

VAKHARIA POWER INFRASTRUCTURE LIMITED

CIN: L40102MH2011PLC221715

Registered office: 67, Regent Chambers, Nariman Point, Mumbai 400021

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of Vakharia Power Infrastructure Limited will be held on Thursday, 10th March 2016 at 10.30 a.m. at Kilachand Conference Room, 2nd Floor, IMC, Indian Merchants Chambers, Churchgate, Mumbai - 400 020 to transact the following businesses:

Special Business:

1. To consider and pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT subject to the approval of the Central Government under Section 13 and other applicable provisions if any of the Companies Act, 2013 the name of the company be changed from “Vakharia Power Infrastructure Limited” to “Sun Shine Solar Energy Limited.”

“RESOLVED FURTHER THAT wherever the name of “Vakharia Power Infrastructure Limited” appears in the Memorandum and Articles of Association of the company or elsewhere, the same be substituted by “Sun Shine Solar Energy Limited.”

“RESOLVED FURTHER THAT Mr. Jitendra K. Vakharia (DIN: 00047777) or other Director of the Company be and is hereby authorised to pursue the matter and to perform all necessary acts, deeds and things to give effect to above resolution.”

By order of the Board of Directors,

Sd/-

Jitendra K. Vakharia

CEO & Director

DIN: 00047777

Address: 48, Sagar Darshan,

81/83, Bhulabhai Desai

Road, Mumbai - 400026

Date: 3rd February 2016

Place: Mumbai

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.
3. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays upto and including the date of the Extra - Ordinary General Meeting of the Company.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
5. In terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company has engaged the services of NSDL to provide the e voting facility in respect of the resolutions proposed in EGM. The Board of Directors has appointed Mr. Sanjay Dholakia, Practising Company Secretary FCS 2655 and CP 1798 as the Scrutinizer for this purpose.
6. The Scrutinizer shall, after the conclusion of voting at the Extra Ordinary general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through ballot paper in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than three days of the conclusion of the EGM, 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.
7. The Result shall be declared on or after the Extra Ordinary General Meeting of the Company. The results declared along with the report of the Scrutinizer, shall be placed on the website of the Company 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 BSE Limited, Mumbai.
8. The e-voting period commences on 7th March 2016 (9:00 am) and ends on 9th March 2016 (5:00 pm). During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 3rd March 2016 may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently

The instructions for members for voting electronically are as under:

For Members receiving e-mail on their registered email ids from NSDL:

- a. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.

- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- c. Click on "Shareholder - Login".
- d. Put User ID and password as initial password noted in step (1) above and Click Login.
- e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- f. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- g. Select "EVEN" of VAKHARIA POWER INFRASTRUCTURE LIMITED.
- h. Members can cast their vote online from 9.00 am on 7th March 2016 (9:00 am) and ends on 9th March 2016 (5:00 pm).
- i. E-Voting shall not be allowed beyond 5.00 pm on 9th March 2016
- j. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted. Kindly note that vote once casted cannot be modified.
- l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.in.

For Members whose e-mail address is not registered:

- a. Initial password is provided separately in the Notice posted for the EGM: EVEN (e-voting Event Number) USER ID
PASSWORD/PIN
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- c. 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.
- d. If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/PIN for casting your vote.
- e. 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).
- f. 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, 3rd March 2016.
- g. 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, 3rd March 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, 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 following toll free no.: 1800-222-990.
- h. A member may participate in the EGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the EGM.
- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

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

Item No.1

The Company wants to explore the business of generation and distribution of Renewable Energy having vast potential. Hence, it is advisable to align the name of the Company with its business activity. Hence, the name of the company is proposed to be changed from Vakharia Power Infrastructure Ltd to Sun Shine Solar Energy Limited

As per Section 13 and other applicable provisions if any of the Companies Act, 2013, change of name of the Company requires approval of members of the Company by way of Special Resolution and hence this resolution. Your Directors commend the resolution for approval in the best interest of the company.

In view of the above it is proposed to pass special resolution as given at item No. 1 of the Notice.

The Directors recommend the Special Resolution for acceptance by the Members.

None of the Company's Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in this resolution, except to the extent of their shareholdings in the Company.

By order of the Board of Directors,

Sd/-
Jitendra K. Vakharia
CEO & Director
DIN: 00047777
Address: 48, Sagar Darshan,
81/83, Bhulabhai Desai
Road, Mumbai - 400026
Date: 3rd February 2016
Place: Mumbai

VAKHARIA POWER INFRASTRUCTURE LIMITED

CIN: L40102MH2011PLC221715

Registered office: 67, Regent Chambers, Nariman Point, Mumbai 400021

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip on request.

DP Client ID / ID - Follo No.	
Name & Address of Sole Member	
Name of Joint Holder(s), if any	
No. of shares held	

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company held on Thursday, 10th March 2016 at 10.30 a.m. at Kilachand Conference Room, 2nd Floor, IMC, Indian Merchants Chambers, Churchgate, Mumbai - 400 020.

(Proxy's Name in Block letters)
Strike out whichever is not applicable

(Member's / Proxy's Signature)

VAKHARIA POWER INFRASTRUCTURE LIMITED

CIN: L40102MH2011PLC221715

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Form No. MGT-11

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	L40102MH2011PLC221715		
Name of the company	VAKHARIA POWER INFRASTRUCTURE LIMITED		
Registered office	67, Regent Chambers, 208, Nariman Point, Mumbai - 400 021		
Name of the member (s)			
Registered address			
E-mail Id			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint

Name			
Address			
E-mail Id		Signature	
OR FAILING HIM			
Name			
Address			
E-mail Id		Signature	
OR FAILING HIM			
Name			
Address			
E-mail Id		Signature	

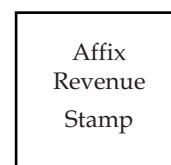
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting to be held on Thursday, 10th March 2016 at 10.30 a.m. at Kilachand Conference Room, 2nd Floor, IMC, Indian Merchants Chambers, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:	RESOLUTIONS	For	Against
1	To approve Change of Name of the Company from "Vakharia Power Infrastructure Limited" to "Sun Shine Solar Energy Limited.		

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

Signature of Shareholder: /

Signature of Proxy holder(s):



Note: 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.