

VELOX INDUSTRIES LIMITED

Regd. Office: The Submit Business Bay, 102-03, Level-1, Service Road,
Western Express Highway, Viley Parle (East), Mumbai - 400 052
Ph: 022-42288300, 08146995909 Email: veloxindustriesltd@gmail.com
CIN: L15122MH1983PLC029364

REF: VELOX/BSE/ 2022-23

Date: 27th September, 2022

The Manager,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001

BSE Scrip Code-506178

Sub.: Revised Voting Results along with the Scrutinizer's Report with respect to 39th Annual General Meeting of Velox Industries Limited

Dear Sir(s),

We are pleased to submit herewith the following documents with respect to the 39th Annual General Meeting of the members of Velox Industries Limited ("the Company") held on Monday, September 26, 2022 at 11:30 AM through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) -

- (1) Revised Voting Results as required under Regulation a of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 — **Annexure-I**
- (2) Consolidated Scrutinizer's Report in respect of passing of Resolution(s) through Remote E-Voting and E-Voting at the AGM; pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 — **Annexure-II**

We request you to take the above information on record.

**Yours faithfully,
For Velox Industries Ltd.**

**Abhay Sharma
Company Secretary and Compliance Officer**

Encl.: - as mentioned above

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Annexure-I

Name of the Company	Velox Industries Limited	
Date of AGM	26 th September 2022	
Total number of shareholders as on the cut-off date (i.e. 19 th September, 2022)	45	
No. of Shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group	Public
	Not applicable	
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	1(One)	9 (Nine)

ITEM NO.	1.
Details of Agenda:	To receive, consider, approve and adopt the Audited Financial Statements for the year ended 31st March, 2022 together with the Directors' and Auditors' Report thereupon.
Type of resolution	Ordinary Resolution
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	Votes Invalid/ Votes Abstained
Promoter and Promoter Group	E-voting	170850	170850	100%	170850	0	100%	0	0
	Voting During AGM		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
Public-Institutions	E-voting		-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
Public- Non Institutions	E-voting	178150	127099	71.34 %	127099	0	100 %	0	0
	Poll		10400	5.83 %	10400	-	-	-	0
	Postal Ballot		-	-	-	-	-	-	-
	TOTAL *	349000	308349	88.35 %	308349	0	100 %	0	0

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ITEM NO.	2.
Details of Agenda:	Re-appointment of Mr. Sanjiv Jain (DIN 02011909), Director who retires by rotation
Type of resolution	Ordinary Resolution
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	Votes Invalid/ Votes Abstained
Promoter and Promoter Group	E-voting	170850	170850	100%	170850	0	100%	0	0
	Voting During AGM		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
Public-Institutions	E-voting		-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
Public- Non Institutions	E-voting	178150	127099	71.34 %	127099	0	100 %	0	0
	Poll		10400	5.83 %	10400	-	-	-	0
	Postal Ballot		-	-	-	-	-	-	-
	TOTAL *	349000	308349	88.35 %	308349	0	100 %	0	0

ITEM NO.	3.
Details of Agenda:	Re-appointment of M/s P. Shah & Co., Chartered Accountants as the Statutory Auditors of the Company for the second consecutive term of five years.
Type of resolution	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

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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	Votes Invalid/ Votes Abstained
Promoter and Promoter Group	E-voting	170850	170850	100%	170850	0	100%	0	0
	Voting During AGM		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
Public-Institutions	E-voting		-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
Public- Non Institutions	E-voting	178150	127099	71.34 %	127099	0	100 %	0	0
	Poll		10400	5.83 %	10400	-	-	-	0
	Postal Ballot		-	-	-	-	-	-	-
	TOTAL *	349000	308349	88.35 %	308349	0	100 %	0	0

Note: * (Appu Financial Services Limited has entered into a Share Purchase Agreement (“SPA”) with Zeus Trading Enterprise Limited (“Current Promoter”) for acquisition of 1,70,850 Equity Shares representing 48.95 % of the present paid up equity share capital of the Company. Pursuant to the SPA and the proposed preferential allotment, the Acquirer have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 and have already made a Public Announcement, dated June 29, 2022, for acquisition of 33,40,740 Equity Shares from the shareholders of “Velox Industries Limited”. The above reflect the holding of the previous promoters i.e. Zeus Trading Enterprise Limited only. Post completion of the Open Offer, the Acquirers would be classified in the Promoter & Promoter Group Category of the Company.

Further, application for listing of 76,25,000 equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018 is under review with BSE Limited. These shares are currently not having any voting rights and are not considered while calculating the total shareholding of the Company.

The aforesaid resolutions have been passed with the requisite majority.

Yours faithfully,
For Velox Industries Ltd.

Abhay Sharma
Company Secretary and Compliance Officer

VISHAL ARORA
COMPANY SECRETARY

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies
(Management and Administration) Amendment Rules, 2015]

The Chairperson,
VELOX INDUSTRIES LIMITED

Name of the Company	VELOX INDUSTRIES LIMITED
Meeting	39 th Annual General Meeting
Day, Date and Time	Monday, 26 th September, 2022 at 11.30 A.M.
Mode	Through Video Conference ("VC")/Other Audio Visual means ("OAVM")

1. Appointment of Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 39th Annual General Meeting of the **VELOX INDUSTRIES LIMITED** (the Company) held on 26th September, 2022 at 11.30 A.M. Our responsibility as a Scrutinizer was to ensure that the voting process as conducted in a fair and transparent manner and submit a Scrutinizer's Report on the voting on resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice Convening the AGM

2.1 In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 latest being 2/2022 dated 5th May, 2022 (Collectively called MCA Circulars) and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022 and other applicable circulars issued in this regard, permitted the holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) till 31st December, 2022 without the physical presence of the members at a common venue.

Accordingly, the Annual General Meeting was held in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 and MCA Circulars.

2.2 The Company hosted the notice of AGM on its website, website of the Central Depository Services (India) Limited ("CDSL"), as the Service Provider for extending the facility of electronic voting to the shareholders of the Company for remote e-voting and voting at the AGM and also intimated the same to BSE Limited at www.bseindia.com on September 03rd, 2022.

E. No 651, Top Floor, Sector 8-B, Chandigarh
Phone No. 0172 4644288, Mob No. 9814296288
Email: cvishal@velox.in, cs@camva@gmail.com



VISHAL ARORA
COMPANY SECRETARY

2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s Alankit Assignment Ltd, the Registrar and Share Transfer Agents (RTA) of the Company and the depositories viz., Central Depository Service (India) Limited (CDSL) respectively, the Company has sent the AGM Notice on September 03rd, 2022 and Annual Report on September 03rd, 2022, only by the electronic mode (e-mail) to all the members whose email addresses were registered with the Company / Depositories.

3. Cut-off date

The Voting rights were reckoned as on September 19th, 2022, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting at the AGM].

4. Remote E-voting process

4.1 Agency

The Company appointed M/s Central Depository Services (India) Limited ("CDSL") as the agency providing the platform for remote e-voting and e-voting at the AGM.

4.2 Remote E-voting period

Remote e-voting platform was open from Friday, 23rd September, 2022 (9.00 A.M. IST) till Sunday, 25th September, 2021 (5.00 P.M. IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by "CDSL".

5. Voting at the AGM

5.1 The Members attending the AGM who had not already cast their vote by remote e-voting were allowed to exercise their right to voting at the meeting. The Members who had cast their vote by remote e-voting prior to the Meeting could attend the AGM but were not entitled to cast their vote again.

5.2 Accordingly, Central Depository Services (India) Limited ("CDSL") the remote e-voting agency provide us with the name, DP ID, Client ID/ folios and shareholding of members who have cast their votes through remote e-voting.

6. Counting Process

On completion of voting during the AGM, we unblocked the results of the remote e-voting and voting by members during the AGM, on the Central Depository Services (India) Limited ("CDSL") e-voting platform and downloaded the results.

7. Results

7.1 Results with respect to each item on the agenda as set out in the Notice of the AGM are enclosed herewith as Annexure-1.



VISHAL ARORA
COMPANY SECRETARY


7.2 Based on the aforesaid results, we report that Three (3) Ordinary Resolutions as set out in the item Nos. 1 to 3 of the Notice of 39th AGM have been passed with the requisite majority.

Thanking you
Yours Sincerely



CS VISHAL ARORA
COMPANY SECRETARY
C. P. NO. 3645
UDIN. F004566D001059499
SCRUTINIZER
CHANDIGARH

Date : 27.09.2022
Place : Chandigarh



Countersigned by
MR. SANJIV JAIN
(Chairman of the Meeting)

VISHAL ARORA
COMPANY SECRETARY

ANNEXURE-1

ORDINARY BUSINESS

Item No. 1- Ordinary Resolution

TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022, TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORT THEREUPON.

Voted in favour/ against/ Invalid	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	2,97,949	1	10,400	11	3,08,349	100%
Voted against the resolution	0	0	0	0	0	0	0%
Total	10	2,97,949	1	10,400	11	3,08,349	100%
Invalid Votes/Abstain from Voting	0	0	0	0	0	0	0

Item No. 2 - Ordinary Resolution

TO APPOINT A DIRECTOR IN PLACE OF MR. SANJIV JAIN (DIN: 02011909), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Voted in favour/ against/ Invalid	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	2,97,949	1	10,400	11	3,08,349	100%
Voted against the resolution	0	0	0	0	0	0	0%
Total	10	2,97,949	1	10,400	11	3,08,349	100%
Invalid Votes/Abstain from Voting	0	0	0	0	0	0	0

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VISHAL ARORA
COMPANY SECRETARY

Item No. 3 - Ordinary Resolution

TO RE-APPOINT M/S P. SHAH & CO., CHARTERED ACCOUNTANTS (FRN-109710W) AS THE STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

Voted in favour/ against/ Invalid	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	2,97,949	1	10,400	11	3,08,349	100%
Voted against the resolution	0	0	0	0	0	0	0%
Total	10	2,97,949	1	10,400	11	3,08,349	100%
Invalid Votes/Abstain from Voting	0	0	0	0	0	0	0



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