



6TH ANNUAL REPORT 2014-15

VKJ INFRADEVELOPERS LIMITED

SIXTH ANNUAL REPORT

FOR FY 2014-15





CONTENTS

COMPANY INFORMATION

NOTICE

DIRECTORS' REPORT AND ANNEXURES

MANAGEMENT DISCUSSION & ANALYSIS REPORT

CORPORATE GOVERNANCE

AUDITORS' REPORT

BALANCE SHEET

PROFIT & LOSS ACCOUNT

CASH FLOW STATEMENT

NOTES TO ACCOUNT

PROXY FORM

ATTENDANCE SLIP



COMPANY INFORMATION

BOARD OF DIRECTORS

MANOJ KUMAR

Whole-time Director

ARUN KUMAR CHALUKYA

Non-Executive Director

AAYUSH GOLASH

Independent Director

ASHA RANI

Independent Director

REGISTERED OFFICE

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

Tel: +91 11 3231 9722

Fax: +91 11 3231 9722

Email: vkjinfradevelop@yahoo.com

Website: www.vkjinfra.com

AUDITORS

M/s Agrawal Goyal & Co., Chartered Accountants

FRN: 004977C

Chartered Accountants

D-251/10, 3rd Floor,

Laxmi Nagar, New Delhi – 110 092

BANKERS

HDFC Bank Limited, A-38, Anand Vihar, 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

Website: www.shareproservices.com

CIN: L45400DL2010PLC200014

ANNUAL GENERAL MEETING

DAY, DATE & TIME : Friday, 25th September, 2015 at 09:30 A.M.

VENUE : Hari Dham Dharamshala, Hari Mandir, Outram Lines, Kingsway Camp,
New Delhi – 110009



VKJ INFRADEVELOPERS LIMITED

Regd Office: M-161/B, Ground Floor, Kalka Bhawan, Commercial Centre, Gautam Nagar Road, Yusuf Sarai, New Delhi-110049
CIN: L45400DL2010PLC200014; Website: www.vkjinfra.com ; E-mail: vkjinfradevelop@yahoo.com ; Ph: 011-32319722

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Sixth Annual General Meeting of the Shareholders of VKJ Infra Developers Limited will be held on Friday, 25th September, 2015 at 9:30 A.M at the Registered office of the company at Hari Dham Dharamshala, Hari Mandir, Outram Lines, Kingsway Camp, New Delhi – 110009 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet of the Company for the financial year ended on 31st March 2015, the statement of Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To appoint a director in place of **Mr. Arun kumar Chalukya (DIN: 05167558)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of **M/s Agrawal Goyal & Co., Chartered Accountants FRN: 004977C** as the statutory auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To appoint Ms. Asha Rani (DIN: 06842453) as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, **Ms. Asha Rani (DIN: 06842453)**, who was appointed as an Additional Director with effect from 20th March, 2015, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 20th March, 2015."

Date: 28th August, 2015
Place: New Delhi

By Order of the Board
For VKJ Infra Developers Limited
Sd/-
MANOJ KUMAR
Director
DIN: 06590962

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. **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.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. 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) Pvt. Ltd. 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072. Members holding shares in electronic form may update such details with their respective Depository Participants.
5. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 23rd September, 2015 to 25th September, 2015 (both days inclusive).
6. 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.
7. 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.
8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
9. Details under Clause 52 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

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

ITEM NO. 4

Ms. Asha Rani was appointed as an Additional Director with effect from 20.03.2015, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. She may be appointed for a maximum of two consecutive terms of upto 5 years each.

She is Independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of her office is liable to determination by retirement by rotation in terms of section 152 of the Act. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of her appointment as Independent Director of the Company. She is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from her that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.



The Board considered the independence of her in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that she fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

Ms. Asha Rani is an eminent Professional and brings rich and varied experience to the Board. The Board of Directors recommend the resolution set out in the Notice for approval of the Members. Ms. Asha Rani is interested in their respective resolution to the extent of his appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

Date: 28th August, 2015

Place: New Delhi

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

Sd/-

MANOJ KUMAR

Director

DIN: 06590962

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(Pursuant to Clause 52 of the Listing Agreement)**

Arun Kumar Chalukya, aged 45 Years, is the Non-Executive Director of our Company. He has completed his Bachelors in Commerce from Delhi University. Further, he is having an experience of over 20 Years in the field of real estate development and logistics sector. He was appointed as Non-Executive Director of our Company from June 26, 2013.

OTHER DIRECTORSHIP: NIL

Date: 28th August, 2015

Place: New Delhi

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

Sd/-

MANOJ KUMAR

Director

DIN: 06590962

**DIRECTORS REPORT**

To,

The Members of

M/s VKJ INFRADEVELOPERS LIMITED

1. Report

Your Directors are pleased to present the 06thAnnual Report together with the Audited Financial Statements for the year ended March 31, 2015.

2. Financial Highlights

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Revenue from Operation	51,151,697.18	22,225,184
Add: Other Income	3,261,336	1,156,070
Total Income	54,413,033.18	23,786,254
Less: Total Expenses	52,959,339.88	22,953,498
Profit / (Loss) before tax	1,453,693.30	832,755.32
Less: Current Tax	502,893	275,497
Less: Deferred Tax Charge/(Credit)	(53,703)	(21,538)
Profit/(Loss) after Tax	2,761,540.85	1,757,037.55

3. FINANCIAL PERFORMANCE

During the year under review, the Company's income is Rs. 42,094,908 as against income of Rs. 28,509,378 in 2013-14.

4. RESERVES & SURPLUS

The Reserves and Surplus is Rs. 806.56 Lacs as on the end of the Current year and the Profit of the Current year Rs. 27.62 Lacs has been transferred to Reserve and Surplus.

5. DIVIDEND

To plough back the profits in to the business activities, no dividend is recommended for the financial year 2014-15.

6. SHARE CAPITAL

The Authorized Share Capital as on March 31, 2015 was Rs. 25 crores (25,00,00,000 shares of Rs.10/each). The Company has also split up its share capital from Rs.10 per share into the shares of Rs. 1/- each w.e.f. 03.03.2015.divided into 25,00,00,000 (Rupees Twenty Five Crore)Equity Shares of Rs.1/- (Rupees One Only)each.

7. CHANGE IN THE NATURE OF BUSINESS



During the year, the Company has not changed its nature of business.

8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 52 of the Listing Agreement entered into with Bombay Stock Exchange Ltd., Management Discussion and Analysis Report is presented in the separate section and forms an integral part of the Directors Report.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

10. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

11. CHANGE OF REGISTERED OFFICE

During the year under review, Company has shifted its registered Office from B-25, First Floor, Dayanand Colony, Lajpat Nagar, New Delhi - 110024 to M-161/B, Ground Floor, Kalka Bhawan, Commercial Centre, Gautam Nagar Road, Yusuf Sarai, New Delhi - 110049 w.e.f. **February 05, 2015**.

12. RISK MANAGEMENT POLICY

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion as per Sec 134 of Companies Act, 2013.

Therefore, in accordance with Companies Act, 2013, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

**13. PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE**

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given herein below:

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2014-15 (In Rs.)	% increase in Remuneration in FY 2014-15**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Mr. Manoj Kumar, Whole Time Director	300000	N.A.	N.A.	N.A.

The number of permanent employees as on 31st March 2015 was 1.

Average of remuneration of employees excluding KMPs – Nil

No employee's remuneration for the year 2014-15 exceeded the remuneration of any of the Directors.

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015 –NOT APPLICABLE



14. DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

15. NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2015, provision of section 129 of the Companies Act, 2013 is not applicable.

16. STATE OF COMPANY AFFAIRS

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company

17. STATUTORY AUDITORS

In accordance with the provisions of the Companies Act, 2013, the Board of Directors of Your company has proposed the ratification of appointment of **M/s Agrawal Goyal & Co., Chartered Accountants (FRN 004977C)**, as Statutory Auditors of the Company for the financial year 2015-16.

18. AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

19. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in form no. MGT – 9 has been annexed to the Report, as Annexure.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

22. DIRECTORS & COMMITTEES:

a) Changes in Directors and Key Managerial Personnel

During the year under review, **Ms. Asha Rani** appointed as an Additional Director and **Mr. Arjun Singh** resigned w.e.f. **20/03/2015**.