



Vijay Shanthi Builders Limited

20/43 Kasthuri Rangan Road, Near Russian Cultural Center,
Alwarpet, Chennai - 600018, Phone : 044 - 4000 4600 Fax : 4000 4666,
E-mail - sales@vijayshanthibuilders.com,
Website - www.vijayshanthibuilders.com
CIN : L45201TN1992PLC021960

24th May 2016

To,

The Secretary,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

The Secretary,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Dear Sir / Madam

Sub.: Intimation as per Disclosure of Material Events as required under Schedule III Part A of Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: 1. BSE Scrip Code: 523724
2. NSE Scrip Symbol: VIJSHAN

We hereby inform you that an Extra-ordinary General Meeting of the Company will be held on Friday, 17th June 2016 at its registered office situated at No. 20/43, Kasturi Rangan Road, Alwarpet, Chennai - 600018, Tamil Nadu at 12.30 P.M. to transact the following business:

1. To appoint M/s. Vinodh Kothari & Co., Chartered Accountants, Chennai (Firm Registration No: 012717S) as Statutory Auditors of the Company in order to fill the casual vacancy caused by the resignation of M/s. V Ramaratnam & Co., Chartered Accountants, Chennai.

In further to this, the Company has forwarded the notice and explanatory statement to the shareholders by way of e-mail, who have registered their e-mail id's and postage (hard copy).

In pursuant to the Section 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has offered the facility of voting through electronic means to the shareholders who have registered their e-mail id, in order to enable them to cast their vote by electronic means, to reduce the number of votes at the meeting.





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The voting through electronic means will be opened from 09.00 A.M. of 13th June 2016 till 05.00 P.M. of 16th June 2016. The shareholders will not be authorised to vote beyond the above mentioned dates & time. The e-voting facility has been arranged through the CDSL platform.

We kindly request you to take the same on record and acknowledge receipt.

Thanking You,
Yours Truly,

For Vijay Shanthi Builders Limited

**CHANDAN KUMAR JAIN
MANAGING DIRECTOR**



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE COMPANY WILL BE HELD ON FRIDAY, 17TH JUNE 2016 AT 12.30 P.M., AT ITS REGISTERED OFFICE SITUATED AT NO: 20/43, KASTHURI RANGAN ROAD, ALWARPET, CHENNAI - 600018, TAMIL NADU, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill casual vacancy

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

RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Vinodh Kothari & Co., Chartered Accountants, Chennai (Firm Registration No: 012717S) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V Ramaratnam & Co., Chartered Accountants, Chennai.

RESOLVED FURTHER THAT M/s. Vinodh Kothari & Co., Chartered Accountants, Chennai shall hold the office as Statutory Auditors of the Company until the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.

**By Order of the Board
For Vijay Shanthi Builders Limited**

-SD-

**Chandan Kumar Jain
Managing Director**

Place: Chennai

Date: 17.05.2016

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.
2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.



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3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.
6. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period.

Commencement of e-voting: From 09.00 A.M. of 13th June 2016

End of e-voting: Upto 05.00 P.M. of 16th June 2016

E Voting shall not be allowed beyond 5.00 P.M. of 16th June 2016. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is 10th June 2016.
7. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
8. The Company has appointed Mr. R Muthukrishnan (Membership No. FCS 6775), Practicing Company Secretary, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.
9. The Notice of the Extra Ordinary General Meeting will be sent to all the shareholders who are the members of the Company as on 20th May 2016.
10. In terms of recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the EGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may \



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vote at the EGM through ballot for the businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e- voting may attend the EGM but shall not vote at the EGM. The Voting rights of the Members shall be in proportion to their shares of the paid - up equity share capital of the Company as on the cut - off date being 10th June 2016.

11. Any person, who acquires shares of the Company and becomes a member of the Company after the despatch of the notice and holding shares as of the cut - off date i.e. 10th June 2016 should follow the same procedure as mentioned above for e-Voting. All the shareholders who were the members of the company but who do not hold the shares of the company as on the cut - off date i.e. 10th June 2016 shall not be eligible to participate in the Extra Ordinary General Meeting and also to caste their e - vote.
12. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and present the report not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman shall declare the results of the voting forthwith, which shall not be later than 05.00 P.M. of 20th June 2016.
13. The result declared, along with the Scrutinizer's report shall be placed on the company's website www.vijayshanthibuilders.com and on the website of the CDSL after the result is declared by the Chairman and also be communicated to the Stock Exchange where the company is listed.

**By Order of the Board
For Vijay Shanthi Builders Limited**

**-SD-
Chandan Kumar Jain
Managing Director**

**Place: Chennai
Date: 17.05.2016**



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ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

M/s. V Ramaratnam & Co. Chartered Accountants, Chennai, who were appointed as auditors of the Company by the members in the Annual General Meeting (AGM) of the Company held on 30th September 2015, have tendered their resignation from the position of Statutory Auditors due to other professional commitments, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

A Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board in their meeting held on 6th April 2016, with the concurrence of the Audit committee of the Board of the company, have appointed M/s. Vinodh Kothari & Co., Chartered Accountants, Chennai, (Firm Registration No: 012717S) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V Ramaratnam & Co., Chartered Accountants and this appointment is subject to approval by members, within 3 months of recommendation by the Board.

Accordingly, Ordinary Resolution is submitted seeking approval of the members for the said appointment of Auditors. The Auditors, if appointed, shall hold the office upto the conclusion of the next Annual General Meeting and they will audit the accounts for the period ended 31st March 2016.

M/s. Vinodh Kothari & Co., Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**By Order of the Board
For Vijay Shanthi Builders Limited**

**-SD-
Chandan Kumar
Managing Director**

**Place: Chennai
Date: 17.05.2016**



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FOR KIND ATTENTION OF THE MEMBERS OF THE COMPANY

1. Members of the Company holding shares in physical form, are requested to surrender their share certificates, in original, to your Depository Participants (DPs) for dematerialization. Kindly note that shares of the Company are traded on the Stock Exchanges compulsorily in demat mode. Hence, by holding in demat mode you can deal freely in the shares at market value.
2. The company is sending communications including Notices for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Director's Reports, Auditor's Reports, and Financial Results etc. through email to shareholders whose emails are registered with the Company. While going through the Register of Members, the Company have noticed that there are members who have not registered their email IDs with the Company. Consequently, the Company is unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, the members are requested to register their email ID's with the Company or their Depository Participants if they are holding shares in electronic form by adhering to the following procedure:
 1. Shareholders holding shares in physical form may kindly register / send their email ID's to the RTA of the Company to the following address either by post or by e-mail :

Cameo Corporate Services Ltd.
'Subramanian Building'
No.1 Club House Road
Chennai 600 002.
Tel: 04428460390
Fax: 044 28460129
Email Id: investor@cameoindia.com
 2. Shareholders holding shares in electronic/demat mode may kindly register their email ID's with their respective DP's.
 3. Shareholders whose email ID's have undergone any change or whose ID's require any correction, may kindly follow the procedure detailed in 2, above.

Folio No./ DP ID/ Client ID No.	
No. of Shares Held	

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ATTENDANCE SLIP

I/We record my/our presence at the Extraordinary General Meeting of the Company held on Friday,
17th June 2016 at 12.30 P.M., at No: 20/43, Kasthuri Rangan Road, Alwarpet, Chennai - 600018.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.



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Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L45201TN1992PLC021960		
Name of the Company:	VIJAY SHANTHI BUILDERS LIMITED		
Registered Office:	No.20/43, Kasthuri Rangan Road, Alwarpet, Chennai - 600018.		
Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No/Client Id		DP ID	

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

1.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
3.	Name			
	Address			
	E-mail id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday 17th June, 2016 at No: 20/43, Kasthuri Rangan Road, Alwarpet, Chennai - 600018, at 12.30 P.M.

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Resolution No.

1. FILLING UP CASUAL VACANCY IN THE POSITION OF STATUORY AUDITOR OF THE COMPANY	
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Signed this.....day of.....2016

Signature of Shareholder :.....

Signature of Proxy holder(s) :.....

Affix Revenue Stamp

Note: 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.



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SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 09.00 A.M. of 13th June 2016 and ends on 05.00 P.M. of 16th June 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 10th June 2016 (record date) 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.
- (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 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:



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	For Members holding shares in Demat Form and Physical Form
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"> 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. 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.
Dividend Bank Details OR 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"> 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).

- (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. 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 the relevant <Company Name> on which you choose to vote.



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- (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) 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. Apple phone users can download the app from the App Store on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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 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.
 - 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 and on approval of the accounts they would be able to cast their vote.



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- 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.