

**EXTRA ORDINARY  
GENERAL MEETING  
ON 12-02-2018**



**VAS INFRASTRUCTURE LTD.**

## **NOTICE**

Notice is hereby given that an EXTRA ORDINARY GENERAL MEETING of the members of VAS INFRASTRUCTURE LIMITED will be held on Monday, the 12th February, 2018, at the Conference Hall, Jwala Estate, 2nd Floor, Off S. V. Road, Borivali West, Mumbai 400 092 at 12.00 noon to transact the following business.

### **SPECIAL BUSINESS**

#### **TO ISSUE DETACHABLE WARRANTS TO BE CONVERTED INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE PROMOTERS**

1. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 42, 62(1) (C) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under (including any statutory modifications) or re-enactment thereof, for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (issue of Capital and Disclosures Requirements) Regulation 2009, as amended the (ICDR) Regulations 2009) and the Securities and Exchange Board of India (Substantial Acquisitions & Takeovers) Regulations, 2011 as amended (the "takeover Regulation") and SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 as amended (the "LODR Regulations") and other applicable law/rules/regulations issued there under from time to time by the Government of India, the Reserve Bank of India or of any other Authorities, including the Provisions of the Memorandum and Articles of Association of the Company and subject to such approval/sanction/consent/permissions, as may be necessary or required from any other Authority, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in two tranches up to 13,79,000 (Thirteen Lacs. Seventy Nine Thousand) Equity Share of Rs.10/- each (detachable) on a Preferential Allotment basis for cash at a price of Rs.13.02 per issue share including premium of Rs.3.02 per issue to the promoters groups, their friends and relatives, as set out herein below, each Share Warrant (detachable) convertible into one Equity Share of the Company of Nominal Value of Rs.10/- each (Rupees Ten Only), so that the total number of Equity Shares to be issued by the Company upon conversion of the Share Warrants (detachable) does not exceed 13,79,000 nos. Equity Shares, on such terms and conditions as may be arrived in accordance with the ICDR Regulation 2009 by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof in its absolute discretion think fit).

#### **DETAILS OF ALLOTTEES PROMOTER GROUP:**

Issue of 13,79,000 (Thirteen Lacs Seventy Nine Thousand) Warrants at a price of Rs.13.02 Convertible into Equity Share of Rs.10/- each to the following Promoters:

#### **DETACHABLE WARRANTS FOR THE YEAR ENDING 31-03-2018**

S. No.	NAMES OF THE PROPOSED ALLOTTEES	NO. OF SHARE WARRANTS	VALUE Rs.
1	Mrs. Hiral Madhav Valia	336500	43,81,230
2	Mrs. Heer Raj Valia	336500	43,81,230
	<b>TOTAL</b>	<b>673000</b>	<b>87,62,460</b>

#### **DETACHABLE WARRANTS FOR THE YEAR ENDING 31-03-2019**

S. No.	NAMES OF THE PROPOSED ALLOTTEES	NO. OF SHARE WARRANTS	VALUE Rs.
1	Mrs. Hiral Madhav Valia	353000	45,96,060
2	Mrs. Heer Raj Valia	353000	45,96,060
	<b>TOTAL</b>	<b>706000</b>	<b>91,92,120</b>

"RESOLVED FURTHER THAT the **"Relevant Date"** in relation to the issue of Share Warrants (detachable) in accordance with the SEBI Guidelines, would be 11th January, 2018 being 30 days prior to the date of passing of this resolution".

"RESOLVED FURTHER THAT the issue of Share Warrants (detachable), if any as above shall be subject to the following terms and conditions :

- a) The Share Warrants (detachable) shall be convertible (at the sole option of the (detachable) Share Warrant Holders) at any time within a period of eighteen months from the date of allotment as set out in two tranches being spread over in two periods from 01-04-2017 to 31-03-2018 & 01-04-2018 to 31-03-2019 in the Explanatory Statement attached hereto forming part of the Notice.
- b) Each (detachable) Share Warrant shall be convertible into one Equity Share of nominal value of Rs.10/- each.
- c) The Warrant holder(s) shall at the time of Allotment of the Warrant, pay an amount Equivalent to 25% of the total consideration per warrant.
- d) The Warrant holder(s) shall, on or before the date of Allotment of Equity Shares pursuant to the exercise of option against each such warrant, pay the balance 75% of the consideration;
- e) The amount referred to in (c and d) above shall be non-interest & shall be forfeited, if the option to acquire Shares is not exercised.

**LOCK-IN PERIOD:**

- f) The Share Warrants/Equity Shares to be allotted on Preferential Allotment to the Promoters will be subject to lock in form as specified under Chapter VII of ICDR Regulation as per applicable SEBI guidelines in this behalf.
- g) In the event of any of the (detachable) Share Warrant holders not subscribing to all or any of the Equity Shares relating to Share Warrants (detachable) within the stipulated period viz. eighteen months from the date of allotment of Share Warrants (detachable), or earlier when a call is made to make the payment as the case may be the Board shall in its absolute discretion, offer such Shares to any other person(s) subject to the prevailing guidelines and in case such offer is declined by such person(s) or the Equity Shares are not subscribed to, within the stipulated period, such Shares will lapse".

"RESOLVED FURTHER THAT the Company shall ensure that whilst any (detachable) Share Warrant remain exercisable, it will at all times keep available and reserved such part of its authorised but un-issued share capital as would enable all outstanding Share Warrants to be satisfied in full".

"RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the (detachable) Share Warrants, to finalize the list of allottees, including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of (detachable) Share Warrants or Equity Shares, and to remove any doubts and/or difficulties the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in Bombay Stock Exchange Ltd. with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of (detachable) Share Warrants/Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution".

"RESOLVED Further that the Board be and is hereby authorised to issue and allot such number of Convertible Share Warrants to the allottees within a period of 15 days from passing this Resolution subject to approval of authority.

"RESOLVED FURTHER that the Board be and is hereby authorized to issue, to allot such number of Equity Shares as may be required to be issued and allotted upon conversion of the (detachable) Share Warrants and that the said Equity Shares shall Rank pari passu in all respects with the existing Equity Shares of the Company including payment of dividend.

"RESOLVED FURTHER that such of the Equity shares on Preferential Allotment basis, the entire **pre-preferential allotment shareholding of such allottees shall be under lock-in form for a period of six months from the date of Preferential allotment**".

"RESOLVED Further that the Board of Directors / Company Secretary be and is hereby authorised to replace the allottees and their respective quantum without further reference to the General Meeting if in case any of the allottees withdraws or gets disqualified under SEBI Guidelines or otherwise suffers from financial incapability.

"RESOLVED FURTHER THAT the Board / Company Secretary be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or officers of the Company to give effect to this resolution".

REGISTERED OFFICE  
PLOT 757/758, JWALA ESTATE,  
SONI WADI, GROUND FLOOR,  
NEAR KORA KENDRA, OFF S.V. ROAD,  
BORIVALI (WEST), MUMBAI 400 092

BY ORDER OF THE BOARD

(KIRTI KISHORE PADAVE)  
EXECUTIVE DIRECTOR

PLACE : MUMBAI  
DATED : 30-12-2017

CIN NO. : L74999MH1994PLCO76538  
Tel. : 022-28993092 / 28990841  
Fax : 022-28997806  
E-Mail : vasinfrastuctureltd@yahoo.com  
Website : www.vasinfrastuctureltd.com

#### NOTES:

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, IS ANNEXED HERETO.

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 A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and The Share Transfer Registers will remain closed between 08-02-2018 to 10-02-2018 (both days inclusive).
3. The members are requested to :
  - a) Intimate changes, if any, in their registered addresses at an early date to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company's RTA.
  - b) Quote ledger folio nos. in all their correspondences.
  - c) Bring copies of the Attendance Slips along with the Notice of the Extra Ordinary General Meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Register of Directors and Key Managerial Personnel and their shareholding will be kept open at the Extra Ordinary General Meeting for inspection to any person attending the meeting.
6. The physical copies of the documents referred in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days upto and including the date of the Extra Ordinary General Meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

8. The Notice is being sent to all the members by the prescribed mode under the Rules (including electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/ Record of Depositories (Specified Date) as on 05-01-2018. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
9. Members may also note that the Notice of the Extra Ordinary General Meeting will be also be available on the Company's website for their download [www.vasinfrastructureltd.com](http://www.vasinfrastructureltd.com).
10. The Company is offering voting options to members as under:

- (a) Attend the meeting in person or by proxy and vote at the meeting, or by poll,  
or
- (b) Cast vote electronically (for which instructions are given below);  
or
- (c) Cast vote using Postal Ballot (for which instructions are given below).

A Member can opt for only one of the modes of voting out of (a), (b) and (c) above i.e. either at the meeting or through e-voting or by Postal Ballot. If a member casts votes by Postal Ballot and e-voting mode, then voting done through e-voting shall prevail and voting by Postal Ballot shall be treated as invalid.

The facility for voting, either through e-voting or Postal Ballot or at the meeting by polling paper shall also be made available and members attending the meeting who have not already cast their vote either by e-voting or Postal Ballot shall be able to exercise their right at the meeting by poll.

The members who have cast their vote by e-voting or Postal Ballot prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

**11. For casting votes by Postal Ballot, please read following:**

- (a) In accordance with new Equity Listing Agreement entered into by the Company with the Stock Exchange, the company is pleased to provide option of Postal Ballot Form for voting as per section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. It may be noted that voting by Postal Ballot is optional.
- (b) You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed with the Assent (For) or Dissent (Against) in the attached Business Reply Envelope so as to reach the Scrutinizer on or before 5.00 p.m. on 10-02-2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member of the company. Hence the members are requested to send the duly completed Postal Ballot Form well before 10-02-2018, being the last date of receipt of Postal Ballot Form by Scrutinizer.
- (c) The Postal Ballot Form and the Self-addressed Business Reply envelope are enclosed for use by the Members.
- (d) Members casting their votes by Postal Ballot may note that if they continue to remain members on 05-01-2018 will only be treated as valid for voting.

**12. For casting votes electronically (e-voting), please read following Instructions:**

- (a) In accordance with Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("e-voting") as an option to its Members to enable them to remotely cast their votes electronically instead of voting at the meeting or dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility. It may be noted that e-voting is optional.
- (b) If a member has voted through e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid by the Scrutinizer.
- (c) For casting vote using e-voting facility, please read the following instructions:
  - a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period i.e. from 10.00 a.m. on 09-02-2018 to 5.00 p.m. of 11-02-2018 and cut off date 05-01-2018.

- b. Click on "Shareholders" tab
- c. Now, select "VAS INFRASTRUCTURE LTD." from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID:
  - (i) 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.
  - (ii) Next enter the Image Verification as displayed and Click on Login.
- e. 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.
- f. However, if you are a first time user, please follow the steps given below. Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the Sequence Number (SQ) consisting of the first two letters of their first name and the 8 digits (including zeros) printed on the address label. For example, if your name is Ramesh Kumar and the Sequence Number (SQ) printed on your address label is say RA00073142, then enter RA00073142 (total 10 characters). In case you have received this communication through email, the Sequence Number (SQ) is furnished therein next to your DP ID/Client ID/Folio no.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then reach directly 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.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN against the Company's name for which you choose to vote i.e. VAS INFRASTRUCTURE LTD .
- k. 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.

- l. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- m. 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.

- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- q. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number : 1800-200-5533.
- III. The e-voting period commences on 09-02-2018 at 10.00 a.m. and ends on 11-02-2018 (5.00 p.m.), both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05-01-2018, may cast their vote electronically.  
 The e-voting module shall be disabled forthwith by CDSL for voting after 5.00 p.m. on 11-02-2018. Once the vote on a resolution is cast by the shareholder by e-voting mechanism, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 05-01-2018.
- V. Shri Kaushik Nahar, Practising Company Secretary (Membership No. CS 22311 & CP No. 10074) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) 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.

The Results shall be declared at the Extra Ordinary General Meeting of the Company or thereafter. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Extra Ordinary General Meeting of the Company and communicated to BSE.

### 13. General

- a) The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the combined results of the Postal Ballot, e-voting and poll will be announced within 3 working days, at the Registered Office of the Company. The said results will be hosted on the Company's website at [www.vasinfrastructureltd.com](http://www.vasinfrastructureltd.com) for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed.

The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolutions.

- b. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE EXTRA ORDINARY GENERAL NOTICE DATED 30TH DECEMBER, 2017**

**ITEM NO.1**

**OBJECTS OF THE PREFERENTIAL ISSUE**

Your Company is continuously exploring opportunities for growth expansion and modernization of its projects. To part finance the aforesaid growth and modernization plans, the finance has to be raised and therefore it is proposed to issue 13,79,000 Convertible Warrants on Preferential Allotment basis in terms of the provisions of the SEBI (ICDR) Regulations 2009, as amended from time to time. The Promoters have expressed their willingness for allotment of convertible warrants in the Company.

Proposal of Directors or KMP to subscribe to the offer :

No Directors or Key Managerial personnel of the company proposes to subscribe to the offer

**SHAREHOLDING PATTERN BEFORE AND AFTER THE ALLOTMENT OF SHARE WARRANTS (DETACHABLE) INTO EQUITY SHARES AND BASED ON THE SHAREHOLDING PATTERN AS ON 30/09/2017.**

S. No.	CODE DESCRIPTION	PRE-ALLOTMENT AS ON 30-09-2017		POST-ALLOTMENT (IN FIRST TRANCE) AS ON 31-03-2018	
1	Indian Promoters	5941312	43.21%	6614312	45.86%
2	Foreign Promoters	—	—	—	—
3	Indian Public	6917959	50.31%	6917959	47.96%
4	Mutual Funds	—	—	—	—
5	Banks/Financial Institutions	—	—	—	—
6	Foreign Institutional Investors	—	—	—	—
7	NRI/OCBs	174685	1.27%	174685	1.21%
8	Bodies Corporate	600785	4.37%	600785	4.17%
9	Others (Trusts, etc.)	115659	0.84%	115659	0.80%
	<b>TOTAL</b>	<b>13750400</b>	<b>100%</b>	<b>14423400</b>	<b>100%</b>

**SHAREHOLDING PATTERN BEFORE AND AFTER THE ALLOTMENT OF SHARE WARRANTS (DETACHABLE) INTO EQUITY SHARES AND BASED ON THE SHAREHOLDING PATTERN AS ON 30.9.2017.**

S. No.	CODE DESCRIPTION	PRE-ALLOTMENT AS ON 30-09-2018		POST-ALLOTMENT (IN SECOND TRANCE)	
1	Indian Promoters	6614312	45.86%	7320312	48.39%
2	Foreign Promoters	-	-	-	-
3	Indian Public	6917959	47.96%	6917959	45.73%
4	Mutual Funds	-	-	-	-
5	Banks/Financial Institutions	-	-	-	-
6	Foreign Institutional Investors	-	-	-	-
7	NRI/OCBs	174685	1.21%	174685	1.15%
8	Bodies Corporate	600785	4.17%	600785	3.97%
9	Others (Trusts, etc.)	115659	0.80%	115659	0.76%
	<b>TOTAL</b>	<b>14423400</b>	<b>100%</b>	<b>15129400</b>	<b>100%</b>

The above shareholding pattern has been arrived on the assumption that the entire Share Warrants (detachable) proposed to be issued would be converted into Equity Shares.

**a) Proposed time limit within which the allotment shall be made**

Within 15 days from the date of passing of this resolution or within 15 days from the date of receipt of any approval by any regulatory authority or Central Government, whichever is later as per SEBI Guidelines, 2009, as amended from time to time.

**b) PRICING OF THE PREFERENTIAL ISSUE:**

The pricing of the Convertible Warrants to be allotted on Preferential Allotment basis to the proposed Allottees shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulation 2009.

The Issue of shares on Preferential Allotment basis can be made at a price not less than higher of the following:

**The average of the weekly high and low of the volume weighted average price of the Equity Share quoted on BSE during the 26 weeks preceding the relevant date or**

**The average of the weekly high & low of the volume weighted average price of the Equity shares quoted on BSE during the two weeks preceding the relevant date.**

**The Relevant date for the purpose of pricing of the convertible warrants shall be 11th January, 2018.**

**c) AUDITORS' CERTIFICATE:**

A copy of the Certificate of the Statutory Auditors of the Company as per SEBI Guidelines, shall be placed before the shareholders meeting.

- d) The Equity Warrants (detachable)/Equity Shares shall be locked in for such period as prescribed by SEBI Guidelines. The approval of the shareholders is sought pursuant to Section 42 & 62 of the Companies Act, 2013, Listing Agreement with the Bombay Stock Exchange Ltd. and in terms of the SEBI Guidelines to the issue of the Share Warrants as set out in the Resolution.

**SEBI TAKEOVER CODE:**

In the Present case, None of the Proposed allottees would attract SEBI Takeover Code & therefore is not under obligation to give Open Offer to the public except making certain Disclosures to the Bombay Stock Exchange.

The Board of Directors at its Meeting held on 30th December, 2017 has approved the issue & Allotment of Warrants on Preferential Allotment basis to the Promoters, subject to the approval of Members of the company by way of Special Resolution U/s 62 (1) (c) of the Companies Act ,2013.

The approval of the shareholders is sought pursuant to Section 42 and 62 of the Companies Act, 2013, Listing Agreement with the Bombay Stock Exchange Ltd. and in terms of SEBI Guidelines to the issue of the Share Warrants as set out in the Resolution.

The Directors recommend the resolution for members' approval.

None of the Directors is concerned or interested in the resolution.

1. A copy of the Auditors' Certificate dated 11-01-2018 certifying that the issue of equity shares is being made in accordance with the requirements contained in the Guidelines for Preferential Allotment under Securities and Exchange Board of India (Disclosure and Investor Protection) mentioned aforesaid. (This will also be laid before the Extra-Ordinary General Meeting).
2. Letters dated 28-12-2017 from Identified persons appearing under the head "IDENTITY OF THE PROPOSED ALLOTTEES" that they have not sold any of their existing shareholdings during the period of six months prior to the relevant date and that their entire shareholding is in the demat form.

All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours of the Company on any working days upto 10-02-2018, between 12.00 noon to 4.00 p.m.

REGISTERED OFFICE  
PLOT 757/758, JWALA ESTATE,  
SONI WADI, GROUND FLOOR,  
NEAR KORA KENDRA, OFF S.V. ROAD,  
BORIVALI (WEST), MUMBAI 400 092

BY ORDER OF THE BOARD

(KIRTI KISHORE PADAVE)  
EXECUTIVE DIRECTOR

PLACE : MUMBAI  
DATED : 30-12-2017

CIN NO. : L74999MH1994PLCO76538  
Tel. : 022-28993092 / 28990841  
Fax : 022-28997806  
E-Mail : vasinfrastuctureltd@yahoo.com  
Website : www.vasinfrastuctureltd.com



# VAS INFRASTRUCTURE LTD.

CIN NO. : L74999MH1994PLC076538

Regd. Office : Plot No. 757/758, Jwala Estate, Ground Floor, Soni Wadi, Near Kora Kendra, S.V. Road, Borivali (West), Mumbai 400 092.  
E-Mail : vasinfrastuctureltd@yahoo.com • Website : www.vasinfrastuctureltd.com • Tel. : 022-2899 2658 / 2899 7506 / 2899 3234 • Fax : 022-2899 7806

## POSTAL BALLOT FORM

### FOR EXTRA ORDINARY GENERAL MEETING

(Please read the instructions printed overleaf before completing this form)

1. Name & Address of the Sole / :  
First named member  
(in block letters)
2. Name(s) of the Joint holder(s) :  
if any (in block letters)
3. Registered Folio No./ DP ID No. :  
& Client ID No.\*  
(\*Applicable to investors holding  
Shares in Dematerialized Form)
4. Number of Shares held :
5. I / We hereby exercise my / our vote in respect of the 'Special Resolution' to be passed through Postal Ballot for the business stated in the notice dated 30-12-2017 of the Company by sending my / our assent (FOR) or dissent (AGAINST) to the resolution by placing the tick mark (✓) in the appropriate box below:

Resolution No.	Description	No. of Shares	I/We assent to the resolutions (FOR)	I/We dissent to the resolutions (AGAINST)
1.	Issue of Convertible Equity Warrants on Preferential Allotment basis to the Promoters			

Place : MUMBAI

Date :

Signature of Shareholder/Proxy

## **INSTRUCTIONS FOR POSTAL BALLOT**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope.  
  
Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted. However, it is clarified that members desiring to exercise their vote from Outside India will have to arrange for postage at their cost.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.  
  
Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. The votes of a member will be considered invalid on any of the following grounds:
  - Unsigned Postal Ballot Forms will be rejected.
  - If the member's signature does not tally;
  - If the member has marked his / her / its vote both 'FOR' and 'AGAINST' the resolution(s) in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds total number of shares held as on 12-01-2018.
  - If the Postal Ballot form is received torned or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.
  - In case of a body corporate, copy of Board Resolution or resolution of a governing body is not received.
  - Where voting is done for and on behalf of a member, by a power of attorney holder and copy of power of attorney is not received.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 pm. on 10-02-2018. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at item No.7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope.
10. The vote shall not be exercised by a proxy.
11. Members are requested to fill the Postal Ballot form with inedible ink and not by erasable writing mode.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 05-01-2018.
13. The Scrutinizers decision on the validity of a Postal Ballot Form will be final.
14. The results of the Postal Ballot of the Extra Ordinary General will be declared within 3 days. The same will be hosted on the Company's website at : [www.vasinfrastructureltd.com](http://www.vasinfrastructureltd.com) for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The results will thereafter be sent to BSE/Websites.
15. The company is pleased to provide electronic voting ("e-voting") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The detailed procedure for e-voting has been set out in the Notes to the Notice dated 30-12-2017.



# VAS INFRASTRUCTURE LTD.

CIN NO. : L74999MH1994PLCO76538

Regd. Office : Plot No. 757/758, Jwala Estate, Ground Floor, Soni Wadi, Near Kora Kendra, S.V. Road, Borivali (West), Mumbai 400 092.

E-Mail : [vasinfrastructureltd@yahoo.com](mailto:vasinfrastructureltd@yahoo.com) • Website : [www.vasinfrastructureltd.com](http://www.vasinfrastructureltd.com)

Tel. : 022-2899 2658 / 2899 7506 / 2899 3234 • Fax : 022-2899 7806

## ATTENDANCE SLIP

### Extra Ordinary General Meeting - 12th February, 2018

DP ID - Client ID / Folio No. :	
Name & Address of the Shareholder :	
Name of Joint Holder(s) :	
No. of Shares held :	

PLEASE FILL IN ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Share holders may obtain additional slip at the venue of the Meeting .

I certify that I am a member/proxy of the member of the Company.

I/We hereby record my/our presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on Monday, February 12, 2018, at 12.00 noon.

\_\_\_\_\_  
Shareholder / Proxy's Signature

----- Cut Here -----

## ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	User ID	(Pan / Seq. No.)

\*Applicable for investors holding shares in electronic form to the Notice of the Extra Ordinary General Meeting

NOTE: Please read the instructions printed to the Notice of the Extra Ordinary General Meeting. The e-voting period starts on Friday, 9th February, 2018, at 10.00 a.m. and ends on Friday, 11th February, 2018, (5.00 p.m). At the end of the e-voting period, the portal where the votes are cast shall forthwith be blocked by CDSL.



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## PROXY FORM

FORM NO. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management & Administration Rules, 2014).

Folio or DP ID & Client ID No.:	
Name & Address of the Member :	
Email ID :	

I/We being the member (s) of Vas Infrastructure Ltd. holding \_\_\_\_\_ Equity Shares hereby appoint

1. Name \_\_\_\_\_ of \_\_\_\_\_ having an Email ID \_\_\_\_\_ failing him/her

2. Name \_\_\_\_\_ of \_\_\_\_\_ having an Email ID \_\_\_\_\_ failing him/her

3. Name \_\_\_\_\_ of \_\_\_\_\_ having an Email ID \_\_\_\_\_ failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, February 12, 2018, at 12.00 noon at the Conference Hall, Jwala Estate, S.V. Road, Borivali (West), Mumbai 400 092, and at any adjournment thereof in respect of the resolution as indicated below:

S.NO.	RESOLUTION	FOR*	AGAINST*
1.	Issue of Convertible Equity Warrants on Preferential Allotment basis to the Promoters		

Signed this \_\_\_\_\_ day of February, 2018  
(Date)

Signature \_\_\_\_\_

Please  
affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of First Proxy Holder

\_\_\_\_\_  
Signature of Second Proxy Holder

\_\_\_\_\_  
Signature of Third Proxy Holder

### Notes :

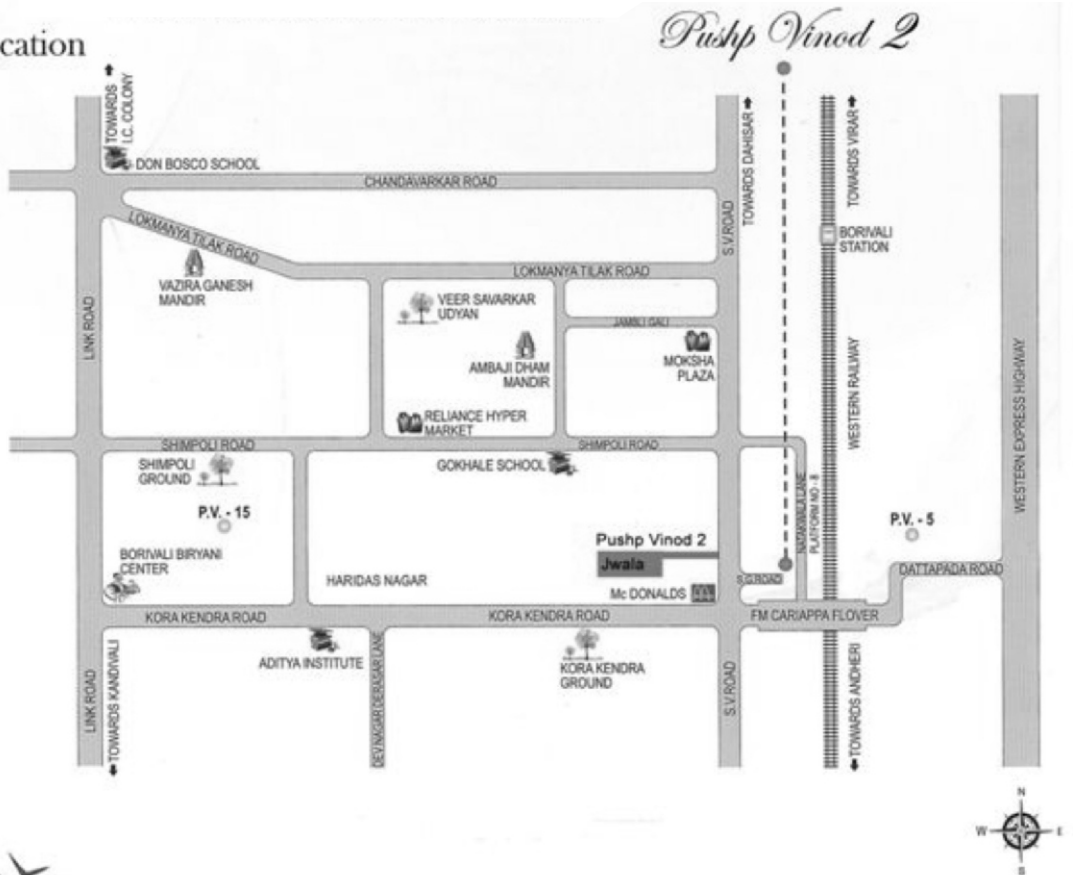
1. This form of proxy in order to be effective should be duly executed and deposited at the Registered/Corporate Office of the Company not less than 48 hours before the commencement of the Meeting
2. This is only optional: Please tick (3) in the appropriate column against the resolution indicated in the box. If you leave the "For" or "Against" column blank against any or all of the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Address :- *Pushp Vinod 2*

Route map to the venue of VAS INFRASTRUCTURE LTD.

EXTRA ORDINARY GENERAL MEETING TO BE HELD ON 12TH FEBRUARY, 2018.

*Location*



**vas**