



# VICTORY PAPER AND BOARDS (INDIA) LIMITED

CIN: L21019KL1994PLC008083

1/281G, Victory Press Building, P B NO 36, Kunnankulam  
Trichur, Kerala, India- 680503, Tel. No. 04885 222434, 223 775

Email: vpbiltd@gmail.com, Web:www.vpbil.com

## NOTICE OF POSTAL BALLOT

(Pursuant to section 110 of the Companies Act, 2013)

To  
The Members of

VICTORY PAPER AND BOARDS(INDIA)LTD

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 as amended (the “ Act”) and all other applicable provisions, if any, read with Companies (Management and Administration) Rules, 2014, (the “Rules”) with respect to conduct of business through Postal Ballot, for the consent/approval of the Members of VICTORY PAPER AND BOARDS (INDIA) LTD. (hereinafter referred to as the 'Company' ) for the proposed resolutions appended herewith, by means of Postal Ballot/E-voting.

The Board of Directors (the “Board”) has appointed Mr. K P Thomas, Company Secretary in Whole Time Practice, (CP: 8886) proprietor of M/s. K P Thomas & Co., Company Secretaries having office at Carmel Building Banerji Road, Ernakulam- 682018 as the Scrutinizer to conduct the postal ballot/e-voting process in a fair and transparent manner.

This Notice is being sent to all Members, whose name appears in the Register of Members/List of Beneficial Owners as on 08.12.2017 (the record date).

The Company in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Rules, and other applicable regulations, if any, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by **CDSL**

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form, fill it up stating your assent or dissent on the resolutions printed on the Postal Ballot Form and return the duly completed and signed Postal Ballot Form (no other form is permitted) in the enclosed self-addressed postage-prepaid envelope so as to reach the scrutinizer Mr. K P Thomas, Proprietor of M/s. K P Thomas & Co., Company Secretaries, at Carmel Building,1<sup>st</sup> Floor, Banerji Road, Ernakulam – 682018 on or before the close of business hours on 15.01.2018, the last date for the receipt of the completed Postal Ballot Forms. Ballots received thereafter will be strictly treated as if no reply has been received from such Members.

The Company is pleased to offer E-Voting facility as an alternate mode for its equity shareholders to enable them to cast their votes electronically instead of dispatching postal ballot forms. The equity shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The equity shareholders have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the equity shareholders can opt for only one of

the two modes of voting i.e. either postal ballot or e-voting. In case of votes cast through both the modes, the votes by e-voting mode will prevail.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting and/or Postal Ballot, they shall be deemed to have been passed as Special Business at a General Meeting. The Board of Directors at their meeting held on 29.11.2017 has, subject to approval of the members of the Company by way of Special/ordinary Resolutions by postal ballot and subject to such necessary approvals as may be required from the concerned authority, approved these draft resolutions.

The scrutinizer will submit his report to the Chairman or in his absence to any other Director of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or in his absence, any other Director of the Company on 17.01.2018 at the Registered Office of the Company. The results will be communicated to the BSE Limited and shall also be displayed at the Company's registered office and on the Company's website [www.vpbil.com](http://www.vpbil.com)

The resolutions will be deemed to have been passed on the date of declaration of results of postal ballot, if approved by requisite majority.

Therefore, pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with the relevant rules there under, the consent of the members for the aforesaid proposals is sought to be obtained by Postal Ballot / E-Voting as per this notice. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolutions is appended hereto for your consideration.

## **APPENDIX OF PROPOSED RESOLUTIONS**

### **Item 1. As special resolution – Alteration of main objects**

**“RESOLVED THAT** pursuant to Section 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under, the approval of the Company be and is hereby accorded, subject to requisite approvals, if any, of the appropriate authorities, for amending/altering the object clauses of the Memorandum of Association of the Company as under:

‘The ‘main objects’ in clause III A of the Memorandum of Association be and are hereby altered and modified as follows:

1. To manufacture, deal, export, import, purchase, sell and carry on the business of all kinds, grades, varieties and classes of pulp, paper and paper boards and all kinds, types, classes and varieties of raw-materials, ingredients, chemicals and accessories required for the production of pulp, paper and paper boards.
2. To carry on the business of manufacturers, dealers, importers, exporters, buyers, sellers, agents, merchants and traders of aluminum, steel and other ferrous or non-ferrous metals and all kinds of products or byproducts of aluminum, steel and other metals, such as roofing sheets, tubes, pipes, coils, wires, appliances, utensils, building materials and structural materials.

3. To carry on the business of generating, producing, transmitting, supplying, distributing and dealing in electricity and all forms of energy and power derived by any source whether nuclear, steam, hydro, tidal, wind, solar, hydrocarbon fuel or any other form, kind or description.
4. To carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems, networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including Build, Own and Transfer (BOT), Build, Own and Operate (BOO), Build, Own, Lease and Transfer (BOLT) and/or Build, Own, Operate and Transfer (BOOT) basis or otherwise.
5. To carry on the business of weavers, manufacturers, dealers, importers, exporters, buyers, sellers, agents, merchants and traders of textiles, garments, bags, dressing materials and hosiery items made of cotton, polyester, nylon, worsted wool, jute, silk, linen and similar materials and processing of yarn and fabric of every kind and description like warping, sizing, bleaching, calendaring, dyeing and printing.”

**Item 2, as special resolution - Change of registered office of the company**

“**RESOLVED THAT** Pursuant to Provisions of section 12 and any other provisions of the Companies Act ,2013 and Companies (Incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the company be and is hereby shifted from its present location at 1/281G Victory Press Building P B No 36, Kunnankulam, Trichur 680503 to **666/12, Kizhakkambalam, Aluva, Ernakulam, Kerala, India - 683 562**, both places being within the jurisdiction of the ROC, Kerala.

**Item 3, as ordinary resolution – Appointment of independent director**

“**RESOLVED THAT** pursuant to the provisions of Sec. 149, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 there under, approval of the company be and is hereby accorded to the appointment of Mr. T M Paulose (DIN 07976751), who was appointed by the Board as an additional director (independent) with effect from 30/10/2017 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act 2013, as an independent director of the company, to hold office for a term of 5 consecutive years, not liable to retire by rotation”

**Item 4, as ordinary resolution – appointment of Mg. Director**

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereof, the consent of Members of the Company be and is hereby accorded to the appointment of Shri Venkitanarayanan Kalpathy Lakshminarayanan (DIN 01273573) as Managing Director of the Company for the period of five years made by the board of directors with effect from 01.12.2017 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this.”

**“RESOLVED FURTHER THAT** the Directors of the Company be and are hereby jointly and severally authorized to submit the necessary form/s and other required documents, and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions at items 1 to 4 and solving any difficulties that may arise while giving effect to these resolutions, without seeking any further approval of the members of the company.”

For and on behalf of the Board

Place: Kunnankulam  
Date: 06.12.2017

Sd/-  
Josmin Jose  
Company Secretary

Notes:

1. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above and a brief profile of the proposed Independent Director and Managing Director are annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the notice are sought to be passed by E- voting & Postal Ballot.
3. The Postal Ballot Notice along with the Postal Ballot Form are sent in electronic form to the members who have registered their e-mail addresses with the Company /R &T Agents of the Company (in case of physical shareholding)/ with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are sent to members whose e-mail addresses are not registered, by permitted mode, along with a self-addressed postage pre-paid Business Reply Envelope
4. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or request for physical copy of the Postal Ballot form from the Company's Registrars and Transfer Agent viz. Phone No: +91 44 28460390, through an e-mail at [investor@cameoindia.com](mailto:investor@cameoindia.com) /[vpbiltd@gmail.com](mailto:vpbiltd@gmail.com) and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on 15.01.2018
5. Mr. K P Thomas Company Secretary (FCS: 2134 POC2134) has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
6. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 08.12.2017 i.e. “the cut-off date”. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post / Courier.

7. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 17.00 hours on 15.01.2018. Postal Ballot forms received after this date will be strictly treated as if the reply from the Members has not been received.
8. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
9. Members desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the Voting Period, whichever is earlier.
10. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or the Company Secretary will announce the results of Voting by Postal Ballot on or before 17.01.2018 and the resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman or any Director or the Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company and intimated to the Stock Exchanges on which the shares of the Company are listed.
11. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. up to 15.01.2018 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).
12. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
13. The e- voting period begins on 15.12.2017 at 9.00 hours and ends on 15.01.2018 at 17.00 hours. 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. 08.12.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
14. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.
15. The instructions / procedures for voting through electronic mode is given hereunder :
  - (i) The voting period begins on 15.12.2017 and ends on 15.01.2018. 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 08.12.2017 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>
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 (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 VICTORY PAPER AND BOARDS (INDIA)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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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).

By Order of the Board

Place: Kunnankulam

Date: 06.12.2017

For Victory Paper & Boards Limited

Sd/-

Josmin Jose  
Company Secretary

## STATEMENT OF MATERIAL FACTS IN TERMS OF SECTION 102 :

### 1. Alteration of object clause

The Board of Directors in its meeting held on 29.11.2017 discussed various options to revive/diversify the operations of the company, which have been remaining without any business for a very long time. The board discussed various options and decided to initially take up activities mainly in metals and metal products like aluminium/steel and allied sectors, which appear to provide ample opportunities and potential for growth. The board also discussed the need of suitably changing the main objects of the Company to diversify into newer business. The proposed business activities can be conveniently and advantageously combined with the existing structure of the Company for better prospects of the Company. It is, therefore, proposed to alter the Main Object clause of the Memorandum of Association of the Company, pursuant to the provisions of Section 13 of the Act, read with the Companies (Incorporation) Rules, 2014, of the Act, as per special resolution set out at serial no. 1 of the notice, for which the consent of the members is sought. A copy of the MOA with the proposed alteration/s is available for inspection on the website of the company and at the regd. office of the company during working hours of the company. None of the directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.

### 2. Change of place of Registered office

Considering administrative conveniences and the proposed new activities of the company, the board of directors in its meeting held on 29.11.2017 have decided to shift the registered office of the company from the present location at Kunnamkulam to 666/12, Kizhakkambalam, Aluva, Ernakulam, Kerala, India - 683 562,, subject to the consent of the members in terms of S. 12 of the Companies Act 2013. The present and proposed places are under the jurisdiction of the same Registrar of Companies viz. ROC, Kerala. The board consider that the new location being in the industrial and commercial capital of Kerala, will contribute to ease of doing business and to the growth of the company and therefore seek the consent of the members by special resolution as set out at sl. No. 2 of the notice. None of the directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.

### 3. Appointment of independent director

Mr. T M Paulose was appointed by the board, on the recommendation of the nomination committee, as an independent director of the company with effect from 30.10.2017, pursuant to Sections 149, 152 read with schedule IV of the Companies Act 2013 and subject to the approval of the members of the company. The company has received a notice in writing from a member, proposing the candidature of Mr. T M Paulose for appointment as an independent director of the company for a consecutive period of 5 years. He has given the necessary consent in writing to act as independent director and also the declaration to the effect that he is not disqualified to be appointed and that he meets the criteria of independence. The information pursuant to Reg. 36(3) of LODR Regulations 2015 are given below:

Date of birth: 15/09/1957

Educational Qualification: Graduate



Experience; More than 30 Years of Experience in various Industries.

Shareholding in the company: NIL

Other directorships/committee memberships: Nil

Relationship with other directors of the co. : NA

In the opinion of the board Mr. T M Paulose fulfills the conditions specified in the Act and the rules made there under for his appointment. The board recommend the ordinary resolution set out at sl. No.3 for approval of the members. None of the directors, key managerial personnel or their relatives except the appointee to whom the resolution relates, is interested or concerned in the resolution.”

#### 4. Appointment of Mg. director

The Board of Directors at its meeting held on 29.11.2017 appointed Shri. Venkitanarayanan Kalpathy Lakshminarayanan (holding DIN 01273573) director of the company as Managing Director of the Company with effect from 01.12.2017 for a period of five years on the basis of recommendation of the Nomination & Remuneration Committee and subject to approval of the shareholders. The main terms and conditions of appointment are as under:

##### 1. Remuneration

(a) Subject to the provisions of section 197 and 198 of the Companies Act 2013 read with Schedule V to the said Act, in financial years where profits are adequate, the Company may pay a remuneration by way of Salary, perquisites, dearness allowance, commission and other allowances not exceeding 5 per cent of the net profits of the company.

(b) In financial years where the Company has no profits or the profits are inadequate, the company may pay remuneration by way of salary perquisite, dearness allowance and other allowances, as minimum remuneration not exceeding the limits specified in Part II Section II (A) of Schedule V to the Companies Act 2013 or any statutory modifications or re-enactments thereof for the time being in force.

##### 2. The appointment shall be subject to approval of the members of the company.

The information pursuant to Reg. 36(3) of LODR Regulations 2015 are given below:

Date of birth: 02/04/1957

Educational Qualification: Graduate and Above

Experience: More than 30 year of experience in various organizations in Key positions

Shareholding in the company: NIL

Other directorships/committee memberships:

1. KITEX GARMENTS LIMITED

2. KITEX APPARELS LIMITED

Relationship with other directors of the co.: NA

The Board recommends the ordinary resolution at Item 4 of the notice for your approval. None of the directors, key managerial personnel or their relatives, except the appointee, is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.