

21ST ANNUAL - REPORT
FOR THE YEAR ENDED
31ST MARCH, 2016



VAS INFRASTRUCTURE LTD.



VAS INFRASTRUCTURE LIMITED

21ST ANNUAL REPORT 2015-16

CORPORATE INFORMATION

BOARD OF DIRECTORS

MRS. KIRTI KISHORE PADAVE

Women - Executive Director

MR. BABULAL BANSILAL JAIN

Independent Director (Resigned w.e.f. 13.2.2016)

MR. GANESAN VENKATRAMAN

Independent Director (Resigned w.e.f. 9.8.2015)

LFT. COL. (RETD.) P. V. RAMANA

Independent Director (Appointed w.e.f. 9.11.2015)

MR. V. C. DEO

Independent Director (Appointed w.e.f. 9.11.2015)

MR. AJAYKUMAR N. JANI

Independent Director (Appointed w.e.f. 30.5.2016)

MR. VYANKATESH H. MULWAD

Company Secretary (Resigned w.e.f. 6.5.2015)

MR. HARIRAM K. BIJLANI

Company Secretary (Appointed w.e.f. 6.5.2015)

21ST ANNUAL GENERAL MEETING

DATE

September 29, 2016

DAY

Thursday

TIME

11.00 a.m.

PLACE

PLOT 757/758, JWALA ESTATE,
SONI WADI, 2ND FLOOR,
NEAR KORA KENDRA,
OFF S.V. ROAD, BORIVALI (WEST),
MUMBAI 400 092.

STATUTORY AUDITORS

M/s. KAKARIA & ASSOCIATES

Chartered Accountants

REGISTERED OFFICE

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

REGISTRARS & SHARE TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.

Unit-1, Luthra Industrial Premises,
Safeed Pool, Andheri Kurla Road,
Andheri (East), Mumbai - 400 072.

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NOTICE

Notice is hereby given that the TWENTY-FIRST ANNUAL GENERAL MEETING of the members of VAS INFRASTRUCTURE LIMITED will be held on Thursday, September 29, 2016, at the Conference Hall, Jwala Estate, 2nd Floor, Off S. V. Road, Borivali West, Mumbai 400 092 at 11.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the company including the Balance Sheet as at 31st March, 2016 and the statement of Profit and Loss Account for the year ended on that date along with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Kirti Kishore Padave (Din No. 05344997), who retires by rotation and being eligible offers herself for re-appointment
3. To appoint the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, and the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kakaria & Associates, Chartered Accountants (Firm Registration No.104558W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration including out of pocket expenses as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

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

APPOINTMENT OF LFT. COL. (RETD.) PAKALA VENKAT RAMANA

"RESOLVED THAT Lft. Col. (Retd.) Pakala Venkat Ramana (DIN No.07295258) who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 9th November 2015, in terms of Section 161 of the Companies Act 2013 and as per Articles of Association of the company and whose term of office expires at this Annual General Meeting be and is hereby appointed as Independent Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sec 149(4), 152 with Rule 4 and any other applicable provisions, if any, of the Companies Act, 2013, Lft. Col. (Retd.) Pakala Venkat Ramana, Director, (DIN No.07295258) of the Company who has submitted a Declaration that he meets the criteria for Independence as provided in under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as Independent Director for a period of 1 (one) year commencing from 1st October, 2016, not 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 :

APPOINTMENT OF MR. VINOD CHINTAMAN DEO

"RESOLVED THAT Mr. Vinod Chintaman Deo, (DIN No.07315266) who was appointed as an Additional Director

of the Company by the Board of Directors in its meeting held on 9th November 2015, in terms of Section 161 of the Companies Act 2013 and as per Articles of Association of the company and whose term of office expires at this Annual General Meeting be and is hereby appointed as Independent Director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sec 149(4), 152 with Rule 4 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. Vinod Chintaman Deo, Director, (DIN No. 07315266) of the Company who has submitted a Declaration that he meets the criteria for Independence as provided in under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as Independent Director for a period of 1 (one) year commencing from 1st October, 2016, not liable to retire by rotation.

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

APPOINTMENT OF MR. AJAYKUMAR NAUTAMLAL JANI

"RESOLVED THAT Mr. Ajaykumar Nautamlal Jani (Din No. 01160279) who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 30th May, 2016, in terms of Section 161 of the Companies Act 2013 and as per Articles of Association of the company and whose term of office expires at this Annual General Meeting, is hereby appointed as Independent Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sec 149(4), 152 with Rule 4 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. Ajaykumar Nautamlal Jani, Director (Din No. 01160279) of the Company who has submitted a Declaration that he meets the criteria for Independence as provided in under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as Independent Director for a period of 1 (one) year commencing from 1st October, 2016, not liable to retire by rotation."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RE-APPOINTMENT OF DR. JAYESH VINODRAI VALIA - REMUNERATION AND PERQUISITES

"RESOLVED that Pursuant to the provisions of Sections 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and approval of the members in this General Meeting and Central Government, if any be and is hereby accorded to the Re-Appointment of Dr. Jayesh Vinodrai Valia, as a Whole time Director of the Company, for a period of three months with effect from January 1, 2016 to 31st March, 2016 and payment of remuneration and perquisites as set out in the Explanatory Statement attached hereto as may be agreed to between the Board of Directors and Dr. Jayesh Vinodrai Valia.

RESOLVED FURTHER that the Board of Directors/Company Secretary of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary to give effect to the above Resolution."

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8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

APPOINTMENT OF MRS. KIRTI KISHORE PADAVE AS EXECUTIVE DIRECTOR

"RESOLVED that Pursuant to the provisions of Sections 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the members in this General Meeting and Central Government, if any be and is hereby accorded to the Appointment of Mrs. Kirti Kishore Padave, as an Executive Director of the Company, for a period of three years with effect from 1st April, 2016 to 31st March, 2019 and payment of remuneration and perquisites as set out in the Explanatory Statement attached hereto as may be agreed to between the Board of Directors and Mrs. Kirti Kishore Padave.

RESOLVED FURTHER THAT the Board of Directors/Company Secretary be and is hereby authorized to alter or vary the remuneration/perquisites payable to Mrs. Kirti Kishore Padave or other terms and conditions in such manner as may be agreed to between the Board of Directors and Mrs. Kirti Kishore Padave, within the limits laid down by the Central Government under the provisions of the Act, and/or Schedule V thereto as amended from time to time, whichever is applicable & consent of the Members be & is accorded for alteration/vary remuneration/perks payable to Mrs. Kirti Padave.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

INCREASE IN THE LIMIT OF INVESTMENT IN OTHER BODIES CORPORATE UPTO RS.120.00 CRORES

"RESOLVED that in partial modification of Resolution No .8 passed at the 18th Annual General Meeting held on September 28, 2012 limit of investment was Rs. 100 crores approved by the members and now pursuant to the Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, as amended from time to time, consent of Members to the company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board") which term shall be deemed to include any Committee of the Board constituted to exercise its powers to:

- To make any loan to any other body corporate
- To Give any guarantee or provide security in connection with a loan made by any other person to, or any other person or any body corporate and
- To acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, exceeding the limits of 60% of its paid up Share Capital and free reserves or 100% of free reserves whichever is higher, provided that the total amount of loan given, advance given, guarantee given, investment made and security provided shall not exceed Rs. 120 Crores (Rupees One Hundred and Twenty Crores only) over and above the limits specified in Section 186 of Companies Act, 2013.

FURTHER RESOLVED THAT Approval be and is hereby accorded to the Board of Directors, to give inter-corporate Loans, Advances, Guarantees, make Investments etc. as

detailed at (a), (b) and (c) above upto Rs. 120 crores (Rupees One Hundred and Twenty crores Only) to the Promoter Group Companies namely upto Rs.10 crores to Precision Containers Ltd., Rs.35.00 crores to Yashraj Containers Ltd. and Rs.35.00 crores to RV Lifestyle Ltd., Rs. 10 crores each to Pushpanjali Drums Pvt. Ltd., Vas Educomp Pvt. Ltd. respectively and Rs.20/- crores to the parties namely Ramaben A. Kanabar, M/s. Ashok Metal Corporation, M/s. Atul Patel, M/s. Devkrupa Infra Realty Pvt. Ltd., M/s Kekan B. Chheda, M/s. Paresh Valia and Associates, Unique Shelter Pvt. Ltd., V. J. Projects Pvt. Ltd., Atul Projects India Ltd., and M/s. Lilly Developers as it deemed fit and such approval be given to the Board of Directors/Audit Committee before execution for purchase or otherwise the securities of the above bodies corporates.

FURTHER RESOLVED THAT action taken by the Board of Directors of the Company in the previous years/past with respect to provisions of Section 186 of the Companies Act, 2013, referred to the above resolution be and they are hereby approved and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and give all such directions as may be necessary or desirable and also to settle any questions or difficulty that may arise in this regard to above investments, Incorporate Loans and Advances, guarantees to be provided/taken and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary desirable or expedient in connection therewith."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

BORROWING POWERS OF RS.500 CRORES

"RESOLVED that in partial modification of the Special Resolution passed in the Extra Ordinary Meeting held on June 4, 2013, limit of borrowing powers was Rs. 500 crores approved by the members and now pursuant to Section 180(1)(C) of the Companies Act, 2013, or any amendment or modifications thereof, the Board of Directors be and is hereby authorized to borrow from time to time all such sums of monies as they may deem necessary for the purpose of business of the Company notwithstanding that monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the Paid up Capital of the Company and its free reserves i.e. to say reserves not set apart for any specific purpose (apart from temporary loans as defined in the said provisions of the Act obtained from the Company Bankers in the ordinary course of business) provided that the total amount upto which monies to be borrowed by the Board of Directors shall not exceed the aggregate of Rs.500.00 crores (Rupees Five Hundred crores Only) over and above the paid up capital and free reserves of the Company.

FURTHER RESOLVED that the above Borrowing Powers and action taken by the Board of Directors of the company in the previous years be and they are hereby approved and ratified.

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

TO CREATE CHARGES/MORTGAGES

"RESOLVED that in partial Modification of the Special Resolution approved by the Members in the Extra Ordinary General Meeting held on September 30, 1994, and now pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as ("the Board")) which term

shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to any the existing charges, mortgages and hypothecations created by the company, on such movable and immoveable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events of favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee loans and/or to issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other expenses payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.500.00 crores (Rupees Five Hundred crores Only).

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

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

AUTHORIZATION OF MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUNDS

"RESOLVED THAT pursuant to Section 181 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to contribute and/or donate from time to time to any bonafide charitable and other funds upto Rs.1.00 crore (Rupees One crore Only) during any financial year of the Company.

FURTHER RESOLVED THAT action taken by the Board of Directors of the Company in the previous years/past with respect to provisions of Section 181 of the Companies Act, 2013, referred to the above resolution be and they are hereby approved and ratified."

**BY ORDER OF THE BOARD
(KIRTI KISHORE PADAVE)
EXECUTIVE DIRECTOR**

REGISTERED OFFICE

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

CIN No. : L74999MH1994PLCO76538
Tel. : 022-2899 3092/2899 0841
Fax : 022-2899 7806
Email : vasinfrastructureltd@yahoo.com
Website : www.vasinfrastructureltd.com

PLACE : MUMBAI
DATED : 12.8.2016

NOTES:

1. EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, IS ANNEXED HERETO.
2. 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.
3. The Register of Members and The Share Transfer Registers will remain closed between 22.9.2016 and 28.9.2016, (both days inclusive).
4. 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 their Attendance Slips along with the Annual Report to the Annual General Meeting.
5. 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.
6. Register of Directors and Key Managerial Personnel and their shareholding will be kept open at the Annual General Meeting for inspection to any person attending the meeting.
7. 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 Annual General Meeting.
8. 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.
9. 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 20.8.2016. 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.
10. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for the year ending March 31, 2016, will also be available on the Company's website for their download www.vasinfrastructureltd.com.
11. 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 electronic means through remote e-voting (for which instructions are given below);
or

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- (c) Cast vote using postal ballot (for which instructions are given below).

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 remote e-voting mode, then voting done through remote e-voting shall prevail and voting by Postal Ballot shall be treated as invalid.

The facility for voting, either through remote 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 remote 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 remote 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.

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

- 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.
- 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 28.9.2016 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 28.9.2016 being the last date of receipt of Postal Ballot Form by Scrutinizer.
- The Postal Ballot Form and the Self-addressed Business Reply envelope are enclosed for use by the Members.
- Members casting their votes by Postal Ballot before 22.9.2016 may note that if they continue to remain members on 22.9.2016 will only be treated as valid for voting.

13. For casting votes electronically (e-voting), please read following instructions:

- 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 remote 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 remote e-voting facility. It may be noted that e-voting is optional.
- If a Member has voted through remote e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through the remote e-voting facility as well as sends his vote through the Postal Ballot Form, then voting done through remote e-voting shall prevail and voting done by Ballot will be treated as invalid by the Scrutinizer.
- For casting vote using remote e-voting facility, please read the following instructions:
 - Log on to the e-voting website: www.evotingindia.com during the voting period i.e. from 10.00 a.m. on 26th September, 2016 to

5.00 p.m. of 28th September, 2016 and Record date is 21st September, 2016.

- Click on "Shareholders" tab
- Now, select "VAS INFRASTRUCTURE LTD." from the drop down menu and click on "SUBMIT".
- Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.



VAS INFRASTRUCTURE LIMITED

- 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.
 - 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 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 Power of 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 under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll free number : 1800-200-5533.
- III. The remote e-voting period commences on 26th September, 2016 at 10.00 a.m. and ends on 28th September, 2016 (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 22nd September, 2016, may cast their vote electronically.
- The remote e-voting module shall be disabled forthwith by CDSL for voting after 5.00 p.m. on 28th September, 2016. Once the vote on a resolution is cast by the shareholder by remote 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 22nd September, 2016.
- 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 AGM 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 AGM of the Company and communicated to the BSE.
14. 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 on or before 2nd October, 2016, at the Registered Office of the Company. The said results will be hosted on the Company's website at 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE CONVENING, THE 21ST ANNUAL GENERAL MEETING AND DATED 8TH AUGUST, 2016.

ITEM NO. 3

APPOINTMENT OF STATUTORY AUDITORS

Pursuant to the provisions of Sec 139 (2) (b) of the Companies Act, 2013, the Audit firm cannot be appointed as Statutory Auditors for more than two terms of five consecutive years. As the Act allow the requirements for a further 3 years from the date of commencement of this Act i.e. April 1, 2014. Thus M/s. Kakaria & Associates, Chartered Accountants, be appointed maximum upto the year of Annual General Meeting to be held on or before 30.9.2017.

None of the Directors including Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

APPOINTMENT OF LFT. COL. (RETD.) PAKALA VENKAT RAMANA

Lft. Col. (Retd.) Pakala Venkat Ramana (DIN No.07295258) who was appointed as an Additional Independent Director by the Board of Directors in its meeting held on November 9, 2015 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received in writing from a member proposing his candidature from the office of Directors, be and is hereby appointed as a Independent Director for a period of 1 year commencing from 1st October 2016, not liable to retire by rotation.

The Company has received a declaration from Lft. Col. (Retd.) Pakala Venkat Ramana that he meets with the criteria of independent as prescribed both under sub-section (6) of Section 149 of the Act and under Listing Regulations, Lft. Col. (Retd.) Pakala Venkat Ramana possesses appropriate skills, experience and knowledge, inter alia in the field of finance.

Brief resume of Lft. Col. (Retd.) Pakala Venkat Ramana, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships/Chairmanship of Board Committee, shareholding and relationships between Directors inter-se as stipulated under Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge it will be in the interest of the company that Lft. Col. (Retd.) Pakala Venkat Ramana be appointed as an Independent Director.

Copy of draft letter of appointment of Lft. Col. (Retd.) Pakala Venkat Ramana as an Independent Director setting out terms and conditions is available for inspection by members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under Listing Regulations with stock exchanges.

As an Independent Director he will not be liable to retire by rotation and he will not be counted in total number of directors for the purpose of determining those liable to retire by rotation.

Notice has been received from member signifying their intention to propose appointment of Lft. Col. (Retd.) Pakala Venkat Ramana as Independent Director of the Company alongwith Security Deposit of Rs.1.00 lac.

It is now proposed to appoint him under the provisions of the Act, as an Independent Director of the Company for a period of one year with effect from 1st October, 2016.

Save and except Lft. Col. (Retd.) Pakala Venkat Ramana and his relatives to the extent of their shareholding interest, if any, in the Company. None of the Directors including Key Managerial Personnel of the Company are concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

APPOINTMENT OF MR. VINOD CHINTAMAN DEO

Mr. Vinod Chintaman Deo (DIN No.07315266), who was appointed as an Additional Independent Director by the Board of Directors in its meeting held on November 9, 2015 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received in writing from a member proposing his candidature from the office of Directors, be and is hereby appointed as a Independent Director for a period of 1 year commencing from 1st October 2016, not liable to retire by rotation.

The Company has received a declaration from Mr. Vinod Chintaman Deo that he meets with the criteria of independent as prescribed both under sub-section (6) of Section 149 of the Act and under Listing Regulations, Mr. Vinod Chintaman Deo possesses appropriate skills, experience and knowledge, inter alia in the field of finance.

Brief resume of Mr. Vinod Chintaman Deo, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships/Chairmanship of Board Committee, shareholding and relationships between Directors inter-se as stipulated under Listing with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge it will be in the interest of the company that Mr. Vinod Chintaman Deo be appointed as an Independent Director.

Copy of draft letter of appointment of Mr. Vinod Chintaman Deo as an Independent Director setting out terms and conditions is available for inspection by members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under Listing Regulations with stock exchanges.

As an Independent Director he will not be liable to retire by rotation and he will not be counted in total number of directors for the purpose of determining those liable to retire by rotation.

Notice has been received from member signifying their intention to propose appointment of Mr. Vinod Chintaman Deo as Independent Director of the Company alongwith Security Deposit of Rs.1.00 lac.

It is now proposed to appoint him under the provisions of the Act, as an Independent Director of the Company for a period of one year with effect from 1st October, 2016.