

VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: voraconstructions@gmail.com CIN: L45200MH1985PLC036089 Website: www.voraconstructions.com

Tel. No.: 022-62361884, Fax No.: 022-62361884

Date:- February 08, 2 017

The Manager -CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai-400001

Sub: Notice of Extra-Ordinary General Meeting & cutoff date for E-Voting.

Ref Scrip Code: 512215
Scrip Id: VORACON

Dear Sir,

Pursuant to Regulation 30 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. Please find attached notice for Extra-Ordinary General Meeting to be held on 3rd March, 2016 at 9.30 a.m at the registered office of the company 604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051 for your record and further dissemination. The Company has decided February 24, 2017 as the cut-off date for the Shareholders (holding equity shares of the Company in both electronic and physical form) eligible to cast their vote through the ballot paper at the EGM/e- voting. The Company would be availing e-voting services of National Securities Depository Limited.

Kindly place it on record and update your website.

Enclosed the Notice for Extra-Ordinary General Meeting.

You are requested to kindly take note of the above.

Thanking you

Yours Faithfully
For VORA CONSTRUCTIONS LTD.


Director



VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: voraconstructions@ymail.com CIN: L45200MH1985PLC036089

Website: www.voraconstructions.com

Tel No.: 022-62361884 Fax No.: 022-62361884

CALENDAR OF EVENTS

NAME OF DEPOSITORY: PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

E-VOTING FOR EGM

ISIN NO. INE902L01016

Sr. No.	Particulars	Date
1.	Date of appointment of scrutinizer	January 30, 2017
2.	Benpose Date for Sending Notice	February 01, 2017
3.	Cut-off date to record the entitlement of the shareholders to cast their vote electronically (date should not be earlier than 7 days prior to EGM)	February 24, 2017
4.	Date of completion of dispatch of notice including process and manner for voting by electronic means	February 07, 2017
5.	Date and time of commencement of voting through electronic means	February 28, 2017 at 9.00A.M.
6.	Date and time of end of voting through electronic means	March 02, 2017 at 5.00P.M.
7.	Submission of the Report by the Scrutinizer	March 05, 2017
8.	Date and Time of EGM	March 03, 2017 at 9.30 A.M
9.	Date of declaration of the result by the Chairman	March 06, 2017
10.	Book Closure date	NA

For Vora Constructions Ltd



Director

Place:- Mumbai

Date: February 07, 2017

VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: voraconstructions@ymail.com CIN: L45200MH1985PLC036089

Website: www.voraconstructions.com

Tel No.: 022-62361884 Fax No.: 022-62361884

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of VORA CONSTRUCTIONS LIMITED will be held at 9.30 a.m. on Friday, March 03, 2017 at 604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051 to transact the following business:

SPECIAL RESOLUTIONS

ITEM NO.1- PREFERENTIAL ISSUE OF 50,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS.

RESOLVED THAT pursuant to Section 62(1)(c) and Section 42 all other applicable provisions, of the Companies Act, 2013, as amended ("Companies Act") read with the rules made thereunder, to the extent notified and in effect, and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto and the stock exchange (BSE Ltd) where the shares of the Company are listed ("Stock Exchange") and enabling provisions of the Memorandum and Articles of Association of Vora Constructions Limited ("Company"/ "Issuer Company") and the listing agreement entered into between the Company and the BSE Ltd and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchange and other appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board') be and is hereby authorized to issue 50,00,000 equity shares of face value of Rs.10.00/- each ("Equity Shares") fully paid up, for cash, at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis, so that the total value of the number of Equity Shares so issued at a price of Rs. 50.00/- aggregating to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) for cash and on such terms and conditions as may be decided and deemed appropriate by the Board in its absolute discretion to the following entities:

Sr. No	Name of the Proposed Allottees	No of Equity Shares to be Allotted	Allottee is QIB / MF / FI / Trust / Banks / Others
1	Sureshbabu Malge	19,59,888	Individual
2	Sonu Malge	6,29,964	Individual
3	Sushila Malge	6,29,964	Individual
4	Sumit Malge	6,29,964	Individual
5	Manish Ruparel	9,50,220	Individual
6	Vikas Jain	2,00,000	Individual
	TOTAL	50,00,000	-

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of SEBI ICDR Regulations the Relevant Date for the preferential issue, in relation to the aforesaid Equity Shares, for the purpose of determining the issue price under the Guidelines is February 01, 2017 which is the date falling 30 days prior to the date of the EGM and the offer price so calculated is Rs. 50.00/-

RESOLVED FURTHER THAT the Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend;

RESOLVED FURTHER THAT the Board thereof be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued.

RESOLVED FURTHER THAT the Board thereof be authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares, including reduction of the size of the issue, as it may deem expedient;

RESOLVED FURTHER THAT consent for issuance of Equity Shares as aforesaid shall also constitute approval of the shareholders of the Company in terms of Regulation 26(2)(c) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

RESOLVED FURTHER THAT the entire pre-issue shareholding of the above allottees, if any, shall be under lock-in from the relevant date up to a period of six months from the date of preferential allotment or such other period as may be applicable under the applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be subject to the lock-in as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be listed and traded on BSE Ltd on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, and also to seek listing of the equity shares so issued with any Indian stock exchange with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of Equity Shares and in complying with any regulations as it may deem fit, without being required to seek any further clarifications, consent or approval of the shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authorities of this resolution.

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

ITEM NO.2- RECLASSIFICATION OF PROMOTERS

RESOLVED THAT pursuant to Regulation 31 A(5) and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and applicable provisions of the Companies Act, 2013, the approval of the Shareholders be and is hereby accorded for reclassification of all the existing promoters to Public Category and Mr. Sureshbabu Malge, along with PACs Sonu Malge, Sushila Malge, Sumit Malge will be reclassified as the New Promoters subject to Allotment of Equity Shares under Preferential Issue and completion of Open Offer.

RESOLVED FURTHER THAT the outgoing Promoter and Promoter Group post reclassification will not -

- Have any special rights through formal or informal agreements
- Hold more than 10% of the paid-up equity capital of the company
- Act as Key Managerial Personnel for a period of more than 3 years from the Allotment of Equity Shares under Preferential Issue and completion of Open Offer being in capacity of old promoters and their relatives.

RESOLVED FURTHER THAT pursuant to the fulfillment of the above 3 conditions as per Regulations 31A (5), the outgoing promoter and promoter group shall cease to be the promoters.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.

ITEM NO.3- INCREASE IN BORROWING LIMITS FROM RS. 25 CRORES TO RS. 200 CRORES OR THE AGGREGATE OF THE PAID UP CAPITAL AND FREE RESERVES OF THE COMPANY, WHICHEVER IS HIGHER

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided the total amount so borrowed by the Board shall not at any time exceed Rs.200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.

ITEM NO.4- INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Articles of Association and, the consent of the shareholders be and is hereby accorded to increase the authorized share capital of the Company from Rs. 2,25,00,000 /- (Rupees Two Crores Twenty Five Lakhs Only) divided into 22,50,000 (Twenty Two Lakhs Fifty Thousand) Equity Share of Rs. 10.00/- each (Rupees Ten Only) to Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu with the existing shares in the Company and consequently Clause no. V of the Memorandum of Association of the Company stands substituted by the following:-

" The Authorised Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the approval of the shareholders shall be deemed to have been received thereto expressly by the authority of this resolution.

**By Order of the Board of Directors
For Vora Constructions Limited**

**Purushottam Bohra
Managing Director
DIN: 02196053**

Place: Mumbai
Date: February 03, 2017

Registered office:
604, Balarama Building,
Bandra Kurla Complex, Bandra (East),
Mumbai-400051

Notes

- a) 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.
- b) Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- c) The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
- d) Electronic copy of the EGM notice is being sent to all the members, whose e-mail IDs are registered with the Company/ Depository participant(s) for communication purposes. For members, who have not registered their email address, physical copies of the EGM notice are being sent in the permitted mode.
- e) Members may also note that EGM notice will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
- f) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- g) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours on all working days except Saturdays and Sundays and public holidays, up to and including the date of the EGM of the Company.
- h) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- i) The voting period commences on 28th February, 2017 (09.00 a.m.) and ends on 2nd March, 2017 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 24, 2017, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 2nd March, 2017 (5.00 p.m.). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- j) The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- k) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- l) The process and manner for remote e-voting is as under:
 - a. Members whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing them of their User ID and password. Once the Members received the email, he or she will need to go through the following steps to complete the e-voting process:
 - b. Open e-mail and open PDF file viz; "VCL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - c. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - d. Click on "Shareholder – Login".
 - e. Insert user ID and password as initial password noted in step (i) above. Click "Login"
 - f. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - g. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - h. Select "EVEN" (Electronic Voting Event Number) of Vora Constructions Limited.
 - i. Now you are ready for e-Voting as "Cast Vote" page opens.
 - j. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - k. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - l. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - m. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts,

societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at amrutacs.kothari@gmail.com with a copy marked to evoting@nsdl.co.in.

n. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy:

i. Initial password is provided as below/at the bottom of the Attendance Slip/by separate pin mailer for the EGM:

EVEN (E-voting Event Number)	User ID	*Password/ PIN
105964		

ii. Please follow all steps from Sr. No. (c) to Sr. No. (m) above, to cast vote.

o. General Instructions:

- ✓ In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- ✓ If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- ✓ You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ✓ The voting rights of members shall be in proportion to their shares of the paid up Equity Share capital of the Company as on the cut-off date i.e. February, 24, 2017.
- ✓ Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. February, 24, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/ RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the toll free no. 1800-222-990.
- ✓ The Company has appointed Ms. Amruta Kothari & Associates, Practicing Company Secretary, as Scrutinizer, for conducting the voting process in a fair and transparent manner.
- ✓ The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- ✓ The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than forty-eight hours of the conclusion of the EGM i.e. March 05, 2017 a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ✓ The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.voraconstructions.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The Board of Directors of the Company (“the Board”) at their meeting held on January 30, 2017 discussed the future plans of the Company and possible growth options. Based on the above discussions, the Board in order to raise resources to fund for meeting its business requirements, and also to meet working capital requirements of the Company, to increase the net owned funds to meet the RBI requirement as per the circular no. DNBR (PD) CC.No.002/03.10.001/2014-15 and other general corporate purpose and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue of 50,00,000 (Fifty Lakhs) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each of the Company, each at an Issue price of Rs. 50.00/- (Rupees Fifty Only) per equity share, aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to the Strategic Investors, not forming part of the Promoter Group of the Company.

In terms of Section 62(1)(c) and Section 42 all other applicable provisions, the shareholders are required to accord their approval by special resolution for raising resources through issue of equity shares on Preferential basis. Hence the consent of shareholders is being sought by Special resolution as proposed in the accompanying Notice.

Disclosure that is required to be made pursuant to Regulation 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009 and subsequent amendments thereto:-

i. Object of the Issue:

The main object of the issue of equity shares pursuant to the Resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements, and also to meet working capital requirements of the Company, to increase the net owned funds to meet the RBI requirement as per the circular no. DNBR (PD) CC.No.002/03.10.001/2014-15 and other general corporate purpose.

ii. The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:

The Promoters/ Promoter Group of the Company, does not intend to subscribe to this Offer.

iii. Shareholding Pattern before and after the Preferential Issue :

Class of Shareholders	Pre Preferential Issue		Post Preferential Issue (Assuming full allotment of 50,00,000 equity shares)	
	No. of Shares	% of share capital	No. of Shares	% of share capital
A. Promoters/ Promoter Group:				
a. Indian Promoters	5,82,779	29.14	38,49,780	55.00
b. Foreign Promoter	0	0	0	0
Total for Promoter Group (A)	5,82,779	29.14	38,49,780	55.00
B. Public Shareholdings:				
i Institutional	0	0	0	0
ii Non Institutional				
- Bodies Corporate	3,79,779	18.99	3,79,779	5.43
- Individuals				
a. Individual shareholders holding nominal share capital up to Rs. 2 Lakh	2,04,081	10.21	2,04,081	2.92
b. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	7,67,889	38.40	24,00,838	34.30
iii Any Other				

Class of Shareholders	Pre Preferential Issue		Post Preferential Issue (Assuming full allotment of 50,00,000 equity shares)	
	No. of Shares	% of share capital	No. of Shares	% of share capital
- Directors & their Relatives & Friends	0	0	0	
- NRIs	0	0	0	
- Clearing Shareholders	65,022	3.25	65,022	0.93
- HUFs and Trust	50	0.00	1,00,100	1.43
Total Public Shareholdings (B)	14,16,821	70.86	31,49,820	45.00
GRAND TOTAL (A) + (B)	19,99,600	100.00	69,99,600	100.00

iv. Proposed time within which allotment/ Preferential Issue shall be completed:

The Board proposed to allot the Equity Shares within a period of 15 (fifteen) days of the date of passing of the resolution by the shareholders in the Extraordinary General Meeting, provided that when the allotment on Preferential Basis is pending on account of pendency of any approval or permission for such allotment by any Regulatory Authority or the Central Government or RBI, the period of 15 (fifteen) days shall be counted from the date of such approval or permission.

v. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them and change in control if any, in the company consequent to the preferential issue:

Sr. No.	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
A.	Non-Promoter Group:				
1.	Sureshbabu Malge	NA	-	19,59,888 (28.00%)	19,59,888 (28.00%)
2.	Sonu Malge	NA	-	6,29,964 (9.00%)	6,29,964 (9.00%)
3.	Sushila Malge	NA	-	6,29,964 (9.00%)	6,29,964 (9.00%)
4.	Sumit Malge	NA	-	6,29,964 (9.00%)	6,29,964 (9.00%)
	TOTAL (A)		Nil (0.00%)	38,49,780 (55.00%)	38,49,780 (55.00%)
B.	Public :				
1.	Manish Ruparel	NA	1,40,000 (7.00%)	9,50,220 (13.58%)	10,90,220 (15.58%)
2.	Vikas Jain	NA	-	2,00,000 (2.86%)	2,00,000 (2.86%)
	TOTAL (B)		1,40,000 (7.00%)	11,50,220 (16.43%)	12,90,220 (18.44%)
	TOTAL (A+B)		1,40,000 (7.00%)	50,00,000 (71.43%)	51,40,000 (73.44%)

vi. Lock-in :

The aforesaid allotment of Equity Shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 which specifies the specified securities allotted on preferential basis to promoter or promoter group, shall be locked-in for a period of three years from date of trading approval granted and the specified securities allotted on preferential basis to persons other than promoter and promoter Group (public) shall be locked in for a period of one year from the date of trading approval.

Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the BSE Limited i.e., the only Stock Exchange where the equity shares of the Company are listed. Hence 1,40,000 Equity Shares of Mr. Manish Ruparel shall be locked in for a period of 6 months from February 01, 2017.

vii. Change in the control or composition of the Board :

Subsequent to the proposed issue of Equity Shares on preferential basis, there will be a change in control and the management of the company pursuant to Regulation 31 A(5) and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and applicable provisions if any of the Companies act, 2013 for acquiring of equity shares of the Company subject to the open offer that will be provided by the Acquirer along with PACs. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

viii. Price of the Issue:

The preferential allotment of 50,00,000 (Fifty Lakhs) equity shares of the face value of Rs. 10.00/- each shall be issued at a price of Rs. 50.00 /- (Rupees Fifty Only) per equity share, or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

ix. Undertakings :

- (i) The Issuer Company undertakes that they shall re-compute the price of the equity shares issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

x. Auditor`s Certificate :

A copy of the certificate from the Statutory Auditors of the Company, J. P. CHATURVEDI & CO., Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 3.00 P.M. to 5.00 P.M. on any working day up to the date of Extra-Ordinary General Meeting and at the meeting.

Any of the Equity Shares issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity accompanied in this notice, on the same terms and conditions.

Further, under Section 62(1)(c) and Section 42 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on Preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the Listing Agreement executed by the Company with BSE Limited, i.e., the only Stock Exchange where the Company's shares are listed.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

Item No. 3

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company. The consent of the shareholders of the Company, is proposed/ accorded to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. The Board recommended the Resolution at Item No.3 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.3 of the Notice.

Item No. 4

The current Authorized Share Capital of your Company is Rs. 2,25,00,000 /- (Rupees Two Crore Twenty Five Lakh Only) divided into 22,50,000 (Twenty Two Lakh Fifty Thousand) Equity Share of Rs. 10.00/- each (Rupees Ten Only). The issue of equity shares through preferential issue as aforesaid would require increase in the Authorized Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors in its meeting held on January 30, 2015 has proposed to increase the Authorized Share Capital to Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each.

It is proposed to authorize the Board to take all necessary actions and to complete all the regulatory formalities in this regard. Pursuant to the provisions of Sections 13, 61, and other applicable provisions of the Companies Act, 2013, the increase in the Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of equity shares through preferential issue of the Company require approval of the members. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the shareholders is hereby sought.

Accordingly, the Board recommended the resolution set forth in Item No.4 to be passed as a Special Resolution by the shareholders.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders.

**By Order of the Board of Directors
For Vora Constructions Limited**

**Purushottam Bohra
Managing Director
DIN: 02196053**

Place: Mumbai

Date: February 03, 2017

Registered office:

604, Balarama Building,

Bandra Kurla Complex, Bandra (East),

Mumbai-400051

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: voraconstructions@ymail.com CIN: L45200MH1985PLC036089

Website: www.voraconstructions.com Tel No.: 022-62361884 Fax No.: 022-62361884

ATTENDANCE SLIP

(To be presented at the entrance)

Extra-Ordinary General Meeting of the members of VORA CONSTRUCTIONS LIMITED will be held at 9.30 a.m. on Friday, March 03, 2017 at 604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051.

Name of Shareholder/Proxy Holder	
DP ID No	
Client ID No	
Shareholder's Folio No	
No. of Shares held	

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting on Friday, March 03, 2017 at 604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Member's/Proxy Signature

NOTES:-

1. Only shareholder/Proxy holder can attend the meeting

VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: voraconstructions@ymail.com CIN: L45200MH1985PLC036089

Website: www.voraconstructions.com Tel No.: 022-62361884 Fax No.: 022-62361884

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s): Registered Address: E-mail ID: Folio/ DP ID - Client ID No.:
--

I/We being the member(s) of _____ shares of VORA CONSTRUCTIONS LIMITED hereby appoint:

1. Name: _____
Address: _____
E-mail ID: _____
Signature: _____ ; or failing him;

2. Name: _____
Address: _____
E-mail ID: _____
Signature: _____ ; or failing him;

3. 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 to be held at 9.30 a.m. on Friday, March 03, 2017 at 604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
1.	Preferential Issue of 50,00,000 Equity Shares on Preferential Basis to Non Promoters.		
2.	Reclassification of Promoters		
3.	Increase in Borrowing Limits from Rs. 25 Crores to Rs. 200 Crores or the Aggregate of the paid up capital and Free Reserves of the Company, whichever is higher		
4.	Increase in the Authorized Share Capital of the Company and Consequent Alteration in the Memorandum of Association of the Company		

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2017

Signature of shareholder _____ Revenue Stamp

Signature of Proxy holder _____



Note:

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 commencement of the Meeting.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
5. * It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK