



# **VKJ INFRADEVELOPERS LIMITED**

## **9<sup>TH</sup> ANNUAL REPORT**

**FOR THE FINANCIAL YEAR 2017-2018**



**BOARD OF DIRECTORS**

Mr. AMEER AHMAD

Mr. VINOD KUMAR

Mr. AGUSTEEN KACHHAP

Ms. TETAR DEVI

WHOLE TIME DIRECTOR

INDEPENDENT DIRECTOR

NON EXECUTIVE DIRECTOR

INDEPENDENT DIRECTOR

**COMPLIANCE OFFICER**

Mr. AUGUSTEEN KACHHAP

**REGISTERED OFFICE**

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

Email: [vkjinfradevelopers@yahoo.com](mailto:vkjinfradevelopers@yahoo.com)

Website: [www.vkjinfra.com](http://www.vkjinfra.com)

**BANKERS**

HDFC BANK LIMITED

A-38, ANAND VIHAR, DELHI-110092

**STATUTORY AUDITORS**

M/S. NISHANT ALOK & CO.,  
CHARTERED ACCOUNTANTS

ADD: B-9, OPPOSITE RAJORI GARDEN POLICE STATION,  
DDA MARKET, VISHAL ENCLAVE, DELHI-110027

**REGISTRARS & SHARE TRANSFER AGENTS**

MCS SHARE TRANSFER AGENT LIMITED  
F-65, 1ST FLOOR, OKHLA INDUSTRIAL AREA,  
PHASE-I, NEW DELHI-110020

PH: +91 11 41406148

EMAIL: ADMIN@MCSREGISTRARS.COM

**CORPORATE IDENTITY NUMBER: L45400DL2010PLC200014**

**ANNUAL GENERAL MEETING**

Day & Date : Saturday, 22<sup>nd</sup> September, 2018

Time : 09:00 A.M

Venue : Navkar Tirth Atisey, village Neelwal,  
Near Mahaviday Ksetra, Ghervra More, Rohtak Road Delhi - 110081

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## 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 9<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 09<sup>th</sup> Annual General Meeting of M/s. VKJ INFRADEVELOPERS LIMITED will be held on Saturday, 22nd September, 2018 at 09:00 A.M. at "Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahavidya Ksetra, Ghevra More, Rohtak Road, Delhi-110081 to transact the following businesses.

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account, Balance sheet and Cash Flow for the year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors' thereon.
2. To Appoint a Director in place of Mr. Agusteen Kachhap, who retires by rotation and being eligible offer himself for re-appointment.
3. To ratify the appointment of M/s. Nishant Alok & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM and to fix their remuneration.

#### SPECIAL BUSINESS:

4. To appoint Mr. Vinod Kumar (DIN: 07305118) as 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 Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Vinod Kumar (DIN: 07305118), who was appointed as an Additional & Independent Director of the Company with effect from 16th November, 2017, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 16th November, 2017."

5. To appoint Ms. Tetar Devi (DIN: 08089710) as 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 Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms. Tetar Devi (DIN: 08089710), who was appointed as an Additional & Independent Director of the Company with

effect from 26th March, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 26th March, 2018.”

**6. To appoint Mr. Ameer Ahmad (DIN: 08052961) as 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 Mr. Ameer Ahmad (DIN: 08052961) who was co-opted as an Additional Director on the board of the company with effect from 17th January 2018 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board and not liable to retire by rotation.”

**7. To appoint Mr. Ameer Ahmad (DIN: 08052961) as Whole Time 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 197 and 203 of the Companies Act, 2013 and other provision if applicable read with Schedule V of the Act, the appointment of Mr. Ameer Ahmad as Whole time Director of the Company w.e.f 17th January 2018 for a period of five (05) Years on the remuneration and terms and conditions as given below, be and is hereby approved, confirmed and ratified:-

**a. Remuneration**

Rs. 20,000/- p.m (Rupees Twenty Thousand Only) with such annual increments/increase as may be decided by the Board of Directors from time to time.

**b. Perquisites**

Free use of the Company's car for Company's work along with driver, Telephone, Telefax and other communication facilities at Company's cost for official purpose. Subject to any Statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee/Board of Directors from time to time may decide.

**c. Valuation of perquisites**

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

**d. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013 from time to time.

**e. Other Terms**

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the provisions of the said Act or any amendments made therein or with the approval of the Central government, if required.

**Date: 20.08.2018**

**Place : Delhi**

**By Order of the Board  
For VKJ INFRADEVELOPERS LIMITED**

**Sd-  
AGUSTEEN KACHHAP  
DIRECTOR  
DIN: 07628217**



**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.

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.

2. 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.
3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to **MCS Share Transfer Agent Limited**, Address: F-65, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi-110020, Ph: 011-41406149. Members holding shares in electronic form may update such details with their respective Depository Participants.
4. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 17.09.2018 to 19.09.2018 (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.

**The instructions for shareholders voting electronically are as under:**

**INSTRUCTIONS**

**1. Voting through electronic means**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on **Saturday, 22<sup>nd</sup> September, 2018 at 09:00 A.M. Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi- 110081.** The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.

- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on **19<sup>th</sup> September, 2018 (9:00 am) and ends on 21<sup>st</sup> September, 2018 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote E- voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/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/>
- (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 remote 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 [cpriyankagarg@gmail.com](mailto:cpriyankagarg@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- (xiii) In case a Member receives physical copy of the Notice of AGM (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 proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

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

- VI. 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 downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The e-voting period commences on 19th September, 2018 (9:00 am) and ends on 21st September, 2018 (5:00 pm). During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15th, 2018, 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 ballot form.
- IX. 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 September 15th, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 15th, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date September 15th, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Ms. Priyanka Garg, Company Secretary (COP: 18038), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the



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Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.vkjinfra.com](http://www.vkjinfra.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (BSE)

**By Order of the Board  
For VKJ INFRADEVELOPERS LIMITED**

**Sd/-  
AGUSTEEN KACHHAP  
DIRECTOR  
DIN: 07628217**

**Date: 20.08.2018**

**Place: Delhi**



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

**ITEM NO. 4**

The Board of Directors of the Company at their meeting held on 16th November, 2017 approving appointment of Mr. Vinod Kumar (DIN- 07305118) as Additional Director on the Board of the Company (designated as Independent and Additional Director) in accordance with the provisions contained in Section 149 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law.

Mr. Vinod Kumar (DIN- 07305118) shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting. Approval of the Members is required by way of an Ordinary Resolution for appointment of Mr. Vinod Kumar (DIN- 07305118).

Mr. Vinod Kumar (DIN- 07305118) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mr. Vinod Kumar (DIN- 07305118) that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Vinod Kumar (DIN- 07305118) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Vinod Kumar (DIN- 07305118) is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Vinod Kumar (DIN- 07305118) are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution at Item No. 4 for the approval of the Members of the Company.

Mr. Vinod Kumar (DIN- 07305118) is interested in the resolution to the extent of her appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

The Board recommends the resolution for your approval. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

**ITEM NO. 5**

The Board of Directors of the Company at their meeting held on 26th March, 2018 approving appointment of Ms. Tetar Devi (DIN- 08089710) as Additional Director on the Board of the Company (designated as Independent and Additional Director) in accordance with the provisions contained in Section 149 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law.

Ms. Tetar Devi (DIN- 08089710) shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting. Approval of the Members is required by way of an Ordinary Resolution for appointment of Ms. Tetar Devi (DIN- 08089710)

Ms. Tetar Devi (DIN- 08089710) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms. Tetar Devi (DIN- 08089710) that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Tetar Devi (DIN- 08089710) fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Tetar Devi (DIN- 08089710) is independent of the management and possesses appropriate skills, experience and knowledge. Details of Ms. Tetar Devi (DIN- 08089710) are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.