

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the shareholders of V.R.Woodart Limited will be held on Friday, 27th September, 2019 at 9:30 a.m. at 63-64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai – 400 021 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, 2019 together with the Report of the Auditors' and Board of Directors' thereon.
2. To consider appointment of a Director in place of Mrs. Divya Santosh Pai (DIN: 07915821) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **Regularization of appointment of Mr. Rajaraman Natarajan (DIN: 08299550) as an Independent Director of the Company for a term of 5 years**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 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. Rajaraman Natarajan (DIN: 08299550), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 10th December, 2018 and who holds office upto the date of this Annual General Meeting (‘AGM’) 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 10th December, 2018.”

4. **Regularization of appointment of Mrs. Sujatha Manjunath Shetty (DIN: 08299196) as a Non-Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sujatha Manjunath Shetty (DIN: 08299196), who was appointed as an Additional (Non-Executive) Director of the Company by the Board of Directors at its meeting held on 10th December, 2018 and who holds office upto the date of this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice under section 160 of the act in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.”

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

Place: Mumbai
Date: August 30, 2019

Divya Pai
Director
DIN: 07915821

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' or 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL / BALLOT INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting, either in person or through post. A proxy form is sent herewith.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 (the 'Act') read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Member holding more than ten percent of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by authorized representative of body corporate or attorney, certified copy of board resolution / power of attorney / other authority must be attached with the proxy form.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September 2019 to Friday, 27th September 2019 (both days inclusive) in connection with the AGM.
3. Members who hold shares in dematerialized form are requested to bring details of their demat account (DP ID and client ID) for speedy and easier identification of attendance at the meeting.
4. Corporate Members intending to send their authorised representative to attend the AGM pursuant to Section 113 of the Act are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the meeting.
5. Members may note that the details of the Director seeking re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Director for seeking his / her re-appointment.
6. Relevant documents/ copies referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office as well as the Corporate Office of the Company on all working days during business hours i.e. between 09.30 am and 05.00 pm and will also be made available at the meeting.
7. Members are requested to furnish/ update their bank details, Email address, change of address etc. by sending the relevant documents along with available proofs to the Registrar and Transfer Agent of the Company, Sharex Dynamic (India) Private Limited, C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 or via email at support@sharexindia.com. In respect of members holding shares in electronic mode, the same can be updated with their Depository Participants.
8. 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 or info@vrwoodart.com. The 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.
9. 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.
10. The Company has listed its shares with the BSE Limited and the listing fees till date have been paid.
11. 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.

12. Members/Proxies should bring their attendance slips as annexed in the accompanying notice 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 to be 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 i.e. 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 29th 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).
 - 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, 24th September, 2019 (9.00 a.m.) and ends on Thursday, 26th September, 2019 (5:00 p.m.) During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 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):

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. General Guidelines For Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

C. Other Instructions

- i. 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.
 - ii. 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).
 - iii. 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 Friday, 20th September, 2019.
 - iv. 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 investors@vrwoodart.com or evoting@sharexindia.com. 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.
 - 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 that may be cast in favour or against the resolutions proposed from Item No. 1 to 4 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 the 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 AGM, 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, the Stock Exchange where the shares of the Company are listed.

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

Place: Mumbai

Date: 30th August, 2019

Registered Office:

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

Divya Pai
Director

DIN: 07915821

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Regularisation of appointment of Mr. Rajaraman Natarajan (DIN: 08299550) as an Independent Director of the Company for a term of 5 years

Pursuant to provisions of Section 161 of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 10th December, 2018 appointed Mr. Rajaraman Natarajan as an Additional Director, designated as Independent Director.

As per the provisions of Section 161(1) of the Act, Mr. Rajaraman Natarajan holds office of Additional Director up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Brief Profile of Rajaraman Natarajan: Mr. Rajaraman Natarajan, Indian inhabitant, aged 59 years is a BA and has done Diploma in Computer Management. He has experience of more 3 decades in the IT Industry and has worked under various capacities as a software developer. The Board expects that the association of Mr. Rajaraman Natarajan on Board of the Company as an Independent Director would be beneficial to the Company.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board. In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to approval of the members at Annual General Meeting), Mr. Rajaraman Natarajan as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 and Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 consecutive years w.e.f 10th December 2018.

Mr. Rajaraman Natarajan has given declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Companies Act, 2013. Mr. Rajaraman Natarajan fulfills conditions as specified in the Act and rules framed thereunder for appointment as Independent Director. In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 his appointment is placed before the members for their approval.

None of the Directors or Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in the said resolution, except for Mr. Rajaraman Natarajan being appointed is concerned or interested in the resolution.

The Board recommends the passing of the Resolution set out in the Notice convening the Meeting. Members are requested to approve the appointment of Mr. Rajaraman Natarajan as an Independent Director on the Board of the Company.

Item No. 4 – Regularization of appointment of Mrs. Sujatha Manjunath Shetty (DIN: 08299196) as a Non-Executive Director of the Company

Pursuant to provisions of Section 161 of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 10th December, 2018 appointed Mrs. Sujatha Manjunath Shetty as an Additional Director, designated as Non-Executive Director.

As per the provisions of Section 161(1) of the Act, Mrs. Sujatha Manjunath Shetty holds office of Additional Director up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

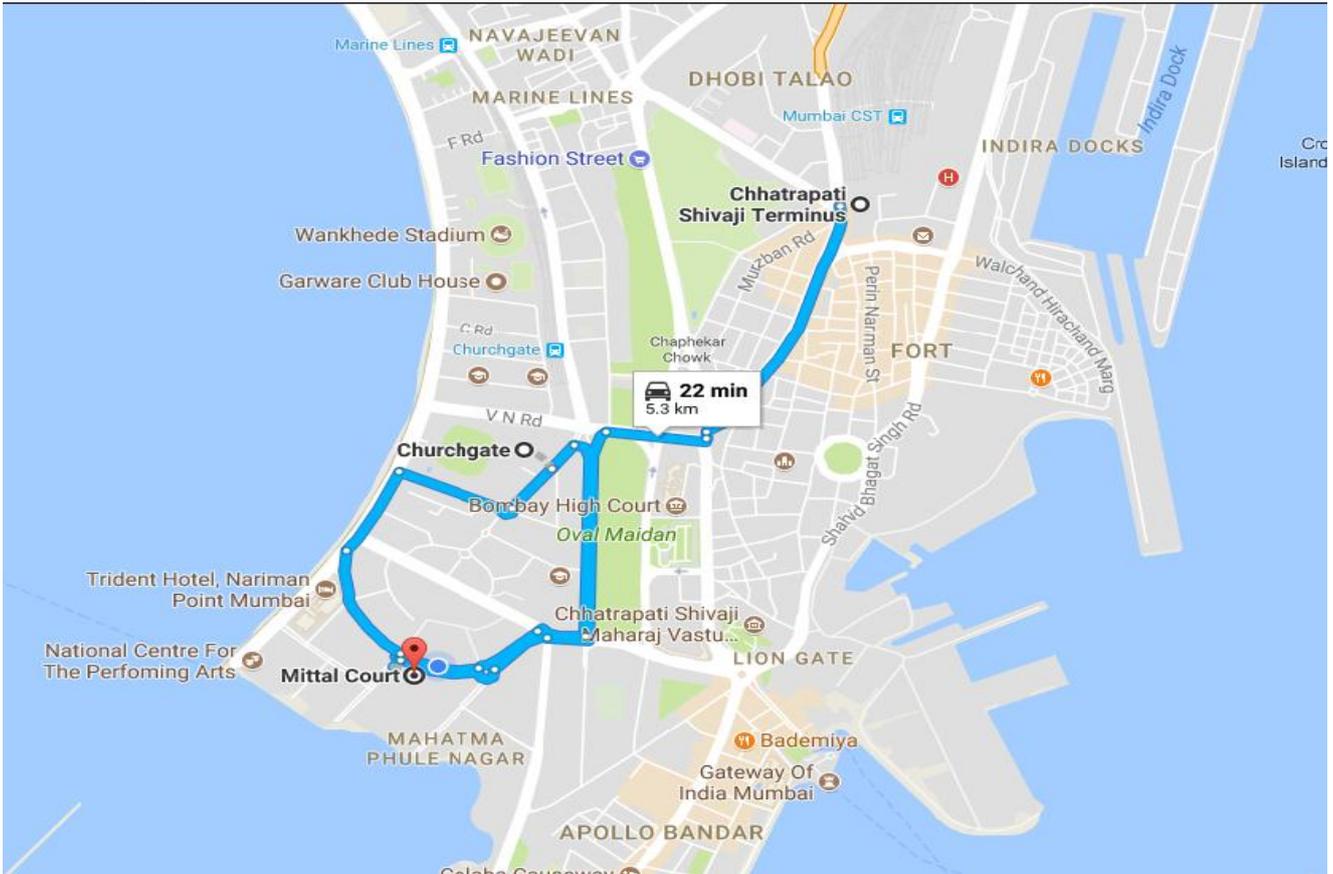
Brief Profile of Sujatha Manjunath Shetty: Mrs. Sujatha Manjunath Shetty, Indian Inhabitant, aged 46 years is a Commerce Graduate. She has wide experience in the area of Sourcing and Merchandising with a work experience of more than 2 decades. The Board expects that the association of Mrs. Sujatha Manjunath Shetty on Board of the Company would be beneficial to the Company.

None of the Directors or Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in the said resolution, except for Mrs. Sujatha Manjunath Shetty being appointed is concerned or interested in the Resolution.

The Board recommends the passing of the Resolution set out in the Notice convening the Meeting. Members are requested to approve the appointment of Mrs. Sujatha Manjunath Shetty as a Non-Executive Director on the Board of the Company.

ROUTE MAP TO AGM VENUE
Chhatrapati Shivaji Terminus Station to AGM Venue

Drive: 5.3 km, 22 mins



ATTENDANCE SLIP
(To be presented at the entrance)

29th Annual General Meeting, Friday, 27th September, 2019 at 9:30 a.m.

Folio No. _____ DP ID No. _____ Client ID No. _____
 Name of the Member _____ Signature _____
 Name of the Proxyholder _____ Signature _____

1. Only Member / Proxyholder can attend can attend the Meeting.
 2. Member / Proxyholder should bring his / her copy of the Annual Report for reference at the Meeting.

PROXY FORM
Form MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L51909MH1989PLC138292
Name of the Company	V.R.Woodart Limited
Registered Office	106, Shiv Smriti Chambers, 49-A, Dr Annie Besant Road, Worli, Mumbai 400018
Name of the Member (s)	
Registered Address	
Email ID	
Folio No / Client Id	

I/We, being the member (s) of shares of the above named company, hereby appoint

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM

Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Ninth Annual General Meeting to be held on Friday, 27th September 2019 at 9.30 AM at 63-64, Mittal Court, C Wing, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	FOR	AGAINST
1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2019 together with the Report of the Auditors' and Board of Directors' thereon.		
2. To consider appointment of a Director in place of Mrs. Divya Santosh Pai (DIN: 07915821) who retires by rotation and being eligible, offers himself for re-appointment.		
3. Regularization of appointment of Mr. Rajaraman Natarajan (DIN: 08299550) as an Independent Director of the Company for a term of 5 years		
4. Regularization of appointment of Mrs. Sujatha Manjunath Shetty (DIN: 08299196) as a Non-Executive Director of the Company		

Signed this..... day of..... 2019

Signature of Shareholder: /
 Signature of Proxy holder(s):

Affix Revenue Stamp

Note: This form of 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.