



# VKJ INFRADEVELOPERS LIMITED

Regd Office: M-161/B, Ground Floor, Kalka Bhawan, Commercial Centre, Gautam Nagar Road, Yusuf Sarai, New Delhi-110049  
Ph: 011-68888329

Website: [www.vkjinfra.com](http://www.vkjinfra.com)  
E-mail: [vkjinfradevelop@yahoo.com](mailto:vkjinfradevelop@yahoo.com)  
CIN: L45400DL2010PLC200014

## NOTICE OF POSTAL BALLOT

### Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

Dear Shareholders,

Notice is hereby given pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the draft resolutions set out below are proposed to be passed by Postal Ballot.

Accordingly, the draft resolutions and the explanatory statement pursuant to Section 102 of the Companies Act, 2013 are being sent along with a Postal Ballot form, to all the members physically and, in addition, through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 and the rules as applicable in that regard, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed **Mr. Himanshu Alagh**, Practicing Company Secretary, COP No. 15729, Proprietor of **M/s. Himanshu Alagh & Associates**, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at **B-1064, Shastri Nagar, Front Side, New Delhi - 110052** before the closing of working hours on 5.30 p.m. of 22<sup>nd</sup> December, 2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 23<sup>rd</sup> December, 2017 at the registered office of the Company at M-161/B, Ground Floor, Kalka Bhawan, Commercial Centre, Gautam Nagar Road, Yusuf Sarai Delhi - 110049. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at [www.vkjinfra.com](http://www.vkjinfra.com). The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 23<sup>rd</sup> December, 2017.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz [www.vkjinfra.com](http://www.vkjinfra.com) for perusal by the Members.

### **1. ALTERATION/SUBSTITUTION OF MEMORANDUM OF ASSOCIATION :**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution by means of postal ballot and e-voting:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association;

**RESOLVED FURTHER** that any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned department(s)/ authority(ies)/ party(ies) etc.”

### **2. ALTERATION/SUBSTITUTION OF ARTICLES OF ASSOCIATION**

**To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution by means of postal ballot and e-voting:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association;

**RESOLVED FURTHER** that any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned department(s)/ authority(ies)/ party(ies) etc.”

### **3. ISSUE OF BONUS SHARES**

**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 63 and other applicable provisions of the Companies Act, 2013 and the rules made there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions of Regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve

Bank of India (RBI) from time to time, the relevant provisions of the Articles of Association of the Company, and pursuant to recommendation of the Board of Directors of the Company (herein after referred to as the Board", which expression shall be deemed to include a committee of Directors duly Authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves of the Company, as may be considered necessary by the Board out of Rs. 8,18,44,832.31/- (Rupees Eight Crore Eighteen Lakhs Forty Four Thousand Eight Hundred thirty two and Thirty One Paisa) standing to the credit of the reserve as on 31.03.2017, for the purpose of the issue of Bonus equity shares of Rs. 1/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the company in consideration of their said holding and whose name appear in the Registrar of Members maintained by the Company/List of beneficial owners as received from the National Securities Depository Limited (NSDL) and company/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of one new equity share for every three to existing equity shares held by the Members.

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

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully-paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

**RESOLVED FURTHER THAT THE** Board be and is hereby authorized to take necessary steps for the listing of such Bonus shares on the Stock Exchange where ordinary shares of the company are listed, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby Authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit."

**By Order of the Board**  
**For VKJ INFRADEVELOPERS LIMITED**  
SD/-  
**AGUSTEEN KACHHAP**  
**DIRECTOR**  
**DIN: 07628217**

**Regd. office:**  
**M-161/B, Ground Floor, Kalka Bhawan,**  
**Commercial Centre, Gautam Nagar Road,**  
**Yusuf Sarai, Delhi - 110049**  
**Place: New Delhi**  
**Date: 20.11.2017**

## **NOTES:**

1. The Explanatory statement for the proposed resolutions under Item No.1, 2 & 3, pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed **Mr. Himanshu Aalgh**, Practicing Company Secretary, COP No. 15729, Proprietor of **M/s Himanshu Alagh & Associates**, as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on dated 17<sup>th</sup> November, 2017.
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies(Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

#### **ALTERATION/SUBSTITUTION OF MEMORANDUM OF ASSOCIATION**

The existing Memorandum of Association (“MOA”) of the Company, based on Companies Act, 1956 (“1956 Act”) are no longer in conformity with the Companies Act, 2013 (“2013 Act”). With the enactment of the Companies Act, 2013, several clauses of MOA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MOA, instead of amending it by alteration/incorporation of provisions of Companies Act, 2013.

In terms of Section 13 of Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. Members can also obtain a copy of the same from the Company’s Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

### **ITEM No. : 2**

#### **ALTERATION/SUBSTITUTION OF ARTICLES OF ASSOCIATION**

The existing Articles of Association (“AOA”) of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013, several regulations of AOA require alteration/deletion. Given this position, it is considered

expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AOA, instead of amending it by alteration/incorporation of provisions of Companies Act, 2013.

In terms of Section 14 of Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

**ITEM No. : 3**

**Capitalize Reserve of the Company and Issue Bonus Shares**

The Board propose to capitalize such sums standing to the credit of the free reserves of the Company, as may be considered necessary by the Board out of Rs. 8,18,44,832.31/- (Rupees Eight Crore Eighteen Lakhs Forty Four Thousand Eight Hundred thirty two and Thirty One Paisa) standing to the credit of the reserve as on 31.03.2017 for the purpose of the issue of Bonus equity shares of Rs. 1/- each, in the proportion of one new equity share for every three to existing equity shares held by the Members.

The proposal for capitalization of sad reserves and issue of Bonus Shares is now placed for consideration ad approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

**By Order of the Board  
For VKJ INFRADEVELOPERS LIMITED  
SD/  
AGUSTEEN KACHHAP  
DIRECTOR  
DIN: 07628217**

**Regd. office:  
M-161/B, Ground Floor, Kalka Bhawan,  
Commercial Centre, Gautam Nagar Road,  
Yusuf Sarai, Delhi - 110049**

**Place: New Delhi  
Date: 20.11.2017**

## INSTRUCTIONS

### 1. The instructions for members for voting electronically are as under:-

**A.** In case a member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)] :

- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on shareholder-Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens, click on e-voting: Active Voting cycles.
- (vii) Select "EVEN" Of **VKJ INFRADEVELOPERS LIMITED**.
- (viii) Now you are ready for e-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit"" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [Himanshualagh2008@gmail.com](mailto:Himanshualagh2008@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B.** In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

(i) Initial password is provided as below in the Postal ballot form:

EVEN(E Voting event number)	USER ID	PASSWORD

(ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

4. The e-voting period commences on 23.11.2017 (9.30 a.m.) and ends 22.12.2017 (5.30 p.m.). During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> November, 2017, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17<sup>th</sup> November, 2017.
6. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.
8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self -addressed postage prepaid envelope, so as to reach the Scrutinizer at **B-1064, Shastri Nagar, Front Side, New Delhi - 110052** before the closing of working hours on 22.12.2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investor' page on the website of the Company [www.vkjinfra.com](http://www.vkjinfra.com)
11. In case, shares are jointly held, the postal ballot form should 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 nest named Member.
12. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
13. A tick (√) should be placed in the relevant box signifying assent/ dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
14. The Vote in this postal ballot cannot be exercised through Proxy.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.

16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website [www.vkjinfra.com](http://www.vkjinfra.com) and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.

**By Order of the Board**  
**For VKJ INFRADEVELOPERS LIMITED**  
**SD/-**  
**AGUSTEEN KACHHAP**  
**DIRECTOR**  
**DIN: 07628217**

**Regd. office:**  
**M-161/B, Ground Floor, Kalka Bhawan,**  
**Commercial Centre, Gautam Nagar Road,**  
**Yusuf Sarai, Delhi - 110049**

**Place: New Delhi**  
**Date: 20.11.2017**





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CIN: L45400DL2010PLC200014

## POSTAL BALLOT FORM

Sr. No. \_\_\_\_\_

- Name (s) and Registered Address of the Sole / First named Shareholder
- Name(s) of the joint Shareholders, if any
- Registered Folio No / DP ID\* & Client ID No.\*  
(\*Applicable to Shareholder(s) holding shares in electronic form)
- No. of Shares held
- I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 20.11.2017 by sending my/our assent or dissent to the said Resolutions by placing a tick (√) mark in the appropriate column below:-

Item No.	Description	No. of votes exercised corresponding to the total number of voting rights <sup>1</sup>	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	To Alter/Substitute Articles of Association. Memorandum of Association.			
2	To Alter/Substitute Articles of Association.			
3	Issue of Bonus Shares.			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

## ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 22<sup>nd</sup> day of December, 2017 up to 5:30 p.m.