

VORA CONSTRUCTIONS LIMITED

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the shareholders of Vora Constructions Limited will be held on Tuesday, 30th September, 2014 at 71, Laxmi Building, Sir P. M. Road, Fort, Mumbai - 400001 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and Statement of Profit & Loss Account of the Company for the year ended on that Date and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Vinod Chopra (DIN: 02257009), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard to consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vinod Chopra, who was appointed as a Director liable to retire by rotation, and whose term expires at this Annual General Meeting, be and is hereby appointed as Non-executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto the conclusion of the 34th Annual General Meeting of the Company and not liable to retire by rotation.

3. To appoint Auditors of the Company 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, 'M/s. J. P. Chaturvedi & Co.' Chartered Accountants (Firm Registration No 130274W), the retiring auditors of the Company 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 and remuneration be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To appoint Shri Parasmal Jain - Gulechha (DIN: 02257253) as an Independent Director and in this regard to consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Parasmal Jain - Gulechha, Who was appointed as Director liable to retire by rotation, be and is hereby appointed as Non-executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto the conclusion of the 34th Annual General Meeting of the Company and not liable to retire by rotation.

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5. To provide borrowing Limit authority to Directors as per section 180(1)(c) upto Rs. 25 Crores (Rupees Twenty Five Crores Only) as further borrowings may exceed the total aggregate of its free reserve and paid up capital Limits. In this regard 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 180(1)(c) of the Companies Act, 2013 read with Companies (Meetings Of Boards and Its Power) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the long term borrowing Limits of the company upto Rs. 25 Crores (Rupees Twenty Five Crores Only) be and are hereby approved by the Members of the company. The board can borrow money up to the set limit through simple board resolution in future.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: August 28, 2014

Purushottam Bohra
Mg. Director

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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 SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th September 2014 to Tuesday, 30th September 2014 (both days inclusive).
3. Members are requested to expeditiously intimate any change in their address registered with the Company. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd.
4. Members are requested to bring their copies of the Annual Report at the time of Annual General Meeting.
5. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in regard to the business as set out in the notice is annexed hereto.
6. The Notice of AGM along with the Annual Report 2013-14 is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode.
7. Voting through Electronic means:

In compliance with provision of Section 108 of the companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, the Company is pleased to provide members, the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The e-voting facility is available at the link <https://www.evotingindia.co.in>
8. The instructions and process for e-voting as under:
 - i) The voting period begins on Tuesday, 23rd September, 2014 at 9.00 a.m. and ends on Thursday, 25th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Thursday, 28th August, 2014, may cast their vote electronically. The e-voting module shall be classified by CDSL for voting thereafter.
 - ii) The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 28th August, 2014.
 - iii) The shareholders should log on to the e-voting website www.evotingindia.com
 - iv) Click on "Shareholders" tab.
 - v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi) Next enter the Image Verification as displayed and Click on Login.

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- vii) 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.
- viii) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. ● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for **Vora Constructions Limited** to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.

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- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual 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) which they wish to vote on.
 - 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 Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

1. Ms. Shikha Fatehpuria, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. 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.
2. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Shikha Fatehpuria, Scrutinizer at her office situated C-303, Palm Spring Complex, Near D-Mart, Malad (West), Mumbai – 400 064, Email : csshikhafatehpuria@gmail.com, so as to reach her on or before 25th September, 2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
3. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to csshikhafatehpuria@gmail.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer's Office not later than Wednesday, 25th September, 2014 (6.00 p.m. IST).

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A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

4. The Results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website www.voraconstructions.com and on the website of CDSL www.evoting.cdsl.com within 2 (two) days of passing of the resolutions at the 29th Annual General Meeting and will be communicated to BSE Limited, Delhi Stock Exchange Limited and Ahmedabad Stock Exchange Limited, where the shares of the company are listed.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at item nos. 4 & 5 of the accompanying notice dated 28th August, 2014

ITEM NO. 4

Shri. Parasmal Jain (Gulechha) was appointed as Independent Non-Executive Director whose period of office is liable to be determined by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under, Shri. Parasmal Jain (Gulechha) is now being appointed as Non – Executive Independent Director for the terms of 5 (five) consecutive years upto the conclusion of the 34th Annual General Meeting of the Company and not liable to retire by rotation.

No other director is interested in the resolution with regards to their appointment.

ITEM NO. 5:

Under section 180 (1)(c) of the companies act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the shareholders in general meeting, borrow monies, apart from temporary loans in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company.

Taking into consideration the future requirements of additional funds to meet the cost of the company's projects expansion, capital expenditure requirements and additional long term working capital requirement of the company, it is proposed to have the consent to borrow to the extent upto Rs. 25 crores over and above paid up capital and free reserves of the company.

The consent and approval of the shareholders is therefore sought in accordance with the provisions of the section 180 (1)(c) of the Act, to enable the Directors to borrow monies provided the total amount so borrowed by the board not to exceed Rs. 25 crores.

The resolution under item no is to obtain the consent of the shareholders for this purpose.

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C I N : L 4 5 2 0 0 M H 1 9 8 5 P L C 0 3 6 0 8 9

Registered Office: B-14, Gopuram CHS. Ltd., Somani Gram,
Ram Mandir Road, Goregaon (West), Mumbai - 400104**BALLOT FORM****Pursuant to Clause 35(B) of the Listing Agreement**

Name and Registered address of the :

Sole / First named Member

Name (s) of joint member (s) , if any :

Registered Folio No. / DP ID / Client ID :

No. of Shares held :

I / We hereby exercise my / our vote (s) in respect of the Resolutions to be passed for the business set out in the Notice of the 29th Annual General Meeting of the Company to be held on Tuesday, the 30th day of September, 2014 by sending my/our assent or dissent to the said resolution(s) by placing the (✓) marks at the appropriate box below.

ITEM NO	Description of Resolution	Number of Equity Share held	I / We assent to the resolution	I / We dissent to the resolution
			(FOR)	(AGAINST)
	Ordinary Business			
1	Adoption of the Financial Statements for the financial year ended 31st March 2014 and the Board of Directors' and Auditors' Reports thereon.			
2	Appointment of Shri Vinod Chopra, who retires by rotation and being eligible, offers himself for reappointment.			
3	Appointment of 'M/s. J.P. Chaturvedi & Co.' Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.			
	Special Business			
4.	Appointment of Shri Parasmal Jain (Gulechha) as Independent Director, for a period of five years with effect from the date of 29 th Annual General Meeting of the Company			

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5.	To provide borrowing Limit authority to Directors as per section 180(1)(c) upto Rs. 25 Crores (Rupees Twenty Five Crores Only) as further borrowings may exceed the total aggregate of its free reserve and paid up capital Limits.			
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Place: _____

Date : _____

SIGNATURE OF SHAREHOLDER

INSTRUCTIONS

- i. **Please complete and sign this Ballot Form** (no other form or photocopy thereof is permitted) **and send the same in a sealed envelope addressed to :-**
"The Scrutinizer" C/o VORA CONSTRUCTIONS LIMITED, B-14, Gopuram CHS Ltd., Somani Gram, Ram Mandir Road, Goregaon (West), Mumbai – 400 104 So as to reach by 06.00 p.m. on Friday 25th September 2014. The Ballot Form received thereafter will be strictly as not received. Members may request for Duplicate Ballot form.
- ii. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
- iii. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- iv. In the event member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.
- v. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint member.
- vi. In case of joint holders, the ballot form should be signed by the first named shareholder and in his/her absence by the next named shareholders.
- vii. Where the ballot form has been signed by an authorised representative of the Body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the ballot form.
- viii. For the resolutions, explanatory statement and instructions for e-voting procedure please refer notice of the 29th annual general meeting of the Company.