

### NOTICE

**NOTICE** is hereby given that the 25th Annual General Meeting of the Members of **V R WOODART LIMITED** will be held on Tuesday, 30th June 2015 at Vantage Institute, 413, 4th Floor, Busa Industrial Estate, Hanuman Lane, Off Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013 at 9.00 A.M. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December 2014 and the Statement of Profit & Loss for the year ended 31st December 2014 together with the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sanjay Anand, DIN: 01367853 who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139(1) of the Companies Act, 2013, M/s. Majibhai & Co., Chartered Accountants, Mumbai (Firm Rgn. No. 105870W) the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

By order of the Board of Directors  
For **V. R. WOODART LIMITED**

Place: **Mumbai**  
Date : **15.05.2015**

Ajay Anand  
DIN 0373248  
Director

Registered Office:  
1-2, Shiv Smriti Chambers  
49-A, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018

#### **Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF. The instrument appointing a Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the Commencement of the meeting.  
  
A person can act as a proxy on behalf of the members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
2. The Register of Members and the Share Transfer Registers of the Company shall remain closed from Tuesday, 23rd June 2015 to Tuesday, 30th June 2015 (Both days Inclusive).

3. Members are requested to inform any change in their address to the Registrars and Share Transfer Agents, Sharex Dynamic (India) Private Limited, Unit-1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai-400 072.
4. Documents referred to in any of the items in the Notice are available for inspection at the Registered Office of the Company on any working day during Business Hours of the Company between 9.00 a.m. to 1.00 p.m.
5. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers may be made available at the meeting.
6. Members are requested to bring their copy of this Annual Report to the Meeting.
7. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
8. Brief resume of Mr. Sanjay Anand, Director retiring by rotation is given under the Corporate Governance Report.
9. Voting Through Electronic Means and Ballot Forms:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).
    - A. For Members receiving e-mail on their registered email ids from NSDL:**
      - a. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.
      - b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
      - c. Click on “Shareholder - Login”.
      - d. Put User ID and password as initial password noted in step (1) above and Click Login.
      - e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
      - f. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
      - g. Select “EVEN” of V R WOODART LIMITED.
      - h. Now you are ready for “e-Voting” as “Cast Vote” page opens.
      - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
      - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
      - k. Once you have voted on the resolution, you will not be allowed to modify your
      - l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B. In case a Member receives physical copy of the Notice of 25th AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
EVEN (e-voting Event Number)      USER ID      PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. 10 (a) to Sl. No. (j) above, to cast vote.
- C. Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.
- D. OTHER INSTRUCTIONS**
- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - (iv) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd June 2015.
  - (v) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd June, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- E.** The remote e-voting period will commence at 9.00 a.m. on Saturday, 27th June, 2015 and will end at 5.00 p.m. on Monday, 29th June, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd June, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- F.** A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- G.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.
- H.** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- I.** The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
10. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary FCS 2655 and CP 1798 as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from item No. 1 to 4 of the Notice for point No. 10 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013.
11. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.

## V. R. WOODART LIMITED



12. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.vrwoodart.com](http://www.vrwoodart.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors  
For **V. R. WOODART LIMITED**

Place: **Mumbai**  
Date : **15.05.2015**

Ajay Anand  
DIN 0373248  
Director

Registered Office:  
1-2, Shiv Smriti Chambers  
49-A, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018