



## Veejay Lakshmi Engineering Works Limited

PROCEEDINGS OF THE 46<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF VEEJAY LAKSHMI ENGINEERING WORKS LIMITED HELD ON THURSDAY THE 23RD SEPTEMBER 2020 AT 10.00 AM THROUGH VIDEO CONFERENCING (VC) AT THE DEEMED VENUE OF THE REGISTERED OFFICE AT SENGALIPALAYAM, NGGO COLONY POST, COIMBATORE – 641022.

MEETING COMMENCED AT 10.00 AM

MEETING CONCLUDED AT 11.10 AM

### Directors present through Video Conference :

S. No.	Name	Designation	Attended through VC from
1.	Sri V.J. Jayaraman	Chairman	Coimbatore
2.	Sri J. Anand	Managing Director	Coimbatore
3.	Sri N.M. Ananthapadmanabhan	Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders relationship Committee.	Coimbatore
4.	Sri N. Athimoolam naidu	Independent Director	Coimbatore from his residence
5.	Sri D. Ranganathan	Wholetime Director and Chief Financial Officer	Coimbatore
6.	Sri B. Sriram	Independent Director	Coimbatore
7.	Smt Arthi Anand	Director	Coimbatore
8.	Sri K. Narendra	Independent Director	Coimbatore



**In Attendance:**

S. No.	Name	Designation	Attendance through VC from
1.	V.K. Swaminathan	Company Secretary	Registered
		Office, Sengalipalayam	

**In Presence :**

S. No.	Name	Designation	Attendance through VC from
1.	Sri MSNM Santosh	Statutory Auditor	Chennai
	hnamoorthi	Scrutiniser	Coimbatore
	d Accountant		

2.	Sri B. Kris
	Chartered

**Members Present****Promoter / Promoter****Public****: (Based on PANs)****ter Group : 6****: 20**

an, Company Secretary, and Compliance Officer of the company provided instructions to the members relating to participation through Video Conferencing, remote e-voting, voting during AGM and the guidelines applicable to speaker shareolders who have registered themselves as speaker shareolders for making any queries. He further informed that one shareholder who has registered to speak at the AGM would be allowed at the close of the meeting.

that as desired by Chairman Sri V.J. Jayaraman and with consent of other Directors, Sri J. Anand, Managing Director would be presiding over the AGM.

Managing Director then chaired the meeting. He identified himself to the meeting stating his name and the place wherefrom he was participating and extended a warm welcome to the members attending the 46<sup>th</sup> Annual General Meeting. He informed that in view of the continuing restrictions and social distancing in force due to the covid-19 pandemic the AGM was being conducted through Video Conferencing facility (VC) in accordance with the framework issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India through their

**Sri V.K. Swaminathan**

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respective circulars and that the VC was held on the platform provided by Central Depository Services (India) Limited (CDSL).

He further informed that the proceedings were being recorded and the transcript of the same would be posted on the website of the Company.

The Chairman then proceeded to introduce other members of the Board and executives present and asked them to introduce themselves. Accordingly, Directors, Sri V.J. Jayaram, Chairman of the Board, Sri N.M. Ananthapadmanabhan, Sri N. Athimoolam Naidu, Sri D. Ranganathan, Sri B. Sriram, Smt Arthi Anand, Sri K. Narendra Directors and then Sri V.K. Swaminathan, Company Secretary introduced themselves.

The Chairman further informed that Sri MSNM. Santosh, Partner, Statutory Auditors and Sri B. Krishnamoorthi, Scrutiniser were present through VC along with a few Company executives.

It was informed to the members that their participation through VC was being reckoned for the purpose of quorum as per the circulars issued by the Ministry of Corporate affairs.

He then informed that the requisite quorum was present and that the meeting was called to order.

He stated that the facilities provided to the members for participating in the meeting through VC are satisfactory and that the Company had taken all feasible measures in the given circumstances to enable the members consider the subjects and vote thereon.

It was informed that the registers as required under the Companies Act, 2013 were made available electronically for inspection by the members by posting scan copies of same on the website of the Company and that members who had not voted earlier could vote now through the voting facility.

He then stated as the Notice of the AGM, the financial statements for the year ended 31<sup>st</sup> March 2021 and the Board's Report, which were already sent to the members by electronic mode were taken as read. As there were no qualifications or adverse comments in the Statutory Audit Report that was also taken as read.

The Chairman then addressed the members on the Financial Results for the financial year 2020-2021. As called by the Chairman, the Company Secretary explained the e-voting at the AGM and the mode of accommodating the speaker shareholders,

The Chairman then read out the Items of Business and respective resolution type, viz.,  
1) Adoption of audited Financial Statements for the year ended 31<sup>st</sup> March 2021 and approval of the Reports of Board of Directors, Statutory Audit Report and Secretarial Audit Report, and

2) Reappointment of Sri V.J. Jayaraman (DIN 00137340) retiring by rotation. which were required to be passed as ordinary resolutions.



Then, the shareholder, by name 1) Sri KAPIL CHOPRA, LF No.IN3072410172140, was invited to speak at the meeting as desired by him. The shareholder spoke on the operating performance of the company and sought clarifications on the working of manufacturing divisions and new investments. The clarifications sought were duly answered at the meeting to the extent of data available. The shareholder was advised to send a e-mail to the company if any more clarification is required.

The members who had not already voted were invited to cast their vote during the AGM as e-voting facility was available for 15 minutes at the end of the Meeting.

The chairman informed that results of voting prior to and at the AGM would be declared within 48 hours of the closure of AGM and same along with scrutiniser's report would be posted on the Company web site [www.veejaylakshmi.com](http://www.veejaylakshmi.com) and CDSL Website and the results would be intimated to the Stock Exchange.

The Chairman then briefed on the impact of COVID-19 pandemic on the Company's working and that it was expected that normalcy would be restored before December 2021.

The chairman then extended vote of thanks to all the Directors, company executives, employees and shareholders for their support and understanding and declared the Meeting as closed at 11.10 AM.

### **OUTCOME OF THE AGM**

Sri B. Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and e-voting held at the AGM. The Chairman has declared the results of e-voting and e-voting during AGM, at 10.30AM on 24<sup>th</sup> September 2021 at the Registered office of the Company at Sengalipalayam, Coimbatore -641022, that the resolutions set out in the Notice were duly passed with requisite majority at the Annual General Meeting held on 23rd September 2021 and authorised the Company Secretary to communicate to the stock exchange and post on the company's website.

The Ordinary Resolutions – 2 nos that were reported to have been passed with requisite majority at the 46<sup>th</sup> Annual General Meeting held on 23rd September 2021 along with summary of scrutiniser's report dated 23 September 2021 containing the results of votes cast in favour and against for each of the resolution, are as recorded hereunder.





## BUSINESS TRANSACTED AT THE AGM

### ORDINARY BUSINESS:

#### Item No. 1 : Adoption of Annual Financial Statements (Ordinary Resolution)

RESOLVED THAT THE Annual Financial Statements for the year ended 31<sup>st</sup> March 2021 including the Balance Sheet as at March 31, 2021, Statement of Profit and Loss, cash Flow statement, statement of Changes in Equity, Directors' Report and Auditors' Report be and are hereby approved and adopted.

Votes For	Votes Against	Invalid Votes	Result
3206668	50	0	Passed as an Ordinary Resolution

#### Item No. 2 : Re-appointment of Director retiring by rotation (Ordinary Resolution)

RESOLVED THAT Sri V.J. Jayaraman, Director (DIN: 00137340), who retires by rotation, be and is hereby reappointed as a Director of the Company.

Votes For	Votes Against	Invalid Votes	Result
3206568	150	0	Passed as an Ordinary Resolution

Date : September 24, 2021

Place : Coimbatore



V.K. SWAMINATHAN

Company Secretary



September 23, 2021

**REPORT OF SCRUTINIZER**

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

To

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

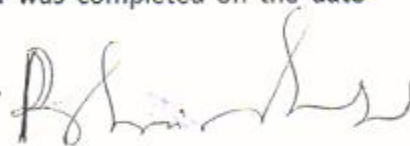
Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 46<sup>th</sup> (Forty Sixth) Annual General Meeting of the Equity Shareholders of "Veejay Lakshmi Engineering Works Limited" held on 23<sup>rd</sup> September 2021 at 10.00 am through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

1. The Notice was sent by email to all the members, whose names appeared in the Register of Members as on 20<sup>th</sup> August, 2021 and whose email addresses are registered with the Company/Depositories, to vote on the proposed 2 (Two) Resolutions as mentioned in the Notice of the Annual General Meeting of M/s. Veejay Lakshmi Engineering Works Limited (Item No.1 (One) to 2 (Two)) dated 29.07.2021. The Members holding equity shares as on the cut-off date i.e. 16<sup>th</sup> September, 2021 were considered for e-voting. Number of shareholders as on cut-off date is 4343.
2. The Company had appointed Central Depository Services (India) Limited (CDSL), as the Service Provider, for extending the facility for the Electronic Voting to the shareholders of the Company. S.K.D.C Consultants Ltd, Coimbatore is the Registrar and Share Transfer Agent of the Company.
3. As a Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above Remote Electronic Voting remained open to the members from Monday, the 20<sup>th</sup> September, 2021 at 9.00 A.M to Wednesday, the 22<sup>nd</sup> September 2021 at 5.00 P.M. Further the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.

**B. KRISHNAMOORTHY, F.C.A.**  
Chartered Accountant  
Membership No: 20439



Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641022  
Phone: 0422 4039900, Fax: 0422 2536673, Email: bkrishnamoorthi@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371



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

At the Annual General Meeting, the Company facilitated the members present in meeting through VC/OAVM facility and have not cast their votes through Remote E-voting facility to cast their vote through E-voting facility provided during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.

5. On completion of the E-Voting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 23rd September 2021 around 11.30 Am in the presence of two witnesses, namely Mrs. Divya Sukumar and Ms.R. Nikitha, who are not in employment of the Company.

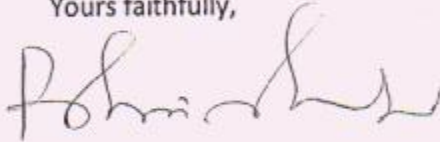
The following is the summary of e-voting result:

Resolution		For			Against		
		No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Adoption of the standalone and consolidated Annual Financial Statements for the financial year ended 31st March 2021. (Ordinary Resolution)	30	32,06,668	99.999	1	50	0.001
2	To appoint a Director in the place of Mr. V.J. Jayaraman (DIN: 00137340), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	29	32,06,568	99.999	2	150	0.001

All resolutions stand passed under E-voting with requisite majority as specified under the Companies Act, 2013.

Thanking you,

Yours faithfully,



(B. KRISHNAMOORTHI)  
SCRUTINIZER  
(UDIN: 21020439AAAAMR2119)

B. KRISHNAMOORTHI, F.C.A.  
Chartered Accountant  
Membership No: 20439

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