

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the shareholders of V.R.Woodart Limited will be held on Wednesday, 30th September, 2020 at 3:00 p.m. through video conferencing 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, 2020 together with the Report of the Auditors' and Board of Directors' thereon.
2. To consider appointment of a Director in place of Mr. Sanjay Anand (DIN:01367853) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Regularization of appointment of Mr. Kartik Jethwa (DIN: 08587759) 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. Kartik Jethwa (DIN: 08587759), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors through circular resolution on 16th October, 2019 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 16th October, 2019.”

4. **Appointment of Mrs. Sujatha Manjunath Shetty (DIN: 08299196) as Whole-time 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 Section 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 and any other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members be and is hereby accorded for the appointment of Mrs. Sujatha Shetty (DIN: 08299196), who was appointed as a Non-Executive Director with effect from September 27, 2019, as a Whole-time Director of the Company for a period of 5 (five) years with effect from February 21, 2020 to February 20, 2025 whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms of appointment of Mrs. Sujatha Shetty subject to the limits specified in Schedule V of the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time.”

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

Place: Mumbai
Date: September 04, 2020

Juhi Nagpal
Company Secretary
A60603

Notes:

1. In view of the outbreak of COVID pandemic early in the year 2020 and the restrictions on movement of people and social distancing norms which followed and which are still in place, the Ministry of Corporate Affairs allowed conducting Annual General Meetings (hereinafter referred to as 'AGM') through Video Conference (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. The Ministry vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribed the guidelines and manner of conducting the Annual General Meeting through VC/OAVM. Complying with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 30th Annual general meeting (AGM) of the members of the Company is to be held through Video conferencing (VC) where the Members can attend and participate in the AGM through the provided VC facility. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The detailed procedure for participating in the meeting through VC is annexed herewith (Refer serial no. 15) and also the same is available at the Company's website at www.vrwoodart.com.
2. The helpline number regarding any query/assistance for participation in the AGM through VC is 1800- 222-990.
3. As the AGM shall be conducted through VC, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.vrwoodart.com, on the website of Stock Exchanges i.e. BSE Limited and on the website of NSDL at www.evoting.nsdl.com.
4. Members will be eligible to participate on first come first serve basis, as participation through VC is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. However, the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 30th AGM without any restriction on account of first-come first- served principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted upto 1000 members only.
5. Corporate members are requested to send at support@sharexindia.com or sanjayrd65@gmail.com before e-voting/ attending Annual General Meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
7. The Register of Members and Share transfer books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020, both days inclusive.
8. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited, C 101, 247 Park, LBS Marg, Vikhroli West, 400083 (RTA) at support@sharexindia.com enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Members holding shares in physical form are requested to notify immediately any change in their address/ mandate/ bank details to the Company or to the office of the RTA, quoting the folio number at investors@vrwoodart.com or support@sharexindia.com.
10. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016('The Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are to be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. As on the date of this notice, the Company has no such shares on which dividend has not been claimed or paid for a

consecutive period of seven years.

11. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the Company can get the same registered with the Company by sending an email to support@sharexindia.com or investors@vrwoodart.com.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investors@vrwoodart.com
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 23, 2020, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 Hours (IST) on Sunday, September 27, 2020 and will end at 17.00 Hours (IST) on Tuesday, September 29, 2020. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Sanjay Dholakia –Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given at Serial no.16. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to refer the instructions provided at Serial no. 18.
14. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. **The details of the process and manner for remote e-voting before and during the AGM are explained herein 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 are 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 EVEN is 101456 and folio number is 001*** then your 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. a .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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
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 are mentioned 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.
9. Only those Members/shareholders, who will be present in the meeting through VC facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
10. Members who have cast their vote through remote e-voting prior to 30th AGM may also participate in the 30th AGM through VC facility but shall not be entitled to cast vote again.

16. General Guidelines for shareholders

- a) 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.
 - b) In case of any queries, you may refer to 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 to Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in.
 - c) 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
 - d) The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.vrwoodart.com.
17. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@vrwoodart.com or support@sharexindia.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@vrwoodart.com or

support@sharexindia.com.

- c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

18. The details of the process and manner for participating in Annual General Meeting through Video conferencing are explained herein below:

- a) Member will be provided with a facility to attend the AGM through VC through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVEN of Company will be displayed.
- b) Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned at point no. 15 in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
- c) Members who need assistance before or during the AGM with use of technology, can:
- Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; or
- Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in;
or
- Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in.
- d) Institutional Members are encouraged to attend and vote at the AGM through VC. In case any Institutional Members, facing issues for participating in AGM can write to www.vrwoodart.com
- e) Members can participate in AGM through smart phone/laptop, however, for better experience and smooth participation it is advisable to join the Meeting through Laptops connected through broadband.
- f) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- g) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- h) For ease of conduct, members who would like to ask questions / express their views may send their questions in advance atleast 48 hours before the start of AGM mentioning their name demat account number/folio number, email id, mobile number at investors@vrwoodart.com. The same will be replied by the Company suitably. The Company reserves the right to restrict the number of questions as appropriate for smooth conduct of the AGM.

19. Others:

- a) Members of the Company had approved the appointment of M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, Mumbai (Firm Rgn. No. 000038N), as the Statutory Auditors for a period of 5 years from the conclusion of 27th AGM of the Company which is valid till the conclusion of 32nd AGM of the Company to be held in the calendar year 2022. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
- b) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- c) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated

registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to sharex Dynamic (India) Private Limited / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through email at support@sharexindia.com. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

- d) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at investors@vrwoodart.com.
- e) During the 30th AGM, the Chairman shall, after responding to the questions raised by the Members in advance, formally propose to the Members participating through VC Facility to vote on the resolutions as set out in the Notice of the 30th AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 30th AGM.
- f) The Scrutinizer shall after the conclusion of e-voting at the 30th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 30th AGM, who shall then countersign and declare the result of the voting forthwith.

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

Place: Mumbai
Date: September 04, 2020

Juhi Nagpal
Company Secretary
ACS 60603

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Regularization of appointment of Mr. Kartik Jethwa (DIN: 08587759) as an Independent Director of the Company for a term of 5 years

Pursuant to provisions of Section 161 of Companies Act, 2013, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kartik Jethwa as an Additional Director, designated as Independent Director through circular resolution dated October 16, 2019.

As per the provisions of Section 161(1) of the Act, Mr. Kartik Jethwa holds office of Additional Director up to the date of this Annual General Meeting of the Company, and is eligible for appointment as an Independent Director.

Brief Profile of Mr. Kartik Jethwa: Mr. Kartik Jethwa aged 30 years, Indian Inhabitant, is an Automotive Engineer with accomplished academics and varied experience. He has good fundamental knowledge of Engineering principles, processes and their application. He has a Strong background and history of Product development, Testing and Validation combined with extensive experience in data analysis, pattern analysis.

He has completed his Bachelors in Engineering-Automotive and Diploma in Mechanical Engineering. He has experience of more than 10 years in the field of mechanical engineering mainly in designing, structuring and review of automotive body parts.

Mr. Kartik Jethwa is not related to any of the Promoters, Members of the Promoter Group and Directors of 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 Independent Directors 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. Kartik Jethwa 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 October 16, 2019.

Mr. Kartik Jethwa 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. Kartik Jethwa 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 and Section 152(2) 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. Kartik Jethwa 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. Kartik Jethwa as an Independent Director on the Board of the Company.

Item No. 4

Appointment of Mrs. Sujatha Manjunath Shetty (DIN: 08299196) as Whole-time Director of the Company

Mrs. Sujatha Manjunath Shetty is holding office as a Non-Executive Director of the Company since 10th December 2018.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee held on February 21, 2020, recommended and approved the candidature of Mrs. Sujatha Shetty to act as Whole-time Director of the Company subject to approval of members in the ensuing Annual General Meeting for a period of five years with effect from February 21, 2020 to February 20, 2025 whose office shall be liable to retire by rotation.

Brief Profile of Sujatha Manjunath Shetty: Mrs. Sujatha Shetty, Indian Inhabitant, aged 46 years is a Commerce Graduate. She has wide experience in the area of Sourcing, Merchandising, Exports, Project Management, Procurement, licensing, Costing etc. with a work experience of more than 2 decades.

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.

Mrs. Sujatha Shetty is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.

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 Whole-time Director on the Board of the Company.

Annexure to Item No.3 & 4 of the Notice of the AGM

Pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the required details of the Directors proposed to be appointed/ re-appointed and the terms of proposed remuneration of the Directors are given herein below:

Sr. No.	Particulars	Mr. Kartik Jethwa	Mrs. Sujatha Shetty
1.	Director Identification Number	08587759	08299196
2.	Age	31	46
3.	Date of Birth	April 11, 1989	October 17, 1973
4.	Date of Appointment on Board	October 16, 2019	December 10, 2018
5.	Qualifications	Bachelors in Engineering-Automotive and Diploma in Mechanical Engineering	Commerce Graduate
6.	Experience/Expertise	He has good fundamental knowledge of Engineering principles, processes and their application. He has a Strong background and history of Product development, Testing and Validation combined with extensive experience in data analysis, pattern analysis	She has wide experience in the area of Sourcing, Merchandising, Exports, Project Management, Procurement, licensing, Costing etc. with a work experience of more than 2 decades
7.	Terms and Conditions of Appointment or re-appointment along with remuneration	Mr. Kartik Jethwa appointed as Independent Director for a period of 5 years with effect from October 16, 2019. The Board does not pay any sitting fees for attending the Board/Committee Meetings.	Mrs. Sujatha Shetty (DIN: 08299196) appointed as a Whole-time Director of the Company for a period of five years with effect from February 21, 2020 to February 20, 2025 whose office shall be liable to retire by rotation. She is not paid any remuneration by the Board during her entire tenure.
8.	The last drawn remuneration	Not Applicable	NIL
9.	Shareholding in the Company	NIL	100 Equity shares
10.	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Kartik Jethwa is not related with any other Director, Manager, and Key Managerial Personnel of the Company.	Mrs. Sujatha Shetty is not related with any other Director, Manager, and Key Managerial Personnel of the Company.
11.	The Number of Meetings of the Board attended during the year (Meeting attended / Meeting entitled)	5/5	10/10
12.	Other Directorships	Faze Three Limited	Madhavan Texpro Private Limited
13.	Memberships/Chairmanship of Committees of other companies	NIL	NIL

Annexure to the Notice
Details of the Director seeking re-appointment in the forthcoming Annual General Meeting
[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Item No.2

Mr. Sanjay Anand (DIN:01367853) (aged 58 years) was appointed on the Board effective September 24, 1998, and was a Whole-time Director of the Company until February 20, 2020, and is currently designated as Non-Executive Director of the Company w.e.f. February 21, 2020.

Mr. Sanjay Anand is a graduate by Qualification and has functional expertise in the field of Operations and Business Development and has an experience of 3 decades. Mr. Anand has not drawn any remuneration from the Company during his entire tenure. Mr. Anand does not hold any shares in the Company.

Mr. Sanjay Anand belongs to the promoter family and is the brother of Mr. Ajay Anand. Mr. Sanjay Anand is not related with any other Director, Manager, and Key Managerial Personnel of the Company.

Other Directorships/ Memberships/Chairmanship:

Directorship	V.R.Woodart Limited – Non-Executive Director Faze Three Limited – Whole-time Director	
Shareholding	V.R.Woodart Limited – NIL Faze Three Limited – 4.59% (11,17,420 Equity Shares)	
Membership	Name of Company	Name of Committee
	Faze Three Limited	Corporate Social Responsibility Committee
	V.R.Woodart Limited	Audit Committee Stakeholders Relationship Committee
Number of meetings attended during the year (Meeting attended / Meeting entitled)	10/10	