

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN- U70200HR2012PTC064545)

NOTICE

To the Members of Vision Infraheights Private Limited

Notice is hereby given that the Fourth Annual General Meeting of the Shareholders of M/s Vision Infraheights Private Limited will be held on Wednesday, the 28th day of September, 2016 at 11.00 A.M. at a Shorter Notice at the Registered Office of the Company situated at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana- 122001 to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2016, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2016 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby adopted.”

ITEM NO. 2

RATIFICATION OF AUDITOR AND FIXATION OF REMUNERATION

To ratify the appointment of the Auditors and to fix their remuneration 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s A. Mehra & Co., Regn. No. – 018744N, Chartered Accountants, New Delhi, who were appointed as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of Second Annual General Meeting till the conclusion of the Seventh Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2016 on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

ITEM NO. 3

REGULARISATION OF ADDITIONAL DIRECTOR- ASHOK KAPUR AS DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Ashok Kapur:-

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“**RESOLVED THAT**, Mr. Ashok Kapur, who was appointed as an Additional Director with effect from February 18, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 22 (Part-A) of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, under Section 160 of the Companies Act, 2013 be and is hereby appointed as a director of the company.”

RESOLVED FURTHER THAT Director(s) of the Company be and are hereby severally authorized to sign and file Forms as may be necessary with the Ministry of Corporate Affairs and do all acts deeds and things as may be required in this regard.”

ITEM NO. 4

REGULARISATION OF ADDITIONAL DIRECTOR- SUNANDAN KAPUR AS DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Sunandan Kapur:-

“**RESOLVED THAT**, Mr. Sunandan Kapur, who was appointed as an Additional Director with effect from February 18, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 22 (Part-A) of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, under Section 160 of the Companies Act, 2013 be and is hereby appointed as a director of the company.”

RESOLVED FURTHER THAT Director(s) of the Company be and are hereby severally authorized to sign and file Forms as may be necessary with the Ministry of Corporate Affairs and do all acts deeds and things as may be required in this regard.”

ITEM NO. 5

REGULARISATION OF ADDITIONAL DIRECTOR- HIROAKI MURATA AS DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Hiroaki Murata:-

“**RESOLVED THAT**, Mr. Hiroaki Murata, who was appointed as an Additional Director with effect from June 15, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 22 (Part-A) of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, under Section 160 of the Companies Act, 2013 be and is hereby appointed as a director of the company.”

RESOLVED FURTHER THAT Director(s) of the Company be and are hereby severally authorized to sign and file Forms as may be necessary with the Ministry of Corporate Affairs and do all acts deeds and things as may be required in this regard.”

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ITEM NO. 6

REGULARISATION OF ADDITIONAL DIRECTOR- MOHIT JAIN AS DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Mohit Jain:-

“**RESOLVED THAT**, Mr. Mohit Jain, who was appointed as an Additional Director with effect from June 15, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 22 (Part-A) of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, under Section 160 of the Companies Act, 2013 be and is hereby appointed as a director of the company.”

RESOLVED FURTHER THAT Director(s) of the Company be and are hereby severally authorized to sign and file Forms as may be necessary with the Ministry of Corporate Affairs and do all acts deeds and things as may be required in this regard.”

By Order of the Board of Directors

For Vision Infraheights Private Limited

Place:

Date:

Ashok Kapur
(Director)
DIN - 00003577
Add: B- 5, Chirag Enclave,
New Delhi,-110048

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NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, instead of himself/herself and the proxy need not to be a member of the Company. Proxy in order to be effective must be received by the Company at the registered office not less than 48 hours before the scheduled time of the meeting.**
2. Any change in Member's communication address is to be communicated to the Company well in advance.
3. For any investor-related queries, communication may be sent by e-mail to "companysecretary@krishnagroup.co.in".
4. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 5 days before the meeting, so that the information can be compiled in advance.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

By Order of the Board of Directors

For Vision Infraheights Private Limited

Place:

Date:

Ashok Kapur

(Director)

DIN - 00003577

**Add: B- 5, Chirag Enclave,
New Delhi,-110048**

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

ITEM NO. 3

Mr. Ashok Kapur, aged 70 years holds a degree in Bachelor of Architecture and having a rich industry exposure.

Mr. Ashok Kapur, was appointed as Additional Director in the Company on 18th day of February, 2016 and, pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr Ashok Kapur will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director of the Company.

In the opinion of the Board of Directors, Mr. Ashok Kapur, fulfills the conditions specified in the Act and the Rules made there under.

After his appointment as Additional Director i.e. 18th February, 2016, Mr. Ashok Kapur has attended Thirteen Board Meetings of the Company.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards are as follows:

Name of the Company	Directorship / Membership	Chairmanship / Membership of Committee(s)
Krishna Maruti Limited.	Managing Director	Nil
Krishna Ishizaki Auto Limited	Director	Nil
Gladdolia Farms Private Limited	Director	Nil
Venus Estates Private Limited	Director	Nil
Krishna Quinette Seats Private Limited	Director	Nil
Krishna Grupo Antolin Private Limited	Director	Nil
Prudent Management Strategies Private Limited	Director	Nil
SKH Metals Limited	Director	Nil
SKH Magneti Marelli Exhaust Systems Private Limited	Director	Nil
Magneti Marelli Skh Exhaust Systems Private Limited	Director	Nil
SKH Sila India Private Limited	Director	Nil
MSKH Seating Systems India Private Limited	Director	Nil
T.V. Today Network Limited.	Director	Nil
SIAC SKH India Cabs Manufacturing Private Limited	Director	Nil
Suminoe Teijin Techno Krishna India Private Limited	Director	Nil

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H & H Promoters Private Limited	Director	Nil
NHK F. Krishna India Automotive Seating Private Limited	Director	Nil
Krishna Landi Renzo India Private Limited	Director	Nil
Krishna Kautex Private Limited	Director	Nil
Savozone Enterprises LLP	Designated Partner	Nil
Gadget Infravision LLP	Designated Partner	Nil

Mr. Ashok Kapur hold 1757 Class A Equity Share in the Company.

The Board considers that his continued association would be of immense benefit to the Company and therefore, it is proposed to appoint him as a Director.

Except Ashok Kapur, none of the Directors and Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

ITEM NO. 4

Mr. Sunandan Kapur, aged 42 years holds a degree in MBA and having a rich industry exposure.

Mr. Sunandan Kapur, was appointed as Additional Director in the Company on 18th day of February, 2016 and, pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Sunandan Kapur will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director of the Company.

In the opinion of the Board of Directors, Mr. Sunandan Kapur, fulfills the conditions specified in the Act and the Rules made there under.

After his appointment as Additional Director i.e. 18th February, 2016, Mr. Sunandan Kapur has attended Thirteen Board Meetings of the Company.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards are as follows:

Name of the Company	Directorship / Membership	Chairmanship / Membership of Committee(s)
Krishna Maruti Limited.	Managing Director	Nil
Himanshu Enterprises Private Limited	Director	Nil
Krishna Quinette Seats Private Limited	Director	Nil
Krishna Grupo Antolin Private Limited	Director	Nil
Nagata India Private Limited	Director	Nil

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SKH Metals Limited	Managing Director	Nil
Axis Seats Services Private Limited	Director	Nil
Magneti Marelli SKH Exhaust Systems Private Limited	Director	Nil
SKH Magneti Marelli Exhaust Systems Private Limited	Director	Nil
SKH Management Services Limited	Director	Nil
SKH Sila India Private Limited	Director	Nil
SKH Cabs Manufacturing Private Limited	Director	Nil
MSKH Seating Systems India Private Limited	Director	Nil
SIAC SKH India Cabs Manufacturing Private Limited	Director	Nil
Kapur Estates Pvt Ltd	Director	Nil
Krishna Kautex Private Limited	Director	Nil
Namo Housing Private Limited	Director	Nil
SKH Y-Tech India Private Limited	Additional Director	Nil
SKH Sheet Metals Components Private Limited	Additional Director	Nil

Mr. Sunandan Kapur does not hold any share in the Company.

The Board considers that his continued association would be of immense benefit to the Company and therefore, it is proposed to appoint him as a Director.

Except Sunandan Kapur, none of the Directors and Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

ITEM NO. 5

Mr. Hiroaki Murata, aged 51 years holds a degree in Business Administration and having a rich industry exposure.

Mr. Hiroaki Murata, was appointed as Additional Director in the Company on 15th day of June, 2016 and, pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Hiroaki Murata will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director of the Company.

In the opinion of the Board of Directors, Mr. Hiroaki Murata, fulfills the conditions specified in the Act and the Rules made there under.

Since the date of his appointment as Additional Director i.e. 15th June, 2016, Mr. Hiroaki Murata has attended one Board Meetings of the Company

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards are as follows:

Reg. office:- 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana- 122001
E-mail-ID:-companysecretary@krishnagroup.co.in, Telephone No.- 0124-4725017

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Name of the companies	Directorship / Membership	Chairmanship / Membership of Committee(s)
Sumisho Tatemono Co.Ltd.	Director	NIL
Sumisho Building Management Co.Ltd.	Director	NIL
Sumisho Urban Kaihatsu Co.Ltd.	Director	NIL

Mr. Hiroaki Murata does not hold any share in the Company.

The Board considers that his continued association would be of immense benefit to the Company and therefore, it is proposed to appoint him as a Director.

Except Hiroaki Murata, none of the Directors and Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

ITEM NO. 6

Mr. Mohit Jain, aged 38 years holds a degree of Bachelor of Science in Business Administration and having a rich industry exposure.

Mr. Mohit Jain, was appointed as Additional Director in the Company on 15th day of June, 2016 and, pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Mohit Jain will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director of the Company.

In the opinion of the Board of Directors, Mr. Mohit Jain, fulfills the conditions specified in the Act and the Rules made there under.

Since the date of his appointment as Additional Director i.e. 15th June, 2016, Mr. Mohit Jain has attended one Board Meetings of the Company

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards are as follows:

Name of the Company	Directorship / Membership	Chairmanship / Membership of Committee(s)
Kiara Realtech LLP	Designated Partner	Nil
Kiara Estates LLP	Designated Partner	Nil
R.D. Propcon Private Limited	Director	Nil
Ripple Infrastructure Private Limited	Director	Nil
Namo Lands Private Limited	Additional Director	Nil

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Amcon Estates Private Limited	Director	Nil
KV Travels Private Limited	Director	Nil
Venus Estates Private Limited	Director	Nil
Namo Realtech Private Limited	Director	Nil
Floor Infrastructure Private Limited	Additional Director	Nil
Canvas Towers Private Limited	Director	Nil
Bluejays Realtech Private Limited	Director	Nil
Namo Infratech Private Limited	Director	Nil
P.G. Propmart Private Limited	Director	Nil
Prudent Management Strategies Private limited	Director	Nil
Tulip Farms Private Limited	Additional Director	Nil
Skh Global Travels Private Limited	Director	Nil
Skh Car Seats Private Limited	Director	Nil
Krishna Strategic Services Private limited	Director	Nil

Mr. Mohit Jain does not hold any share in the Company.

The Board considers that his continued association would be of immense benefit to the Company and therefore, it is proposed to appoint him as a Director.

Except Mohit Jain, none of the Directors and Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

By Order of the Board of Directors

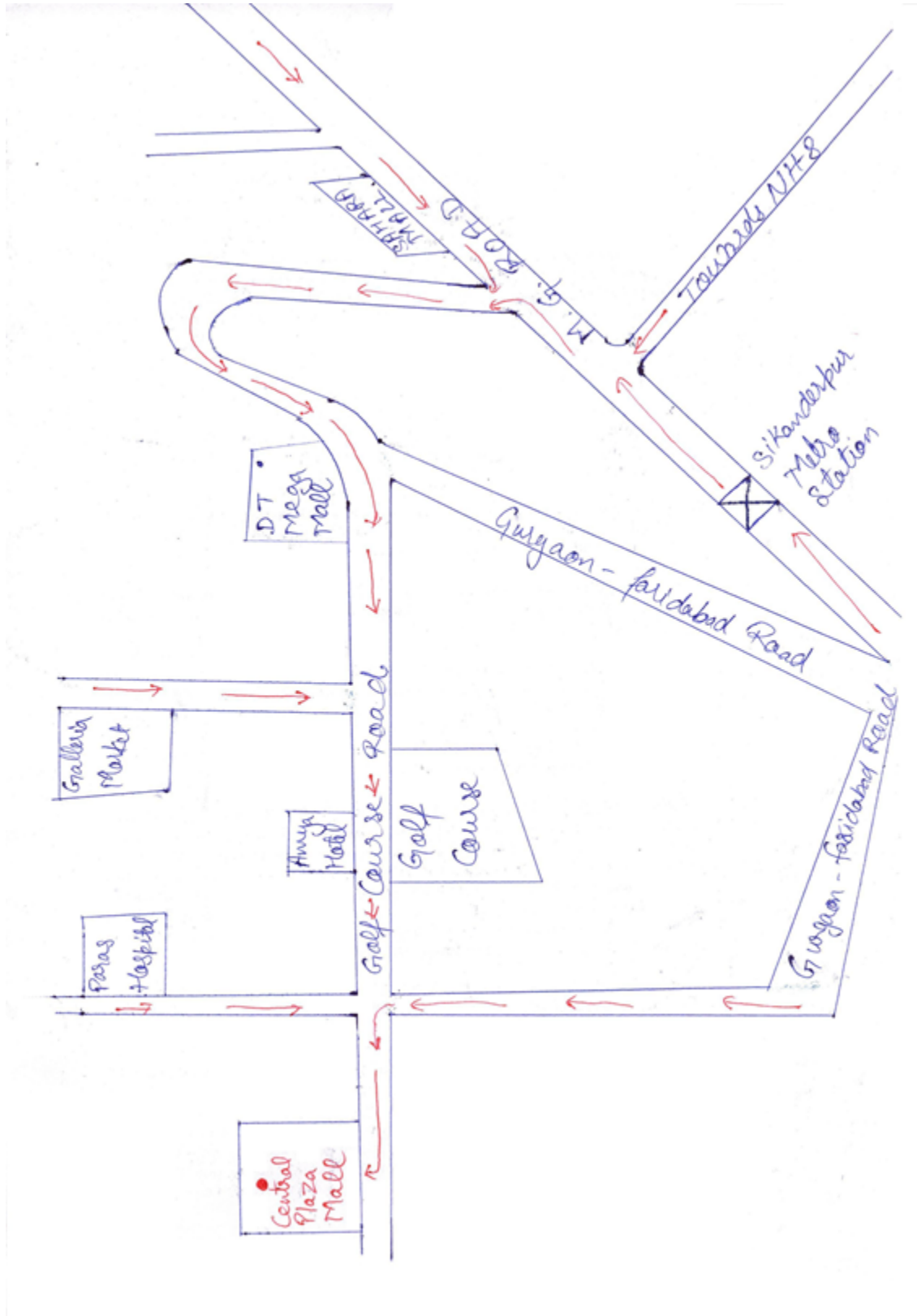
For Vision Infraheights Private Limited

Place:

Date:

Ashok Kapur
(Director)
DIN - 00003577
Add: B- 5, Chirag Enclave,
New Delhi,-110048

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ATTENDANCE SLIP

Annual General Meeting : Wednesday, the 28th day of September, 2016 at 11.00 A.M. at
3rd Floor, Central Plaza Mall, Golf Course Road, Sector
53,Gurgaon, Haryana- 122001

Regd. Folio No.:

No. of shares held:

I certify that I am a Authorized Representative of the registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 4th Annual General Meeting of the Company on Wednesday, the 28th day of September, 2016 at 11.00 A.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53,Gurgaon, Haryana-122001.

Member's/~~Proxy's~~ name in Block Letters:

Name of the Authorised Representative:

Member's/ Authorised Representative's/Proxy's Signature:

Note: Please fill this attendance slip and hand it over at the entrance of the hall.