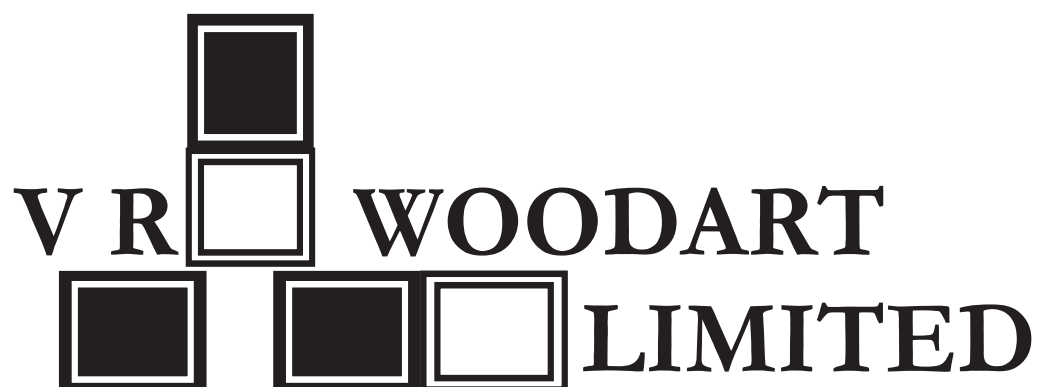


V R WOODART LIMITED



**27th ANNUAL REPORT
2016-2017**

V. R. WOODART LIMITED**CIN: L51909MH1989PLC138292****27th ANNUAL REPORT FOR THE YEAR ENDED 31st MARCH, 2017**

1. Date of Annual General Meeting : Friday, 29th September, 2017
2. Time and Venue : 9.00 a.m.
63-64, 6th Floor, Wing C,
Mittal Court, Nariman Point,
Mumbai – 400 021
3. Book Closure : Saturday, 23rd September, 2017 to
Friday, 29th September, 2017 (Both Days Inclusive)
4. Investors' Complaints : The Secretarial Department
Addressed To V. R. Woodart Limited
Corporate Office-
63-64, Mittal Court, C Wing,
Nariman Point, Mumbai – 400 021.
Phone: +91 22 4351 4444
Fax: +91 22 2493 6811
Email Id: investors@vrwoodart.com

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V R WOODART LIMITED

BOARD OF DIRECTORS

Mr. Ajay Anand
DIN: 00373248
Chairman

Mr. Sanjay Anand
DIN: 01367853
Director

Mr. Nitin Panchal
DIN: 01301731
Independent Director
(Resigned on 5th Sept, 2017)

Mrs. Divya Pai
DIN: 07915821
Additional Director
(Appointed on 5th Sept, 2017)

Mr. Munish Chopra
DIN: 07928102
Additional Director
(Appointed on 5th Sept, 2017)

CIN: L51909MH1989PLC138292
Stock Code: BSE - 523888
ISIN: INE317D01014

Registered Office:
106, Shiv Smriti Chambers,
49-A, Dr. Annie Besant Road,
Mumbai - 400018.
Ph: +91 22 4351 4444
Fax: +91 22 2287 2637
www.vrwoodart.com

Auditor:
M/s. Majibail & Co.
Chartered Accountants
Mumbai

Secretarial Auditors:
M/s. Sanjay Dholakia & Associates
Practicing Company Secretary
Mumbai

Registrar and Share Transfer Agent
Sharex Dynamic (India) Private Limited
Unit-1, Luthra Industrial Premises,
Andheri-Kurla Road, Safed Pool,
Andheri (East), Mumbai – 400072.
Ph: 022 2851 5606/ 5644
Website: www.sharexindia.com
Email: sharexindia@vsnl.com

Bankers:
Canara Bank

NOTICE
27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of V. R. Woodart Limited will be held on Friday, 29th September, 2017 at 9.00 a.m. at 63-64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai – 400 021, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Report of the Auditors' and Board of Directors' thereon.
2. To appoint a Director in place of Mr. Ajay Anand, (DIN: 00373248), who retires by rotation and has expressed his unwillingness to continue as Director of the Company and vacates his office from conclusion of this Annual General Meeting.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, Mumbai (Firm Rgn. No. 000038N), be and are hereby appointed the Auditors of the Company, in place of the retiring Auditors, M/s. Majibail & Co. Chartered Accountants (Firm Registration No. 105870W), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the calendar year 2022, subject to ratification of their appointment by the Members of the Company, at every subsequent Annual General Meeting."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to determine the remuneration and reimbursement of out of pocket expenses, as may be payable to the Auditors."

SPECIAL BUSINESS:

4. **Appointment of Mrs. Divya Pai (DIN: 07915821) as Non Executive Director and Chairman of the Company**

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mrs. Divya Pai (DIN: 07915821), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 5th September, 2017, pursuant to provisions of Section 152 and 161(1) and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder as amended from time to time and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Non Executive Director and Chairman of the Company who shall be liable to retire by rotation."

5. **Appointment of Mr. Munish Chopra (DIN: 07928102) as an Independent Director**

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Munish Chopra (DIN: 07928102), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 5th September, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 5th September, 2017."

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6. **Alteration in the terms of 5% Redeemable Preference Shares of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**

“RESOLVED THAT pursuant to Sections 42, 48, 52, 55 of the Companies Act, 2013 and Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re-enactment thereof) and consequent to the approval of Preference shareholders of the company, consent of the members be and is hereby accorded to change, vary, modify and amend the rights, terms and conditions of the paid up Preference Share Capital of Rs. 4,52,00,000 consisting of 4,52,000 5% Redeemable Preference Shares of Rs. 100/- each to:

1. 4,52,000 5% Redeemable Preference Shares of Rs. 100/- each shall now and hereafter be 4,52,000 0% Compulsory Convertible Preference Shares of Rs. 100/- each
2. Notwithstanding anything contained above, the Board of Directors shall be at liberty, to vary any of the terms and conditions in respect of the Preference shares as they may deem fit in the best interests of the Company.”

7. **Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 13,75,00,000 (Rupees Thirteen Crore Seventy Five Lakhs only) consisting of 77,50,000 (Seventy Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each (Rupees Ten only) and 6,00,000 (Six Lakh) 5% Redeemable Preference Shares of Rs.100/- each (Rupees Hundred only) be and is hereby reclassified to Rs. 13,75,00,000 (Rupees Thirteen Crore Seventy Five Lakhs only) consisting of 1,37,50,000 Equity Shares (One Crore Thirty Seven Lakhs Fifty Thousand) of Rs.10/- each (Rupees Ten only) for the purpose of issuance and allotment of the equity shares of the Company pursuant to approval of preference shareholders for alteration of 5% Redeemable Preference Shares of the Company into 0% Compulsorily Convertible Preference Shares and converting the same into equity shares of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs.13,75,00,000/- (Rupees Thirteen Crore Seventy Five Lakhs only) consisting of 1,37,50,000 Equity Shares (One Crore Thirty Seven Lakhs Fifty Thousand) of Rs.10/- each (Rupees Ten only).”

8. **Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13(1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) the Authorised Share Capital of the Company be and is hereby increased from Rs. 13,75,00,000/- (Rupees Thirteen Crore Seventy Five Lakhs only) consisting of 1,37,50,000 Equity Shares (One Crore Thirty Seven Lakhs Fifty Thousand) of Rs.10/- each (Rupees Ten only) to Rs. 15,00,00,000/- (Rupees Fifteen crores only) divided into 1,50,00,000 (One crore Fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each, by creation of additional 12,50,000 (Twelve lakh Fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

Clause V – Memorandum of Association.

- V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen crores only) divided into 1,50,00,000 (One crore Fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

9. To Alter Clause 4. of Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Clause 4 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

4. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen crores) divided into 1,50,00,000 (One crore Fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.”

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above resolution.”

10. Conversion of 0% Compulsory Convertible Preference Shares into Equity Shares.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 48, 55, 62 & 42 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions in the Memorandum and Articles of Association of the Company, the SEBI Listing Regulations, Guidelines of Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (herein after referred as “ICDR Regulations”) and consequent to the approval of Preference shareholders of the company, consent of the members be and is hereby accorded that the paid up Preference Share Capital of Rs. 4,52,00,000/- consisting of 4,52,000 0% Compulsory Convertible Preference Shares of Rs 100/- each (Rupees Hundred only) be converted into 45,20,000 equity shares of face value of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot 45,20,000 (Forty Five lakhs Twenty thousand) equity shares of Rs. 10/- each at a price of Rs. 10/- per share to the Preference share holders as mentioned in the statement setting out material facts annexed with this notice at such time or times and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT the equity shares of the Company to be allotted upon conversion of the 0% Compulsory Convertible Preference Shares, in accordance with the terms above shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, Companies Act, 2013 and rules thereunder, Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) with respect to Preferential Issue and other applicable provisions, if any.”

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date” for determining the minimum price of equity shares to be allotted on conversion of 0% Compulsory Convertible Preference Shares will be 30th August, 2017 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders shall be held.

RESOLVED FURTHER THAT the necessary disclosures as required under the ICDR Regulations be mentioned in the statement setting out material facts annexed to this notice.

RESOLVED FURTHER THAT the Directors of the company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

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11. Conversion of unsecured loan into equity shares:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 62(3) & 42 of the Companies Act, 2013 or such other provisions as may be applicable and rules made thereunder and the provisions in the Memorandum and Articles of Association of the Company, the SEBI Listing Regulations, Guidelines of Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, consent of the members be and is hereby accorded for conversion of unsecured loan of Rs. 2,63,90,000/- (Rupees Two Crore Sixty Three Lakhs Ninety Thousand Only) received from M/s. Madhavan Texpro Private Limited into 26,39,000 (Twenty Six Lakhs Thirty Nine Thousand) equity shares of Rs.10/- each at a price of Rs.10/- per share”.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot 26,39,000 (Twenty Six lakhs Thirty Nine thousand) equity shares of Rs. 10/- each at a price of Rs. 10/- per share to Madhavan Texpro Private Limited at such time or times and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT the equity shares of the Company to be allotted upon conversion of the said loan, in accordance with the terms above shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, Companies Act, 2013 and rules thereunder, Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) with respect to Preferential Issue and other applicable provisions, if any.”

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date” for determining the minimum price of equity shares to be allotted on conversion of 0% Compulsory Convertible Preference Shares will be 30th August, 2017 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders shall be held.

RESOLVED FURTHER THAT the necessary disclosures as required under the ICDR Regulations be mentioned in the statement setting out material facts annexed to this notice.

RESOLVED FURTHER THAT the Directors of the company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

By Order of the Board of Directors
For V. R. Woodart Limited

Place: Mumbai
Date: 07th September, 2017

Ajay Anand
Chairman
DIN: 00373248

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Proxies, in order to be effective, must be received at the Registered office of the Company not less than 48 hours before the commencement of the AGM.
3. The Register of Members and Transfer Books of the Company will be closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive).

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4. Members are requested to furnish bank details, Email address, change of address etc. to Sharex Dynamic (I) Pvt. Ltd, Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072, who are the Company's Registrar and Share Transfer Agents. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories.
5. In order to receive copies of Annual Reports and other communication through e-mail, Members are requested to register their e-mail addresses with the Company by sending an e-mail to investors@vrwoodart.com. The Ministry of Corporate Affairs has taken a "Green Initiative in the corporate governance" by allowing paperless compliances by companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measures, members who have not registered their e-mail address are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on any working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m and 3.30 p.m. up to the date of the Annual General Meeting.
7. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the answers may be made available at the meeting.
8. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their Representative to attend and vote at the Meeting on their behalf.
9. The Company has listed its shares with the BSE Limited and the listing fees till date have been paid.
10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to RTA, if not already submitted.
11. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of this Annual Report to the Meeting.
12. Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
13. In terms of the Notification issued by Securities and Exchange Board of India (SEBI), the Equity Shares of the Company are compulsorily traded in Electronic mode. Shareholders are requested to avail this facility and get their shareholding converted into Dematerialised form by sending the Dematerialisation Request Form (DRF) alongwith the Share Certificates through their Depository Participant (DP) to the Company's Registrar & Transfer Agent.
14. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
15. Details as mandated under Regulation 36(3) of the SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment, if any, at the Annual General Meeting is provided under Explanatory statement:
16. Investor Grievance Redressal:
The Company has designated an exclusive e-mail id viz. investors@vrwoodart.com to enable Investors to register their complaints, if any.
17. E-voting
 - 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th 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).

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- ii. 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.
 - iii. 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.
 - iv. The e-voting period commences on Tuesday, 26th September, 2017(9:00 am) and ends on Thursday, 28th September, 2017 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and also open PDF file namely “VRWL-evoting” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder — Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select “EVEN” (E-Voting Event Number) of V. R. Woodart Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Members can cast their vote online from 9.00 am on Tuesday, 26th September, 2017 upto 5.00 pm on Thursday, 28th September, 2017.
 - x. E-Voting shall not be allowed beyond 5.00 pm on Thursday, 28th September, 2017.
 - xi. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when, prompted.
 - xii. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xiii. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xiv. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are 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 to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/ Depositories):
- i. Initial password is provided separately in the Annual Report posted for the AGM: EVEN (e-voting event number) USER ID PASSWORD:
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. OTHER INSTRUCTIONS

In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual – Shareholders, available at the downloads section of www.evoting.nsdl.com.

- i. 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).
 - ii. 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 22nd September, 2017.
 - iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800222-990.
 - iv. 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.
 - v. 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 remote e-voting as well as voting at the AGM through ballot paper.
18. The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (FCS 2655) holding CP 1798 as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from Item No. 1 to 11 of the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.
19. 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 "e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall after the conclusion of voting at the annual 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 casted 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.
21. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at 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: 07th September, 2017

Registered Office:
106, Shiv Smriti Chambers, 49-A,
Dr. Annie Besant Road, Worli, Mumbai – 400018.

Ajay Anand
Chairman
DIN: 00373248