



# VKJ INFRADEVELOPERS LIMITED

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**MINUTES OF THE PROCEEDING RELATING TO THE DECLARATION OF RESULTS OF THE POSTAL BALLOT (INCLUDING E-VOTING) OF M/S VKJ INFRADEVELOPERS LIMITED, HAVING ITS REGISTERED OFFICE AT "M-161/B, GROUND FLOOR, KALKA BHAWAN, COMMERCIAL CENTRE, GAUTAM NAGAR ROAD, YUSUF SARAI, NEW DELHI-110049 HELD ON TUESDAY, 24<sup>TH</sup> NOVEMBER, 2015**

**PRESENT:**

- |                          |                     |
|--------------------------|---------------------|
| 1. Mr. Manoj Kumar       | Whole-Time Director |
| 2. Mr. Aayush Golash     | Director            |
| 3. Mr. Archana devi      | Director            |
| 4. Mr. Dinesh Kumar Garg | Scrutinizer         |

Mr. Manoj Kumar, Whole Time Director informed that the Company on 23<sup>rd</sup> October, 2015 dispatched to All the Shareholders, a Notice of Postal Ballot dated October 15, 2015 pursuant to Section 110 of the Companies Act, 2013, read together with Companies (Management and Administration) Rules, 2014 for passing of 4 (Four) Special Resolution by Postal Ballot along with Postal Ballot form for their assent or dissent on the said Resolution so as to reach the Scrutinizer on or before the close of working hours i.e 5.30 P.M on November 21, 2015 (last date fixed for return of duly filled in Postal Ballot forms from members).

The Board of Directors of the Company in their Meeting held on October 15, 2015 had approved the said Notice and appointed M/s Dinesh Kumar Garg & Co., Chartered Accountants as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

As per the provisions of Companies Act, 2013 read with Rules there under, Company provided E-voting facility to its Members to exercise their votes electronically. The E-voting portal of NSDL for voting purpose was remained open from October 23, 2015 at 9:30 A.M up to November 21, 2015 till 5:30 P.M.

After Scrutiny of all the Postal Ballot forms received up to close of working hours i.e. 5.30 P.M on November 21, 2015, Mr. Dinesh Kumar Garg submitted his report on November 24, 2015. The result relating to the Postal Ballot (including E- voting) are set out in the table below:

Particulars	Physical Ballot	E-Voting	Total
Total Folios Voted	12	5	22
Total No. of Votes / Shares casted			7820000
Total No. of Votes / Shares (%) in favour of the Resolution			7820000 (100.00%)
Total No. of Votes / Shares (%) against of the Resolution			0 (0.00%)



The Resolutions duly approved by the Members are as under:

**Migration of listing of Equity Shares from BSE SME platform to main board of BSE limited.**

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** in pursuance of SEBI circular dated 18<sup>th</sup> May, 2010, SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, BSE circular dated 26<sup>th</sup> November, 2012 and Listing Agreement with SME BSE and provisions of Companies Act, 1956 and 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of the Company be and is hereby granted to migrate the company, currently listed on SME platform of BSE, to Main Board of BSE and to follow such procedures as specified by SEBI (ICDR) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT** Mr. Manoj Kumar, Whole time Director Director of the Company be and is hereby authorized to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by Board to give effect to the said resolution.

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

**Increasing the Borrowing Powers Of The Company.**

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and rules made there under as may be amended, from time to time and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company, to borrow, for the purposes of the Company's business, any sum or sums of money from time to time at its discretion in accordance with the Memorandum and Articles of Association of the Company notwithstanding that such sum or sums of money together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from time to time from the Company's bankers in the ordinary course of Business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided the aggregate of all sums borrowed by the Board from time to time and remaining outstanding shall not exceed, at any point of time, Rs. 100 Crores (Rupees hundred Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving 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."

*Creation of Security on the Properties of the Company in Favour of the Lenders.*

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Wholtime Director or Director or any other officer of the Company or any other person.

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

*Giving of Loans/ Guarantees, providing of Securities and making of Investments in Securities.*

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 100 crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities



given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.


**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Wholetime Director or Director or officer of the Company or any other person.

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

Based on the scrutinizer's report the chairman announced the result of postal ballot (including e-voting) and also announce that the resolution set out in the postal ballot notice called October 15, 2015 have been duly passed by the shareholders of the company with requisite majority

*The meeting then concluded with the vote of thanks to the chair*

For VKI INFRADEVELOPERS LIMITED

  
MANOJ KUMAR  
DIRECTOR

Date: 24.11.2015  
Place: New Delhi