



## VICTOR GASKETS INDIA LIMITED

CIN: U29117PN2001PLC018092

Registered Office: 152/223, Village Mahalunge, Chakan Talegaon road, Taluka Khed, Pune- 410501.

Tel: 02135 - 677300, Fax: 02135 - 677328 E-mail: secretarial@victorindia.co.in, Website: www.victorgasketsindia.com

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014**

#### Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) that the resolution mentioned below be passed by the members through Postal Ballot/electronic voting (e-voting). The explanatory statement pertaining to the said resolution, setting out the material facts and related particulars are annexed alongwith a Postal Ballot Form for your kind consideration.

The Board of Directors of the Company has appointed CS Pawan G Chandak, Partner KPRC & Associates, Company Secretaries, Pune as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed Business Reply Envelope. Postage expenses will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Forms(s) may also be deposited personally at the address given on the self-addressed Business reply Envelope. The duly completed Postal Ballot Forms(s) should reach the Scrutinizer not later than 17.00 Hours (IST) on Saturday, May 23, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny of the Postal Ballot (including e-voting). The result of the voting by Postal Ballot shall be declared on or before, May 26, 2015 and communicated to the Depository, Registrar and Share Transfer agent and shall be displayed on the website of the Company (<http://www.victorgasketsindia.com>)

#### RESOLUTION

##### **ITEM NO. 1 - SELL, LEASE AND DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY**

To considers and if thought fit to pass the following resolution as a Special Resolution with or without modification;

**"RESOLVED THAT** in supersession of all the earlier resolution passed by the Company in this regards and pursuant to Section 180(1)(a) of the Companies Act, 2013 ('the Act') and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and all other applicable provisions, if any, read with the applicable rules made there under and in accordance with the applicable provisions as contained in the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations on property situated at open Land, Gat Nos 407 Hissa No 3, Nanekarwadi, Nanekarwadi, Road, Khed, Chakan, 410501, Pune, Maharashtra on such terms and condition as the board may decide in the interest of the Company, in favour of Tata Capital Financial Services Limited "Lending Agency", to secure rupee term loans and short term working Capital Term Loan; availed by M/s. Anand Automotive Private Limited (formerly known as M/s. Anand Automotive Limited) and M/s. Asia Investments Private Limited of which the aggregate value not exceeding Rs. 190 crores (Rupees One hundred and Ninety crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre - payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements/Facility Agreements/Debenture Trust Deeds to be entered into by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee be and are hereby authorised to finalise with the Lending Agency the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to the above Resolution."

##### **ITEM NO. 2 - GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO ANY OTHER BODY CORPORATE OR PERSON:**

To considers and if thought fit to pass the following resolution as Special Resolution with or without modification;

**“RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provision, if any, of the Companies Act, 2013, (‘the Act’) and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force read with the applicable rules made there under and in accordance with the applicable provisions as contained in the Memorandum of Association and Articles of Association of the Company, the consent be and is hereby accorded to give authority to the Board (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to give any guarantee(s)/ provide any security(ies) upto Rs. 190 crores (Rupees One Hundred and Ninety crores Only) for the loan to be obtained by Anand Automotive Private Limited (formally known as Anand Automotive Limited) and Asia Investments Private Limited, notwithstanding that the giving of such guarantee(s), or providing of such security (ies) shall be in excess of any or all the percentages prescribed under the provisions of section 186 of the Act and the Board of Directors of this company be and is hereby authorised to determine the actual amount and timings of the above investments from time to time subject to individual limits as mentioned above and prescribed for the investments to be done on behalf of the Company respectively.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalize with the Lending Agency, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and is hereby also authorised to determine the actual sums to be provided as loan(s)/ guarantee(s) / security (ies) within the sanctioned limits and all matters arising out of or incidental to the proposed loan(s)/ guarantee(s) / security (ies) and also to do all such acts and things and to execute all such documents as may be necessary for giving effect to the above Resolution.”

**By the order of Board of Directors of**

Sd/-

**Mahendra Kumar Goyal**

Director

DIN: 02605616

**Registered Office:**

Victor Gaskets India Limited  
152/223 Mahalunge,  
Chakan Talegaon Road,  
Tal. Khed  
Dist. Pune – 410501 (India)

Date: 14.04.2015

Place: Pune

**NOTES:**

1. A Member cannot exercise his / her vote by proxy on postal ballot.
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed herewith and all the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Saturday, May 23, 2015
3. Members whose name appears on the Register of Members/List of Beneficial Owners as on April 10, 2015 will be considered for the purpose of voting.
4. Members are requested to:
  - a. Notify immediately any change in their address / email ID to the company.
  - b. Quote their folio number in all correspondence with the company.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as on the close of business hour on April 10, 2015.
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in Pune, where the registered office of the Company is situated, and published on the Company website.
7. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company’s Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self-addressed Business Reply Envelope.

8. Members can opt for only one mode of voting, i.e., either by physical ballot or evoting. In case Members cast their votes through both the modes, voting done by evoting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to [secretarial@victorindia.co.in](mailto:secretarial@victorindia.co.in). The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17.00 Hours (IST)) on Saturday, May 23, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
11. In case of joint holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
12. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
13. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### **VOTING THROUGH ELECTRONIC MEANS:**

In Compliance with Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged services of Karvy Computershare Private Limited for the purpose of providing e-voting facility to all its Members.

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

<b>User – ID</b>	For Members holding shares in Demat Form:- a) For NSDI :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
<b>Password</b>	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
<b>Captcha</b>	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from April 24, 2015 @ 9.00 AM to May 23, 2015 @ 5.00 PM
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'

- xi) 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.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scruti-nizer through e-mail to pawan.chandak@kprc.co.in with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:**

**ITEM NO. 1**

Pursuant to section 180 (1)(a) and other applicable provisions of Companies Act, 2013, if any, the Company can dispose of its undertaking/property/assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of shareholders accorded by way of special resolution.

The Company intends to create charge and/or mortgage on the immovable property of the Company situated at Open Land, Gat Nos 407 Hissa No 3, Nanekarwadi, Nanekarwadi, Road, Khed, Chakan, 410501, Pune, Maharashtra, present and future and whole of the undertaking of the Company in favour of Tata Capital Financial Services Limited, to secure repayment of the credit facilities availed by the M/s. Anand Automotive Private Limited (formerly known as M/s. Anand Automotive Limited) and M/s. Asia Investments Private Limited for the sum of money not exceeding Rs 190 crores (Rupees One Hundred and Ninety crores only) on such terms and conditions as per the draft of the Loan Agreement and the Sanction Letter issued by Tata Capital Financial Services Limited in favor of M/s. Anand Automotive Private Limited (formerly known as M/s. Anand Automotive Limited) and M/s. Asia Investments Private Limited.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in said resolution except to the extent of their shareholding, if any.

**ITEM NO. 2**

Pursuant to section 186 and other applicable provisions of the Companies Act, 2013, the Company can make loan(s) / give guarantee(s) or provide security (ies) to any other body corporate or person to the extent of 60% of its paid up capital and free reserves and security premium accounts or 100% of its free reserves and security premium account, whichever is higher, with the approval of Board of Directors. Where the aggregate of the guarantee given and security provided exceeds the aforesaid limit, prior approval of the shareholders is required by way of special resolution.

The Company is required to give Unconditional and Irrevocable Corporate Guarantee and provide security situated at open Land, Gat Nos 407 Hissa No 3, Nanekarwadi, Nanekarwadi, Road, Khed, Chakan, 410501, Pune, Maharashtra in favor of Tata Capital Financial Services Limited for the borrowing to be done by M/s. Asia Investments Private Limited (the Holding Company) and M/s. Anand Automotive Private Limited.

It is therefore proposed that the Board of Directors of the Company be authorised to give guarantee and provide security for an amount not exceeding Rs 190 crores (Rupees One Hundred and Ninety crores Only)

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in said resolution except to the extent of their shareholding, if any.

**By the order of Board of Directors of**

Sd/-

**Mahendra Kumar Goyal**

Director

DIN: 02605616

**Registered Office:**

Victor Gaskets India Limited  
152/223 Mahalunge,  
Chakan Talegaon Road,  
Tal. Khed  
Dist. Pune – 410501 (India)

Date: 14.04.2015

Place: Pune