

September 28, 2017

The General Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street Mumbai 400 001

Dear Sir/ Madam,

**Sub:** Voting Results & Scrutinizer's Report - Forty Third Annual General Meeting ("AGM") held on September 27, 2017

In continuation to our letter dated September 27, 2017 on the subject "Outcome of Forty Third Annual General Meeting ("AGM") held on September 27, 2017", please find enclosed Voting Results in the format as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer.

We request you to take the above on record and acknowledge receipt.

Thanking you.

Yours faithfully,

FOR VELJAN DENISON LIMITED



(V.C. JANARDAN RAO)  
MANAGING DIRECTOR  
DIN: 00181609

**VELJAN DENISON LIMITED**

Date of the AGM/EGM	27-09-2017
Total number of shareholders on record date	2939
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	10
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Adoption of Audited Financial Statements for the year ended 31.03.2017							
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	1687097	0	0.00%	0	0	0.00%	0.00%
	Poll		931234	55.20%	931234	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0	0	0	0.00%	0.00%
	<b>Total</b>		931234	55.20%	931234	0	100%	0
Public- Institutions	E-Voting	234000	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	328903	488	0.15%	488	0	100.00%	0.00%
	Poll		7720	2.35%	7720	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		8208	2.50%	8208	0	100.00%	0.00%
<b>Total</b>		2250000	939442	41.75%	939442	0	100%	0



Resolution No.	2							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Declaration of Final Dividend							
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	1687097	0	0.00%	0	0	0.00%	0.00%
	Poll		931234	55.20%	931234	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		931234	55.20%	931234	0	100.00%	0.00%
Public- Institutions	E-Voting	234000	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	328903	488	0.15%	488	0	100.00%	0.00%
	Poll		7720	2.35%	7720	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		8208	2.50%	8208	0	100.00%	0.00%
Total		2250000	939442	41.75%	939442	0	100.00%	0.00%



Resolution No.	3							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Appointment of Mr. VC Janardan Rao as Director liable to retire by rotation							
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	1687097	0	0.00%	00	0	0.00%	0.00%
	Poll		629201	37.29%	629201	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		629201	37.29%	629201	0	100.00%	0.00%
Public- Institutions	E-Voting	234000	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	328903	488	0.15%	398	90	81.56%	18.44%
	Poll		7720	2.35%	7720	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		8208	2.50%	8118	90	98.90%	1.10%
Total		2250000	637409	28.33%	637319	90	99.99%	0.01%





Resolution No.	4							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Appointment of M/s. KS Rao & Co., Chartered Accountants as the Statutory Auditors							
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	1687097	0	0.00%	0	0	0.00%	0.00%
	Poll		931234	55.20%	931234	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		931234	55.20%	931234	0	100.00%	0.00%
Public- Institutions	E-Voting	234000	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	328903	488	0.15%	403	85	82.58%	17.42%
	Poll		7720	2.35%	7720	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		8208	2.50%	8123	85	98.96%	1.04%
Total		2250000	939442	41.75%	939357	85	99.99%	0.01%

Place: Hyderabad  
Date: 28.09.2017



For Veljan Denison Limited

*U. Janardan Rao*  
VC Janardan Rao  
Chairman & Managing Director  
DIN: 00181609

SCRUTINIZER'S REPORT

To,  
The Managing Director  
Veljan Denison Limited  
Mumbai

Dear Sir,

Report on the e-voting and voting by ballot conducted at the Forty Third Annual General Meeting ("AGM") of Veljan Denison Limited ("Company") held on Wednesday, September 27, 2017 at 11.30 A.M. at Plot No. A18 & 19, APIE, Balanagar, Hyderabad, Mumbai 400 018.

1. As per the provision of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means ("remote e-voting") on all the Resolution(s) contained in the notice of the AGM.
2. I, Dafthardar Soumya, Practicing Company Secretary resident of Hyderabad was appointed as the Scrutinizer to scrutinize the remote e-voting as well as physical voting by the Members of the Company at the AGM to ascertain results for the Resolutions contained in the notice.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and Poll on the Resolution(s) contained in the notice of the AGM.
4. The Company had appointed National Securities Depository Limited ("NSDL") as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. NSDL had set up electronic voting facility on its website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on all items of business (both Ordinary and Special) sought to be transacted at the AGM. As mentioned in the notice, the remote e-voting facility for voting was made available to the Members during the period September 23, 2017 (9.00 A.M.) to September 26, 2017 (5.00 P.M.)



5. The votes cast through remote e-voting were unblocked on September 27, 2017 at 1.50 P.M. in the presence of two witnesses Mr. Sharat Krishna and Mr. Vineel Varma who are not in the employment of the Company.
6. At the venue of the AGM, the physical ballot forms were provided to the Members and Proxies to enable them to exercise their voting rights on all the Resolutions contained in the AGM notice.
7. After the conclusion of AGM, the ballot box kept for the purpose of casting votes was unlocked in my presence along with two witnesses. The ballot papers were reconciled with the records maintained by Venture Capital and Corporate Investments Private Limited, Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
8. The ballot papers which were incomplete and/or which were otherwise found to be defective, if any have been treated as invalid and kept separately.
9. Based on the reports generated from the remote e-voting system provided by Karvy and votes casted at the AGM, I hereby submit the results of the remote e-voting and physical Voting as Annexure A.

  


Dafthardar Soumya  
Practising Company Secretary  
ACS No: 29312  
C.P No: 13199

Place : Hyderabad  
Date : 27.09.2017

Enc: Annexure



**Annexure - A**

**Item No. 1 – Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017 along with the Report of Directors & Auditors thereon (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Valid		Invalid		Abstained			Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	11	488	0	11	488	0	0	0	0	0.00%	11	488	100.00%	0	0	0.00%
Physical	17	938954	0	17	938954	0	0	0	0	0.00%	17	938954	100.00%	0	0	0.00%
<b>Total</b>	<b>28</b>	<b>939442</b>	<b>0</b>	<b>28</b>	<b>939442</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>28</b>	<b>939442</b>	<b>100.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**Item No. 2 – Declaration of Final Dividend (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Valid		Invalid		Abstained			Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	11	488	0	11	488	0	0	0	0	0.00%	11	488	100.00%	0	0	0.00%
Physical	17	938954	0	17	938954	0	0	0	0	0.00%	17	938954	100.00%	0	0	0.00%
<b>Total</b>	<b>28</b>	<b>939442</b>	<b>0</b>	<b>28</b>	<b>939442</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>28</b>	<b>939442</b>	<b>100.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**Item No. 3 – Re-Appointment of Sri. V.C. Janardan Rao as Director (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Valid		Invalid		Abstained			Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	11	488	0	11	488	0	0	0	0	0.00%	9	398	81.56%	2	90	18.44%
Physical	16	629201	0	16	629201	0	0	0	0	0.00%	16	629201	100.00%	0	0	0.00%
<b>Total</b>	<b>27</b>	<b>629689</b>	<b>0</b>	<b>27</b>	<b>629689</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>25</b>	<b>629599</b>	<b>99.99%</b>	<b>2</b>	<b>90</b>	<b>0.01%</b>

**Item No. 4 – Appointment of M/s K S Rao & Co., Chartered Accountants as Statutory Auditors of the Company for a period of 5 years (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Valid		Invalid		Abstained			Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	11	488	0	11	488	0	0	0	0	0.00%	10	403	82.58%	1	85	17.42%
Physical	17	938954	0	17	938954	0	0	0	0	0.00%	17	938954	100.00%	0	0	0.00%
<b>Total</b>	<b>28</b>	<b>939442</b>	<b>0</b>	<b>28</b>	<b>939442</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>27</b>	<b>939357</b>	<b>99.99%</b>	<b>1</b>	<b>85</b>	<b>0.01%</b>

Note: The % has been rounded off to nearest digits

*Soumya*  
**Dafthardar Soumya**  
 Practising Company Secretary  
 ACS No. 29312  
 C.P No: 13199



Place: Hyderabad

Date: September 27, 2017