

**VISION INFRAHEIGHTS PRIVATE LIMITED**  
**(CIN-U70200HR2012PTC064545)**

**NOTICE CONVENING EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 5<sup>th</sup> extra-ordinary general meeting of the members of Vision Infraheights Private Limited (the “**Company**”) is scheduled to be held at 10:00 A.M., on 23<sup>rd</sup> day of February, 2017, Thursday, at 461-462, Udyog Vihar, Phase-3, Gurgaon, Haryana-122016 at a shorter Notice to consider and transact the following business as under:

**SPECIAL BUSINESS:**

- 1. TO APPROVE THE AMENDMENT OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY TO CONFORM WITH THE JOINT VENTURE AGREEMENT DATED MARCH 10, 2016 AND AS AMENDED ON FEBRUARY 21, 2017 EXECUTED AMONGST SUMITOMO CORPORATION, BLUEJAYS REALTECH PRIVATE LIMITED, VISION INFRAHEIGHTS PRIVATE LIMITED, MR. ASHOK KAPUR AND SKH SHEET METALS COMPONENTS PRIVATE LIMITED (“JVA”).**

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

“**RESOLVED THAT** the draft of a new set of restated articles of association (“**Restated Articles**”) of the Company, tabled before the members of the Company 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 substitution of the existing articles of association of the Company by the Restated Articles with effect from the Initial Interim Tranche Closing Date (as defined in the JVA).

**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.”

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2. TO OFFER AND RECORD THE NAME OF SUMITOMO CORPORATION (“SUMITOMO”) AS THE OFFEREE OF 7,20,000 (SEVEN LAKH TWENTY THOUSAND) COMPULSORILY CONVERTIBLE DEBENTURES (“CCDS”) AND BLUEJAYS REALTECH PRIVATE LIMITED (“BLUEJAYS”) AS THE OFFEREE OF 7,20,000 (SEVEN LAKH TWENTY THOUSAND) OPTIONALLY CONVERTIBLE DEBENTURES (“OCDS”) AND TO APPROVE THE DRAFT OFFER LETTER IN FORM PAS-4 TO BE ISSUED TO SUMITOMO AND BLUEJAYS (“OFFEREES”). :

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

**1. Offer of CCDs to Sumitomo**

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and 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 for offering and issuing (by way of private placement) upto 7,20,000 (seven lakh twenty thousand) CCDs of face value INR 100 (Indian Rupees One Hundred only) each (“**Offer**”) at a price of INR 100 (Indian Rupees Hundred only) each, which price is based on the valuation report dated February 14, 2017 to the persons mentioned herein below:

S. No.	Name of the Allotee(s)	No. of CCDs of face value INR 100 each	Amount (INR)
1.	Sumitomo Corporation	7,20,000 (seven lakh twenty thousand)	7,20,00,000 (Seven Crores Twenty Lakhs only)

**RESOLVED THAT** the draft offer letter in Form PAS - 4 (“**Offer Letter**”), as required under the provisions of Sections 42(7) 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, as amended from time to time, for the Offer by way of private placement, to the persons taken on record by the Board, tabled before the members, is hereby approved.

**RESOLVED FURTHER THAT** any of 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 authorized to negotiate, deal with and finalize the terms & conditions of issue of such CCDs with the

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relevant Offeree and also to execute, sign all other documents & papers for & on behalf of the Company as they deem fit and proper, with respect to the issuance of such CCDs.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters, and things or to take such actions and to give all such directions, as may be necessary or desirable/ and expedient for such purpose and sign, file the requisite forms with the office of Registrar of Companies as may be required in this regard.”

**2. Offer of OCDs to Bluejays**

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, 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 private placement) upto 7,20,000 (seven lakh twenty thousand) OCDs of face value INR 100 (Indian Rupees One Hundred only) each (“Offer”), at a price of INR 100 (Indian Rupees Hundred only) each, which price is based on the valuation report dated February 14, 2017, to the persons mentioned herein below:

<b>S. No.</b>	<b>Name of the Allotee(s)</b>	<b>No. of OCDs of face value INR 100 each</b>	<b>Amount (INR)</b>
1.	Bluejays Realtech Private Limited	7,20,000 (seven lakh twenty thousand)	7,20,00,000 (Seven Crores Twenty Lakhs only)

**RESOLVED THAT** the draft offer letter in Form PAS - 4 (“Offer Letter”), as required under the provisions of Sections 42(7) 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, as amended from time to time, for the Offer by way of private placement, to the persons taken on record by the Board, tabled before the members, is hereby approved.

**RESOLVED FURTHER THAT** any of 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 authorized to negotiate, deal with and finalize the terms& conditions of issue of such OCDs with the relevant Offeree and also to execute, sign all other documents & papers for & on behalf of the Company as they deem fit and proper, with respect to the issuance of such OCDs.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters, and things or to take such actions and to give all such directions, as may be necessary or desirable/ and expedient for such purpose and sign, file the requisite forms with the office of Registrar of Companies as may be required in this regard.”

**BY ORDER OF THE BOARD**

**FOR VISION INFRAHEIGHTS PRIVATE LIMITED**

**Mohit Jain**  
**(Director)**  
**DIN - 00024521**  
**Add: X-44,**  
Green Park Main  
New Delhi 110016

**PLACE:**  
**DATED:**

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**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:**

In order to incorporate the terms of the amendment to the joint venture agreement dated February 21, 2017 executed by and between the Company, Bluejays Realtech Private Limited, Sumitomo Corporation, Mr. Ashok Kapur and SKH Sheet Metals Components Private Limited (“**Amendment Agreement**”) into the existing 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 the 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 justification for the price of the CCDs and OCDs offered hereunder is set out in the valuation report prepared by M.K. Goyal & Co., Chartered Accountants, dated February 14, 2017.

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**.

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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: U70200HR2012PTC064545

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

Registered Office: 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana-122001

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Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

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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:**

Signed this.....day of .....2016.

Signature of shareholder(s)

Signature of Proxy holder(s)

Reg. office:-3<sup>rd</sup> Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana- 122001

E-mail-ID:-[companysecretary@krishnagroup.co.in](mailto:companysecretary@krishnagroup.co.in), Telephone No.- 0124-4725017

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**Resolution No. 2:**

Signed this.....day of .....2016.

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  
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ROUTE MAP



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**ATTENDANCE SLIP**

**Extra-Ordinary General Meeting, :** Thursday , the 23<sup>rd</sup> day of February,2017 at 10.00 A.M. at 461-462  
Udyog Vihar Phase III, Gurgaon , Haryana-122016

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 5th Extra-Ordinary General Meeting of the Company on Thursday, 23<sup>rd</sup> February, 2017 at 10:00 A.M. at 461-462 Udyog Vihar Phase III, Gurgaon , Haryana-122016

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.*