

# VKJ INFRADEVELOPERS LIMITED

Fourth  
Annual Report  
For FY 2012-13



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## Corporate Information

### **Board of Directors**

|                         |   |
|-------------------------|---|
| Mr. Manoj Kumar         | <i>Whole-time Director</i>                        |
| Mr. Arun Kumar Chalukya | <i>Non Executive Director</i>                     |
| Mr. Aayush Golash       | <i>Independent Director</i>                       |
| Mr. Vinay Kumar         | <i>Independent Director</i>                       |
| Ms. Shubhra Aggarwal    | <i>Company Secretary &amp; Compliance Officer</i> |

### **Additional Information**

#### **Registered Office**

B-25, First Floor, Dayanand Colony, Lajpat Nagar,  
New Delhi – 110 024.  
Tel: +91 11 3231 9722  
Fax: +91 11 3231 9722  
Email: [vkjinfradevelop@yahoo.com](mailto:vkjinfradevelop@yahoo.com)  
Website: [www.vkjinfra.com](http://www.vkjinfra.com)

#### **Auditors**

**M/s Thakur Saroj & Co.; Chartered Accountants**  
D-251/10, 3rd Floor, Laxmi Nagar, New Delhi – 110 092.

#### **Registrar & Transfer Agent**

**Sharepro Services (I) Pvt. Ltd.**  
13 AB Samhita Warehousing Complex,  
2nd Floor, Sakinaka Telephone Exchange Lane,  
Off Andheri-Kurla Road, Sakinaka,  
Andheri (E), Mumbai - 400 072.  
Tel: +91 22 6191 5402/ 5404  
Fax: +91 22 6191 5444  
Email: [sme.ipo@shareproservices.com](mailto:sme.ipo@shareproservices.com)  
Website: [www.shareproservices.com](http://www.shareproservices.com)

#### **Bankers**

**HDFC Bank Limited**  
A-38, Anand Vihar, Delhi – 110 092.

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## NOTICE

NOTICE is hereby given that the **Fourth Annual General Meeting** of the members of the Company will be held at **The Retreat Motel/ Resort, Alipur, Main G.T. Karnal Road, Near Palla Mod, Delhi – 110 036** on Monday the **30<sup>th</sup> day of September, 2013** at **10:00 A.M.** to transact the following business:

### Ordinary Business

1. To receive, consider and adopt Balance Sheet as on 31<sup>st</sup> March, 2013 and the Profit & Loss Account for the year ended on that date along with Directors' and Auditors' Report thereon.
2. To appoint the Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration for the financial Year 2013 - 2014. M/s Thakur Saroj & Co., Chartered Accountants, the retiring auditors, being eligible, offer themselves for re-appointment.

### Special Business

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

**"RESOLVED THAT,** Mr. Manoj Kumar who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing, along with

requisite deposit under Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

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

**"RESOLVED THAT,** Mr. Arun Kumar Chalukya who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing, along with requisite deposit under Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

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

**"RESOLVED THAT,** Mr. Vinay Kumar who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing, along with requisite deposit under Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

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

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**“RESOLVED THAT,** Mr. Aayush Golash who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing, along with requisite deposit under Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**By Order of the Board**  
**For VKJ Infradevelopers Limited**

Sd/-  
**Manoj Kumar**  
**Director**  
**DIN: 06590962**

**Date: 05.09.2013**  
**Place: New Delhi**

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**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**
2. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
3. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to Sharepro Services (I) Private Limited, 13 AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072, Maharashtra, the Registrar, quoting Folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.
4. The share transfer books and Members Register of the Company will remain closed from 23<sup>rd</sup> September, 2013 to 25<sup>th</sup> September, 2013 (both days inclusive).
5. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the

meeting so as to enable the management to keep the information ready.

6. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
8. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.

We request you to update your e-mail address with the Company Secretary, VKJ Infradevelopers Limited, B-25, First Floor, Dayanand Colony, Lajpat Nagar, New Delhi, 110025; Tel: 011-32319722; e-mail: vkjinfradevelop@yahoo.com, to ensure that the annual report and other documents reach you on your preferred e-mail.

**By Order of the Board**  
**For VKJ Infradevelopers Limited**

Sd/-

**Manoj Kumar**  
**Director**  
**DIN: 06590962**

**Date: 05.09.2013**  
**Place: New Delhi**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 3**

Mr. Manoj Kumar was appointed as an Additional Director in terms of section 260 of the Companies Act, 1956 w.e.f. June 5, 2013 and his term expires at the ensuing Annual General Meeting. He was appointed as the Whole time Director of the Company on June 20, 2013. Notice has been received by the Company under Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500/- signifying his candidature for the office of the Director of the Company. It will be in the best interest of the Company if he is appointed as a Director liable to retire by rotation.

Therefore, the Board recommends to the shareholders to appoint him as Director, liable to retire by rotation at the forthcoming Annual General Meeting.

Approval of the members by means of Ordinary Resolution is required for the proposed appointment.

None of the Directors except Mr. Manoj Kumar is in any way concerned or interested in the above said resolution except as members, wherever applicable.

**ITEM NO. 4**

Mr. Arun Kumar Chalukya was appointed as an Additional Director in terms of section 260 of the Companies Act, 1956 w.e.f. 1<sup>st</sup> October, 2012 and his term expires at the ensuing Annual General Meeting. Notice has been received by the Company under Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500/- signifying his candidature for the office of the Director of the Company. It will be in the

best interest of the Company if he is appointed as a Director liable to retire by rotation.

Therefore, the Board recommends to the shareholders to appoint him as Director, liable to retire by rotation at the forthcoming Annual General Meeting.

Approval of the members by means of Ordinary Resolution is required for the proposed appointment.

None of the Directors except Mr. Arun Kumar Chalukya is in any way concerned or interested in the above said resolution except as members, wherever applicable.

**ITEM NO. 5**

Mr. Vinay Kumar was appointed as an Additional Director in terms of section 260 of the Companies Act, 1956 w.e.f. 26th June, 2013 and his term expires at the ensuing Annual General Meeting. Notice has been received by the Company under Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500/- signifying his candidature for the office of the Director of the Company. It will be in the best interest of the Company if he is appointed as a Director liable to retire by rotation.

Therefore, the Board recommends to the shareholders to appoint him as Director, liable to retire by rotation at the forthcoming Annual General Meeting.

Approval of the members by means of Ordinary Resolution is required for the proposed appointment.

None of the Directors except Mr. Vinay Kumar is in any way concerned or interested in the above said resolution except as members, wherever applicable.

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#### **ITEM NO. 6**

Mr. Aayush Golash was appointed as an Additional Director in terms of section 260 of the Companies Act, 1956 w.e.f. 26th June, 2013 and his term expires at the ensuing Annual General Meeting. Notice has been received by the Company under Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500/- signifying his candidature for the office of the Director of the Company. It will be in the best interest of the Company if he is appointed as a Director liable to retire by rotation.

Therefore, the Board recommends to the shareholders to appoint him as Director, liable to retire by rotation at the forthcoming Annual General Meeting.

Approval of the members by means of Ordinary Resolution is required for the proposed appointment.

None of the Directors except Mr. Aayush Golash is in any way concerned or interested in the above said resolution except as members, wherever applicable.

**By Order of the Board**  
**For VKJ Infradevelopers Limited**

Sd/-  
**Manoj Kumar**  
**Director**  
**DIN:**

**Date: 05.09.2013**  
**Place: New Delhi**



## DIRECTORS' REPORT

For the Financial Year ended on 31<sup>st</sup> March, 2013.

Dear Shareholders,

Your Directors have great pleasure in presenting the 4<sup>th</sup> Annual Report together with the Audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date.

### FINANCIAL RESULTS

(in Rupees Lakhs)

| Particulars          | Year Ending 31 <sup>st</sup> March, 2013 | Year Ending 31 <sup>st</sup> March, 2012 |
|----------------------|--|--|
| Sales                | 344.86                                   | 169.22                                   |
| Total Income         | 363.13                                   | 172.48                                   |
| Operating Expenses   | 354.8                                    | 164.45                                   |
| EBDITA               | 8.33                                     | 8.03                                     |
| Depreciation         | 0.40                                     | 0.52                                     |
| Interests            | 0.00                                     | 0.00                                     |
| Taxes                | 2.38                                     | 2.40                                     |
| Net Profit After Tax | 5.55                                     | 5.11                                     |
| No. of Equity Shares | 5229770                                  | 201145                                   |
| EPS                  | 0.11                                     | 0.10                                     |

The Board of Directors are pleased to state that during the year ended on 31st March 2013, the Company has made best use of the market forces and has taken advantage of the business opportunities that has come its way. During the financial year under review, the Revenues of the company has increased to Rs. 344.86 Lakhs as against previous year turnover of Rs. 169.22 Lakhs i.e. an increase of 103.80 %.

The Profit after tax for the year was Rs. 5.55 Lakhs as compared to Rs. 5.11 Lakhs during the previous year ended on 31st March 2012. There is an increase of almost 8.6 % in the profitability of the Company. The significant improvement in performance of the Company may be attributed to greater focus on achieving operating efficiencies, cost containment and concentration on products with high margins.

### DIVIDEND

Your Directors feel that Company should re-invest the profit in the business and to target growth in the existing business areas.

In order to meet its growing fund requirement and to conserve its resources for future expansions, the Directors have decided not to recommend the dividend for the current year.

### CHANGE OF REGISTERED OFFICE OF THE COMPANY

The Registered office of the Company was changed from 27, Kilokari village, opposite Thappar business centre, Sunlight colony, New Delhi – 110 014 to B-25, 1st floor, Dayanand Colony, Lajpat Nagar, New Delhi – 110 024 with effect from January 1, 2013 for the purpose of administrative convenience.

### INCREASE IN AUTHORIZED SHARE CAPITAL

During the year under review, the authorized share capital of the Company was increased from Rs. 25 Lakhs divided into 2,50,000 equity shares of Rs. 10/- each to Rs. 5.25 Crores divided into 52,50,000 equity shares of Rs. 10/- each.

#### **CONVERSION OF COMPANY INTO A PUBLIC LIMITED COMPANY**

During the FY 2012-13, the Company was a private limited Company. Subsequently, our Company was converted into a public limited Company under the Companies Act, 1956 and the name of the Company was changed to “VKJ Infradevelopers Limited” pursuant to issue of fresh certificate of incorporation consequent upon change of name on conversion to public limited Company dated May 29, 2013.

#### **LISTING ON SME PLATFORM**

Your Directors are pleased to inform you that the Company's securities have now been listed on the SME Platform of BSE Limited on August 30, 2013 and the Company has paid listing fee to the Exchange for the year 2013-14.

#### **INITIAL PUBLIC OFFERING**

During the year the Company came out with an initial public offering of 51,00,000 Equity shares of the face value of Rs. 10/- each for cash at a price of Rs. 25/- per share (including a share premium of Rs. 15/- per Equity share) aggregating to Rs. 1275 Lacs.

The public issue opened for subscription on 12<sup>th</sup> August, 2013 and closed on 16<sup>th</sup> August, 2013. The basis of allotment was finalized in consultation with the Designated Stock Exchange – Bombay Stock Exchange Limited on 26<sup>th</sup> August, 2013.

The Company's shares got listed on the SME platform of BSE Limited on 30<sup>th</sup> August, 2013.

#### **DEMATERIALIZATION OF SHARES**

In the year currently under review, the Company's equity shares have been dematerialized to be traded in electronic form in the Depository systems operated by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), Mumbai.

Further, the Company has appointed M/s Sharepro Services (I) Private Limited as the Registrar to the Company.

#### **SUBSIDIARIES**

Presently, there is no subsidiary of the Company.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

Since there is no subsidiary of the Company at present, hence no consolidated financial statements have been prepared

#### **PUBLIC DEPOSITS**

During the year under review, the Company has not accepted or renewed any fixed deposits from the public.

#### **PARTICULARS OF EMPLOYEES**

Your Directors' would like to place on record their deep appreciation of all employees for dedicated and sincere services rendered by them.

The Statement of employees required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 1975 is not

