



VISAKA INDUSTRIES LIMITED[®]

CIN: L52520TG1981PLC003072.

CORP. OFF.: "VISAKA TOWERS" 1-8-303/69/3, S.P. ROAD, SECUNDERABAD - 500 003.
TEL : +91-40-27813833, 27813835, FAX : +91-40-27813837, 27891833 www.visaka.in e-mail : vil@visaka.in

Ref: VIL/SEC/ST.EX/PB2016/2016-17/32

Date: 09.12.2016

To,

National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C/1G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Bombay Stock Exchange Limited, The Senior General Manager, Listing Compliances, Floor 25, P. J. Towers, Dalal Street, Mumbai – 400 001
Scrip Code – VISAKAIND	Scrip Code – 509055

Sub: Postal Ballot Results – Amendment to Memorandum & Articles of Association of the Company – Intimation under Regulation 44 of SEBI (LODR) Regulations 2015.

Dear Sir/s,

This has reference to our letter dated November 7, 2016 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the members by way of special resolution vide postal ballot / electronic voting with respect to the following items of business:

1. To amend the Clauses III(A)(3) and (A)(14) of the Memorandum of Association of the Company by replacing with the resolution as circulated.
2. Article 67 of the Articles of Association of the Company by replacing with the resolution as circulated.

In connection with the above and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that both the Resolutions 1 and 2 mentioned in the aforesaid notice have been passed by the members of the company with requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on December 6, 2016.

In above connection, please find enclosed the following:

- a) voting results and scrutinizer's report dated 08.12.2016
- b) Amended copy of Memorandum & Articles of Association of the Company

This is for your information and records please.

Thanking you,

Yours faithfully,

for **VISAKA INDUSTRIES LIMITED**

I SRINIVAS

Assistant Vice President (Corporate Affairs)
& Company Secretary



Regd. Office & Factory: (A.C. Division I), Survey No. 315, Yelumala Village, R.C. Puram Mandal, Medak District - 502 300 (A.P.)

Factory : (A.C. Division II) : Behind Supa Gas Manikantham Village, Paramathi-Velur Taluq, Namakkala District - 637 207 Tamil Nadu.

Factory : (A.C. Division III) : Changsol Mouza, Bankibundh, G.P.No. 4, Saliboniblock, Midnapore West (W.B.) 721147

Factory : (A.C. Division IV) : No. 27/1, G. Nagenahalli Village, Kora Hobli, Tumkur- 572138, (Karnataka State)

Factory : (A.C. Division V) : Vill. Kannawan, PS Bachrawan, Tehsil Maharaj'gunj, Dist Raibareli - UP-229 301

Factory : (A.C. Division VI) : Survey No. 385,386, Jujjur Village, Veerullapadu Mandal, Near Kanchika Cherla, Krishna District-521 181 (A.P.)

Factory : (A.C. Division VII) : 70/3A, 70/3, Sahajpur Industrial Area, Nandur (Village), Daund (Taluka), Pune District-412 020. Maharashtra.

Factory : (A.C. Division VIII) : Plot No.2006,1994 ,Khata No.450,At-Paramanapur Manejwan, Navamunda Village Sambalpur Dist.-768200

Factory : (Textile Division) : Survey No. 179 & 180, Chiruva Village, Mouda Taluk, Nagpur District, Maharashtra.

Factory : (V-Boards Division I) : Gajalapuram Village, Peddadevalapally Post, Tripuramam Mandal, Near Miryalaguda, Nalgonda Dist.-508 207

Factory : (V-Boards Division II) : Gate No: 262 to 269, Delwadi Village, Daund Taluq, Pune-Dist, Maharashtra-412214.



VISAKA INDUSTRIES LIMITED[®]

CIN: L52520TG1981PLC003072.

CORP. OFF.: "VISAKA TOWERS" 1-8-303/69/3, S.P. ROAD, SECUNDERABAD - 500 003.
 TEL : +91-40-27813833, 27813835, FAX : +91-40-27813837, 27891833 www.visaka.in e-mail : vil@visaka.in

POSTAL BALLOT VOTING RESULTS / DETAILS

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	VISAKA INDUSTRIES LIMITED
Date of the AGM/EGM/POSTAL BALLOT	Postal Ballot: Notice dated October 22, 2016 (Voting start date: November 25, 2016 and voting end date: March 31, 2016)
Total number of shareholders on record date	16080
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	16077
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

AGENDA WISE VOTING DETAILS

The mode of voting for all resolutions was remote e-voting and e-voting at the meeting (Instapoll)

Resolution -1	SPECIAL RESOLUTION - To amend the Clauses III(A)(3) and (A)(14) of the Memorandum of Association of the Company by replacing with the resolution as circulated.							
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	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	*Postal Ballot (if applicable)	5967505	5967505	100.00	5967505	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	*Postal Ballot (if applicable)	554810	\$251411	45.31	\$0	0	0.00	0.00
Public- Non Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	9358637	\$2045674	21.54	\$2040542	217	99.75	0.01
Total		15880952	8264590	51.83	8008047	217	99.99	0.01

Regd. Office & Factory: (A.C. Division I), Survey No. 315, Yelumala Village, R.C. Puram Mandal, Medak District - 502 300 (A.P.)

Factory : (A.C. Division II) : Behind Supa Gas Manikantham Village, Paramathi-Velur Taluq, Namakkala District - 637 207 Tamil Nadu

Factory : (A.C. Division III) : Changsol Mouza, Bankibundh, G.P.No. 4, Saliboniblock, Midnapore West (W.B.) 721147

Factory : (A.C. Division IV) : No. 27/1, G. Nagenahalli Village, Kora Hobli, Tumkur- 572138, (Karnataka State)

Factory : (A.C. Division V) : Vill. Kannawan, PS Bachrawan, Tehsil Maharajgunj, Dist Raibareli - UP-229 301

Factory : (A.C. Division VI) : Survey No. 385,386, Jujur Village, Veerullapadu Mandal, Near Kanchika Cherla, Krishna District-521 181 (A.P.)

Factory : (A.C. Division VII) : 70/3A, 70/3, Sahajpur Industrial Area, Nandur (Village), Daund (Taluka), Pune District-412 020. Maharashtra.

Factory : (A.C. Division VIII) : Plot No.2006,1994 ,Khata No.450,At-Paramanapur Manejwan, Navamunda Village Sambalpur Dist.-768200

Factory : (Textile Division) : Survey No. 179 & 180, Chiruva Village, Mouda Taluk, Nagpur District, Maharashtra.

Factory : (V-Boards Division I) : Gajalapuram Village, Peddadevalapally Post, Tripuramam Mandal, Near Miryalaguda, Nalgonda Dist.-508 207

Factory : (V-Boards Division II) : Gate No: 262 to 269, Delwadi Village, Daund Taluq, Pune-Dist, Maharashtra-412214.

\$ Votes polled includes 256228 votes casted in favour of resolutions by one Institutional holder and two Non institutional holder in public category. However, the said poll requests were not considered by the scrutinizers quoting they are tendered without required supporting documents and thus the number of votes in respective categories excluding these shares and percentages of votes in favour and against of the resolutions are calculated excluding the same. The members holding shares of 98 were invalid and abstained from voting.

Resolution -1	SPECIAL RESOLUTION - Article 67 of the Articles of Association of the Company by replacing with the resolution as circulated.							
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	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	*Postal Ballot (if applicable)	5967505	5967505	100.00	5967505	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	*Postal Ballot (if applicable)	554810	\$251411	45.31	\$0	0	0.00	0.00
Public- Non Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	9358637	\$2045674	21.54	\$2034959	5677	99.48	0.28
Total		15880952	8264590	51.83	8002464	5677	99.92	0.08

\$ Votes polled includes 256228 votes casted in favour of resolutions by one Institutional holder and two Non institutional holder in public category. However, the said poll requests were not considered by the scrutinizers quoting they are tendered without required supporting documents and thus the number of votes in respective categories excluding these shares and percentages of votes in favour and against of the resolutions are calculated excluding the same. The members holding shares of 221 were invalid and abstained from voting.



SCRUTINIZER REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable)

To,
The Chairman,
Visaka Industries Limited
CIN: L52520TG1981PLC003072
"Visaka Towers",
1-8-303/69/3, Sardar Patel Road,
Secunderabad, Telangana – 500003.

Dear Sirs

Sub : Scrutinizer's Report on Postal Ballot and e-voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 ("The Act") and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable)

1. Appointment as Scrutinizer:

I, **B V Saravana Kumar**, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Visaka Industries Limited ("the Company") pursuant to Section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable), for the purpose of Scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot as per the provisions of Companies Act, 2013 on the below mentioned resolutions. We submit our report as under.

- 1) The Postal Ballot Paper were received upto 18.00 hours on 6th December, 2016 through self-addressed business reply envelopes.
- 2) The E-voting period remained open from 9.00 A.M. on 2nd December, 2016 (Friday) to 5.00 P. M. on 5th December, 2016 (Monday).
- 3) The Shareholders holding shares either in physical form or Dematerialized form as on the "cut off" date i.e Tuesday the 28th day of October, 2016 were entitled to vote either electronically or through Postal Ballot on the proposed resolutions as set out in the Notice of Postal Ballot dated 25th October, 2016.
- 4) The Votes were unblocked on 7th December, 2016 in the presence of two witnesses, Ms. E Ramya # F. No. 102, Surya Kiran Complex, S D Road, Secunderabad – 500 003 and Mr. V Raghavendra # F. No. 102, Surya Kiran Complex, S D Road, Secunderabad – 500 003 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature
Name

: *E. Ramya*
: E Ramya

Signature
Name

: *V. Raghavendra*
: V Raghavendra



5) Thereafter, the details, containing, inter-alia list of equity shareholders, who voted "for" and "Against" were downloaded from the e-voting website of <https://evoting.karvy.com>.

6) The results of the Postal Ballot and e-voting are as under:

Consolidated Results

Item No. 1 –Amending the main objects of the company as per Section 13 of the Companies Act, 2013

	Number of Members / Proxies			Number of votes contained in			% of total votes casted
	Remote E-voting (Members Only)	Postal Ballot	Total	Remote voting (Members Only)	E-Postal Ballot	Total	
No. of votes cast in favour/ Assent	# ! \$ 21	! 97	! 118	\$ 7975764	32283	\$ 8008047	99.99%
No. of votes cast against / Dissent	2	^ 3	5	201	^ 547	748	0.01%
No. of votes abstained*	1	! 4	! 4	15	! 52	! 67	0.00%
Total	# ! \$ 24	! 103	! \$ 127	\$ 7975980	! 32882	! \$ 8008862	100.00%

Dr. G Vivekanand promoter of the Company has shares in two folios and availed e-voting facility under two folios, which are considered as a single vote

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

\$ excludes 255728 votes casted in favour for resolution by Companies wherein Board Resolution is not received

! One Shareholder exercised partial voting for his holding in favour, against and abstained from voting

^ includes invalid votes of 531

Based on the aforesaid results, Special resolution as contained in Item No. 1 of the Postal Ballot Notice of the Company dated October 25, 2016 has been passed with Requisite majority

B V Saravana Kumar

B V Saravana Kumar



Date: December 9th, 2016.

Place: Hyderabad

Consolidated Results

Item No. 2 –Amending Article 67 of Articles of Association as per Section 14 of the Companies Act, 2013

	Number of Members / Proxies			Number of votes contained in			% of total votes casted
	Remote E-voting (Members Only)	Postal Ballot	Total	Remote E-voting (Members Only)	Postal Ballot	Total	
No. of votes cast in favour/ Assent	# ! \$ 22	! 95	! 117	! \$ 7974704	! 27760	! \$ 8002464	99.93%
No. of votes cast against / Dissent	2	^ 6	8	1261	^ 4947	6208	0.07%
No. of votes abstained*	1	! 3	! 3	15	! 175	! 190	0.00%
Total	# ! \$ 24	! 103	! 127	! \$ 7975980	! 32882	! \$ 8008862	100.00%

Dr. G Vivekanand promoter of the Company has shares in two folios and availed e-voting facility under two folios, which are considered as a single vote

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

\$ excludes 255728 votes casted in favour for resolution by Companies wherein Board Resolution is not received

! One Shareholder exercised partial voting for his holding in favour, against and abstained from voting

^ includes invalid votes of 531

Based on the aforesaid results, Special resolution as contained in Item No. 2 of the Postal Ballot Notice of the Company dated October 25, 2016 has been passed with Requisite majority

7. The details containing the list of equity Shareholders who voted "for", "Against" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping

Thanking You
Yours Faithfully

B. V. Saravana Kumar

B V Saravana Kumar
Company Secretary
M. No. 26944
C. P. No. 11727



Date: December 9th, 2016.
Place: Hyderabad