

# **VIRGO POLYMERS INDIA LIMITED**

## **BOARD OF DIRECTORS**

**Shri. Mahesh Bohra**

Director

**Shri.Sunil Saraf**

Director

**Shri. Varun Ramsisaria**

Whole Time Director

**Shri. Alok Sethia**

Director

**Shri. Vivek Ramsisaria**

Whole Time Director

**Smt. Mamta Ramsisaria**

Whole Time Director

---

### **REGD. & ADMINISTRATIVE OFFICE**

CIN No.L25200TN1985PLC011622

A-1-A, MMDA Industrial Complex, Maraimalai Nagar, Chennai-603209

Phone: 044-27452716

Fax: 44-27452916

E-mail: [info@virgopolymer.com](mailto:info@virgopolymer.com)

Website: [www.virgopolymer.com](http://www.virgopolymer.com)

---

### **REGISTRAR AND SHARE TRANSFER AGENTS**

**CAMEO CORPORATE SERVICE LIMITED**

“Subramanian Buildings”

1, Club House Road,

Chennai-600 002.

Phone: 28460390.

Mail- [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

---

### **AUDITORS**

M/s Venkat & Rangaa,

Chartered Accountants

No.5/31, First Floor,

Second St. East Abhiramapuram,

Mylapore, Chennai-600004

E-mail id:- [casmohan@gmail.com](mailto:casmohan@gmail.com)

**Virgo Polymers India Limited**  
CIN:L25200TN1985PLC011622  
A-1-A, MMDA, Industrial Complex, Maraimalai Nagar  
Chennai-603209

NOTICE is hereby given that the 32nd Annual General Meeting of Virgo Polymers India Limited will be held on Tuesday the 29th August, 2017 at A-1-A, MMDA, Industrial Complex, Maraimalai Nagar, Chennai-603209 at 10.30 a. m to transact the following business:

**ORDINARY BUSINESS**

1-To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon,

2-To appoint a Director in the place of Shri.Vivek Ramsisaria ( having Din.0001942187 ) who retires from office by rotation and being eligible offers himself for reappointment.

3-To appoint Auditors of the Company and to fix their remuneration

Explanation:- The Companies Act 2013 ( 'the Act' ) was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, Venkat & Rangaa, Chartered Accountants (Firm registration number:4597s) have served the company for over 10 years before the Act was notified and will be completing the maximum number of transitional period ( three years) at the ensuing 32nd AGM.

The Audit committee of the company has proposed and, The Board has recommended the appointment of M/s.Parthasarathy, Sankaran & Associates, Chartered Accountants ( Firm registration number:(09258s) as statutory auditors of the company. M/s Parthasarathy, Sankaran & Associates will hold office for a period of five consecutive years from the conclusion of the 32nd Annual General Meeting of the company till the conclusion of the 37th Annual General Meeting to be held in 2022. The first year of audit will be of the financial statements for the year ending March 31, 2018, which will include the audit of the quarterly financial statements for the year.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution

RESOLVED THAT pursuant to Sections 139,142 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, as amended from time to time, pursuant to the proposal of the audit committee of the Board and recommendation of the Board M/s. Parthasarathy, Sankaran & Associates. Chartered Accounts ( Registration No.09258s) be and is hereby appointed as statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors and that such remuneration may be paid on a progressive billing basis.

## **SPECIAL BUSINESS**

4-To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company, Mr.Vivek Ramsisaria ,Whole Time Director be and is hereby appointed as Managing Director of the company for a period of Five years with effect from 01.10.2016 on terms and conditions including remuneration as given below.

Salary : Rs. 11,00,000/- [ eleven lakh ] per annum inclusive of perquisites and other allowances. The overall limit of the salary inclusive of perquisite and other allowances shall not exceed the ceiling as provided in the Companies Act, 2013.

RESOLVED FURTHER that MR.Vivek Ramsisaria in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.”

5-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 197 read with section 196 and other applicable provisions, if any, of the Companies Act 2013 (“ Act”) read with Schedule V to the Act and Rules made thereunder, including any statutory modification thereof and recommendation of Nomination and Remuneration committee , Audit committee and Board, consent of the members be and are hereby accorded for alteration in the remuneration structure of Mr. Varun Ramsisaria w.e.f.01.10.2016 as detailed below:

Salary : Rs. 10,00,000/- [ ten lakh ] per annum inclusive of perquisites and other allowances. The overall limit of the salary inclusive of perquisite and other allowances shall not exceed the ceiling as provided in the Companies Act, 2013.

Resolved further that the Board of Directors be and are hereby severally authorized to do all such act, deeds and things and execute all such documents, instruments and writings as may be required and to do all statutory filings as required by the Companies Act 2013.

6-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 197 read with section 196 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Schedule V to the Act and Rules made thereunder, including any statutory modification thereof and recommendation of Nomination and Remuneration committee, Audit committee and Board, consent of the members be and are hereby accorded for alteration in the remuneration structure of Ms. Mamta Ramsisaria w.e.f.01.10.2016 as detailed below:

Salary : Rs. 6,00,000/- [ six lakh ] per annum inclusive of perquisites and other allowances. The overall limit of the salary inclusive of perquisite and other allowances shall not exceed the ceiling as provided in the Companies Act, 2013.

Resolved further that the Board of Directors be and are hereby severally authorized to do all such act, deeds and things and execute all such documents, instruments and writings as may be required and to do all statutory filings as required by the Companies Act 2013.

By and on behalf of Board of Directors  
For Virgo Polymers India Limited

Sd/-  
Vivek Ramsisaria  
Whole Time Director

Place: Chennai  
Date:28.07.2017

## NOTES:

1- A member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.

2- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.

3-The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

4- During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.

5-Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

6- The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 ( the Act ), and the Register of contracts or arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.

7- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd August, 2017 to Monday, 28th August, 2017 ( both days inclusive ) for the purpose of AGM.

8- Members are requested to notify immediately any change in their address to the Registrar and Share transfer Agent M/s. Cameo Corporate Services Ltd., "Subramanian Buildings", 1, Club House Road, Chennai-600 002.

9- The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the

Annual Report to all those shareholders who have registered their email addresses for the said purpose. Hence Members are requested to register their e-mail addresses with the Company by sending their details relating to name, folio no./DP Id/Client Id to the company's email id : [info@virgopolymer.com](mailto:info@virgopolymer.com)

10- Members who hold shares in physical form are requested to dematerialize their holdings to make the Company's shares traded in normal segment.

11- Information about Directors retired by rotation.

Name of the Director	Mr. Vivek Ramsisaria
Din	01942187
Age	35 years
Date of appointment	18.01.2008
Experience	9 years
No. of shares as on 31.03.2017	Nil
Directorship in other public companies	Nil
Chairman/Member of committees of company	0
Relationship with any other Director	Varun Ramsisaria & Mamta Ramsisaria
Brief History	He was inducted to the Board initially on 18.01.2008. Thereafter he was elevated to the post of Wholetime Director. As a WTD, he oversees the Key function of Manufacture , Marketing & Administration. He drives the continuous renewal of Key process systems and policies across the company in client relationship management, Sales effectiveness, delivery excellence, quality, talent management and leadership development . Since, he is a director retire by rotation and being eligible, he offers himself for reappointment. Further he will continue in the post of Whole Time Director.

12- Electronic copy of the AGM Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.

13- Electronic copy of the AGM Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Company inter

alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.

#### **14- Voting through Electronic Means**

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 32nd Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional. The procedure and instructions for the same are as follows:

**The Company will provide the e-voting facility through CDSL. The e-voting procedures are set out below:**

**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on 26.08.2017 at 9.00 A.M. and ends on 28.08.2017 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ( record date ) 22.08.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on “ Shareholders ” tab
- (iv) Now, select the “ VIRGO POLYMERS INDIA LIMITED “ from the drop down menu and click on “ SUBMIT”
- (v) Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the image verification as displayed and click on Login
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

## For Members holding shares in Demat Form and Physical Form

- PAN\*** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
  - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
- DOB#** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
- Dividend Bank Details#** Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)
- (ix) After entering these details appropriately, click on “SUBMIT” tab
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Virgo Polymers India Limited
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any ,should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**10-Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:**

(i) The manner of voting for the members being present in the General Meeting will be on "proportion principle" ie one share one vote unlike one person one vote principle, further, as per the provision of the Companies Act, 2013, demand for poll will not be relevant.

(ii) The option of voting by show of hands will not be available for members presenting the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, ie voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.

(iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

(iv) The facility for voting through ballot form shall be made available to all the shareholders who could not exercise their vote through e-voting. The ballot paper in Form MGT-12 is being sent to all the members, along with this report. The voting rights of Members shall be in proportion their shares of the paid up equity share capital of the Company as on 22.08.2017.

A Member desiring to exercise vote by ballot paper should complete the Ballot Form attached with this report and sent it to : Virgo Polymers India Limited, A-1-A, MMDA, Industrial Complex Maraimalai Nagar, Chennai, Tamilnadu-603209.

Please return the form duly completed through post or courier, so as to reach the company on or before the close of working hours of between 10.00 a.m and 5.00 p.m on 28.08.2017

The facility of voting through ballot form shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through ballot form

(v) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. 22.08.2017 may obtain the login ID and password by sending an email to investor@cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote

(vi) The Scrutinizer shall, immediately 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 remote 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 after the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in