



## **Venky's (India) Limited**

Registered office : Venkateshwara House, S. No. 114/A/2, Sinhagad Road, Pune - 411 030

CIN: L01222PN1976PLC017422

Telephone : (020) 2425 1530 to 41

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

### **NOTICE OF THE POSTAL BALLOT**

*(Pursuant to Section 110 of the Companies Act, 2013)*

To

The Members of Venky's (India) Limited

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Venky's (India) Limited (the "Company") is seeking the consent of its members through Postal Ballot for the following Special Business:

- i) to increase authorised capital of the Company and to amend the Memorandum and Articles of Association of the Company to that effect.
- ii) to issue Bonus Shares.

The proposed Special Business, along with Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Ms. Ashwini Kadam, Practicing Company Secretary, Pune as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage business reply envelope, so as to reach the Scrutinizer not later than 5.30 p.m. on 14<sup>th</sup> November, 2015. The Ballot Forms received after the said date will be treated as not received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the scrutinizer will submit his report to the Chairperson/Director. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on 16<sup>th</sup> November, 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. [www.venkys.com](http://www.venkys.com).

#### **SPECIAL BUSINESS:**

- 1) **To increase authorised capital of the Company and amend the Memorandum of Association and Articles of Association of the Company to that effect.**

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

"RESOLVED THAT pursuant to the provisions of Section 14, 61 and other applicable provisions, if any, of the Companies Act 2013, (Act) and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association, the consent of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 1,10,00,000 (One Crore and Ten Lacs)



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Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.11,00,00,000/- (Rupees Eleven Crores) and 10,00,000 (Ten Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores) to Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.15,00,00,000/- (Rupees Fifteen Crores) and 10,00,000 (Ten Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores), ranking paripassu with the existing shares in the Company and consequently clause no.V of the Memorandum of Association of the Company stands substituted by the following:

*"The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 1,50,00,000 (One Crore and Fifty Lacs) equity shares of Rs.10/- (Rupees ten) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores) and 10,00,000 (Ten lacs) preference shares of Rs. 100/- (Rupees one hundred) each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores). The Company shall have power to increase, consolidate, sub-divide, reduce, classify, reclassify or otherwise alter its share capital subject to the provisions of the Companies Act, 2013. Any shares of the original or increased capital may from time to time be issued with guarantee or any rights of preference whether in respect of dividend or of repayment of capital or both or any other privilege or advantage over any shares previously issued or then about to be issued or with deferred or qualified rights or subject to any provisions, conditions and with any special rights or limited rights, without any rights of voting and generally on such terms as the Company may from time to time determine."*

RESOLVED FURTHER THAT consequently Article no. 4(a) of the Articles of Association of the Company stands substituted by the following:

*"The share capital of the Company shall be as per Clause V of the Memorandum of Association of the Company"*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution"

## 2) To Issue Bonus Shares

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

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as the Board, which expression shall be deemed to included a committee of Directors duly authorised by the Board in this behalf), and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (as amended from time to time) and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the capital redemption reserve, securities premium account and general reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 10/- (Rupee Ten only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such record date as may be fixed by the Board, in the proportion of 1(One) equity share for every 2 (Two) existing equity share(s) held by the Members and that the Bonus shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each Member and not as income.



RESOLVED FURTHER THAT, no allotment letters shall be issued to the allottees of the bonus shares and that the certificate in respect of the bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT, the issue and allotment of the said bonus shares to the extent that they relate to non-resident Indians (NRIs), Persons of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date'.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to deal with the fractional shares arising out of the bonus issue both in physical mode holding and in respect of depository mode holding as they may deem fit.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board, the Committee authorized by the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation to filing documents with the Ministry of Corporate Affairs (MCA), RBI and SEBI, listing the additional equity shares on BSE Limited and the National Stock Exchange of India Limited.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

By order of the Board of Directors

Pune  
14<sup>th</sup> September, 2015

**A. G. BAUSKAR**  
Company Secretary  
Membership No: F1953



## Venky's (India) Limited

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### NOTES :

- a. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts is annexed hereto.
- b. The Notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on closing trading hours of 1<sup>st</sup> October, 2015.
- c. The Company has appointed Ms. Ashwini Kadam, Practicing Company Secretary, Pune as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- d. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-Voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Central Depository Services (India) Limited (CDSL) for facilitating e-Voting facility to enable the Shareholders to cast their votes electronically instead of despatching Postal Ballot Form. E-Voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-Voting), can submit the enclosed postal ballot form or alternatively can download the same from [www.venkys.com](http://www.venkys.com).
- e. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case, any member is opting for voting by postal ballot then the member should not re-cast his/her vote through e-voting and vice-versa. In case, members cast their vote through both the methods the votes cast through e-voting shall prevail and votes cast through postal ballot form shall be considered invalid.
- f. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply Envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.30 p.m. on 14<sup>th</sup> November, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- g. Members may also note that, additionally, the Notice of Postal Ballot will be available on the Company's website [www.venkys.com](http://www.venkys.com).



## Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

### Item Nos. 1 and 2

With a view to capitalize the sufficient amount of surplus of the Company standing to the credit of securities premium account, capital redemption reserve account and general reserve the Board in its meeting held on September 14, 2015 considered and approved a bonus issue of one equity share for two equity shares held, as on the record date to be determined by the Company.

Presently, the Authorized Share Capital of your Company is Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 1,10,00,000 (One Crore and Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.11,00,00,000 (Rupees Eleven Crores) and 10,00,000 (Ten Lacs) Preference Shares of Rs. 100/ (Rupees One Hundred Only) each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores). The issue of bonus shares as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association and Article 4(a) of Articles of Association of the Company, such that the authorized capital is increased to Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.15,00,00,000/- (Rupees Fifteen Crores) and 10,00,000 (Ten Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores).

The bonus issue of equity shares, increase in authorized capital and alteration of relevant clauses of the Memorandum of Association and Articles of Association of the Company are subject to Members' approval in terms of Sections 14, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, the resolutions in Item Nos. 1 and 2 of the Postal Ballot Notice are put forth for approval of members.

The Directors commend the Resolution at 1 & 2 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 1 and 2 except for their respective shareholdings.

By order of the Board of Directors

Pune  
14<sup>th</sup> September, 2015

**A. G. BAUSKAR**  
Company Secretary  
Membership No: F1953



Venky's (India) Limited

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## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 28<sup>th</sup> October, 2015 at 09.00 a.m. IST and ends on 30<sup>th</sup> October, 2015 at 05.30. p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 1<sup>st</sup> October, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen.



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However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Venky's (India) Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - 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 a 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked 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), or contact CDSL e-Voting Helpdesk on 18002005533 (toll free).





## Venky's (India) Limited

Registered office : Venkateshwara House, S. No. 114/A/2,

Sinhagad Road, Pune - 411 030

CIN: L01222PN1976PLC017422

Telephone : (020) 2425 1530 to 41

Website : [www.venkys.com](http://www.venkys.com) Email : [corp.shares@venkys.com](mailto:corp.shares@venkys.com)

### POSTAL BALLOT FORM

#### A. Details of Shareholder(s) :

Name & Address of sole / first shareholder	
Name(s) of Joint Holder(s)	
Folio No./ DP ID and Client ID No.	
No. of Shares held	

#### B. Voting Details :

I/ We the aforementioned shareholder(s) of the Company, exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the business stated in notice dated 14<sup>th</sup> September, 2015 of the Company by sending my /our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate boxes below:

Description	No. of Shares held	I/We assent (agree) to the resolution. (FOR)	I/We dissent (disagree) to the resolution. (AGAINST)
1. To increase authorised capital of the Company and to amend the Memorandum and Articles of Association of the Company to that effect.			
2. To issue Bonus Shares in the ratio of one equity share for every two existing shares held.			

Place :

Date :

\_\_\_\_\_  
(Signature of Shareholder)

Note : Please read the instructions overleaf.



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### INSTRUCTIONS:

1. A shareholder desiring to exercise vote by Postal Ballot may complete this form and send it to the Scrutinizer in the accompanying self-addressed postage prepaid business reply envelope. You are not required to affix any postal stamps on the business reply envelope since postage is borne and paid by the Company. However, envelopes sent containing this forms by courier or registered post voluntarily by the shareholder at his / her own expense will also be accepted.
2. The business reply envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form shall be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed by the first named shareholder and in his / her absence by the second named shareholder. [The signatures shall be as per the specimen signatures registered with the Company / Depository Participant (DP)]
4. Incomplete / unsigned or defective Postal Ballot forms in any manner will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
5. Duly completed Postal Ballot forms shall reach the Company latest by 5.30.p.m. on 14<sup>th</sup> November, 2015. Postal Ballot form received after this date / time shall be strictly treated as if the reply from member has not been received.
6. Voting rights shall be reckoned as per the number of shares registered in the name of the shareholders on the cut-off date i.e. 1<sup>st</sup> October, 2015.
7. In case shares are held by Companies and institutional shareholders (body corporates, trusts, societies etc.) a certified true copy of the Board Resolution / Power of Attorney, with specimen signature of authorised person or power of attorney holder shall accompany this form.
8. Members are requested not to send any other paper (other than documents mentioned in point no.7 above, if any) along with this form in the business reply envelope, as all the envelopes will be sent to the Scrutinizer and any extraneous paper will be destroyed by the Scrutinizer.