mouda Taluk, Nagpur District, Maharashtra, Pin 441 104.                              |
| Factory : V-Boards Division I  | : Gajalapuram Village, Peddavevalapally Post, Tripuramam Mandal, Near Miryalaguda. Nalgonda Dist, T.S, Pin 508 207.           |
| Factory : V-Boards Division II | : Gate No : 262 to 269, Delwadi Village, Daund Taluq, Pune Dist, Maharashtra, Pin 412 214.                                    |

**Proceeding of the 37<sup>th</sup> Annual General Meeting of  
Visaka Industries Limited held on June 27, 2019**

Proceedings of the meeting:

|   |                |
|---|----------------|
| Date of the AGM/EGM   | 27-06-2019     |
| Total number of shareholders on record date                                   | 23760          |
| No. of shareholders present in the meeting either in person or through proxy: |                |
| Promoters and Promoter Group:   | 4              |
| Public:   | 110            |
| No. of Shareholders attended the meeting through Video Conferencing           |                |
| Promoters and Promoter Group:   | Not Applicable |
| Public:   | Not Applicable |

Voting Results:

| SLNO              | ITEM  | TYPE OF RESOLUTION | MODE OF VOTING                               | REMARKS                        |
|-------------------|---|--------------------|--|--------------------------------|
| Ordinary Business |   |                    |  |                                |
| 1                 | Adoption of the financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board and Auditors' thereon.  | Ordinary           | Remote E-voting, Insta Poll and Ballot Paper | Passed with requisite majority |
| 2                 | Declaration of Dividend on equity shares of the company at the rate of Rs.7/- (Rupees Seven Only) per equity share of Rs.10/- fully paid, for the Financial Year ended March 31, 2019.      | Ordinary           | Remote E-voting, Insta Poll and Ballot Paper | Passed with requisite majority |
| 3                 | Appointment of Shri. G. Vamsi Krishna (DIN:03544943), who retires by rotation and being eligible, offers himself for reappointment at the 37th AGM as Director liable to retire by rotation | Ordinary           | Remote E-voting, Insta Poll and Ballot Paper | Passed with requisite majority |
| Special Business  |   |                    |  |                                |
| 4                 | Ratify the terms of payment of remuneration to Smt. G. Saroja Vivekanand, (DIN:00012994) Managing Director from 01.04.2019 to 23.10.2019  | Special            | Remote E-voting, Insta Poll and Ballot Paper | Passed with requisite majority |
| 5                 | Appointment of Smt. G. Saroja Vivekanand (DIN: 00012994) as the Managing Director of the Company for 5 years from 24.10.2019 i.e., from the expiry of her present term of office            | Special            | Remote E-voting, Insta Poll and Ballot Paper | Passed with requisite majority |
| 6                 | Ratify the remuneration payable to M/s Sagar & Associates, Cost Auditors, Hyderabad for the financial year ending March 31, 2020  | Ordinary           | Remote E-voting, Insta Poll and Ballot Paper | Passed with requisite majority |
| 7                 | Amendment to the object clause of the Memorandum of Association of the company  | Special            | Remote E-voting, Insta Poll and Ballot Paper | Passed with requisite majority |



| Resolution No.  | 1  |                        |                         |   |                              |                            |  |  |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required:<br>(Ordinary/ Special)                               | ORDINARY - To adopt audited Financial Statements for the financial year ended March 31, 2019 Reports of the Board of Directors and Auditors thereon. |                        |                         |   |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |  |                        |                         |   |                              |                            |  | No   |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting   | 66,22,373              | 66,21,873               | 99.9924   | 66,21,873                    | –                          | 100.0000   | –  |
|   | Poll   |                        | 0                       | 0.0000  | 0                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000  | 0                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>66,21,873</b>        | <b>99.9924</b>  | <b>66,21,873</b>             | <b>–</b>                   | <b>–</b>   | <b>–</b>   |
| Public- Institutions  | E-Voting   | 5,81,297               | 2,30,354                | 39.6276   | 2,30,354                     | –                          | 100.0000   | –  |
|   | Poll   |                        | 0                       | 0.0000  | 0                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000  | 0                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>2,30,354</b>         | <b>39.6276</b>  | <b>2,30,354</b>              | <b>–</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Non-Institutions  | E-Voting   | 86,77,282              | 15,62,014               | 18.0012   | 15,61,994                    | 20                         | 99.9987  | 0.0012   |
|   | Poll   |                        | 9,340                   | 0.1076  | 9,340                        | –                          | 100.0000   | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | 0                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>15,71,354</b>        | <b>18.1088</b>  | <b>15,71,334</b>             | <b>20</b>                  | <b>99.9987</b>   | <b>0.0013</b>  |
| <b>Total</b>  | <b>1,58,80,952</b>   | <b>84,23,581</b>       | <b>53.0420</b>          | <b>84,23,561</b>  | <b>20</b>                    | <b>99.9998</b>             | <b>0.0002</b>  |  |



| Resolution No.  | 2  |                        |                         |   |                              |                            |  |  |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required:<br>(Ordinary/ Special)                               | ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended March 31, 2019. |                        |                         |   |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |  |                        |                         |   |                              |                            |  | No   |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting   | 66,22,373              | 66,21,873               | 99.9924   | 66,21,873                    | –                          | 100.0000   | –  |
|   | Poll   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>66,21,873</b>        | <b>99.9924</b>  | <b>66,21,873</b>             | <b>–</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Institutions  | E-Voting   | 5,81,297               | 2,39,048                | 41.1232   | 2,39,048                     | –                          | 100.0000   | –  |
|   | Poll   |                        | –                       | 0.0000  | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | 0.0000  | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>2,39,048</b>         | <b>41.1232</b>  | <b>2,39,048</b>              | <b>–</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Non-Institutions  | E-Voting   | 86,77,282              | 15,62,014               | 18.0012   | 15,62,014                    | –                          | 100.0000   | –  |
|   | Poll   |                        | 9,340                   | 0.1076  | 9,340                        | –                          | 100.0000   | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>15,71,354</b>        | <b>18.1088</b>  | <b>15,71,354</b>             | <b>–</b>                   | <b>100.0000</b>  | <b>–</b>   |
|   | <b>Total</b>   | <b>1,58,80,952</b>     | <b>84,32,275</b>        | <b>53.0968</b>  | <b>84,32,275</b>             | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |



| Resolution No.  | 3   |                        |                         |   |                              |                            |  |  |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required:<br>(Ordinary/ Special)                               | ORDINARY - Appointment of Shri. G. Vamsi Krishna DIN 03544943, who retires by rotation and being eligible, offers himself for re-appointment. |                        |                         |   |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |   |                        |                         |   |                              |                            |  | Yes  |
| Category  | Mode of Voting  | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting  | 66,22,373              | 66,21,873               | 99.9924   | 66,21,873                    | –                          | 100.0000   | –  |
|   | Poll  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
| Total   |   |                        | 66,21,873               | 99.9924   | 66,21,873                    | –                          | 100.0000   | –  |
| Public- Institutions  | E-Voting  | 5,81,297               | 2,39,048                | 41.1232   | 2,39,048                     | –                          | 100.0000   | –  |
|   | Poll  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
| Total   |   |                        | 2,39,048                | 41.1232   | 2,39,048                     | –                          | 100.0000   | –  |
| Public- Non-Institutions  | E-Voting  | 86,77,282              | 15,62,014               | 18.0012   | 15,62,014                    | –                          | 100.0000   | –  |
|   | Poll  |                        | 9,340                   | 0.1076  | 9,340                        | –                          | 100.0000   | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
| Total   |   |                        | 15,71,354               | 18.1088   | 15,71,354                    | –                          | 100.0000   | –  |
| Total   |   | 1,58,80,952            | 84,32,275               | 53.0968   | 84,32,275                    | –                          | 100.0000   | –  |



| Resolution No.  | 4  |                        |                         |   |                              |                            |  |  |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required:<br>(Ordinary/ Special)                               | SPECIAL - Ratify the terms of payment of remuneration to Smt. G. Saroja Vivekanand, DIN 00012994 Managing Director from 01.04.2019 to 23.10.2019 |                        |                         |   |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |  |                        |                         |   |                              |                            |  | Yes  |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting   | 66,22,373              | 66,21,873               | 99.9924   | 66,21,873                    | –                          | 100.0000   | –  |
|   | Poll   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>66,21,873</b>        | <b>99.9924</b>  | <b>66,21,873</b>             | <b>–</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Institutions  | E-Voting   | 5,81,297               | 2,39,048                | 41.1232   | –                            | 2,39,048                   | –  | 100.0000   |
|   | Poll   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>2,39,048</b>         | <b>41.1232</b>  | <b>–</b>                     | <b>2,39,048</b>            | <b>–</b>   | <b>100.0000</b>                                      |
| Public- Non-Institutions  | E-Voting   | 86,77,282              | 15,62,014               | 18.0012   | 15,61,984                    | 30                         | 99.9980  | 0.0019   |
|   | Poll   |                        | 9,340                   | 0.1076  | 9,340                        | –                          | 100.0000   | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>15,71,354</b>        | <b>18.1088</b>  | <b>15,71,324</b>             | <b>30</b>                  | <b>99.9981</b>   | <b>0.0019</b>  |
| <b>Total</b>  | <b>1,58,80,952</b>   | <b>84,32,275</b>       | <b>53.0968</b>          | <b>81,93,197</b>  | <b>2,39,078</b>              | <b>97.1647</b>             | <b>2.8353</b>  |  |



| Resolution No.  | 5  |                        |                         |   |                              |                            |  |  |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required:<br>(Ordinary/ Special)                               | SPECIAL - Appointment of Smt. G. Saroja Vivekanand DIN 00012994 as the Managing Director of the Company for 5 years from 24.10.2019 i.e., from the expiry of her present term of office. |                        |                         |   |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |  |                        |                         |   |                              |                            |  | Yes  |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting   | 66,22,373              | 66,21,873               | 99.9924   | 66,21,873                    | 0                          | 100.0000   | –  |
|   | Poll   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>66,21,873</b>        | <b>99.9924</b>  | <b>66,21,873</b>             | <b>0</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Institutions  | E-Voting   | 5,81,297               | 2,39,048                | 41.1232   | 2,39,048                     | 0                          | 100.0000   | –  |
|   | Poll   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>2,39,048</b>         | <b>41.1232</b>  | <b>2,39,048</b>              | <b>0</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Non-Institutions  | E-Voting   | 86,77,282              | 15,62,014               | 18.0012   | 15,61,994                    | 20                         | 99.9987  | 0.0012   |
|   | Poll   |                        | 9,340                   | 0.1076  | 9,340                        | 0                          | 100.0000   | –  |
|   | Postal Ballot (if applicable)  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>   |                        | <b>15,71,354</b>        | <b>18.1088</b>  | <b>15,71,334</b>             | <b>20</b>                  | <b>99.9987</b>   | <b>0.0013</b>  |
| <b>Total</b>  | <b>1,58,80,952</b>   | <b>84,32,275</b>       | <b>53.0968</b>          | <b>84,32,255</b>  | <b>20</b>                    | <b>99.9998</b>             | <b>0.0002</b>  |  |



| Resolution No.  | 6   |                        |                         |   |                              |                            |  |  |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required:<br>(Ordinary/ Special)                               | ORDINARY - Ratify the remuneration payable to Ms Sagar Associates, Cost Auditors, Hyderabad for the financial year ending March 31, 2020. |                        |                         |   |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |   |                        |                         |   |                              |                            |  | No   |
| Category  | Mode of Voting  | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting  | 66,22,373              | 66,21,873               | 99.9924   | 66,21,873                    | –                          | 100.0000   | –  |
|   | Poll  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>  |                        | <b>66,21,873</b>        | <b>99.9924</b>  | <b>66,21,873</b>             | <b>–</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Institutions  | E-Voting  | 5,81,297               | 2,39,048                | 41.1232   | 2,39,048                     | –                          | 100.0000   | –  |
|   | Poll  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>  |                        | <b>2,39,048</b>         | <b>41.1232</b>  | <b>2,39,048</b>              | <b>–</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Non-Institutions  | E-Voting  | 86,77,282              | 15,62,014               | 18.0012   | 15,61,994                    | 20                         | 99.9987  | 0.0012   |
|   | Poll  |                        | 9,340                   | 0.1076  | 9,340                        | –                          | 100.0000   | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>  |                        | <b>15,71,354</b>        | <b>18.1088</b>  | <b>15,71,334</b>             | <b>20</b>                  | <b>99.9987</b>   | <b>0.0013</b>  |
| <b>Total</b>  | <b>1,58,80,952</b>  | <b>84,32,275</b>       | <b>53.0968</b>          | <b>84,32,255</b>  | <b>20</b>                    | <b>99.9998</b>             | <b>0.0002</b>  |  |





| Resolution No.  | 7   |                        |                         |   |                              |                            |  |  |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Amendment to the object clause of the Memorandum of Association of the company. |                        |                         |   |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |   |                        |                         |   |                              |                            |  | No   |
| Category  | Mode of Voting  | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting  | 66,22,373              | 66,21,873               | 99.9924   | 66,21,873                    | 0                          | 100.0000   | –  |
|   | Poll  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>  |                        | <b>66,21,873</b>        | <b>99.9924</b>  | <b>66,21,873</b>             | <b>0</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Institutions  | E-Voting  | 5,81,297               | 2,39,048                | 41.1232   | 2,39,048                     | 0                          | 100.0000   | –  |
|   | Poll  |                        | –                       | –   | –                            | –                          | –  | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>  |                        | <b>2,39,048</b>         | <b>41.1232</b>  | <b>2,39,048</b>              | <b>0</b>                   | <b>100.0000</b>  | <b>–</b>   |
| Public- Non-Institutions  | E-Voting  | 86,77,282              | 15,62,014               | 18.0012   | 15,61,994                    | 20                         | 99.9987  | 0.0012   |
|   | Poll  |                        | 8,895                   | 0.1025  | 8,895                        | 0                          | 100.0000   | –  |
|   | Postal Ballot (if applicable)   |                        | –                       | –   | –                            | –                          | –  | –  |
|   | <b>Total</b>  |                        | <b>15,70,909</b>        | <b>18.1037</b>  | <b>15,70,889</b>             | <b>20</b>                  | <b>99.9987</b>   | <b>0.0013</b>  |
|   | <b>Total</b>  | <b>1,58,80,952</b>     | <b>84,31,830</b>        | <b>53.0940</b>  | <b>84,31,810</b>             | <b>20</b>                  | <b>99.9998</b>   | <b>0.0002</b>  |



# B V Saravana Kumar

Company Secretary



To  
The Chairman  
Visaka Industries Limited  
CIN: L52520TG1981PLC003072

“Survey No.315, Yelumala Village,  
R C Puram Mandal, Sanga Reddy Dist.,  
Telangana – 502 300.

## SCRUTINIZER REPORT

### 1. Appointment as Scrutinizer:

I, **B V Saravana Kumar**, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Visaka Industries Limited (“the Company”) for the remote e-voting as well as the e-voting and Poll to be conducted at the 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, June 27, 2019 at 11.30 AM at Survey No.315, Yelumala Village, Ramachandrapuram Mandal, Sanga Reddy District – 502 300, Telangana.

### 2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members maintained by the Register & Transfer Agents of the Company i.e Karvy Fintech Private Limited and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM:

- By e-mail to 17867 Members who had registered their email-ids with Depositories/ the Company
- By courier to 5755 Members

### 3. Cut-off Date:

#### **For voting at the meeting (Insta-Voting):**

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday the 21<sup>st</sup> June, 2019 i.e., the date prior to the commencement of book closure, being the Cut-off date are entitled to vote on Resolutions set forth in the Notice dt. 3<sup>rd</sup> May, 2019.

#### **For voting under Remote E-voting:**

May 24, 2019 is fixed as cut-off date for e-voting facility purpose. A person who became a member of the Company after dispatch of the Notice of the Meeting and holding shares after the cut-off date was advised to contact Karvy Fintech Private Limited (the RTA) to get the details relating to user-id and password for remote e-voting purpose.



b) 31 Members had cast their votes through remote e-voting


7.2 The consolidated Results with respect to each item on the agenda as set out in the Notice of the 37<sup>th</sup> AGM dated May 3<sup>rd</sup> 2019 is enclosed.

7.3 Based on the aforesaid results, 4 Ordinary Resolutions as contained in Item No, 1 to 3 and 6 and Special Resolutions as contained in Item No. 4, 5 & 7 of the Notice dated May 3, 2019, have been passed with Requisite majority.


7.4 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results of the Company.


Witnesses:

1.

  
Md. Akbar  
No. 11  
R/o. Hyderabad

2.

  
A. NAVEEN  
No. A Belagere  
R/o. Hyderabad.

  
B V Saravana Kumar



Date: June 28, 2019.

Place: Yelamala, Sanga Reddy

#### 4. Remote E-voting:

**4.1 Agency:** The Company had appointed M/s. Karvy Fintech Private Limited (Karvy) as the agency for providing the remote e-voting platform.

**4.2 Remote e-voting:** Remote e-voting platform was open from 9 AM (IST) on Sunday, June 23, 2019 to 5 PM (IST) on Wednesday, June 26, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions on the e-Voting platform provided by Karvy.

#### 5. Voting at the AGM:

**5.1** As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as No. of Members, Total Votes casted in favour, against and abstained.

**5.2** Accordingly, Karvy, the e-voting Agency provided us with the names, DP id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

**5.3** The Company has authorized Karvy to provide/ conduct Voting at the meeting through voting by Polling Paper. The voting facility was provided by Karvy.

#### 6. Counting Process

**6.1** On completion of voting at the AGM, Karvy provided me with the List of members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

**6.2** The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agents with respect to the authorizations / proxies lodged with the Company.

**6.3** I unblocked the remote e-voting results on the Karvy E-voting platform before two witnesses who are not in employment of the Company and downloaded the e-voting results. The witnesses have also signed this Report in confirmation of the votes being unblocked in their presence. Required data was provided by Karvy on the e-voting and Poll conducted at the AGM Venue

#### 7. Results

**7.1** I observed that:

- a) **81** Members/ Proxies have cast their votes through the e-voting facility provided at the Annual General Meeting and



Item No. 1 – To adopt audited Financial Statements for the financial year ended March 31, 2019 Reports of the Board of Directors and Auditors thereon

|  | Number of Members / Proxies       |  |            | Number of votes contained in      |  |                | %              |
|--|-----------------------------------|--|------------|-----------------------------------|--|----------------|----------------|
|  | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total      | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total          |                |
| No. of votes cast in<br>favour/ Assent | 29                                | 81   | 110        | 8414221                           | 9340                                       | 8423561        | 99.8967%       |
| No. of votes cast<br>against / Dissent | 1                                 | 0  | 1          | 20                                | 0  | 20             | 0.0002%        |
| No. of votes abstained*                | 1                                 | 0  | 1          | 8694                              | 0  | 8694           | 0.1031%        |
| <b>Total</b>                           | <b>31</b>                         | <b>81</b>                                  | <b>112</b> | <b>8422935</b>                    | <b>9340</b>                                | <b>8432275</b> | <b>100.00%</b> |

\* includes votes which were abstained

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated May 3, 2019 has been passed with Requisite majority


B V Saravana Kumar

Date : June 27th, 2019

Place : Yelumala

Item No. 2 –Declaration of Dividend on Equity Shares for the financial year ended March 31, 2019

|  | Number of Members / Proxies       |  |            | Number of votes contained in      |  |                | %                |
|--|-----------------------------------|--|------------|-----------------------------------|--|----------------|------------------|
|  | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total      | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total          |                  |
| No. of votes cast in<br>favour/ Assent | 31                                | 81   | 112        | 8422935                           | 9340                                       | 8432275        | 100.0000%        |
| No. of votes cast<br>against / Dissent | 0                                 | 0  | 0          | 0                                 | 0  | 0              | 0.0000%          |
| No. of votes abstained*                | 0                                 | 0  | 0          | 0                                 | 0  | 0              | 0.0000%          |
| <b>Total</b>                           | <b>31</b>                         | <b>81</b>                                  | <b>112</b> | <b>8422935</b>                    | <b>9340</b>                                | <b>8432275</b> | <b>100.0000%</b> |

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated May 3, 2019 has been passed with Requisite majority.

*B V Saravana Kumar*

B V Saravana Kumar



Date : June 27th, 2019

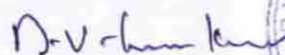
Place : Yelumala

Item No. 3 – Appointment of Mr. G Vams Krishna (DIN:03544943, who retires by rotation and being eligible offers himself for reappointment

|  | Number of Members / Proxies       |  |       | Number of votes contained in      |  |         | %         |
|--|-----------------------------------|--|-------|-----------------------------------|--|---------|-----------|
|  | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total   |           |
| No. of votes cast in<br>favour/ Assent # | 31                                | 81   | 112   | 8422935                           | 9340                                       | 8432275 | 100.0000% |
| No. of votes cast<br>against / Dissent   | 0                                 | 0  | 0     | 0                                 | 0  | 0       | 0.0000%   |
| No. of votes abstained*                  | 0                                 | 0  | 0     | 0                                 | 0  | 0       | 0.0000%   |
| Total                                    | 31                                | 81   | 112   | 8422935                           | 9340                                       | 8432275 | 100.0000% |

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated May 3, 2019 has been passed with Requisite majority





B V Saravana Kumar

Date : June 27th, 2019

Place : Yelumala

Item No. 4 – Ratify the terms of payment of remuneration to Smt. G Saroja Vivekanand, DIN: 00012994 Managing Director from 01.04.2019 to 23.10.2019

|  | Number of Members / Proxies       |  |            | Number of votes contained in      |  |                | %                |
|--|-----------------------------------|--|------------|-----------------------------------|--|----------------|------------------|
|  | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total      | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total          |                  |
| No. of votes cast in<br>favour/ Assent | 21                                | 81   | 102        | 8183857                           | 9340                                       | 8193197        | 97.1647%         |
| No. of votes cast<br>against / Dissent | 10                                | 0  | 10         | 239078                            | 0  | 239078         | 2.8353%          |
| No. of votes abstained*                | 0                                 | 0  | 0          | 0                                 | 0  | 0              | 0.0000%          |
| <b>Total</b>                           | <b>31</b>                         | <b>81</b>                                  | <b>112</b> | <b>8422935</b>                    | <b>9340</b>                                | <b>8432275</b> | <b>100.0000%</b> |

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Special Resolution as contained in Item No. 4 of the AGM Notice of the Company dated May 3, 2019 has been passed with Requisite majority

*B.V. Saravana Kumar*

B V Saravana Kumar



Date : June 27th, 2019

Place : Yelumala



Item No. 5 – Appointment of Smt. G Saroja Vivekanand DIN: 00012994 as the Managing Director of the Company for 5 years from 24.10.2019 i.e from the expiry of her present term of office

|                                     | Number of Members / Proxies    |                                  |            | Number of votes contained in   |                                  |                | %                |
|-------------------------------------|--------------------------------|----------------------------------|------------|--------------------------------|----------------------------------|----------------|------------------|
|                                     | Remote E-voting (Members Only) | Instapoll at AGM (Members/Proxy) | Total      | Remote E-voting (Members Only) | Instapoll at AGM (Members/Proxy) | Total          |                  |
| No. of votes cast in favour/ Assent | 30                             | 81                               | 111        | 8422915                        | 9340                             | 8432255        | 99.9998%         |
| No. of votes cast against / Dissent | 1                              | 0                                | 1          | 20                             | 0                                | 20             | 0.0002%          |
| No. of votes abstained*             | 0                              | 0                                | 0          | 0                              | 0                                | 0              | 0.0000%          |
| <b>Total</b>                        | <b>31</b>                      | <b>81</b>                        | <b>112</b> | <b>8422935</b>                 | <b>9340</b>                      | <b>8432275</b> | <b>100.0000%</b> |

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Special Resolution as contained in Item No.5 of the AGM Notice of the Company dated May 3, 2019 has been passed with Requisite majority

*B. V. Saravana Kumar*

B V Saravana Kumar



Date : June 27th, 2019

Place : Yelumala

Item No. 6 – Ratification of remuneration payable to M/s. Sagar & Associates., Cost Auditors, Hyderabad for the Financial year ending March 31, 2020

|  | Number of Members / Proxies       |  |            | Number of votes contained in      |  |                | %                |
|--|-----------------------------------|--|------------|-----------------------------------|--|----------------|------------------|
|  | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total      | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total          |                  |
| No. of votes cast in<br>favour/ Assent | 30                                | 81   | 111        | 8422915                           | 9340                                       | 8432255        | 99.9998%         |
| No. of votes cast<br>against / Dissent | 1                                 | 0  | 1          | 20                                | 0  | 20             | 0.0002%          |
| No. of votes abstained*                | 0                                 | 0  | 0          | 0                                 | 0  | 0              | 0.0000%          |
| <b>Total</b>                           | <b>31</b>                         | <b>81</b>                                  | <b>112</b> | <b>8422935</b>                    | <b>9340</b>                                | <b>8432275</b> | <b>100.0000%</b> |

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated May 3, 2019 has been passed with Requisite majority

*B.V. Saravana Kumar*

**B V Saravana Kumar**



Date : June 27th, 2019

Place : Yelumala

Item No. 7 – Amendment to the object clause of the Memorandum of Association of the company

|  | Number of Members / Proxies       |  |            | Number of votes contained in      |  |                | %              |
|--|-----------------------------------|--|------------|-----------------------------------|--|----------------|----------------|
|  | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total      | Remote E-voting<br>(Members Only) | Instapoll at<br>AGM<br>(Members/P<br>roxy) | Total          |                |
| No. of votes cast in<br>favour/ Assent | 30                                | 78   | 108        | 8422915                           | 8895                                       | 8431810        | 99.9945%       |
| No. of votes cast<br>against / Dissent | 1                                 | 0  | 1          | 20                                | 0  | 20             | 0.0002%        |
| No. of votes abstained*                | 0                                 | 3  | 3          | 0                                 | 445  | 445            | 0.0053%        |
| <b>Total</b>                           | <b>31</b>                         | <b>81</b>                                  | <b>112</b> | <b>8422935</b>                    | <b>9340</b>                                | <b>8432275</b> | <b>100.00%</b> |

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated May 3, 2019 has been passed with Requisite majority



B V Saravana Kumar

Date : June 27th, 2019

Place : Yelumala