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VI GROUP PLC
Form 6-K
June 13, 2003

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13A-16 OR 15D-16
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of May, 2003

COMMISSION FILE NUMBER 0-31082

VI GROUP PLC

(Translation of registrant's name into English)

THE MILL, BRIMSCOMBE PORT, STROUD, GLOUCESTERSHIRE GL-52QG, U.K.

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

-

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

-

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

EXPLANATORY NOTE

PURPOSE OF FILING

The following is a copy of Registrant's Notice of Annual General Meeting sent by Registrant to its shareholders with respect to Registrant's Annual General

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Meeting to be held on June 12, 2003:

VI GROUP plc

ANNUAL GENERAL MEETING

FORM OF PROXY

FOR USE BY A HOLDER OF ORDINARY SHARES AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT The Mill, Brimscombe Port, Stroud, Gloucestershire GL5 2QG on 12 June 2003 OR AT ANY ADJOURNMENT THEREOF.

IN BLOCK CAPITALS PLEASE

I/We,

Of,

being (a) holder(s) of Ordinary shares of 0.5 pence each in the capital of the Company HEREBY APPOINT the Chairman of the Meeting (see Note 1) or

to be my/our proxy to vote for me/us on my/our behalf in respect of my/our Ordinary shares at the Annual General Meeting of the Company to be held on 12 June 2003 and at any adjournment thereof.

I/We direct that my/our votes be cast on the resolution set out in the Notice convening such Annual General Meeting as indicated by an X in the appropriate box below (see Note 2).

Signature(s) (see note (5))

Dated this _____ day of _____ 2003

RESOLUTIONS	FOR	AGAINST
1. To receive the Directors' report and the financial statements for the year ended 31 December 2002.		
2. To re-appoint Donald Babbs as a Director.		
3. To re-appoint Moore Stephens as auditors and to fix their remuneration.		
4. To authorise the Directors to re-allot relevant securities within the meaning of Section 80 of the Companies Act 1985.		
5. To authorise the Directors to allot equity		

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| securities within the meaning of Section 95 of the | | |
| Companies Act 1985. | | |

Notes:

1. You may appoint a person other than the chairman of the meeting as your proxy by entering the name and address of the person you wish to appoint in the space provided and deleting the words "the chairman of the meeting, or". A proxy need not be a member of the Company. The chairman of the meeting will act as your proxy if no other name is inserted.
2. Please indicate how the proxy is to vote by placing an X in the appropriate box opposite the resolutions.
3. If no indication is given, the proxy will vote or abstain at his discretion on the resolution and on any other business (including amendments to resolutions) which comes before the Meeting.
4. This form of proxy duly completed must, in order to be valid for use at the meeting, be deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, at the Company's registrars, Capita IRG plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time of the Meeting at which the person(s) named above as proxy proposes to vote.
5. A Corporation may execute either under seal or under the hand of an officer duly authorised.
6. In the case of joint holders of shares, any one of such holders may vote but, if two or more joint holders are present in person or by proxy, the vote of the senior will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register.
7. A member may appoint as his proxy any one or more persons, whether members of the Company or not.

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CAPITA IRG plc
THE REGISTRY
34 BECKENHAM ROAD
BECKENHAM
KENT
BR3 4TU

VI
GROUP
[GRAPHIC OMITTED]

VI GROUP plc
THE MILL
BRIMSCOMBE PORT
STROUD
GLOUCESTERSHIRE GL5 2QG
ENGLAND
TEL: +44 (0) 1453 732900
FAX: +44 (0) 1453 887444
E MAIL: VERO@VERO.CO.UK

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20 May 2003

Dear Shareholder,

ANNUAL GENERAL MEETING

I am pleased to invite you to the fifth AGM of VI Group plc. As in previous years, the formal business will be accompanied by a presentation to shareholders, and will be followed by a buffet lunch.

Documentation is enclosed with this letter providing details of the resolutions to be proposed at the meeting.

The meeting will be held at the Group's head office at the above address on 12 June 2003, with the following timetable:

11:30	a.m.	Welcome/Coffee
12:00	p.m.	Presentation to shareholders
12:30	p.m.	AGM official business
1:00	p.m.	Buffet lunch

So that we can make appropriate catering arrangements and ensure that we can accommodate all of our shareholders who would like to attend, I would be most grateful if you could complete and return the attendance card attached below. If you would prefer to confirm by phone, or require details of how to find our offices, please contact Kerry Huntley on 01453 732900.

I look forward to meeting you on the day.

Yours sincerely

Stephen Palframan
Chairman

VI GROUP plc

AGM ATTENDANCE CARD

I/We being (a) member(s) of the above named Company will be attending the AGM on 12 June 2003

Name(s) : _____ Address: _____

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CAPITA IRG plc
THE REGISTRY
34 BECKENHAM ROAD
BECKENHAM
KENT BR3 4TU

VI
GROUP
[GRAPHIC OMITTED]

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of VI GROUP PLC will be held at The Mill, Brimscombe Port, Stroud, Gloucestershire GL5 2QG on 12 June 2003 at 12:30 p.m. to consider and, if thought fit, to pass, the following resolutions:

ORDINARY RESOLUTIONS

1. That the Company's financial statements for the year ended 31 December 2002, together with the accompanying Directors' and auditor's reports, be and are hereby received and adopted.
2. That Donald Babbs, who retires in accordance with Article 72, being eligible, be re-elected as a Director of the Company.
3. That Moore Stephens be re-appointed as auditors to the Company and that the Directors be authorised to fix their remuneration.
4. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of 100,000. This authority shall expire at the conclusion of the next Annual General Meeting or, if earlier, on the date fifteen months following the passing of this Resolution, save that before such expiry, the Company may make any offer or agreement which would or might require relevant securities to be allotted after such expiry, and notwithstanding such expiry, the Directors may allot relevant securities in pursuance of any such offer or agreement. By the passing of this Resolution, all unexercised authorities previously granted to the Directors to allot relevant securities be and are hereby revoked.

SPECIAL RESOLUTION

5. That, subject to the passing of Resolution 4, the Directors be and are hereby generally empowered in accordance with Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in Section 94(2) of the Act) of the Company for cash pursuant to the general authority conferred by Resolution 4 above as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(i) the allotment of equity securities in connection with an offer of

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securities open for acceptance for a period fixed by the Directors, to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory; and

- (ii) the allotment of equity securities (otherwise than pursuant to (i) above) up to an aggregate nominal amount of 75,000

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and this power shall expire at such time as the general authority conferred on the Directors by Resolution 4 above expires, provided that, before the expiry of this power, the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot equity securities in pursuance of any such offer or agreement.

By Order of the Board

S. PALFRAMAN

Secretary

Dated 20 May 2003

Registered Office:

The Mill

Brimscombe Port

Stroud

Gloucestershire

GL5 2QG

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company. Completion of a form of proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
2. A form of proxy is enclosed. Any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, in order to be valid, must reach the Company's Registrars, Capita IRG plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of shares in the capital of the Company at 5:00 pm on 10 June 2003 or 48 hours before any adjourned meeting are entitled to attend and vote at the meeting or any adjourned meeting. Changes to entries on the relevant register of securities after such times shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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EXPLANATION OF RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING

RE-ELECTION OF DIRECTORS

Resolution 2

In accordance with Article 72 of the Company's Articles of Association Donald Babbs retires by rotation, and being eligible, offers himself for re-election at the AGM.

SHARE CAPITAL RESOLUTIONS

Resolution 4 - renewal of and extension of authority to allot shares

Resolution 4 will be proposed as an ordinary resolution to give the Directors a general authority, in accordance with Section 80 of the Companies Act 1985, to allot 20,000,000 ordinary shares (being ordinary shares of a nominal value of 100,000) in the Company equivalent to 54% of the current issued share capital. Under Association of British Insurers' guidelines, such authority would not normally exceed the lesser of the unissued Ordinary share capital of the Company or the sum equal to one-third of the Company's issued share capital. However, in view of the Company's stated strategy of consolidation in the Computer Aided Manufacturing market, the additional authority provides flexibility to act on opportunities for acquisitions or investments, which may arise prior to the following AGM. This authority replaces the authority given to the Directors on 18 June 2002.

Resolution 5 - renewal and extension of authority to disapply statutory pre-emption rights

Resolution 5 will be proposed as a special resolution to authorise the Directors to allot equity securities for cash (otherwise than pro rata to existing shareholders) in connection with an offer by way of rights which does not strictly comply with Section 89 of the Companies Act 1985 or otherwise up to a maximum aggregate nominal value of 75,000 (representing 40 per cent of the ordinary share capital of the Company presently in issue). Under Association of British Insurers' guidelines, such authority would not normally exceed 5% of the Company's issued share capital. As in resolution 4, the additional authority provides flexibility to act on opportunities for acquisitions or investments, which may arise.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VI GROUP PLC

BY s/ELLIOT I. MILLER

Elliot I. Miller
Director and Deputy Chairman
of VI Group plc

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Date: June 11, 2003