

VIKAS WSP LIMITED

B-88/87, Udyog Vihar, RIICO, Industrial Area

Sriganganagar - 335 002 / INDIA

CIN : L24139HR1000PLC030300

E-mail : vikasvegan@yahoo.com ; website : www.vikaswsp Ltd.in

Telephone : 91(154)2494512/2494552 Fax : 91(154)2494361/2475378

**March 30, 2017****To****The General Manager,
BSE Limited
Corporate Relation Department,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai-400001****Subject: Notice of Extra Ordinary General Meeting of Vikas WSP Limited****Dear Sir,**

Pursuant to the Provisions of the Companies Act, 2013 and regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclosed herewith copy of Notice of Extra Ordinary General Meeting to be held on Friday, 21st April, 2016.

You are also requested to up-date our Company's records/data in stock exchange website and oblige.

Thanking You
Your Faithfully

For Vikas WSP Limited**(BIMLA DEVI JINDAL)**

Director, DIN: 00034997

123, Vinoba Basti, Sriganganagar,

Rajasthan-335001

**CC: -**

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| 1. Link Intime India Pvt. Ltd 44, Community Centre, Phase-I, Near PVR, Naraina Industrial Area, New Delhi-110028 Phone: +91 11 4141 0592 Fax: +91 11 4141 0591 | 2. Central Depository Services India Limited Evoting Division, 16th Floor, P.J. Towers Dalal Street, Fort Mumbai: 400001 Phone: 91-22-22728674 |
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**VIKAS WSP LIMITED****CIN:** L24139HR1988PLC030300**Registered Office:** Railway Road Siwani Haryana -127046 India**Corporate Office:** B-86/87, Udyog Vihar, RIICO, Udyog Vihar, Industrial Area,
Sri Ganganagar, Raj.-335002**Website:** www.vikaswsp Ltd.in;**E-mail ID:** csgunjanvikaswsp Ltd1984@gmail.com**Tel:** 91(154) 2494512/2494552; **Fax:** 31(154) 2494361/2475376

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF M/S. VIKAS WSP LIMITED WILL BE HELD ON FRIDAY, 21st DAY OF APRIL 2017, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT RAILWAY ROAD, SIWANI, HARYANA, 127046 INDIA TO CONSIDER THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

RESOLUTION No. 1: - TO ISSUE UP TO 5,10,00,000 CRORE EQUITY SHARES ON A PREFERENTIAL BASIS TO QUALIFIED INVESTOR (OTHER THAN PROMOTER)

"RESOLVED THAT pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR Regulations)") and the listing agreements entered into by the Company with the stock exchanges on which the Company's shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the

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Board be and hereby authorized to issue, offer and allot 5,10,00,000(Five Crores Ten lakhs) equity shares of Rs. 1 each at Premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) fully paid aggregate amounting to Rs. 51,00,00,000(Rupees Fifty One Crores Only) to followings allottee's on such terms and condition as mentioned in the explanatory statement."

1. Issuance of 1,70,00,000 Equity Shares of Rs. 1 each at Premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) to **GOPI RAM LALIT KUMAR**, New Mandi Gharsana, Sri Ganganagar, Rajasthan-335707;
2. Issuance of 1,70,00,000 Equity Shares of Rs. 1 each at Premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) to **GOYAL ENTERPRISES**, New Mandi Gharsana, Sri Ganganagar, Rajasthan-335001;
3. Issuance of 1,70,00,000 Equity Shares of Rs. 1 each at Premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) to **NAVIN TRADING COMPANY**, New Mandi, Bikaner;

"RESOLVED FURTHER THAT the issue and allotment of the Equity Shares **GOPI RAM LALIT KUMAR** (the "Allottees 1"), **GOYAL ENTERPRISES** (the "Allottees 2") and **NAVIN TRADING COMPANY** (the "Allottees 3") shall be on the following terms and conditions:

- The "relevant date" for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of minimum price for the issue of the above-mentioned Equity Shares shall be 22nd March, 2017, being the date 30 days prior to the date of Extraordinary General Meeting (i.e. 21st April, 2017)."

"RESOLVED FURTHER THAT

- i) The consideration amount of the Equity Shares shall be received from the Allottees in Company Bank accounts;
- ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii) The Equity Shares allotted to all Allottee shall rank pari passu with the then existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid Notice of the Extra Ordinary General Meeting **VIKAS WSP LIMITED**, Registered Office: **RAILWAY ROAD, SIWANI, HARYANA- 127046 INDIA** Corporate Identity Number: **L24139HR1988PLC030300** Website: www.vikaswsppltd.com shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI



(ICDR Regulations), without being required to seek any further consent or approval of the members of the Company."

- vi) Rs. 10 per share, relevant date being March 22, 2017
- vii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares on the Bombay Stock Exchange (BSE) during the last twenty-six weeks preceding the relevant date (considering relevant date as 22nd March, 2017.
- viii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Vikas WSP Limited quoted on the Bombay Stock Exchange (BSE) during the last two weeks preceding the relevant date

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution."

RESOLUTION No. 2- TO ISSUE UP TO 1,70,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 & Companies (Share Capital & Debentures) Rules, 2014 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Exchange Promotion Board ("FIPB"), Competition Commission of India ("CCI"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors (the 'Board') for exercising the powers conferred on the Board of Directors of the Company to create, offer and issue Equity Shares of face value of Rs. 1.00 each by way of preferential issue on private placement basis to **Mr. Bajrang Dass Aggarwal**, Promoter of the Company



for allot 85,00,000/- (Eighty Five lakhs) equity shares of Rs. 1 each at Premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) fully paid aggregate amounting to Rs. 8,50,00,000 (Rupees Eight Crores Fifty lakhs Only) and and **Mrs. Bimla Devi Jindal**, Promoter of the Company for allot 85,00,000/- (Eighty Five lakhs) equity shares of Rs. 1 each at Premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) fully paid aggregate amounting to Rs. 8,50,00,000 (Rupees Eight Crores Fifty lakhs Only), and on such other terms and conditions as board may decided to be issued by the Company in respect of the Preferential Issue on private placement basis to **Mr. Bajrang Dass Aggarwal** and **Mrs. Bimla Devi Jindal** (the Promoter of the Company).

"RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and the equity shares to be issued and allotted shall rank pari-passu in all respects with the existing equity shares of the Company, including entitlement of dividend except as may be otherwise provided pursuant to the terms of the Issue as in the Issue document."

"RESOLVED FURTHER THAT the equity shares allotted on preferential issue to **Mr. Bajrang Dass Aggarwal** and **Mrs. Bimla Devi Jindal** shall be locked in for a period of three years as per the applicable Rules & Regulations."

"RESOLVED FURTHER THAT for the purposes giving effect to above resolution, the Board be and is hereby authorized to do and perform all such acts, deeds and things as it may, in its absolute discretion deem necessary, desirable or appropriate to settle any question, difficulty or doubt that may arise in regard to the issue of equity shares as it may think fit and to accept on behalf of the Company such conditions and modifications, if any, relating to the issue of equity shares which may be imposed, required or suggested by any regulatory authority and which the Committee in its discretion thinks fit and proper."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the said new equity shares subject to the provisions of the Companies Act, 2013 and SEBI/ Listing Guidelines / Regulations without being required to seek any further consent or approval of the Company in general meeting."

RESOLUTION No. 3: - APPROVAL OF VIKAS EMPLOYEES STOCK OPTION PLAN 2017 (ESOP 2017)

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the



Company be and is hereby accorded to the formulation and implementation of 'Vikas Employees Stock Option Plan 2017' (hereinafter referred to as "ESOP 2017" or the "Scheme") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination, Remuneration & Compensation Committee, which the Board has constituted to exercise certain powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 1 Crore (One Crore) Stock Options to or for the benefit of such

- (i) permanent employees of the Company who hold the designation of Vice President or above whether working in India or outside India;
- (ii) Directors of the Company, whether a Whole-time Director or not but not an Independent Director;
- (iii) permanent employees and Directors (other than independent directors) of a holding and/or subsidiary company(ies) (present & future) of the Company whether working in India or outside India; and
- (iv) other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, which would give rise to the issue of equity shares not exceeding 1,00,00,000 (One Crore) equity shares according to ESOP Policy, at such price, in one or more tranches and on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement annexed hereto and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement, as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2017.

RESOLVED FURTHER THAT the equity shares to be issued and allotted as mentioned herein before shall rank pari passu with the then existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, sale of division/undertaking and others, the ceiling as aforesaid of Rs. 1,00,00,000/- (One Crore only) shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under ESOP 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2017, from time to time, on the Stock Exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the **SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS** and any other applicable laws and regulations to the extent relevant and applicable to **ESOP 2017**.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, decide upon and bring into effect the **ESOP 2017** as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate **ESOP 2017** subject

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Vikas WSP Limited

to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of **ESOP 2017** and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint various intermediaries, Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **ESOP 2017** as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

Place: Siwani

Date: 30.03.2017

By order of the Board
For **VIKAS WSP LIMITED**

BIMLA DEVI JINDAL
(Director)

NOTES AND INSTRUCTIONS

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts is annexed hereto.
2. **M/s Ravinder Gupta & Associates**, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e- voting process in fair and transparent manner.
3. The Extra Ordinary General Meeting(EGM) Notice is being sent to Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 17th March, 2017.
4. Members who have registered their email ID for receipt of documents in electronic mode under the Green Initiative of MCA are sent Notice of Postal Ballot etc. by email through CDSL and others are sent by courier with postal ballot form. Members have the option to vote either through e-voting or on the Postal Ballot Form. The Postal Ballot Form duly filled and signed should be returned in postage prepaid envelope to the Scrutinizer before the close of working hour's i.e 5.00 P.M on 20th April, 2017. The consent or otherwise received Postal Ballot Form received after the said date will be treated as if reply from the member has not been received.
5. Members should opt for only one mode of voting i.e physical postal ballot or electronic voting.
6. If the member has voted differently in both physical and electronic mode, votes cast by way of physical postal ballot would be considered valid.
7. The Scrutinizer will submit his report to the Company after completion of scrutiny of votes cast through Postal Ballot Forms and e-voting.
8. The results of the Extra Ordinary General Meeting(EGM) will be announced by Company on 23rd April, 2017 at 5.00 P.M. The results will be put up on the notice at the Registered Office of the company at Hisar Road, Siwani 127046 and will also be published in the newspapers and communicated to the Stock Exchanges where the shares of the Company are listed. The result will also be placed on Company's website at www.vikaswsp Ltd.in
9. The Resolution mentioned above shall be declared as passed on the date of declaration of result if assented to by requisite majority.
10. The Board of Directors has appointed Mr. Bajrang Dass Jindal, Managing Director and Mr. Bimla Devi Jindal, Director as responsible persons for the entire Extra Ordinary General Meeting process.
11. All documents referred to in the notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Sunday) between 11.00 A.M to 1.00 P.M upto the date of closure of postal ballot.
12. The instructions for e-voting are as follows:-
 - (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the



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|--------------------------|---|--------------------------|
| Commencement of e-voting | : | From 10 AM on 18.04.2017 |
| End of e-voting | : | Up to 5 PM on 20.04.2017 |

- (b) The Company has engaged CDSL as the Authorized Agency to provide e-voting facilities.
- (c) The Company has appointed **Ravinder Gupta & Associates**, Practicing Company Secretary as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- (d) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the Company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (e) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID

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- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) **If you are a first-time user follow the steps given below:**

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | <ul style="list-style-type: none"> Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| DOB | <ul style="list-style-type: none"> 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. |
| Dividend Bank Details | <ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Vikas WSP Limited on which you choose to vote.



- (xi) 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.
- (xii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on **Forgot Password** and enter the details as prompted by the system.
- (xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xviii) 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.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

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EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

ITEM No. 1 & 2

Vikas is one of India's foremost guar gum powder (GGP) manufacturer, supplying to all sectors of the food industry with an extensive range of quality products. Besides food, the Group also offers guar gum for technical applications such as pet food, oil drilling, textile printing, mining paper, etc.

- It is promoted by **Mr. Bajrang Dass Aggarwal**. Mr. Bajrang Dass Aggarwal has pioneered the manufacture of Guar Gum Polymer & its derivatives in India in 1990. He has about 35 years of overall experience in the field of guar gum industry and provides patronage and guidance with his wide experience in the industry.
- The Company is one of the largest exporter of India for guar gum powder and derivatives, having a proven track record of about two and a half decades. The Group has conceptualized innovative guar gum products in International Market place. We provide complete range of Guar Gum Polymers for food as well as Industrial applications throughout the world

THE PROJECTS PLANNED TO IMPLEMENT -

(1) AROMA FREE GUAR GUM POWDER (E-412) - FOOD GRADE

In the R&D, Company's scientist Dr. Sanjay Pareek has recently developed aroma free guar gum powder for the food applications for the first time in the guar gum history. It is produced without making use of any chemical and the process is a completely natural way of processing. The Product has been approved by the overseas customers of the Company.

(2) Hot soluble guar gum powder (Thermoguar)- E-412. To replace the use of comparatively expensive Locust Bean Gum.

Thermoguar yields its terminal viscosity in 45 minutes on heating the solution at 85 degrees C alike Locust Bean Gum. It has been designed and developed by Dr. Sanjay Pareek who has done his doctorate in bio polymers to overcome food processing problems including that of formation of lumping and fish eyes. It has been designed suitably in such a way that it will replace expensive Locust Bean Gum (LBG) and has already been approved by the Company's customers.

(3) Dietary Fiber Guar Gum - E-412

Very low viscosity guar gum is designed by employing natural way or without making use of any enzyme to make and ensure a green labeled dietary fiber for human consumption as safe.

Currently the following MNCs are buying the guar gum products of the Company: -



A. Hindustan Unilever Limited

Plants: Kolkata, Nashik, Rajpura, Vijaywada, Klratpur and Pune

B. Unilever SA

South Africa, USA, Europe, Mexico, Brazil, Argentina, China and Thailand.

C. Nestle S.A.

Europe and Russia

In addition to these MNCs, for the food grade guar gum powder there are over 25 customers globally and majority of them are located in the USA & Europe.

(4) Guar Protein - A complete protein having all 20 amino acids naturally.

Recently, the Company has developed Guar Protein for the first time as a new vegan protein having protein contents 60-65% in native form and no chemical or additives are used during production. It is a green labeled protein and well comparable with that of expensive whey protein. Company's scientist Dr. Sanjay Pareek was instrumental in developing this guar protein for human consumption for the first time in the global market.

Guar Gum Products designed and manufactured by the Company are in short supply and the Company intends to increase the production capacity of its newly developed food grade guar gum products to meet out the increasing global demand and turnover.

It is also resolved to fund these projects through preferential allotment of equity shares to promoters and non-promoters as per SEBI guidelines. Date of Extra Ordinary General Meeting of the shareholders is fixed for 21st April 2017 for their approval. Notices of EGM are being sent as prescribed.

The company is required the completion of the planned projects and also it requires funds for various long term working capital and general deleveraging purposes. To augment the growth and improve the financial performance of the Company, the Company has approaches the Proposed Allottees ("Allottees") to infuse fresh funds in the Company.

Pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given below:



The object of the issue through preferential offer:

The proceeds will be utilized for capital expenditure for the projects being implemented, and for working capital.

Issue Size, number of Equity Shares to be issued:

| S. No. | Proposed Allottee | Number of Equity Shares | Category |
|--------------|---------------------------|-------------------------|--------------|
| 1. | Gopi Ram Lalit Kumar | 1,70,00,000 | Non-Promoter |
| 2. | Goyal Enterprises | 1,70,00,000 | Non-Promoter |
| 3. | Navin Trading Company | 1,70,00,000 | Non-Promoter |
| 4. | Mr. Bajrang Dass Aggarwal | 85,00,000 | Promoter |
| 5. | Mrs. Bimla Devi Jindal | 85,00,000 | Promoter |
| Total | | 6,80,00,000 | |

- To Issuance of 6,80,00,000/- (Six Crores Eighty Lakhs) equity shares as per SEBI guidelines to allot above mention proposed allottee on preferential basis to Promoter and other than promoters at a price of Rs. 10 per share (Face Value Rs.1 and premium Rs. 9 per equity shares) total aggregate Amount will be 68,00,00,000 (Sixty-Eight Crores).

Relevant Date:

The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above-mentioned Equity Shares shall be 22nd March, 2017 being the date 30 days prior to the date of Extraordinary General Meeting (i.e. 21st April, 2017)

Pricing of Preferential Issue

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). Since the Company is listed on both BSE Limited ("BSE"), the trading price of securities of the Company on the stock exchange is taken into consideration for determining the pricing of securities allotted on preferential basis. Accordingly, the price per Equity Share to be issued is fixed at Rs.10 which is higher of the following

| | |
|--|------|
| The average of the weekly high and low of the volume weighted price at the BSE for 26 weeks prior to the Relevant Date | 6.90 |
| The average of the weekly high and low of the volume weighted average prices at the BSE for 2 weeks prior to the Relevant Date | 8.91 |

The certificate of **Pricing of Preferential Issue** is taken from Ravinder Gupta & Associates

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Ravinder Gupta & Associates
2017

Terms of Issue of Equity Shares:

The consideration price of the equity shall be received from respective allottee's banks accounts;

Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot:

- To issuance of 1,70,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 10 per share (Face Value Rs.1 and premium Rs. 9 per equity shares) to **Gopi Ram Lalit Kumar**.
- To issuance of 1,70,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 10 per share (Face Value Rs.1 and premium Rs. 9 per equity shares) to **Goyal Enterprises**.
- To issuance of 1,70,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 10 per share (Face Value Rs.1 and premium Rs. 9 per equity shares) to **Navin Trading Company**.
- To issuance of 85,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to promoters at a price of Rs. 10 per share (Face Value Rs.1 and premium Rs. 9 per equity shares) to **Mr. Bajrang Dass Aggarwal (Promoter)**.
- To issuance of 85,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis promoters at a price of Rs. 10 per share (Face Value Rs.1 and premium Rs. 9 per equity shares) to **Mrs. Bimla Devi Jindal (Promoter)**.

Lock in Period

The Equity Shares allotted on preferential basis to **M/s Gopi Ram Lalit Kumar, M/s Goyal Enterprises** and **M/s Navin Trading Company** under SEBI (ICDR) Regulations, 2009 and amended as on date shall be locked in for a period of one years from the date of their allotment and other provisions of the Regulation 13.3 of **SEBI (DIP) GUIDELINES, 2000** and amended as on date.

The Equity Shares allotted on preferential basis to **Mr. Bajrang Dass Aggarwal** and **Mrs. Bimla Devi Jindal** under SEBI (ICDR) Regulations, 2009 and amended as on date shall be locked in for a period of three years from the date of their allotment and other provisions of the Regulation 13.3 of **SEBI (DIP) GUIDELINES, 2000** and amended as on date.

Currency of shareholder resolutions

Allotment pursuant to the resolution passed at the Extra Ordinary General Meeting which will be held on 21.04.2017 (meeting of shareholders) for granting consent for preferential issues

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of Equity Shares shall be completed within a period of 15(fifteen days) from the date of passing of the resolution.

Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

The Pre and Post holding of proposed allottees:

| S. No. | Name of the proposed allottees | Pre-holding (Before this proposed allotment) | Percentage of holdings | Post holding (After this proposed allotment) | Percentage of holdings | Category |
|--------------|--------------------------------|--|------------------------|--|------------------------|---------------------|
| 1. | Gopi Ram Lalit Kumar | 0 | 0 | 1,70,00,000 | 8.27 | Other than Promoter |
| 2. | Goyal Enterprises | 0 | 0 | 1,70,00,000 | 8.27 | Other than Promoter |
| 3. | Navin Trading Company | 0 | 0 | 1,70,00,000 | 8.27 | Other than Promoter |
| Total | | 0 | 0 | 5,10,00,000 | 24.81 | |
| 4. | Mr. Bajrang Dass Aggarwal | 2,37,32,332 | 17.26 | 3,22,32,332 | 15.69 | Promoter |
| 5. | Mrs. Bimla Devi Jindal | 42,74,832 | 2.11 | 1,27,74,832 | 6.22 | Promoter |

Combined Promoter and other than Promoter the pre-issue and post issue shareholding pattern:

| S. No. | Category | Pre-Issue | | Post Issue | |
|--------|--------------------------|--------------------|--------------------|-----------------|--------------------|
| | | No. of shares held | % of share holding | No. shares held | % of share holding |
| A. | Promoter's Holding: | | | | |
| 1. | Indian | | | | |
| | Individual | 3,40,43,681 | 24.77 | 51043681 | 24.85 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Sub Total | 3,40,43,681 | 24.77 | 51043681 | 24.85 |
| 2. | Foreign Promoters | 0 | 0 | 0 | 0 |
| | Sub Total: (A) | 3,40,43,681 | 24.77 | 51043681 | 24.85 |
| B. | Non -Promoter's holding: | | | | |
| 1. | Mutual Fund | 10,000 | 0.01 | 10,000 | 0.01 |



| | | | | | |
|----|--------------------------------|---------------------|------------|------------------|------------|
| 2. | Foreign Investors Portfolio | 1,000 | 0.00 | 1,000 | 0.00 |
| 3. | Financial Institutions / Banks | 8,52,538 | 0.62 | 8,52,538 | 0.41 |
| 4. | Individual | 8,13,86,672 | 59.21 | 8,13,86,672 | 39.61 |
| 5. | Others | 2,11,45,709 | 15.39 | 72145709 | 35.12 |
| | Sub Total: (B) | 10,33,95,919 | 75.23 | 154395919 | 75.15 |
| | GRAND TOTAL: | 13,74,39,600 | 100 | 205439600 | 100 |

The Proposed allottee Gopi Ram Lalit Kumar, Goyal Enterprises and Navin Trading Company are related party and having same objective for their proposed investment in the Equity shares of the Company. However, their proposed total holding in the Company is less than 25% of the total Capital of the Company.

Other relevant information:

Subsequent to this preferential allotment of equity shares, there is no change in control of the Company.

There is no person to whom allotment on preferential basis made during the year.

*No. of Shares and %age of holding shall be determined on the basis of valuation /pricing certificate to be obtained from the Practicing Company Secretary of the Company as on the relevant date i.e. 22-03-2017.

Pursuant to section 42 & section 62(1)(c) of the Companies Act 2013, the above said proposal requires the consent of the members of the Company by the way of special resolution. The proposed resolution does not relate to or effect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

No other Directors, Key Managerial Personnel & the relatives of these persons are interested in the proposed resolution.

Mr. Bajrang Dass Aggarwal and Mrs. Bimla Devi Jindal are interested in the resolution number 2 as disclosed by them:

The directors recommend the said resolution for the approval of the members of the Company.

ITEM No. 3

In order to attract, reward and retain the talented and key Employees in the competitive environment and encourage them to align individual performance with company objectives, the Company intends to implement Vikas Employees Stock Option Plan 2017 ("ESOP 2017" or the "Scheme"). Pursuant to Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SECURITIES AND EXCHANGE**

Bajrang Dass Aggarwal

BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS"), the Company is seeking approval of its members to offer ESOP 2017 scheme to eligible employees (defined herein below). As per the **SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS**, approval of member(s) by way of a separate Special Resolution is also required to be obtained by the Company, if (i) the benefits of the ESOP 2017 are to be extended to the employees of the Company.

The main features of the ESOP 2017 are as under:

a) Brief description of the Scheme:

The Company proposes to introduce ESOP 2017 to attract, reward and retain the talented and key eligible employees of the Company in the competitive environment and encourage them to align individual performance with the Company's objectives. The Company views employee stock options as instruments that would enable the employees to share the value they would create and contribute to the Company in the years to come. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment/transfer of equity shares of the Company. The Nomination, Remuneration & Compensation Committee ("Committee") shall administer ESOP 2017. All questions of interpretation of the ESOP 2017 shall be determined by the Committee and such determination shall be final, conclusive and binding.

b) Total number of Options to be granted:

The total number of options to be granted under ESOP 2017 shall not exceed 1,00,00,000 (One Crore only). Each option when exercised shall be converted into 1 (one) fully paid up equity share of the Company. The options may be granted in one or more tranches as may be decided by the Committee. In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, sale of division/undertaking and others, the ceiling as aforesaid of 1,00,00,000 (One Crore only) shares shall be deemed to be increased/decreased, as may be determined by the Committee, to facilitate making a fair and reasonable adjustment to the entitlements of participants under ESOP 2017 such that the total value to the employee of the options remains the same after the corporate action.

c) Identification of classes of employees entitled to participate in ESOP 2017:

Following classes of employees are entitled to participate in ESOP 2017.

- a) Permanent employees of the Company with the designation 'Vice President' and/or above, whether working in India or outside India;
- b) Director of the Company, whether a whole-time director or not;
- c) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the Committee.

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SRI GANESH

Following persons are not eligible to participate in the ESOP 2017:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Requirements of vesting and period of vesting:

Options Granted under this Scheme would vest based upon the performance criteria or any other criteria as may be decided by the Committee and specified in the Grant Letter. The vesting period shall commence any time after the expiry of 1 (one) year from the date of the Grant of such options and shall end over a maximum period of 5 (five) years from the Grant date.

e) Maximum period within which the options shall be vested:

The maximum period within which options granted under ESOP 2017 shall vest would not be more than 5 (five) years from the date of grant of such options.

f) Exercise price or pricing formula:

The exercise price shall be fixed by the Committee at its discretion and specified in the grant letter but it shall not be less than the face value of the shares (subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the **SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS.**)

g) Exercise period and the process of Exercise:

Eligible Employee will be permitted to exercise vested options on and from the date of vesting of the options for an exercise period as may be determined by the Committee and set out in the Grant Letter. However, in no event shall the Exercise Period exceed a period of 5 (five) years from the Vesting Date. The vested options shall be exercisable by the employees by submitting an application to the Company/Committee/ expressing his/her desire to exercise such vested options in such manner and in such format as may be prescribed by the Committee. The vested options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOP 2017:

The appraisal process for determining the eligibility shall be decided by the Committee from time to time. Options would be distributed based on:

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13/08/2017

- performance of the Employee
- hierarchy and responsibilities of the Employee
- period of association of the employee with the Company
- the Employee's present and potential contribution to the success of the Company.

i) Maximum number of Options to be issued per employee and in aggregate:

Maximum options to be issued per employee shall be less than the number of options entitling grantees the voting rights for 1% or more of the issued capital in a financial year.

j) Maximum quantum of benefits to be provided per employee under the ESOP 2017:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

k) Disclosure and Accounting Policies:

The Company shall comply with the accounting policies and disclosure requirements prescribed under Regulation 15 of SEBI SBEB Regulations.

l) Method of option valuation:

The Company shall adopt the fair value method or any other method as per applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India or prescribed under any other statutory provisions from time to time for valuation of options.

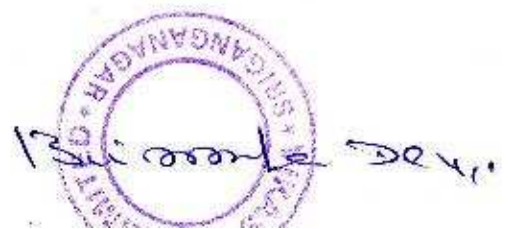
m) Declaration (if applicable):

In case the Company has opted for Intrinsic Value method for expensing of the benefits of the scheme, the difference between the Employee compensation cost so computed and the Employee compensation cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the Company will also be disclosed in the Directors' Report.

As the ESOP 2017 provides for issue of Shares to be offered to employees of the Company, Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per **Regulation 6** of the **SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS**.

The Directors or the Key Managerial Personnel of the Company except the independent Director are interested in the said resolutions according to option granted to them by Compensation Committee. So they are concerned and interested on the above said resolution.

Your Directors, recommend the passing of the resolution(s) mentioned at Item No. 3 as Special Resolution(s).



VIKAS WSP LIMITED

CIN: L24139HR1988PLC030300

Registered Office: Railway Road Siwani Haryana -127046 India

Corporate Office: B-86/87, Udyog Vihar, RIICO, Udyog Vihar, Industrial Area,
Sri Ganganagar, Raj.-335002

Website: www.vikaswsp Ltd.in;

E-mail ID: csgunjanvikaswsp Ltd1984@gmail.com

Tel: 91(154) 2494512/2494552; **Fax:** 31(154) 2494361/2475376

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRAORDINARY GENERAL MEETING ON FRIDAY, APRIL 21, 2017

AT 11.00 A.M. at Railway Road, Siwani Haryana -127046 India.

DPID-CLID /Folio No. -
Name of Shareholder (s) -
Address -

I / We certify that I am / we are Member(s) / Proxy of the Member(s) of the Company holding _____ shares.

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Friday, April 21, 2017 at 11:00 A.M. at Railway Road, Siwani Haryana -127046 India.

.....
Signature of Member / Proxy

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters.....
... (in case the Proxy attends the meeting)
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
4. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting.

Electronic Voting Particulars

| Electronic Voting Sequence No. (EVSN) | User ID | Sequence Number |
|---------------------------------------|---------|-----------------|
| | | |

Note: Please read the instructions printed in the Notice of the Extra Ordinary General Meeting. The voting period starts from 10:00 a.m. (IST) on Tuesday, 18 April, 2017 and ends at 05:00 p.m. (IST) on Thursday, April 20, 2017. The voting module shall be disabled by CDSL for voting thereafter.

13/04/2017
Sri Ganganagar
11/04/2017

VIKAS WSP LIMITED**CIN:** L24139HR1988PLC030300**Registered Office:** Railway Road Siwani Haryana -127046 India**Corporate Office:** B-86/87, Udyog Vihar, RIICO, Udyog Vihar, Industrial Area,
Sri Ganganagar, Raj.-335002**Website:** www.vikaswsp Ltd.in;**E-mail ID:** csgunjanvikaswsp Ltd1984@gmail.com**Tel:** 91(154) 2494512/2494552; **Fax:** 31(154) 2494361/2475376**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]

| | | |
|-----------------------|---------------------|-------|
| 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

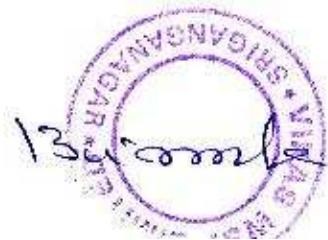
| | |
|---------------------------|------------|
| Name: | E-mail Id: |
| Address: | |
| Signature, or failing him | |

| | |
|---------------------------|------------|
| Name: | E-mail Id: |
| Address: | |
| 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 the Friday, 21 April, 2017 at 11.00 A.M. at Railway Road Siwani Haryana -127046 India and at any adjournment thereof in respect of such resolutions on which the member itself eligible to vote:

Resolution No.

| Sl. No. | Resolution(S) | Vote | |
|------------------|--|------|---------|
| | | For | Against |
| Special Business | | | |
| 1. | TO ISSUE UP TO 5,10,00,000 CRORE EQUITY SHARES ON A PREFERENTIAL BASIS TO QUALIFIED INVESTOR (OTHER THAN PROMOTER) | | |
| 2. | TO ISSUE UP TO 1,70,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER. | | |
| 3. | APPROVAL OF VIKAS EMPLOYEES STOCK OPTION PLAN 2017 (ESOP 2017) | | |



* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 20____

Signature of Shareholder

Signature of Proxy holder

Affix
Revenue
Stamps

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 the commencement of the Meeting.
- 2) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 3) The proxy need not be a member of the company
- 4) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

