

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting (EGM) of the Members of “**Vision Infraheights Private Limited**” will be held at a shorter notice, on ,Monday the 7th day of March, 2016 at 11.00 A.M at its registered office of the Company situated at 95, II-Floor, Kailash Hills, New Delhi - 110065 to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

To adopt the new set of Memorandum of Association (MOA) as per the provisions of Companies Act, 2013.

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the Company be and is hereby authorized to adopt new set of Memorandum of Association in accordance with the provisions of the Companies Act, 2013, in place of existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the directors of the Company be and are hereby authorized severally for and on behalf of the Company, to sign & file the prescribed e-Forms with the Registrar of Companies (ROC), NCT of Delhi & Haryana and to all do all such acts, deeds and things as may be required in this regard.”

ITEM NO. 2

To increase the authorized share capital of the company and consequently alter memorandum of association in this regard.

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 read together with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from existing Rs. 1,00,000 (Rupees One Lac only) divided into 10,000 (Ten Thousand) equity shares of Rs. 10 each to 1,11,50,000 (Rupees One Crore Eleven Lakhs and Fifty Thousand only) divided into 11,15,000 equity shares of Rs. 10 each, with a power to the Company to increase, reduce, or modify the capital and to consolidate, divide all or any of the shares in the capital of the Company, for the time being, and to classify or reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or restrictions, in such manner and by such persons as may, for the time being be permitted under the provisions of the Articles of Association of the Company or

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legislative provisions for the time being in force to that effect.

RESOLVED FURTHER THAT consequent to the increase of the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company be substituted as under:-

V. “The Authorised Share Capital of the Company is Rs. 1,11,50,000 (Rupees One Crore Eleven Lakhs and Fifty Thousand only) divided into 11,15,000 equity shares of Rs. 10 each”

RESOLVED FURTHER THAT the directors of the Company be and are hereby authorized severally for and on behalf of the Company, to sign & file the prescribed e-Forms with the Registrar of Companies (ROC), NCT of Delhi & Haryana and to all do all such acts, deeds and things as may be required in this regard.”

ITEM NO. 3

To reclassify the authorized capital of the Company and consequently to alter the Memorandum of Association in this regard.

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorised Share Capital of Rs. 1,11,50,000 (Rupees One Crore Eleven Lakhs and Fifty Thousand only) divided into 11,15,000 equity shares of Rs. 10 each, of the Company be and is hereby reclassified as under :-

- i) 15,000 Class A Equity Shares of Rs. 10 each fully paid up, each of which shall be akin to ordinary equity shares (under the Companies Act, 2013) not carrying any differential voting and economic rights;
- ii) 55,000 Class B Equity Shares of Rs. 100 each fully paid up, carrying such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time; and
- iii) 55,000 Class C Equity Shares of Rs. 100 each fully paid up carrying such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time.

RESOLVED FURTHER THAT consequent upon the reclassification of the authorized share capital, the capital clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new clause V:

V. “The Authorised Share Capital of the Company is Rs. 1,11,50,000 (Rupees One Crore Eleven Lakhs and Fifty Thousand only) divided into:

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- (i) **15,000 (fifteen thousand) Class A Equity Shares of face value Rs.10 (Rupees Ten) each, which shall be akin to ordinary equity shares (under the Companies Act, 2013) not carrying any differential voting and economic rights;**
- (ii) **55,000 (fifty five thousand) Class B Equity Shares of face value Rs. 100 (Rupees One Hundred) each, carrying such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time; and**
- (iii) **55,000 (fifty five thousand) Class C Equity Shares of face value Rs. 100 (Rupees One Hundred) each, carrying such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time.”**

RESOLVED FURTHER THAT consequent upon the reclassification of the authorized share capital, the directors of the Company be and are hereby authorized to cancel the old share certificates issued to the existing shareholders and issue new share certificates of class A equity shares in lieu thereof to the holders of such class A equity shares, and take all such steps and actions as may be required to be taken in this regard.

RESOLVED FURTHER THAT the directors of the Company be and are hereby authorized severally for and on behalf of the Company, to sign & file the prescribed e-Forms with the Registrar of Companies (ROC), NCT of Delhi & Haryana and to all do all such acts, deeds and things as may be required in this regard.”

ITEM NO. 4

TO ADOPT THE NEW SET OF ARTICLE OF ASSOCIATION:

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the Company be and is hereby authorized to adopt new set of Articles of Association in accordance with the provisions of the Companies Act, 2013, in place of existing Articles of Association of the Company.

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RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally for and on behalf of the Company, to sign & file the prescribed e-Forms with the Registrar of Companies (ROC), NCT of Delhi & Haryana and to all do all such acts, deeds and things as may be required in this regard.”

By Order of the Board

For Vision Infraheights Private Limited

Ashok Kapur
(Director)

DIN - 00003577

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

Place: New Delhi
Date :05.03.2016

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NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to item no 01 to 04 forms the part of this notice.
2. 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.
3. Any change in Member's communication address is to be communicated to the Company well in advance.
4. For any investor-related queries, communication may be sent by e-mail to "companysecretary@krishnagroup.co.in".
5. Members are requested to send their queries, if any on the operations of the Company, to reach the Directors at the Company's Registered Office, at least 3 days before the meeting, so that the information can be compiled in advance.
6. 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
For Vision Infraheights Private Limited

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

VISION INFRAHEIGHTS PRIVATE LIMITED
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EXPLANATORY STATEMENT (Pursuant to Section 102 of Companies Act, 2013)

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts, relating to the businesses mentioned at Item Nos. I to IV of the accompanying notice dated 05.03.2016

ITEM NO. 1

The members are hereby informed that due to enactment of Companies Act, 2013, the Company is required to amend its Memorandum of Association, and in its place, adopt a new set of Memorandum of Association in order to align the same with the provisions of the Companies Act, 2013. As per the provisions of section 4 and 13 of the Companies Act, 2013 (the “Act”), the Company is required to obtain approval of its members by way of special resolution to alter and adopt new set of Memorandum of Association. The revised Memorandum of Association is available for inspection at the registered office of the Company.

None of the directors or key managerial personnel, is in anyway, directly or indirectly, interested or concerned in the aforesaid resolution

Your directors recommend the above resolution as a special resolution for approval.

ITEM NO. 2

The members are hereby informed that at present, the authorized share capital of the Company is Rs. 1,00,000 (Rupees One Lakh only). The Company is considering to increase its capital base to meet its capital requirements by creating additional equity share capital in the Company.

In view of aforesaid, it would be required to increase the present authorized share capital by creating additional equity shares. It is therefore proposed to increase the authorized share capital to Rs. 1,11,50,000 (Rupees One Crore Eleven Lakhs and Fifty Thousand only) divided into 11,15,000 (Eleven Lakhs Fifteen Thousand) equity shares of Rs. 10 each.

The members are further informed that increase in authorized share capital requires the alteration of Clause V of the Memorandum of Association of the Company which requires approval of the members by way of an ordinary resolution.

None of the directors or key managerial personnel, is in anyway, directly or indirectly, interested or concerned in the aforesaid resolution.

Your directors recommend the above resolution as an ordinary resolution for approval.

ITEM NO. 3

The Company for its capital requirements is exploring options to issue different classes of equity shares and in light of which, the Company proposes to reclassify its authorized share capital currently containing equity shares into:

- i) 15,000 Class A Equity Shares of Rs. 10 each fully paid up, each of which shall be akin to

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ordinary equity shares (under the Companies Act, 2013) not carrying any differential voting and economic rights;

ii) 55,000 Class B Equity Shares of Rs. 100 each fully paid up, carrying such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time; and

iii) 55,000 Class C Equity Shares of Rs. 100 each fully paid up carrying such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time.

ITEM NO. 4

The members are informed that due to enactment of Companies Act, 2013, the Company is required to amend its Articles of Association, and in its place, adopt a new set of Articles of Association in order to align the same with the provisions of the Companies Act, 2013. As per the provisions of section 4 and 13 of the Companies Act, 2013, the Company is required to obtain approval of its members by way of special resolution to alter and adopt new set of Articles of Association. The revised Articles of Association is available for inspection at the registered office of the Company.

None of the directors or key managerial personnel, is in anyway, directly or indirectly, interested or concerned in the aforesaid resolution

Your directors recommend the above resolution as a special resolution for approval.

For Vision Infraheights Private Limited

Ashok Kapur
(Director)

DIN - 00003577

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

Place: New Delhi

Date : 05.03.2016

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ATTENDANCE SLIP

(To be presented at the entrance)

_EXTRA ORDINARY MEETING ON MONDAY, 07TH DAY OF MARCH, 2016 AT 11 A.M.
at the registered office 95, II-Floor, Kailash Hills, New Delhi- 110065

Folio No.:01

Name of the Member: Ashok Kapur
Name of the Proxyholder: -

Signature: _____
Signature: -

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, 7th Day of March, 2016 at 11 A.M. at 95, II-Floor, Kailash Hills, New Delhi- 110065.

*Only Member/Proxyholder can attend the Meeting.

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ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA ORDINARY MEETING ON MONDAY, 07TH DAY OF MARCH, 2016 AT 11 A.M.
at the registered office 95, II-Floor, Kailash Hills, New Delhi- 110065

Folio No.: 02

Name of the Member: Arti Kapur

Signature: _____

Name of the Proxyholder: -

Signature: -

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, 7th Day of March, 2016 at 11 A.M. at 95, II-Floor, Kailash Hills, New Delhi- 110065.

*Only Member/Proxyholder can attend the Meeting.

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NOTICE

NOTICE IS HEREBY GIVEN THAT 2nd EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF M/S VISION INFRAHEIGHTS PRIVATE LIMITED WILL BE HELD ON SATURDAY 12TH MARCH, 2016 AT 09:30 AM AT THE REGISTERED OFFICE AT 95, II-FLOOR, KAILASH HILLS, NEW DELHI-110065, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER

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

“**RESOLVED THAT** pursuant to the provisions of section 12(5) and 13(4) of the Companies Act, 2013 and Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and further subject to the confirmation by the Regional Director, Northern, New Delhi and other authorities if required, the registered office of the company be and is hereby shifted from NCT of Delhi to the state of Haryana.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be substituted by the following Clause: -

*The Registered office of the company will be situated in the state of **HARYANA**.*

RESOLVED FURTHER THAT Mr. Ashok Kapur (DIN: 00003577) Director or Mr. Sunandan Kapur (DIN: 00003638), Director of the company be and are hereby jointly and/or severally authorized to engage any counsel/Company Secretary/Advocate and sign, file, submit or present necessary applications, petitions, supplementary applications/petitions, documents, replies etc. to the Central Government, Regional Director, Registrar of Companies and such other authority(ies), as may be required and to take all necessary step to give effect to the above resolution.”

By the order of the board
FOR VISION INFRAHEIGHTS PRIVATE LIMITED

DIRECTOR
(ASHOK KAPUR)
DIN: 00003577
R/o: B- 5, CHIRAG ENCLAVE,
NEW DELHI-110048, INDIA

Date: 19/02/2016
Place: New Delhi

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NOTES:

1. *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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE EXTRA ORDINARY GENERAL MEETING.*
2. *PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THEN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSONS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY MEMBER.*
3. *MEMBERS/PROXIES SHOULD BRING DULY FILED ATTENDANCE SLIPS SENT HEREWITH TO ATTEND THE MEETING.*
4. *EXPLANATORY STATEMENT IN TERMS OF PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS IS GIVEN BELOW AND FORM PART OF THE NOTICE.*

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EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Clause II of the Memorandum of Association of the Company stated that the registered office of the company is situated in the **NCT of Delhi**. With a view to carry on business more economically and more efficiently, the company is desirous to change the location of its registered office from **NCT of Delhi** to the state of **Haryana**. It was found that the location of the registered office in the state of **Haryana** would be more advantageous to the company, for better management and control the registered office of the company should be shifted from the NCT of Delhi to the state of Haryana.

For the purpose of giving effect to the aforesaid, the directors considered that the Clause II in the Memorandum of Association of the Company would be altered.

The resolution item no. 1 is proposed as a Special Resolution.

After obtaining the Shareholders approval, the proposal will be submitted to the Regional Director, North, New Delhi for the approval under section 13 (4) of the Companies Act, 2013.

The Board recommends the resolution to the members for their consideration and approval as a special resolution and none of the Directors of the company is concerned or interested in the proposed resolution except to the extent of their shareholding in the proposed resolution.

By the order of the board

FOR VISION INFRAHEIGHTS PRIVATE LIMITED

**DIRECTOR
(ASHOK KAPUR)
DIN: 00003577
R/o: B- 5, CHIRAG ENCLAVE,
NEW DELHI-110048, INDIA**

**Date: 19/02/2016
Place: New Delhi**

VISION INFRAHEIGHTS PRIVATE LIMITED
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NOTICE CONVENING EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that 3rd extra-ordinary general meeting of the members of Vision Infraheights Private Limited (the “Company”) is scheduled to be held at 10.30 A.M, on 14th day of March, 2016, Monday, at shorter notice at the registered office of the Company at 95, II-Floor, Kailash Hills, New Delhi – 110065 to *inter alia* consider and transact the following business as under:

SPECIAL BUSINESS:

1. APPROVAL FOR OFFER AND ISSUE OF THE CLASS A EQUITY SHARES ON A PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 42(7) and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or any other authority and the articles of association of the Company, the approval of the members be and is hereby accorded for offering and issuing (by way of preferential allotment) 3,514 (three thousand five hundred and fourteen) class A equity shares (“Class A Equity Shares”) of face value of INR 10 (Indian Rupees Ten only) each (“Offer”), at a price of Rs. 10 (Rupees Ten only) (based on the valuation report dated 11.03.2016), to the persons mentioned herein below:

Securities sought to be issued by the Company	3,514 (three thousand five hundred and fourteen) Class A Equity Shares of face value of INR 10 (Indian Rupees Ten only) each.
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Offeree of securities	Number of Class A Equity Shares	Price per Share	Total Investment Amount
Sumitomo Corporation	3,514	INR 10 (Indian Rupees Ten only)	INR 35,140 (Indian Rupees Thirty Five Thousand One Hundred and Forty only)
Total	3,514	INR 10 (Indian Rupees Ten only)	INR 35,140 (Indian Rupees Thirty Five Thousand One Hundred and Forty only)

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Directors of the Company be and are hereby authorized on behalf of the Company to prepare and issue offer letters and take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem

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necessary, desirable, incidental or expedient for the issuance and allotment of the Class A Equity Shares under the Offer and to resolve and settle all questions and difficulties that may arise in relation to the proposed Offer, issue and allotment of the Class A Equity Shares, the utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the extent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby severally authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take such necessary action as may be required for the purpose of the Offer and to submit all documents to the concerned authorities with respect to the same.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any of the directors or officer(s) of the Company to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD

FOR VISION INFRAHEIGHTS PRIVATE LIMITED

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

PLACE: New Delhi
DATED: 12.03.2016

NOTES:

- (a) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote on behalf of himself / herself and that proxy need not be a member of the Company.
- (b) In order for the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the registered office of the Company before the meeting. The proxy form is annexed hereto.
- (c) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
- (d) The route map and attendance slip is annexed hereto.

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 1:

The Company is contemplating offering 3,514 (three thousand five hundred and fourteen) class A equity shares (“**Class A Equity Shares**”) of face value of INR 10 (Indian Rupees Ten only) each, on a preferential basis, to Sumitomo Corporation (“**Sumitomo**”) by way of an offer letter (“**Offer Letter**”) which shall be prepared by the Board as per the provisions of the Companies Act 2013 and the rules enacted thereunder (“**Offer**”).

The relevant details of the Class A Equity Shares proposed to be issued and other material facts in connection thereto are provided hereunder.

1. Size of the proposed issue of the Class A Equity Shares:

Number of Shares to be issued	Type of Shares	Nominal value of Shares	Price per Share	Total amount sought to be raised
3,514 Class A Equity Shares	Class A Equity Shares	INR 10 (Indian Rupees Ten only)	INR 10 (Indian Rupees Ten only)	INR 35,140 (Indian Rupees Thirty Five Thousand One Hundred and Forty)

2. The object of the issue:

The proceeds proposed to be raised in terms of the Offer will be utilized to fund the expansion and growth of the Company.

3. The manner of issue:

The Offer is proposed to be made as a preferential allotment in accordance with the provisions of Sections 42(7) and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

4. The price at which the Class A Equity Shares are proposed to be offered and allotted:

The Class A Equity Shares shall be offered at a per share price of INR 10 (Indian Rupees Ten only) (“**Class A Equity Shares Issue Price**”).

5. Basis on which the price has been arrived:

The Class A Equity Shares Issue Price is based on the valuation report dated 11.03.2016 (“**Valuation Report**”) submitted by Pawan Shubham & Co., Chartered Accountants, the registered valuer. The copy of the Valuation Report is also being circulated to the shareholders of the Company along with this notice.

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6. Relevant date with reference to which the price has been arrived at:

The Valuation Report mentioned in paragraph 5 above was issued on 11.03.2016.

7. The class or classes of persons to whom the allotment is proposed to be made:

The offer for the issuance of the Class A Equity Shares is being made to Sumitomo Corporation.

8. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the directors, promoters and key managerial persons is being offered Class A Equity Shares in the Offer.

9. Offer Period:

The Offer for issue of the Class A Equity Shares will be valid for a period of 30 (Thirty) days from the date of issue of the Offer Letter and will lapse on the Offer Closing Date (as defined in the Offer Letter), within which period Sumitomo is required to submit its acceptance to subscribe to the entitled securities in whole, failing which the Offer will be deemed to have been rejected.

The Class A Equity Shares will be allotted to Sumitomo Corporation, within a maximum period of 60 (Sixty) days from the date of receipt of the subscription amount from Sumitomo. The allotment of Class A Equity Shares pursuant to this offer is proposed to be completed within 6 (six) months from the date of passing of the special resolution.

10. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by each of them on a fully diluted basis:

Name of the allottee	Class of shares	No. of shares proposed to be allotted	Nominal value per share (INR)	Total value per share (INR)	No. of securities (total, fully diluted basis)	Percentage of holding (post preferential allotment on fully diluted basis)
Sumitomo Corporation	Class A Equity Shares	3,514 (three thousand five hundred and fourteen)	10 (Indian Rupees Ten only)	10 (Indian Rupees Ten only)	3,514 (three thousand five hundred and fourteen)	26% (twenty six percent)

11. The change in control, if any, in the Company that would occur consequent to the preferential offer:

NIL

12. The number of persons/entities to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Nil

13. The justification for the allotment proposed to be made for consideration other than cash, together with the valuation report of the registered valuer:

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No allotments under the Offer are being made for consideration other than cash.

14. The expected dilution in equity share capital upon conversion of preference shares:

As per the table given below:

15. Shareholding pattern of the Company:

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding*
A	Promoters' holding:				
1	Indian :				
	Individual	3,243	32.43%	3,243	24%
	Bodies Corporate	-	-	-	-
	Sub Total	3,243	32.43%	3,243	24%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	3,243	32.43%	3,243	24%
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	6,757	67.57%	10,271	76%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total(B)	6,757	67.57%	10,271	76%
	Total	10,000	100%	13,514	100%

The shareholders and their holding in the Company as on the date of issue of this Notice are the following:

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Sl. No.	Name of the shareholder	Class A Equity Shares	Total Equity Securities (on a fully diluted basis)	Percentage (on a fully diluted basis)
1	Bluejays Realtech Private Limited	6,757	6,757	67.57%
2	Mr. Ashok Kapur	3,243	3,243	32.43%
	Total	10,000	10,000	100.00%

16. Others:

None of the directors of the Company are deemed to be concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 1 as a **Special Resolution**.

**BY ORDER OF THE BOARD
FOR VISION INFRAHEIGHTS PRIVATE LIMITED**

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

**PLACE: NEW DELHI
DATED: 12.03.2016**

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

FORMAT
Form No. MGT-1
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN: U70200DL2012PTC236435

Name of the Company: **Vision Infraheights Private Limited**

Registered Office: 95, II-Floor, Kailash Hills, New Delhi – 110065

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____ Equity Shares and _____
Preference Shares of the above named Company, hereby appoint

1. Name:
Address:

E-mail Id:

Signature:, or failing him

2. Name:
Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on <<>>, 2016, <<day>>, at <<time>> at its registered office and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1: Approval for offer and issue of the class A equity shares on a preferential basis.

Signed this.....day of2016.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Reg. office:-95, II-Floor, Kailash Hills, New Delhi-110065

E-mail-ID:-companysecretary@krishnagroup.co.in, Telephone No.- 011-46544392

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2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

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(CIN-U70200DL2012PTC236435)

ATTENDANCE SLIP

Extra-Ordinary General Meeting, : Monday, 14th March, 2016 at 95, II-Floor, Kailash Hills, New Delhi-110065

Regd. Folio No.: 01

No. of shares held: 3243

I certify that I am a registered shareholder/~~proxy~~ for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on Monday 14th March, 2016 at 10.30 A.M at 95, II-Floor, Kailash Hills, New Delhi – 110065.

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

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 Extra-Ordinary General Meeting to [●].

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

ATTENDANCE SLIP

Extra-Ordinary General Meeting, : Monday, 14th March, 2016 at 95, II-Floor, Kailash Hills, New Delhi-110065

Regd. Folio No.: 03

No. of shares held: 6757

I certify that I am a registered shareholder/~~proxy~~ for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on Monday 14th March, 2016 at 10.30 A.M at 95, II-Floor, Kailash Hills, New Delhi – 110065.

For Bluejays Realtech Private Limited

Member's/~~Proxy's~~ name in Block Letters: AKASH KHURANA
(Authorised Signatory)

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 Extra-Ordinary General Meeting to [●].

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

LOCATION MAP

Link to the location

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[Pursuant to section 101(1)]

To,
The Board of Directors,
Vision Infraheights Private Limited (the “**Company**”),
95, II-Floor, Kailash Hills,
New Delhi – 110065

I, **Ashok Kapur**, son/~~daughter~~ of Late Shri Sat Prakash kapur, resident of B- 5, Chirag Enclave, New Delhi,-110048 holding 3243 (Three Thousand Two Hundred Forty Three) Class A equity/~~preference~~ shares of face value of 10/- (Indian Rupees Ten only) in the Company in my name, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to the extra-ordinary general meeting of the Company to be held on Monday,14th March, 2016 at 10.30 A.M. at shorter notice.

Ashok Kapur

Date: 12.03.2016

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[Pursuant to section 101(1)]

To,
The Board of Directors,
Vision Infraheights Private Limited (the “**Company**”),
95, II-Floor, Kailash Hills,
New Delhi – 110065

Bluejays Realtech Private Limited, a Company incorporated under the laws of Companies Act,1956, holding 6757 (Six Thousand Seven Hundred Fifty Seven) Class A equity/~~preference~~ shares of face value Rs. 10 (Indian Rupees Ten only) in the Company, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to the extra-ordinary general meeting of the Company to be held on Monday, 14th March, 2016 at 10.30 A.M. at shorter notice.

Akash Khurana

Authorised Signatory

Director

Date:12.03.2016

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

NOTICE CONVENING EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 4th extra-ordinary general meeting of the members of Vision Infraheights Private Limited (the “**Company**”) is scheduled to be held at 10.30 A.M. on 16th March, 2016, Wednesday, at shorter notice at the registered office of the Company at 95, II-Floor, Kailash Hills, New Delhi – 110065 to *inter alia* consider and transact the following business as under:

SPECIAL BUSINESS:

1. APPROVAL FOR AMENDMENT OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY TO CONFORM WITH THE TRANSACTION DOCUMENTS:

To be passed as a special resolution:

RESOLVED THAT the draft of the restated articles of association (“**Restated Articles**”) of the Company incorporating the terms of the joint venture agreement dated March 10, 2016 amongst the Company, Bluejays Realtech Private Limited, Sumitomo Corporation, Mr. Ashok Kapur and SKH Sheet Metals Components Private Limited (“**Joint Venture Agreement**”), tabled before the members be and is hereby approved. Pursuant to the applicable provisions of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval is hereby accorded to repeal and substitute the existing articles of association of the Company with the Restated Articles with effect from the First Tranche Closing Date (as defined in the Joint Venture Agreement).

RESOLVED FURTHER THAT any director of the Company, be and is hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies (“**RoC**”), and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the RoC or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same.”

2. APPROVAL FOR THE TERMS OF THE DRAFT LETTER OF OFFER:

To be passed as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 42(7) and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or any other authority and the articles of association of the Company, the approval of the members of the Company be and is hereby accorded to the draft offer letter in Form PAS-4 (“**Offer Letter**”) tabled before the members, where under, the Company is proposing to offer and issue (by way of preferential allotment) up to 3,514 (three thousand five hundred and fourteen) class A

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

equity shares (“**Class A Equity Shares**”) of face value of INR 10 (Indian Rupees Ten only) each, by way of preferential allotment, to the persons taken on record by the Board on 12th March, 2016(“**Offer**”).

RESOLVED FURTHER THAT anyof the directors of the Company, be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Offer Letter relating to the proposed Offer, to give any information, explanation, declaration and confirmations as may be required by the concerned authorities.

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby severally authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and the Reserve Bank of India, and to take such necessary action as may be required for the purpose of offering the Class A Equity Shares to the offerees in the manner specified above, and to submit all documents to the concerned authorities with respect to the same.”

BY ORDER OF THE BOARD

FOR VISION INFRAHEIGHTSPRIVATE LIMITED

Ashok Kapur
(Director)

DIN - 00003577

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

PLACE: NEW DELHI

DATED: 15.03.2016

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

NOTES:

- (a) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote on behalf of himself / herself and that proxy need not be a member of the Company.
- (b) In order for the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the registered office of the Company before the meeting. The proxy form is annexed hereto.
- (c) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
- (d) The route map and attendance slip is annexed hereto.

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 1:

In order to incorporate the terms of the joint venture agreement dated March 10, 2016 executed by and between the Company, Bluejays Realtech Private Limited, Sumitomo Corporation, Mr. Ashok Kapur and SKH Sheet Metals Components Private Limited (“**Joint Venture Agreement**”) into the articles of association of the Company (“**Articles**”), the Articles are required to be amended and such amended Articles are required to be adopted in substitution of the existing Articles.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of its members for alteration of its Articles by way of a special resolution.

A copy of new set of Articles is open for inspection at the registered office of the Company on all working days between 11.00 am to 5.00 pm.

None of the directors of the Company are, directly or indirectly, interested in the proposed resolution.

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 1 as a **Special Resolution**.

Resolution at Item No. 2:

The Company, pursuant to the execution of the Joint Venture Agreement, is proposing to offer up to 3,514 (three thousand five hundred and fourteen) class A equity shares (“**Class A Equity Shares**”) of face value of INR 10 (Indian Rupees Ten only) each, to the persons taken on record by the board of directors of the Company (“**Offer**”) through an offer letter in Form PAS-4 (“**Offer Letter**”).

The relevant details of the Offer and the Class A Equity Shares proposed to be issued and other material facts in connection thereto are provided in the draft of the Offer Letter shared along with this notice.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of its members on the draft offer letter in Form PAS-4 by way of a special resolution.

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 2 as a **Special Resolution**.

BY ORDER OF THE BOARD

FOR VISION INFRAHEIGHTS PRIVATE LIMITED

Ashok Kapur
(Director)

DIN - 00003577

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

PLACE: NEW DELHI

DATED: 15.03.2016

VISION INFRAHEIGHTS PRIVATE LIMITED
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FORMAT
Form No. MGT-1
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN:U70200DL2012PTC236435

Name of the Company:**Vision Infraheights Private Limited**

Registered Office: 95, II-Floor, Kailash Hills, New Delhi – 110065

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____ Equity Shares and _____
Preference Shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on<<>>, 2016, <<day>>, at<<time>> at its registered office and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:Approval for amendment of the existing articles of association of the company to conform with the transaction documents.

Resolution No. 2:Approval for the terms of the draft letter of offer.

Signed this.....day of2016.

Reg. office:-95, II-Floor, Kailash Hills, New Delhi-110065

E-mail-ID:-companysecretary@krishnagroup.co.in, Telephone No.- 011-46544392

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting**

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

ATTENDANCE SLIP

Extra-Ordinary General Meeting, : Wednesday, 16th March, 2016 at 95, II-Floor, Kailash Hills, New Delhi-110065

Regd. Folio No.: 01

No. of shares held: 3243

I certify that I am a registered shareholder/~~proxy~~ for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on Wednesday, 16th March, 2016 at 10.30 A.M at 95, II-Floor, Kailash Hills, New Delhi – 110065.

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

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 Extra-Ordinary General Meeting to [●].

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

ATTENDANCE SLIP

Extra-Ordinary General Meeting, : Wednesday, 16th March, 2016 at 95, II-Floor, Kailash Hills, New Delhi-110065

Regd. Folio No.: 03

No. of shares held: 6757

I certify that I am a registered shareholder/~~proxy~~ for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on Wednesday, 16th March, 2016 at 10.30 A.M at 95, II-Floor, Kailash Hills, New Delhi – 110065.

For Bluejays Realtech Private Limited

Member's/~~Proxy's~~ name in Block Letters: AKASH KHURANA
(Authorised Signatory)

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 Extra-Ordinary General Meeting to [●].

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(CIN-U70200DL2012PTC236435)

LOCATION MAP

Link to the location

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(CIN-U70200DL2012PTC236435)

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[Pursuant to section 101(1)]

To,
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Vision Infraheights Private Limited (the “**Company**”),
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I, **Ashok Kapur**, son/~~daughter~~ of Late Shri Sat Prakash kapur, resident of B- 5, Chirag Enclave, New Delhi,-110048 holding 3243 (Three Thousand Two Hundred Forty Three) Class A equity/~~preference~~ shares of face value of 10/- (Indian Rupees Ten only) in the Company in my name, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to the extra-ordinary general meeting of the Company to be held on Wednesday, 16th March, 2016 at 10.30 A.M. at shorter notice.

Ashok Kapur

Date: 15.03.2016

VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN-U70200DL2012PTC236435)

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[Pursuant to section 101(1)]

To,
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95, II-Floor, Kailash Hills,
New Delhi – 110065

Bluejays Realtech Private Limited, a Company incorporated under the laws of Companies Act,1956, holding 6757 (Six Thousand Seven Hundred Fifty Seven) Class A equity/~~preference~~ shares of face value Rs. 10 (Indian Rupees Ten only) in the Company, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to the extra-ordinary general meeting of the Company to be held on Wednesday, 16th March, 2016 at 10.30 A.M. at shorter notice.

Akash Khurana

Authorised Signatory

Director

Date:15.03.2016