

**VHCL INDUSTRIES LIMITED**

CIN : L27200DN1991PLC000449

Regd. Off: Survey No. 285, Gala No.II, Main Khanvel Kherdi Road,  
Village Kherdi, Silvassa-396230, U.T. of Dadra & Nagar Haveli  
Tel.: 0260-2677915.E-mail - cs@vhcl.co.in • Web: [www.vhcl.co.in](http://www.vhcl.co.in).**NOTICE**

NOTICE is hereby given that the **Extra Ordinary General Meeting (EOGM)** of the members of **VHCL INDUSTRIES LIMITED** will be held at Survey No. 285, Gala No.II, Main Khanvel Kherdi Road, Village, Kherdi, Silvassa-396230, U.T. of Dadra & Nagar Haveli, on Wednesday, the 10<sup>th</sup> day of December, 2014 at 11.00 a.m. to transact the following business:

**Issue of Equity Shares on preferential basis to Non – Promoters 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 Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI Regulations**") as in force and subject to all other applicable rules, regulations, guidelines, notifications and circulars of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), rules, regulations, guidelines, notifications and circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchange where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchange, Reserve Bank of India ("**RBI**"), the Department of Industrial Policy and Promotion, Ministry of Commerce, the Foreign Investment Promotion Board ("**FIPB**") and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "**Appropriate Authorities**"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot, upto 2,57,50,000 Equity shares of Rs. 2/- (Rupees Two only) each fully paid up, in one or more tranches on preferential basis, to the Investors who are Non Promoters, the details of which are given hereunder, on conversion of outstanding Unsecured Loan into Equity shares, at a price which shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, which shall be higher of the following:

1. The average of the weekly high and low of the volume weighted average prices of the related shares quoted on the Stock Exchanges with the highest trade volume during the Twenty six weeks preceding the relevant date,

**OR**

2. The average of the weekly high and low of the volume weighted average prices of the related shares quoted on the Stock Exchanges with the highest trade volume during the two weeks preceding the relevant date.

<b>Sr. No.</b>	<b>Name of the Allottees</b>	<b>No. of Equity Shares</b>	<b>Category</b>
1)	JSN Trade Private Limited	97,50,000	Non -Promoter
2)	Yoga Trading Private Limited	80,00,000	Non-Promoter
3)	Shant Trading Private Limited	80,00,000	Non-Promoter
<b>TOTAL</b>		<b>2,57,50,000</b>	

**“RESOLVED FURTHER THAT:**

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date, for determination of the applicable price of equity shares is **10<sup>th</sup> November, 2014**, i.e. the day 30 days prior to the date of Extra Ordinary General Meeting to be held, in terms of Section 62 of the Companies Act, 2013, to consider the proposed issue.”

- A. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- B. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at the Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.
- C. The Equity shares to be allotted to the Non-Promoters on a preferential basis as set out in the resolution shall be locked in for a period of one year as per requirements of SEBI (ICDR) Regulations.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* and *inter-se* with the existing equity shares of the Company in all respects including dividend.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**For and on behalf of the Board of Directors  
For VHCL Industries Limited**

**Sd/-  
Pankaj Valia  
Managing Director  
DIN: 02047350  
Add.:- 71/A, Varsha Apt. Gulmohar Cross Road,  
Juhu Scheme, Vile Parle (west),  
Mumbai-400049.**

**Place: Silvassa.  
Date: 01/11/2014**

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra Ordinary General Meeting is annexed hereto.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

4. Messrs Rakesh Agrawal & Associates, Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

5. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection to the Members of the Company at the Registered Office situated at Survey No. 285, Main Khanvel Kherdi Road, Village Kherdi, Silvassa- 396230, Dadra and Nagar Haveli on any working day between 11.00 a.m. and 1.00 p.m. except Saturdays, Sundays and Public Holidays upto the date of the Extra Ordinary General Meeting.

6. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Notices and other communications through electronic mode to those Members who have registered their e-mail address with the Company or with the Depository. Members who have not registered their e-mail address either with the Company or with the Depository can now register the same by submitting updated email address to Link Intime India Private Limited, the Registrar and Share Transfer Agent or Company. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

7. The Notice of Extra Ordinary General Meeting and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Extra ordinary General Meeting and Attendance Slip are being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of EOGM, and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the EOGM.

8. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20, of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The members, whose names appeared in the Register of Members/list of beneficial owners as on 14<sup>th</sup> November, 2014 may cast their vote electronically. The members, who have acquired shares after the dispatch of the EOGM Notice, may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means. The Voting period will commence at 9.00 a.m. on Wednesday, the 3<sup>rd</sup> December, 2014 and will end at 6.00 p.m. on Thursday the 4<sup>th</sup> December, 2014. The Company has appointed Ms. Palak Desai, Practicing Company Secretary, to act as the scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

## Procedure for E-voting:

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 3<sup>rd</sup> December, 2014 at 9.00 A.M. and ends on 4<sup>th</sup> December, 2014 till 6.00 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) of 14<sup>th</sup> November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>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.</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• 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 (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <VHCL Industries Limited > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual 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 they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("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).

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date and not casting their votes electronically, may cast their vote at the EOGM venue, facility will be available at the venue. The results of

e-voting will be placed by the Company on the website: [www.vhcl.co.in](http://www.vhcl.co.in) two days of the EOGM and also communicated to the stock exchanges, where the shares of the Company are listed.

9. The resolution proposed will be deemed to have been passed on the date of EOGM subject to receipt of number of votes in favour of the resolutions.

10. In terms of clause 35B of the Listing Agreement, those members, who do not access to e-voting facility, may send their assent or dissent in writing on the Ballot Form sent along with this EOGM Notice so as to reach the Scrutinizer at the Address- Ms. Palak Desai, Practicing Company Secretary, c/o Link Intime India Private Limited - (Unit) VHCL Industries Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (west) Mumbai – 400 078 on or before 4<sup>th</sup> December, 2014. Any Ballot Form received after this date will be treated as if the reply from the member has not been received.

11. Voting will be provided to the members through e-voting and / or at the EOGM venue. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.

12. Members/Proxies are requested to bring their attendance slip duly filled in.

**For and on behalf of the Board of Directors  
For VHCL Industries Limited**

**Sd/-**

**Pankaj Valia  
Managing Director  
DIN: 02047350  
Add.:- 71/A, Varsha Apt. Gulmohar Cross Road,  
Juhu Scheme, Vile Parle (west),  
Mumbai-400049.**

**Place: Silvassa.  
Date: 01/11/2014**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED 1<sup>ST</sup> NOVEMBER, 2014**

**In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 1<sup>st</sup> November, 2014.**

The Board of Directors in its meeting held on Saturday, the 1<sup>st</sup> day of November, 2014 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto 2,57,50,000 Equity Shares of Rs.2/- each on conversion of Unsecured Loans into Equity shares on preferential basis. The pricing of the Equity Shares to be allotted on preferential basis to the Non Promoters shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of the Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

**B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 and the following disclosures pursuant to Rule 13 (2) (d) of the Companies (Share capital and Debenture) Rules, 2014 in relation to the resolution for the proposed preferential issue are given as under:**

**(i) The Objects of the Preferential Issue:**

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for retirement of debts, support growth plans of the Company, long-term working capital and general corporate purposes.

**(ii) The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

**(iii) Pricing of Securities to be issued:**

The issue of Equity Shares on preferential basis to the Non Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

**(iv) Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is Monday the 10<sup>th</sup> November, 2014. [i.e. 30 days prior to the date of the Extra Ordinary General Meeting]]

**(v) Particulars of Subscribers to Equity Shares**

a) The Company proposes to issue Equity Shares by way of preferential issue to the non-promoters upon conversion of outstanding Unsecured Loan into Equity shares as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue	
	No. of Shares held	% of Holding	No. of Shares	No. of Shares held	% of Holding
Category – Non-Promoter -					
JSN Trade Private Limited	0	0.00	97,50,000	97,50,000	15.15
Yoga Trading Private Limited	0	0.00	80,00,000	80,00,000	12.43
Shant Trading Private Limited	0	0.00	80,00,000	80,00,000	12.43
<b>Grand Total</b>	<b>0</b>	<b>0.00</b>	<b>2,57,50,000</b>	<b>2,57,50,000</b>	<b>40.01</b>

**Note:**

- 1) *The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to M/s. JSN Trade Private Limited are Mr. Jagdish Thobhani and Mr. Himanshu Bhatt and the directors of the company are Mr. Tiwari Ram Akbal and Mr. Harendra Narandas Mehta.*
- 2) *The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to M/s. Yoga Trading Private Limited are Ms. Indra Agrawal and Mr. Pawan R.K.Dubey and the directors of the company are Mr. Kirti Kantilal Mehta and Mr. Reynold Vincent Misquitta.*
- 3) *The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to M/s. Shant Trading Private Limited are Ms. Indra Agrawal and Mr. Pawan R.K.Dubey and the directors of the company are Mr. Kirti Kantilal Mehta and Mr. Reynold Vincent Misquitta.*
- 4) *There will be no cash inflow as the outstanding unsecured loans will be converted into Equity Shares.*

**(vi) Shareholding Pattern Pre and Post Preferential Issue:**

Table	A		B	
	Pre-Allotment		Post Allotment	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	19565241	50.68	19565241	30.40
Banks, Fls, Insurance Companies, FIs etc.	1650	0.01	1650	0.00
Body Corporate	1076879	2.79	26826879	41.69
Individual	17224923	44.62	17224923	26.77
NRI	531692	1.38	531692	0.83
Clearing Members	201585	0.52	201585	0.31
<b>Total</b>	<b>38601970</b>	<b>100.00</b>	<b>64351970</b>	<b>100.00</b>

**(vii) Change in Management:**

The issue of Equity shares will not result in any change in the management or control of the Company.



**(viii) Lock in of Equity Shares:**

The Equity shares to be allotted to the Non-Promoters on a preferential basis as set out in the resolution shall be locked in for a period of one year as per requirements of SEBI (ICDR) Regulations.

**(ix) Proposed time within which the allotment shall be completed:-**

As required under the SEBI (ICDR) Regulations, 2009, the Company shall complete the allotment(s) of Equity shares as aforesaid on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue or in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.

**The Company hereby undertakes that:**

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

**(x) Others:**

The certificate of the Statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company on all working days except Saturday, Sundays and Public holidays between 11.00 a.m. to 1.00 p.m. till the date of Extra Ordinary General Meeting.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

Your directors recommend the Special Resolution as set out in the notice for your approval.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except for their shareholding in the Company.

**For and on behalf of the Board of Directors  
For VHCL Industries Limited**

**Sd/-**

**Pankaj Valia**

**Managing Director**

**DIN: 02047350**

**Add.:- 71/A, Varsha Apt. Gulmohar Cross Road,**

**Juhu Scheme, Vile Parle (west),**

**Mumbai-400049.**

**Place: Silvassa.**

**Date: 01/11/2014**

**VHCL INDUSTRIES LIMITED**

CIN : L27200DN1991PLC000449

Regd. Off: Survey No. 285, Gala No.II, Main Khanvel Kherdi Road,

Village Kherdi, Silvassa-396230, U.T. of Dadra & Nagar Haveli

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**PROXY FORM**

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

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

Name:.....Address.....

Email ID..... Signature .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday, the 10<sup>th</sup> of December, 2014 at 11.00 a.m. at Survey No.285, Gala No. II, Main Khanvel Kherdi Road, Village Kherdi, Silvassa-396230, U.T. of Dadra & Nagar Haveli and at any adjournment thereof in respect of such resolutions as are indicated below:

\*I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Type of Resolutions	For	Against
1.	Issue of Equity Shares on Preferential Basis to Non-Promoters of the Company on conversion of Outstanding Unsecured loan into Equity Shares pursuant to Section 62 of the Companies Act, 2013.	Special Resolution		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

\_\_\_\_\_  
**Signature of first Proxy holder**

\_\_\_\_\_  
**Signature of Second Proxy holder**

\_\_\_\_\_  
**Signature of third Proxy Holder**

Affix Revenue Stamp Not less than Rs. 0.15

**Notes:**

- (1) 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.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) \*(4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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Tel.: 0260-2677915.

E-mail - cs@vhcl.co.in • Web: www.vhcl.co.in

**ATTENDANCE SLIP**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Shareholder (In Block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	No. and Class of Share	

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Wednesday, the 10<sup>th</sup> of December, 2014 at 11.00 a.m. at Survey No.285, Gala No. II, Main Khanvel Kherdi Road, Village Kherdi, Silvassa-396230, U.T. of Dadra & Nagar Haveli.

\_\_\_\_\_

**Member's Folio / DP ID-Client ID No.**

\_\_\_\_\_

**Member's / Proxy's name in Block Letters**

\_\_\_\_\_

**Member's/Proxy's signature**

**Note:**

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.
2. Joint shareholders may obtain additional slip at the venue of the meeting
3. Electronic copy of the Notice of the Extra Ordinary General Meeting (EOGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EOGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of the Extra Ordinary General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>Password / PIN</b>

Note: Please read instructions given at Note No.8 of the Notice of the Extra Ordinary General Meeting carefully before voting electronically.

Form No. MGT-12

POLLING PAPER

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

**VHCL INDUSTRIES LIMITED**

CIN: L27200DN1991PLC000449

Regd. Off: Survey No. 285, Gala No.II, Main Khanvel Kherdi Road,

Village Kherdi, Silvasa-396230, U.T. of Dadra & Nagar Haveli

Tel.: 0260-2677915.

E-mail - cs@vhcl.co.in • Web: www.vhcl.co.in

**BALLOT PAPER**

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In Block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item No.	No of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Issue of Equity Shares on Preferential Basis to Non-Promoters of the Company on conversion of Outstanding Unsecured loan into Equity Shares pursuant to Section 62 of the Companies Act, 2013.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Name of the shareholder \_\_\_\_\_

Signature of the shareholder \_\_\_\_\_

Place : Silvasa.

## **INSTRUCTIONS:**

- 1) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the EOGM.
- 4) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the EOGM.

### **Process and manner for Members opting to vote by using the Ballot Form:**

- i. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Palak Desai, Practicing Company Secretary C/O. Link Intime India Private Limited - (Unit) VHCL Industries Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (west) Mumbai – 400 078.
- ii. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. (Exercise of vote by Ballot is not permitted through proxy).
- iii. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- iv. Votes should be cast in case of each resolution, either in favour or against by putting the tick (v) mark in the column provided in the Ballot.
- v. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 14<sup>th</sup> November, 2014 as per the Register of Members of the Company.
- vi. Duly completed Ballot Form should reach the Scrutinizer not later than 4<sup>th</sup> December, 2014 6:00 p.m. IST). Ballot Form received after this date will be strictly treated as if the reply from the Members has not been received.
- vii. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
- viii. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- ix. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- x. The results declared along with Scrutinizer's Report, shall be placed on the Company's website: [www.vhcl.co.in](http://www.vhcl.co.in) and on the website of the Central Depository Securities Limited within two days of the passing of the Resolutions at the EOGM of the Company on Wednesday, the 10<sup>th</sup> of December, 2014, and communicated to the BSE Limited, where the shares of the Company are listed.

## Book – Post

*If undelivered, please return to:*

**VHCL INDUSTRIES LIMITED**

**Corp. Off:** 701, Dev Plaza,  
Near Shoppers Stop, S. V. Road,  
Andheri (W),  
Mumbai-400058.

*Cont. No.:* +91 22 61643200 to 3299

*Fax No.:* +91 22 61643232.

*E-mail -* [cs@vhcl.co.in](mailto:cs@vhcl.co.in) • *Web:* [www.vhcl.co.in](http://www.vhcl.co.in).