

**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](http://www.vikaswsp Ltd.in)  
**E-mail ID:** [csgunjanvikaswsp Ltd1984@gmail.com](mailto:csgunjanvikaswsp Ltd1984@gmail.com)  
**Tel:** 91(154) 2494512/2494552; **Fax:** 31(154) 2494361/2475376

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 30<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIKAS WSP LIMITED WILL BE HELD ON SATURDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT 10.00 A.M. AT RAILWAY ROAD, SIWANI, HARYANA 127046 TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- 1. TO CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 AND THE REPORT OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON:**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Statement of changes in equity and the Cash Flow Statement of the Company for the financial year ended March 31, 2018 annexed with notes to the financial statements with reports of the Board of Directors (“the Board”) and Auditors thereon be and are hereby considered and adopted.”

- 2. TO APPOINT A DIRECTOR IN PLACE OF Mrs. KAMINI JINDAL(DIN- 05268741), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof), Mrs. Kamini Jindal (DIN-05268741), who retires by rotation and being eligible, offered himself for reappointment, be and is hereby reappointed as a director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS

- 3. APPROVAL FOR RELATED PARTY TRANSACTIONS.**

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of

the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or reenactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and Vikas Proppant & Granite Limited, Vegan Colloids Limited and Vikas Chemi Gums (India) Limited (a related party) for Sale and Purchase of goods in its absolute discretion on the terms as agreed/ may be agreed between Board of Directors and Vikas Proppant & Granite Limited, Vegan Colloids Limited and Vikas Chemi Gums (India) Limited and as briefly mentioned in the explanatory statement to this resolution.

“RESOLVED FURTHER THAT Mr. Bajrang Dass Aggarwal, Managing Director of the Company be and are hereby individually authorized to sign any document or agreement for above proposed transactions on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

**Registered Office**  
Railway Road  
Siwani Haryana -127046  
CIN:- L24139HR1988PLC030300  
**Email Id:-**  
[csgunjanvikaswsp Ltd1984@gmail.com](mailto:csgunjanvikaswsp Ltd1984@gmail.com)

**Place:** Siwani  
**Date:** 04-09-2018

**By order of the Board**  
  
Bajrang Dass Aggarwal  
Chairman and Managing Director  
DIN:- 00036553  
123, Vinoba Basti,  
Sriganganagar 335001

### NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. Information regarding particulars of the Director to be appointed and the Director seeking appointment/ re-appointment as required under Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings are also annexed as Annexure-A and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors

considered for the purpose of disclosure does not include the directorships held in foreign companies. The Committee chairmanships/memberships considered for the purposes of disclosure are those prescribed under Regulation 18 & 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit and Risk Management Committee and Stakeholders' Relationship Committee respectively of Indian public limited companies.

3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.
4. The requirement for ratification of appointment of Auditors by members at each Annual General Meeting has been omitted as per section 40 of the Companies(Amendment) Act, 2017 (notified on May 7, 2018). Accordingly, resolution for ratification of Appointment of **M/s. S. Prakash Aggarwal & Co.**, Chartered Accountants, Statutory Auditors, who were appointed at the Annual General Meeting held on 30.09.2015 is not include in this Notice
5. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. The amount of dividend remaining unpaid for the

year 2010-11 and 2011-2012 have been transferred to the Company's unpaid dividend account, and can be claimed from the Company by the members entitled to it for a period of seven years from the respective dates of such transfer after which it shall be transferred to the Investor Education and Protection Fund (IEPF) constituted.

Shareholders who have not so far en-cashed the Interim/Final dividend warrant(s) for various years as per the table given below are requested to seek issue of duplicate warrant(s) by writing to the Company immediately. Shareholders are requested to note that no claims shall be entertained against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim. The amount of Dividend which remain unclaimed for the following years:

Sr. No	Year	Record Date	Unclaimed Amount (Rs.)
1.	2010-2011	16.09.2011	11,14,040
2.	2011-2012	17.09.2012	25,92,880

11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.  
The members are requested to get their shares dematerialized. The Company's ISIN Code INE706A01022.
12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following email id: [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com)  
The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Members are requested to notify immediately change of address and e-mail address, if any, to :-

- (i) The Company's Registrar & Transfer Agent, **M/s LINK INTIME INDIA PRIVATE LIMITED**, 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi-110028 in case the shares are held in physical form and
- (ii) To the respective Depository Participant (DP) with whom the members are having their Demat Accounts, in case the shares are held in electronic form.
14. (i) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, pursuant to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding if not done so far, to avoid inconvenience.
- (ii) Pursuant to the recent SEBI Circular, dated 08.06.2018 members are informed that there shall be no trading of shares in physical form and permit transfer of Listed Securities only in the Dematerialized form with a Depository. w.e.f. 05/12/2018 In view of the above and the inherent benefits of holding shares in the electronic form, we urge the shareholders holding shares in Physical form to opt for Dematerialization.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to our Registrar and Transfer Agent, for consolidation into a single folio.
16. According to SEBI Circular No. **SEBI/HO/MIRSD/DOPI/CIR/P/2018/73** dated 20.04.2018 & Circular No. **SEBI/HO/MIRSD/DOS3/CIR/P/2018/115** dated 16.07.2018, wherein the company is required to obtain the copy of Pan Card and Bank details from all shareholders holding shares of the Company in physical form. Those shareholders holding shares in physical form and who have not updated their PAN and Bank details are hereby requested to update PAN & Bank details by filling up the **Annexure-A** attached to this notice and submit scanned copies either by e-mail at [csgunjanvikaswsp1984@gmail.com](mailto:csgunjanvikaswsp1984@gmail.com) / [sunil.mishra@linkintime.co.in](mailto:sunil.mishra@linkintime.co.in) or hard copy through Post addressing to the Company Secretary, Vikas WSP Limited or to our Registrar & Share Transfer Agents.
17. Pursuant to the MCA Circular, the Company now have the option to send Annual Report through e-mail. Hence, all the Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated or provide their email addresses if not earlier provided to their DPs. Members holding shares in physical mode are also requested to update their email addresses, Bank details and change in address by writing to the Registrar and Transfer Agent of the Company by quoting their folio number(s). Members who have not registered their e-mail addresses so far are requested to register their e-mail address, Bank details and change in address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company
19. (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 Company is providing the facility for voting by electronic means (e-voting) to all its members. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period:
- Commencement of e-voting** : From 10 AM on 26.09.2018
- End of e-voting** : Up to 5 PM on 28.09.2018
- E-voting shall not be allowed beyond 5.00 P.M., on 28.09.2018. During the E-voting period, the shareholders of the Company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is 22.09.2018.
- (b) The Company has engaged CDSL as the Authorized Agency to provide e-voting facilities.
- (c) The Company has appointed **M/s 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 or 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.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

The instructions for shareholders voting electronically are as under:

The voting period begins on 26.09.2018 at 10.00 A.M. and ends on 28.09.2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date 22.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - 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](http://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 Fo
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PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> </ul>
DOB	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</li> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4 of the accompanying Notice

**ITEM NO. 3**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with following related party,

- (i) Vikas Proppant & Granite Limited
- (ii) Vegan Colloids Limited
- (iii) Vikas Chemi Gums(India) Limited

the Company must obtain prior approval of the Board of Directors and in case the transaction value exceeds the limit specified in the act, prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party’s appointment to any office or place of profit in the Company, its subsidiary Company or associate Company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

**Registered Office**  
 Railway Road  
 Siwani Haryana -127046  
 CIN:- L24139HR1988PLC030300  
**Email Id:-**  
[csgunjanvikaswsp1td1984@gmail.com](mailto:csgunjanvikaswsp1td1984@gmail.com)

**Place:** Siwani  
**Date:** 04-09-2018

**By order of the Board**

Bajrang Dass Aggarwal Chairman  
 and Managing Director  
 DIN:- 00036553  
 123, Vinoba Basti,  
 Sriganaganagar 335001

**Annexure-A**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)

Name of the Director	Kamini Jindal
Date of birth	16-06-1988
Date of Appointment	16-07-2012
Qualification	Master of Art and Master of Philosophy.

Experience in Specific functional areas	Mrs. Kamini Jindal, belonging to promoter group is an Executive Director in the Company. She has been appointed by the Board in 2012. Ms. Kamini Jindal is a person with excellent academic background and possesses good educational qualifications.. She is the youth diva in the board of the Company. She is the daughter of Mr. Bajrang Dass Aggarwal and Bimla Devi Jindal, from her childhood she has taken keen interest in the working of the VIKAS. Her long term association with Guar Gum Industry has brought immense value to the board.
No. of Equity Shares held in the Company as on March 31, 2018	Nil
Terms & Conditions of reappointment	As per Company's Appointment and Remuneration Policy
Remuneration last drawn during the year FY 2017-18 (Rs. in lakhs)	12.00
No. of meetings of Board attended during the year	10
Directorship held in other Companies as on March 31, 2018	3 (Vikas Proppant & Granite Limited, Vegan Colloids Limited and Vikas Chemi Gum (India) Limited
Relationship with any other director inter-se and KMPs of the Company	Daughter of Mr. Bajrang Dass Aggarwal (Managing Director) and Mrs. Bimla Devi Jindal (Director)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Director of Vikas Proppant & Granite Limited Member of <b>Nomination and remuneration committee, Risk Management Committee and Stakeholders Relationship Committee</b> in Vikas Proppant & Granite Limited

To :

[Shareholders holding shares physical form]

September 04, 2018

To,

**Sub.: Seeking copy of PAN CARD and Bank Details**

**Ref.: SEBI Circular No. : SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 and SEBI/HO/MIRSD/DOS1/CIR/P/2018/115 dated 16.07.2018**

**Dear Sir/Madam,**

This is with reference to the SEBI Circular No. **SEBI/HO/MIRSD/DOP1/CIR/P/2018/73** dated 20.04.2018 & Circular No. **SEBI/HO/MIRSD/DOS3/CIR/P/2018/115** dated 16.07.2018, wherein the company is required to obtain the copy of Pan Card and Bank details from all shareholders holding shares of the Company in physical form. We have observed from our records that your Pan and Bank details are not updated our records.

We request you to kindly furnish a self-attested copy of your Pan Card and a Cancelled Cheque, along with a duly filled in Form appended as **Annexure-A** to this letter, so that all future dividends could directly be credited to your bank account and we would be able to serve you better in future.

You are requested to send the desired details/ documents to the Company's Registrar & Share Transfer Agent (RTA), **M/S LINK INTIME INDIA PRIVATE LIMITED**, 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi-110028

You may kindly note that in case we do not receive any response from your side, any future transactions in your shares like transfer, transmission, issue of duplicate share certificates etc., and shall be subject to enhanced supervision by the Company. Therefore you are advised to furnish your Pan and bank details with the company at earliest.

Thanking You,  
Yours Faithfully  
(Gunjan Kumar Karn)  
Company Secretary

Encl : As above.

**Annexure-A**

Name of Shareholder(s)	
Folio No.	
Email Id.	
Pan (attached Self attested copy of Pan)	
Bank Details (attach Self attested copy of cancelled Cheque)	
Bank Account No.	
Name of Bank	
Branch Address	

IFSC No	
MICR No.	

(-----)

Signature of Shareholder(s)

## DIRECTORS' REPORT TO THE MEMBERS

**Dear Shareholders,**

Your Directors present the 30<sup>th</sup> Annual Report on the business and operations of the Company, together with the Audited Annual Financial Statements for the financial year ended March 31, 2018.

### 1. FINANCIAL HIGHLIGHTS

In compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company has prepared its standalone financial statements as per Indian Generally Accepted Accounting Principles (IGAAP) for the F.Y. 2017-18. The Standalone financial highlights of the Company operations are as follows:

#### Standalone Financial Highlights (IGAAP)

(Amount in Lakhs)

Particulars	2017-2018	2016-2017
<b>Revenue from operations</b>	69,629.78	19,363.86
<b>Other Income</b>	487.55	484.74
Total expenditure	67,543.81	29,339.04
Finance cost	4,645.14	4,477.85
Depreciation and amortization expenses	3,470.77	3,470.31
<b>Loss before tax</b>	2,573.52	(9,490.42)
Exceptional Items	-	-
Loss after Exceptional Items	2,573.52	(9,490.42)
Tax expenses	(322.18)	(1,091.68)
Loss for the year	2,895.70	(8,431.50)

### 2. STATE OF COMPANY AFFAIRS

The highlights of affairs of the Company are as follows:-

- Revenue from operations increased from Rs. 19,848.60 Lacs to Rs. 70,117.33 Lacs.
- Loss Before Tax increased from Loss of Rs. (9,490.42) Lacs to Profit of Rs. 2,573.52 Lacs.
- Net Profit increased from a Loss of Rs. (8,431.50) Lacs to a net Profit of Rs. 2,895.70Lacs.

### 3. GOODS AND SERVICE TAX (GST) - IMPLEMENTATION AND IMPACT

The year 2017-18 started with biggest ever tax reform since independence, rolled out by Government of India on 1<sup>st</sup> July 2017, i.e. implementation of Goods and Service Tax (GST), followed by changes in GST rates through various notifications in November, 2017. GST implementation has introduced a single system of taxation across the nation absorbing most of the Indirect Taxes. GST is touted to simplify doing business in India, allowing supply chains to be integrated and aligned, as also providing greater transparency. However, the initial implementation phase alike all other industries remained challenging.

Though expecting this new Tax regime to be a game changer for Indian Economy, your Company has stabilised the processes adequately for compliance of

law and is embracing this reform positively that unifies India into one market.

### 4. RESERVES AND SURPLUS

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2018.

### 5. DIVIDEND

The Board of Directors (the "Board") has not recommended any dividend for the financial year ended March 31, 2018.

### 6. SHARE CAPITAL

The Company has only one kind of Shares i.e. Equity shares with same voting rights.

At the beginning of the financial year 2017-2018, the issued and paid up share capital of the Company was Rs. 13,74,39,600/- divided into 13,74,39,600 equity shares of face value of Re. 1/- each and at the ending of the financial year ended March 31, 2018, the issued and paid up share capital of the Company was Rs. 19,44,39,600/- divided into 19,44,39,600 equity shares of face value of Re. 1/- each

- The members of the Company in their extra ordinary general meeting held on April 21, 2017 have approved the issue of 5,10,00,000 equity



shares to qualified investors (other than promoters) and 170,00,000 equity shares to promoters, on a preferential basis at Rs. 10/- per share (including premium of Rs.9/- per equity share).

- The Company had applied for in-principle approval of allotment of these equity shares to the Bombay Stock Exchange (“the stock exchange”). The Company has received in-principle approval from the stock exchange vide its letter no. DCS/PREF/SD/PRE/1947/2017-2018 granted on May 25, 2017 to allot 5,10,00,000 equity shares to qualified investors (other than promoters) and 85,00,000 equity shares to promoters, on a preferential basis, with certain ratification to be made in next general meeting.
- Pursuant to and in terms of shareholders’ approval dated April 21, 2017 and in terms of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended (ICDR Regulations), the Company, on June 08, 2017, had allotted 4,85,00,000 of Rs. 1 each at premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) fully paid aggregate amounting to Rs. 48,50,00,000 (Rupees Forty Eight Crores Fifty Lakhs only) on preferential basis to the qualified investor (Other than Promoter) and allotted 85,00,000 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) on preferential basis to the Promoter.

Consequent to the said allotment the issued and paid up share capital of the Company was enhanced to Rs. 19,44,39,600/- divided into 19,44,39,600 equity shares of face value of Re. 1/- each.

These shares are subject to lock-in of 3 year for Promoter and 1 years for qualified investor (Other than Promoter) as per SEBI (ICDR) guidelines. The Details are Given below.

S. No.	Name	Allottees Type	Amount	Lock In
1.	Bimla Devi Jindal	Promoter	85,00,000	Upto 30.11.2020
2.	Munni Devi Goyal prop. of M/s Gopi Ram Lalit Kumar	Other than Promoter	1,70,00,000	Upto 30.11.2018
3.	Hanuman Parsad Goyal Prop. of M/s Goyal Enterprises	Other than Promoter	1,70,00,000	Upto 30.11.2018

4.	Naveen Goyal Prop. of M/s Navin Trading Company	Other than Promoter	1,45,00,000	Upto 30.11.2018
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Further, during the year under review there was no change in the authorized share capital of the Company.

- The members of the Company in their Annual General Meeting held on September 30, 2017 have approved the issue of 25,00,000 equity shares to qualified investors (other than promoters) and 85,00,000 equity shares to promoters, on a preferential basis at Rs. 12/- per share (including premium of Rs.11/- per equity share)..

However, due to non-receipt of requisite approval from Bombay Stock Exchanges, the Company could not allot the shares to the proposed allottees.

## 7. EMPLOYEE STOCK OPTIONS

The members of the Company in their extra ordinary general meeting held on April 21, 2017 have approved the issue of 1,00,00,000 equity shares of Re.1/- each (face value) to its permanent employees (excluding employees of its subsidiary) under Vikas Employee Stock Option Plan 2017 (ESOP 2017). The Company had applied for in-principle approval of allotment of these equity shares to the Bombay Stock Exchange (“the stock exchange”). The Company has received in-principle approval from the stock exchange vide its letter no. DCS/IPO/ST/ESOP-IP/1918/2017-2018 granted on May 18, 2017 to issue and allot a maximum of 100,00,000 equity shares which are likely to arise out of exercise of options as and when exercised under the scheme.

During the year the Company under review, on November 14, 2017, the Company had granted 1,00,00,000 Stock Options to the 923 Employees of the Company. (Subject to satisfaction of the Performance criteria) under “**Vikas Employees Stock Option Plan-2017**”. All these schemes are in compliance with SEBI (Share Based Employee Benefits) Regulation 2014.

## 8. BOARD MEETINGS

During the financial year ended March 31, 2018, 10 (Ten) meetings of the Board of Directors were held as against the statutory minimum requirement of 4 (Four) meetings as per provision of Section 173 of Companies Act, 2013 and Secretarial Standard. None of the two Board Meetings have a gap of more than 120 days between them. The dates of board meeting are mentioned below:

S. No.	Types of Meeting	Date
1.	Board Meeting	25.04.2017
2.	Board Meeting	30.05.2017

3.	Board Meeting	08.06.2017
4.	Board Meeting	14.08.2017
5.	Board Meeting	17.08.2017
6.	Board Meeting	29.08.2017
7.	Board Meeting	04.09.2017
8.	Board Meeting	14.11.2017
9.	Board Meeting	10.02.2018
10.	Board Meeting	31.03.2018

For other details of Board Meetings and committee meetings, members may refer to the Corporate Governance Report attached separately to this report.

## 9. COMMITTEES OF BOARD AND NUMBER OF BOARD COMMITTEES

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

1. Audit Committee
2. Nomination and remuneration committee.
3. Stakeholders Relationship Committee
4. Risk Management Committee
5. Corporate Social Responsibility ('CSR') Committee

All the recommendations made by Committees of Board including the Audit & Risk Management Committee were accepted by the Board. A detailed update on the Board, its composition, detailed charter including terms and reference of various Board Committees, number of Board and Committee meetings held during F.Y. 2017-2018 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this Report

## 10. FUTURE PROSPECTS

The Demand for Guar Gum is increasing in the food segment. The Company's R&D is constantly involved in developing new guar products for food and other industrial applications for the effective control of processing problems and the same is conducive in expanding global guar polymers market. International market for certified organic guar polymer is also increasing. Taking all these prospects together, the demand for guar polymers is bound to increase in the years ahead. So the future prospects are expected to be better.

## 11. DISCLOSURE OF COMMISSION PAID TO MANAGING OR WHOLE TIME DIRECTORS

There is no commission paid or payable by your company to the Managing Director or the whole time

director.

## 12. INTERNATIONAL QUALITY STANDARDS AND THEIR CERTIFICATIONS-

### (A) An ISO 9001:2000 - Certified Company-

100% EOUs of the Company have been certified as ISO 9001:2000 by DNV - a Norwegian Company. So the Company is meeting all the quality control parameters as set out by DNV.

### (B) Hazards Analysis of Critical Control Points (HACCP)-

The products manufactured by the Company are also used in the food production as thickening and binding agent. The end customers of the Company are multinational (MNC's) food producers viz. Nestle (Friskies), Mars (Master Food), Heinz, Sara Lee, Unilever, and CSM. To source their key raw materials, these MNC's prefer HACCP certified vendors. Employing HACCP in the production system one can check the following contaminations:

- Physical
- Chemical
- Microbial

### (C) Good Manufacturing Practices (GMP)

Company's 100% EOUs are certified WHO Good Manufacturing Practices (WHO-GMP). Guar Polymers produced using GMP is included in the Food Chemical Codex (FCC) and approved for food use. Therefore, GMP ensures the customers that the products are manufactured in good and hygienic conditions.

## 13. DIRECTORS

Pursuant to the provisions of section 149 of the Act, Mr. Ram Awatar Mittal (DIN: 02303734), Mr. Vishnu Bhagwan (DIN: 00605506), Mr. Kishan Lal (DIN: 01878703) and Mr. Neeraj Chhabra (DIN: 06467189), were appointed as independent directors at the annual general meeting of the Company held on September 30, 2014. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

None of the directors of the Company is disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. The directors of Vikas WSP Limited have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred as "Listing Regulations").

At the ensuing Annual General Meeting, Mrs. Kamini

Jindal (DIN:- 05268741), Director of the Company is liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible, offers himself for re-appointment as director in 30<sup>th</sup> AGM of the Company. The Board of Directors recommended the reappointment for the consideration for the shareholders in ensuring AGM.

#### 14. KEY MANAGERIAL PERSONNEL

Pursuant to the provision of Section 203 of the Companies Act, 2013, the Company has also the designated key managerial personnel of the Company. The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Bajrang Dass Aggarwal	Managing Director
Mr. Gunjan Kumar Karn	Company Secretary
Mr. Umesh Bansal	Chief Financial Officer

#### 15. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no significant events, changes occurred between the end of the financial year and till the date of this report which would materially affect the financial position of the Company.

#### 16. BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the

chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

#### 17. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet with the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013 and Regulation 25 of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

The Board of Directors of the Company consists of four independent Directors namely

- Sh. Neeraj Chhabra
- Sh. Ram Awatar Mittal
- Sh. Vishnu Bhagwan
- Sh. Kishan Lal

The above four Directors of the Company gave statement pursuant to section 149 of the Companies Act, 2013 at the Board Meeting held on May 28, 2018 for the year 2017-18. The same was considered and approved by the Board. The Statements is annexed as **Annexure-I to this report**.

#### 18. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company strives to maintain an appropriate combination of executive, non-executive and independent Directors subject to Minimum of 3 and Maximum of 12 Directors including at least one Women Director in compliance with the legal requirements.

The Nomination and Remuneration Committee of the Company leads the process for Board Appointment in accordance with the requirements of the Companies Act, 2013, SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and other applicable regulations or policy guidelines.

During the previous year under review the Company has adopted the Nomination and Remuneration Policy for Directors, KMPs and Other Employees. The policy is available on website of the Company i.e. [www.vikasguargum.com](http://www.vikasguargum.com). The Nomination and Remuneration policy of the Company is attached in **Annexure II** to this Report.

#### 19. EXTRACT OF ANNUAL RETURN

In terms of provisions of Section 92 and Section 134(3) (a) of the Companies Act, 2013 read with Rule 12 of

Companies (Management and Administration) Rules, 2014, the extracts of Annual Return of the Company in Form MGT-9 is annexed herewith as **Annexure-III** to this report.

## 20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V thereto, Management Discussion and Analysis Report has been appended separately, which forms part of this Report and the Annual Report.

## 21. CORPORATE GOVERNANCE

Corporate Governance is the application of best Management Practices, Compliance of Laws in true letter and spirit and adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders i.e. shareholders, management, employees, customers, vendors, regulators and the community at large. Your company places prime importance on reliable financial information, integrity, transparency, empowerment and compliance with the law, in letter and spirit.

The regulators have also emphasized on the requirement of good corporate governance practices in corporate management. Your Company also takes proactive approach and revisits its governance and practices from time to time so as to meet business and regulatory requirements.

At Vikas WSP Limited, Corporate Governance is more a way of business than a mere legal obligation. Besides complying with the prescribed Corporate Governance practices as per the Listing Regulations the Company has voluntarily adopted various practices of governance confirming to highest ethical and responsible standard of business, globally benchmarked.

Compliance of Corporate Governance provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year 2016-17 has been provided in the Corporate Governance Report.

A Certificate from **M/s Ravinder Gupta & Associates**, Practicing Company Secretary of the Company, confirming compliance of Corporate Governance, as stipulated under the Listing Regulations, is annexed as **Annexure-V to this report**.

Certificate of the CFO, inter-alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the auditors and the Audit committee in terms of Regulation 17 of the Listing Regulations is attached in

the Corporate Governance report, and forms part of this report.

The Corporate Governance Report, inter-alia, contains the following disclosures:

- a) Details of Board & Committee Meetings
- b) Composition of Sustainability & Corporate Social Responsibility Committee
- c) Whistle Blower Policy (Vigil Mechanism)
- d) Appointment & Remuneration Policy (for Directors, Key Managerial Personnel, Senior Management and other Employees of the Company) pursuant to the provision of Section 178 of the Act read Regulation 19 of the Listing Regulations)
- e) Performance Evaluation criteria of the Board, its Committees & individual Directors

## 22. DIRECTOR RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) read with Section 134(5), your directors state that the audited financial statements of the Company for the financial year 2017-18 are in full conformity with the requirements of the Companies Act, 2013 and have been audited by its Statutory Auditors.

Your directors further state that: -

- I) In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards had been followed and there is no material departure from the same;
- II) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2018 and of the profit of the Company for the year ended on that date;
- III) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV) The Directors had prepared the annual accounts on the 'going concern basis';
- V) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- VI) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

### 23. LOANS, GUARANTEES AND INVESTMENT

During the financial year 2017-2018 under review, the Company has not given any loan or guarantee or made any investment in terms of Section 186 of the Companies Act, 2013.

### 24. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

### 25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO

In terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, a statement containing details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in the manner as prescribed under the Companies (Accounts) Rules, 2014, is given in **Annexure - VI** hereto and forms part of this Report.

### 26. FIXED DEPOSITS

During the year under review, the Company had not invited or accepted any fixed deposits from public under Chapter V of the Companies Act, 2013 and the Rules made thereunder.

### 27. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT AFTER THE BALANCE SHEET DATE

There is no material changes and Commitments affecting the Financial Position of the Company between the end of Financial Year and date of this report.

### 28. TRANSFER OF UNCLAIMED AND UNPAID DIVIDEND AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In terms of section 124 and 125 of the Companies Act, 2013, the amounts that remained unclaimed and unpaid for more than 7 years from the date they first became due for payment, should be transferred to IEPF.

As an investor-friendly measure, your Company has been intimating the respective shareholders and investors to encash their dividend warrant or lodge their claim for payment of due, if any, from time to time and claims made are settled. As per the statutory requirements, unclaimed dividend for the previous seven years as of the date of the Annual General Meeting are made available on the website of MCA-IEPF.

Pursuant to the provisions of the Investor Education

and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, with the Ministry of Corporate Affairs.

The dividend pertaining to 2008-09, which remained unclaimed/unpaid amounting to 21,18,300 (in respect of 7,191 shareholders), was transferred to IEPF on January 06, 2018, after the settlement of claims by members received in response to the individual reminder letters sent by your Company to the respective members.

The dividend pertaining to 2009-10, which remained unclaimed/unpaid amounting to 19,21,101 (in respect of 6,298 shareholders), was transferred to IEPF on January 18, 2018, after the settlement of claims by members received in response to the individual reminder letters sent by your Company to the respective members.

The dividend pertaining to 2010-11 remaining unclaimed and unpaid, amounting to 1,10,95,40.25 would be transferred to IEPF during April 2019 after settlement of the claims received up to the date of completion of seven years i.e. on April 04, 2019.

The dividend pertaining to 2011-12 remaining unclaimed and unpaid, amounting to 2,57,68,30 would be transferred to IEPF during October 2019 after settlement of the claims received up to the date of completion of seven years i.e. on October 30, 2019.

### 29. INTERNAL AUDIT & FINANCIAL CONTROL

The Company had appointed **M/s Sanjay Goyal & Associates** as an internal auditor of the Company for the financial year 2017-18. They conducted their audit on quarterly basis. The Board of Director considers its recommendations and plan Company's further strategies accordingly. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions are taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

### 30. PARTICULARS OF EMPLOYEES

Disclosures relating to remuneration of Directors u/s 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is Annexed as Annexure VII to this report.

The information, as required to be provided in terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of Companies (Appointment and Remuneration OF Managerial Personnel) Rules, 2014 is annexed as **Annexure-VII to this report**.

### 31. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company did not made any provision for CSR in the Reported financial year 2017-18 due to financial losses. However, the management is already under process to implement a medical education facility in the local area and the earlier year CSR Amount will be used in this program. The Current years calculation sheet for CSR amount is annexed as Annexure-VIII to this report.

### 32. ANNUAL BOARD EVALUATION AND FAMILIARIZATION PROGRAMME FOR BOARD MEMBERS

A note on the familiarization programmer adopted by the Company for orientation and training of the Directors, and the Board evaluation process undertaken in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations is provided in the Report on Corporate Governance, which forms part of this Report.

### 33. INDEPENDENT DIRECTOR FAMILIARISATION PROGRAMME

The Company has arranged a familiarization program for Independent Directors of the Company and details has been provided on Company website on the following link-<http://www.vikasguargum.com/familirasionprogramme-WSP.docx>

### 34. ANNUAL REPORT

In terms of the provision of Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts of Companies) Rules, 2014 and Regulation 36 of the Listing Regulations, the Board of Directors has decided to circulate the Annual Report containing salient features of the balance sheet and statement of profit and loss and other documents to the shareholders for FY 2017-18, who have not registered their e-mail id. The Annual Report is being circulated to the members excluding Annexure to the Board Reports viz. 'Policy on Nomination, Remuneration and Board Diversity', 'Secretarial Audit Report', 'Report on Corporate Governance and Auditor Certificate on compliance of conditions of Corporate Governance', Extract of Annual Return, Note on Energy Conservation Technology Absorption and Foreign Exchange Earnings & Outgo' and 'Disclosures relating to remuneration u/s 197(12) read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014. Members who desire to obtain the full version of the report may write to the Company Secretary at the Corporate office address and will be provided with a copy of the same. Full version of the Annual Report will also be available on the Company's website [www.vikasguargum.com](http://www.vikasguargum.com).

### 35. VIGIL MECHANISM

The Company is committed to adhere to the

highest standards of ethical, moral and legal conduct of business operations. The Company has established a vigil mechanism under section 177(9) of Companies Act, 2013 and Regulation 22 of the SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 and has adopted the "Vigil Mechanism/Whistle Blower Policy" of the Company. As per the policy objective, the Company encourages its employees who have concerns about suspected misconduct, to come forward and express these concerns without fear of punishment or unfair treatment. A vigil mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/Chairman of the Audit Committee in exceptional cases. Such policy is made available on the website of the Company.

### 36. RELATED PARTY TRANSACTIONS

During the year under review, the Board has adopted a policy to regulate the transactions of the Company with its related parties. As per policy, all related party transactions require prior approval of the Audit Committee and Board of Directors of the Company. Prior approval of the shareholders of the Company is also required for certain related party transactions as prescribed under Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The said policy is available on the Company's website viz. [www.vikasguargum.co](http://www.vikasguargum.co)

The details of all related party transaction are provided in Annexure IX to the report.

### 37. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS

There has been no significant and material order passed by any regulator, courts or tribunals impacting the going concern status and operations of the Company in future.

### 38. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

No case was filed, to be disposed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the financial year under review.

At Vikas WSP Limited, all employees are of equal value. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, political opinion, national extraction, social origin, sexual orientation or age.

At Vikas WSP Limited, every individual is expected to treat his/her colleagues with respect and dignity. This is enshrined in values and in the Code of Ethics & Conduct of Courtesy. The Direct Touch (Whistle-Blower & Protection Policy) policy provides a platform to all employees for reporting unethical business practices at workplace without the fear of reprisal and help in eliminating any kind of misconduct in the system. The policy also includes misconduct with respect to discrimination or sexual harassment.

The Company also has in place `Prevention of Sexual Harassment Policy`. This Anti-Sexual Harassment policy of the Company is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

An Internal Complaints Committee (ICC) is in place to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year:

1.	No. of complaints received	Nil
2.	No. of complaints disposed off	Nil

#### 39. SUSPENSION OF SECURITIES OF THE COMPANY

The Equity Shares of the Company have not been suspended from the trading.

#### 40. RISK MANAGEMENT

Risk management is embedded in Vikas WSP Limited operating framework. The Company believes that managing risks goes hand-in-hand with maximizing returns. To this effect there is a robust process in place to identify key risks across the Group and prioritize relevant action plans to mitigate these risks. Risk Management framework is reviewed periodically by the Board and the Audit & Risk Management Committee, which includes discussing the management submissions on risks, prioritizing key risks and approving action plans to mitigate such risks.

The Company has a duly approved Risk Management Policy. The objective of this policy is to have a well-defined approach to risk. The Policy lays broad guidelines for the appropriate authority so as to be able to do timely identification, assessment and prioritization of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risk identified, so as to make sure that risks are adequately compensated or mitigated.

The Internal Audit function is responsible to assist the Audit & Risk Management Committee on an independent basis with a full status of the risk

assessments and management.

Operationally, risk is being managed at the top level by Management Boards and at operating level of Executive Committee of circles in India.

Detailed discussion on Risk Management forms part of Management Discussion & Analysis under the section 'Risks and Concerns', which forms part of this Annual Report. At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

#### 41. INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

#### 42. DISCLOSURE ON AUDIT COMMITTEE

Vikas WSP Limited has a qualified and independent Audit Committee. During the year under review there was no change in the composition of Audit Committee.

The Company complies with the provisions related to Audit Committee and SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The composition of the Audit Committee as on March 31, 2018 is as under:

S. No.	Name of Committee members	DIN	Category
1.	Mrs. Kamini Jindal	05268741	Executive Director, Member
2.	Mr. Neeraj Chhabra	06467189	Non-Executive - Independent Director, Member
3.	Mr. Ram Awtar Mittal	02303734	Non-Executive - Independent Director, Chairperson

All Members of the Committee are financially literate. For more details thereof kindly refer to the section 'Committees of the Board - Audit Committee', in the Corporate Governance Report.

The Committee has adequate powers to play an effective role as required under the provisions of the Act and Listing Regulations. During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Audit Committee..

#### 43. AUDITORS:

In terms of the provisions of Section 139 of the Companies Act, 2013, **M/s S. Prakash Aggarwal & Co**, Chartered Accountants, were appointed as the Company's Statutory Auditors by the shareholders in the AGM held on 30 September 2015, for a period of

Five years i.e. till the Annual General Meeting to be held in 2020.

The Said appointment is subject to ratification by the members at every AGM. Accordingly, the Appointment of **M/s S. Prakash Aggarwal & Co**, Chartered Accountants, as the Company's statutory Auditors, is placed for ratification by the members. The Company has received a certificate from the Statutory Auditor to the effect that ratification of their appointment, if made shall be in accordance with the provisions of Section 141 of the Companies Act, 2013.

In terms of Section 40 of the Companies (Amendment) Act, 2017 notified on May 7, 2018 as per the Notification issued by Ministry of Corporate Affairs, Govt. of India [File No.1/1/2018-CL.I dated May 07, 2018]., the requirement for ratification of Appointment of Statutory Auditors by members at every Annual General Meeting has been omitted and accordingly, members approval is not required for ratification of their appointment annually.

The Board has duly examined the statutory auditor's Report to the financial statements, which is self-explanatory. Clarifications, wherever necessary, have been included in the Notes to financial statements section of the Annual Report.

#### 44. SECRETARIAL AUDITORS

The Company had appointed **M/s. Ravinder Gupta & Associates**, Company Secretaries, to conduct its Secretarial Audit for the Financial Year ended March 31, 2018. The Secretarial Auditors have submitted their report for compliance of the provisions of applicable Corporate Laws and other applicable Laws on the Company. The Report on Secretarial Audit is self-explanatory on compliances and attached as **Annexure-X** to this report.

#### 45. APPRECIATION

Your Directors wish to place on record their sincere appreciation of the efforts and dedicated services of all the employees who have contributed by staying with the Company in the tough period.

#### 46. CFO CERTIFICATION

The certificate required under Regulation 17(8) of the Listing Regulations, duly signed by the CFO of the Company was placed before the Board. The same is provided as **Annexure XI to this report**.

#### 47. GREEN INITIATIVES

Electronic copies of the Annual Report 2017-18 and the Notice of the 30<sup>th</sup> Annual General Meeting are sent to all members whose email addresses are registered with the Company/ depository participants. For members who have not registered their email address, physical copies are sent in the permitted mode.

#### 48. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.vikasguargum.com](http://www.vikasguargum.com).

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

#### 49. PREVENTION OF INSIDER TRADING:

In January 2015, SEBI notified the SEBI (Prohibition of insider trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a new Code for Prevention of Insider Trading.

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code

#### 50. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

#### 51. ACKNOWLEDGEMENTS

The Board of Directors places on record its appreciation for the support, assistance and co-operation received



from Government, Regulators and the bankers to the Company, i.e. Union Bank of India, Punjab National Bank and Union Bank of India.

The Board is thankful to the shareholders for their support to the Company. The Board is also thankful to the employees of the Company for their co-operation and unstinted dedication to duty leading to cordial industrial relations during the year under review.

For and on behalf of the Board of Directors  
SD/-  
Bajrang Dass Aggarwal  
Chairman cum Managing Director  
(DIN:- 00036553)

Place: 04.09.2018

Date: Sri Ganganagar

## DECLARATION OF INDEPENDENCE

May 28, 2018

To

The Board of Directors  
Vikas WSP Limited  
Siwani.

**Sub: Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act, 2013.**

I, **Mr. Ram Awtar Mittal**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:-

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
- Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - a firm of auditors or Company secretaries in practice or cost auditors of the Company or
  - any legal or a consulting firm that has or had any

transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;

- holds together with my relatives 2% or more of the total voting power of the Company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
- I am not less than 21 years of age.

#### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

Sd/-

**RAM AWTAR MITTAL**

**DIN: 02303734**

**H. No.- 9, Sec-6**

**Bahadurgarh-124507**

**May 28, 2018**

To

**The Board of Directors**

**Vikas WSP Limited**

**Siwani.**

**Sub:** Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act,

I, **Mr. Neeraj Chhabra**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
- Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - a firm of auditors or Company secretaries in practice or cost auditors of the Company or any legal or a consulting firm that has or had any transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;
  - holds together with my relatives 2% or more of the total voting power of the Company; or
  - is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
  - I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
  - I am not less than 21 years of age.

#### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship/ transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my

knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking you,  
Yours faithfully,**

Sd/-  
Neeraj Chhabra  
DIN: 06467189  
RCP Tal Colony Q. No.- 34  
Suratgarh, Sri Ganaganagar

**May 28, 2018**

**To  
The Board of Directors  
Vikas WSP Limited  
Siwani.**

**Sub:** Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act,

I, **Mr. Vishnu Bhagwan**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
- Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:

- holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;
- is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
- a firm of auditors or Company secretaries in practice or cost auditors of the Company or any legal or a consulting firm that has or had any transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;
- holds together with my relatives 2% or more of the total voting power of the Company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
- I am not less than 21 years of age.

#### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking you,  
Yours faithfully,**

Sd/-  
**Vishnu Bhagwan**  
DIN: 00605506  
B-39 Madhuban Colony  
New Delhi.

May 28, 2018

To  
The Board of Directors  
Vikas WSP Limited  
Siwani.

**Sub:** Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act,

I, **Mr. Kishan Lal**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
- Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - a firm of auditors or Company secretaries in practice or cost auditors of the Company or any legal or a consulting firm that has or had any transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;
  - holds together with my relatives 2% or more of the total voting power of the Company; or

- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
- I am not less than 21 years of age.

#### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

Sd/-  
**Kishan Lal**  
DIN: 01878703  
A-3, Jamna Lal Bajaj Marg  
C-Scheme, Jaipur.

**Annexure II**

**NOMINATION AND REMUNERATION POLICY**

**PURPOSE**

The Company has formed Nomination and Remuneration Policy U/s 178(1) of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. This policy has been formulated for determining the qualification, Positive attributes of Executive Directors, Non-Executive Directors, Independent Director and Key Managerial Persons of the Company.

**DEFINITIONS**

“ACT” the act shall mean Companies Act, 2013.

“COMMITTEE” the committee shall mean Nomination and Remuneration Committee under Section 178 (1) of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

“BOARD” the Board shall mean Board Of Directors of Vikas WSP Limited.

“COMPANY” means the Company Vikas WSP Limited

“KEY MANAGERIAL PERSONNEL” means

- (i) Managing Director or Chief Executive Officer or manager and in their absence, a whole-time director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer:

Such other officer as may be prescribed

“SENIOR MANAGEMENT” means Senior Management means personnel of the Company who are members of its core management team excluding the Board of Directors including Functional Heads.

**NOMINATION AND REMUNERATION COMMITTEE**

The Company has formed a committee under section 178(1) of Companies Act, 2013 Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Committee consists of three members namely:

Bajrang Dass Aggarwal	Executive Director, Member
Neeraj Chhabra	Non-Executive – Independent Director, Member
Ram Awtar Mittal	Non-Executive – Independent Director, Chairperson

**ROLE OF THE COMMITTEE**

The Committee has been formulated to perform the following works: -

- 1. The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in Companies

Act, 2013 and rules made there under and all other provisions applicable, if any and recommend to the Board their appointment and removal. It shall carry out evaluation of every director’s performance.

- 2. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 3. To carry out evaluation of every Director’s performance.
- 4. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- 5. To perform such other functions as may be necessary or appropriate for the performance of its duties.

**CRITERIA FOR APPOINTMENT OF DIRECTOR**

Any person who wishes to be appointed as a Director of the Company needs to fulfill the following criteria: -

- 1. His appointment must not be in Contravention of any provision of Companies Act, 2013 and rules made there under or under any other applicable laws, if any.
- 2. The appointment shall be subject to applicable Regulation of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
- 3. The person who wishes to be appointed as a Director must have relevant experience in the industry similar to the business of the Company or hold relevant qualification in this regard. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- 4. The Director will be eligible for appointment only if he has attained the age of twenty one years.

**INDEPENDENT DIRECTOR**

The Independent Director must fulfill the following criteria:-

- 1. His appointment must not be in Contravention of Section 149 of the Companies Act, 2013 and rules made there under and all the applicable laws, if any.
- 2. The appointment shall be subject to applicable Regulation of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
- 3. He shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, or other disciplines related to the Company’s business,

**TERM/TENURE**

- 1. **Managing Director/Whole-time Director:** The

Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

## 2. Independent Director: -

- a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole time Director of a listed Company or such other number as may be prescribed under the Act.

## REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

### General:

- A. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- B. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- C. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- D. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- a) **Fixed pay:** The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b) **Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- c) **Provisions for excess remuneration:** If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she

shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**Remuneration to Non- Executive / Independent Director:**

**a) Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013.

**b) Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**c) Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:**

- I. The Services are rendered by such Director in his capacity as the professional; and
- II. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

**IMPLEMENTATION**

- A. The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- B. The Committee may Delegate any of its powers to one or more of its members.

## Annexure III

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:-**

1	CIN	L24139HR1988PLC030300
2	Registration Date	22.06.1988
3	Name of the Company	Vikas WSP Limited
4	Category/Sub-category of the Company	Company Limited by Shares
5	Address of the Registered office	Railway Road, Siwani, Haryana -127046
6	Address of the Corporate Office & contact details	B-86/87,RIICO, Udyog Vihar, Industrial Area, Sri Ganga Nagar-335002
7	Whether listed Company	Yes, Bombay Stock Exchange
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Limited Address:- 44, Community Centre, 2nd Floor, Near PVR Naraina, Phase-I, Naraina Industrial Area, New Delhi - 110028. TEL. NO. 011-41410592

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Guar Polymers	13023230, 13023220	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Not applicable				

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	34043681	0	34043681	'24.7699	37943681	0	37943681	'19.5144	'-5.2555
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000



(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	34043681	0	34043681	'24.7699	37943681	0	37943681	'19.5144	'-5.2555
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	34043681	0	34043681	'24.7699	37943681	0	37943681	'19.5144	'-5.2555
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	10000	10000	'0.0073	0	10000	10000	'0.0051	'-0.0022
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	1000	0	1000	'0.0007	1000	0	1000	'0.0005	'-0.0002
(f)	Financial Institutions / Banks	852538	0	852538	'0.6203	852538	0	852538	'0.4385	'-0.1818
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	853538	10000	863538	'0.6283	853538	10000	863538	'0.4441	'-0.1842
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	66468764	2376032	68844796	'50.0909	69713587	2252082	71965669	'37.0118	'-13.0791
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	12188390	0	12188390	'8.8682	63756434	0	63756434	'32.7898	'23.9216
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Employee Trusts	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Trusts	53700	4000	57700	'0.0420	50700	4000	54700	'0.0281	'-0.0139
	Foreign Nationals	2000	0	2000	'0.0015	2000	0	2000	'0.0010	'-0.0005
	Hindu Undivided Family	5130175	0	5130175	'3.7327	6394547	0	6394547	'3.2887	'-0.4440

	Non Resident Indians (Non Repat)	571805	0	571805	'0.4160	745453	0	745453	'0.3834	'-0.0326
	Non Resident Indians (Repat)	1027595	0	1027595	'0.7477	2457063	0	2457063	'1.2637	'0.5160
	Overseas Bodies Corporates	57000	0	57000	'0.0415	57000	0	57000	'0.0293	'-0.0122
	Clearing Member	2477416	0	2477416	'1.8025	1428655	0	1428655	'0.7348	'-1.0677
	Bodies Corporate	12175504	0	12175504	'8.8588	8770860	0	8770860	'4.5108	'-4.3480
	Sub Total (B)(3)	100152349	2380032	102532381	'74.6018	153376299	2256082	155632381	'80.0415	'5.4397
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	101005887	2390032	103395919	'75.2301	154229837	2266082	156495919	'80.4856	'5.2555
	Total (A)+(B)	135049568	2390032	137439600	'100.0000	192173518	2266082	194439600	'100.0000	'0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total (A)+(B)+(C)	135049568	2390032	137439600	'100.0000	192173518	2266082	194439600	'100.0000	

#### B) Shareholding of Promoter-

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2017			Shareholding at the end of the year - 2018			% change in shareholding during the year	DPID-Client Id
		NO.OF SHARES HELD	% of total Shares of the Company	%of Shares Pledged/ encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the Company	%of Shares Pledged/ encumbered to total shares		
1	BAJRANG DASS AGGARWAL	23,732,332	17.27	12.32	23732332	12.21	8.71	-5.06	IN30133019413414
2	MEGH RAJ	6,036,517	4.39	-	1436517	0.74	0	-3.65	IN30133019413422
3	BIMLA DEVI JINDAL	4,274,832	3.11	-	12774832	6.57	0	3.46	IN30094010051152
	Total	34,043,681	24.77	12.32	37943681	19.51	8.71		

#### C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	BAJRANG DASS AGGARWAL	23,732,332	12.21			23,732,332	12.21
	AT THE END OF THE YEAR					23,732,332	12.21
2	MEGH RAJ	6,036,517	4.39			6,036,517	4.39
				04 Aug 2017	(2100000)	3,936,517	#DIV/0!
				18 Aug 2017	(2000000)	1,936,517	#DIV/0!
				26 Jan 2018	(500000)	1,436,517	#DIV/0!
	AT THE END OF THE YEAR					1,436,517	0.74

3	BIMLA DEVI JINDAL	4,274,832	3.11			4,274,832	3.11
				43070.00	8500000.00	12,774,832	#DIV/0!
	AT THE END OF THE YEAR					12,774,832	#DIV/0!

- Note: 1. Paid up Share Capital of the Company (Face Value Rs. 1.00) at the end of the year is 194439600 Shares.  
 2. The details of holding has been clubbed based on PAN.  
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS_DATE
1	BIMLA DEVI JINDAL	IN30094010051152	ABSPJ6495R	4,274,832	31/03/2017
2	BIMLA DEVI JINDAL	IN30094010051152	ABSPJ6495R	12,774,832	31/03/2018
3	BAJRANG DASS AGGARWAL	IN30133019413414	ACHPJ9024A	23,732,332	31/03/2017
4	BAJRANG DASS AGGARWAL	IN30133019413414	ACHPJ9024A	23,732,332	31/03/2018
5	MEGH RAJ	IN30133019413422	ACNPR1540B	6,036,517	31/03/2017
6	MEGH RAJ	IN30133019413422	ACNPR1540B	1,436,517	31/03/2018

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	HANUMAN PRASAD GOYAL	0	0.0000			0	0.0000
	Transfer			01 Dec 2017	17000000	17000000	8.7431
	AT THE END OF THE YEAR					17000000	8.7431
2	MUNNI DEVI GOYAL	0	0.0000			0	0.0000
	Transfer			01 Dec 2017	17000000	17000000	8.7431
	AT THE END OF THE YEAR					17000000	8.7431
3	NAVEEN GOYAL	0	0.0000			0	0.0000
	Transfer			01 Dec 2017	14500000	14500000	7.4573
	AT THE END OF THE YEAR					14500000	7.4573
4	VANDANA SECURITIES PVT LTD	1882235	0.9680			1882235	0.9680
	Transfer			07 Apr 2017	(1882235)	0	0.0000
	Transfer			14 Apr 2017	1882235	1882235	0.9680
	AT THE END OF THE YEAR					1882235	0.9680
5	BABU LAL	1238047	0.6367			1238047	0.6367
	Transfer			21 Jul 2017	(1238047)	0	0.0000
	Transfer			01 Sep 2017	1238047	1238047	0.6367
	AT THE END OF THE YEAR					1238047	0.6367
6	ADITYA VIKRAM AGARWAL (HUF) .	0	0.0000			0	0.0000
	Transfer			13 Oct 2017	21639	21639	0.0111
	Transfer			20 Oct 2017	273	21912	0.0113

	Transfer			27 Oct 2017	162198	184110	0.0947
	Transfer			03 Nov 2017	94890	279000	0.1435
	Transfer			17 Nov 2017	339	279339	0.1437
	Transfer			24 Nov 2017	7285	286624	0.1474
	Transfer			08 Dec 2017	25471	312095	0.1605
	Transfer			22 Dec 2017	5	312100	0.1605
	Transfer			29 Dec 2017	112900	425000	0.2186
	Transfer			12 Jan 2018	163631	588631	0.3027
	Transfer			19 Jan 2018	11369	600000	0.3086
	AT THE END OF THE YEAR					600000	0.3086
7	UNITED INDIA INSURANCE COMPANY LIMITED	593100	0.3050			593100	0.3050
	Transfer			07 Apr 2017	(593100)	0	0.0000
	Transfer			14 Apr 2017	593100	593100	0.3050
	AT THE END OF THE YEAR					593100	0.3050
8	R. S. SHARES & SECURITIES LTD	449769	0.2313			449769	0.2313
	Transfer			07 Apr 2017	(96555)	353214	0.1817
	Transfer			14 Apr 2017	96555	449769	0.2313
	Transfer			02 Jun 2017	140000	589769	0.3033
	Transfer			09 Jun 2017	42100	631869	0.3250
	Transfer			21 Jul 2017	(535314)	96555	0.0497
	Transfer			08 Sep 2017	535314	631869	0.3250
	Transfer			29 Dec 2017	59232	691101	0.3554
	Transfer			02 Feb 2018	300351	991452	0.5099
	Transfer			02 Mar 2018	(30000)	961452	0.4945
	Transfer			16 Mar 2018	(400000)	561452	0.2888
	AT THE END OF THE YEAR					561452	0.2888
9	ISH PUNYANI	555555	0.2857			555555	0.2857
	Transfer			29 Sep 2017	(10000)	545555	0.2806
	Transfer			10 Nov 2017	(30000)	515555	0.2651
	Transfer			16 Mar 2018	20000	535555	0.2754
	Transfer			23 Mar 2018	20000	555555	0.2857
	AT THE END OF THE YEAR					555555	0.2857
10	RAJENDER PRASAD NUTHAKKI	323971	0.1666			323971	0.1666
	Transfer			21 Jul 2017	(323971)	0	0.0000
	Transfer			08 Sep 2017	494971	494971	0.2546
	Transfer			15 Sep 2017	150	495121	0.2546
	Transfer			02 Feb 2018	34700	529821	0.2725
	AT THE END OF THE YEAR					529821	0.2725
11	ANCHI DEVI JINDAL	514000	0.2643			514000	0.2643
	AT THE END OF THE YEAR					514000	0.2643
12	SHRI PARASRAM HOLDINGS PVT.LTD.	533151	0.2742			533151	0.2742

Transfer			07 Apr 2017	(533151)	0	0.0000
Transfer			14 Apr 2017	479440	479440	0.2466
Transfer			21 Apr 2017	18811	498251	0.2562
Transfer			28 Apr 2017	16161	514412	0.2646
Transfer			05 May 2017	61409	575821	0.2961
Transfer			12 May 2017	93011	668832	0.3440
Transfer			19 May 2017	(28400)	640432	0.3294
Transfer			26 May 2017	35340	675772	0.3475
Transfer			02 Jun 2017	11189	686961	0.3533
Transfer			09 Jun 2017	(95040)	591921	0.3044
Transfer			16 Jun 2017	(21311)	570610	0.2935
Transfer			23 Jun 2017	(16861)	553749	0.2848
Transfer			30 Jun 2017	36951	590700	0.3038
Transfer			07 Jul 2017	37788	628488	0.3232
Transfer			14 Jul 2017	14900	643388	0.3309
Transfer			21 Jul 2017	(4500)	638888	0.3286
Transfer			28 Jul 2017	(160621)	478267	0.2460
Transfer			04 Aug 2017	55700	533967	0.2746
Transfer			11 Aug 2017	(11950)	522017	0.2685
Transfer			18 Aug 2017	13506	535523	0.2754
Transfer			25 Aug 2017	(45653)	489870	0.2519
Transfer			01 Sep 2017	(183423)	306447	0.1576
Transfer			08 Sep 2017	15184	321631	0.1654
Transfer			15 Sep 2017	67699	389330	0.2002
Transfer			22 Sep 2017	(533)	388797	0.2000
Transfer			29 Sep 2017	(23849)	364948	0.1877
Transfer			06 Oct 2017	(8301)	356647	0.1834
Transfer			13 Oct 2017	1378	358025	0.1841
Transfer			20 Oct 2017	(6491)	351534	0.1808
Transfer			27 Oct 2017	15320	366854	0.1887
Transfer			03 Nov 2017	(988)	365866	0.1882
Transfer			10 Nov 2017	32819	398685	0.2050
Transfer			17 Nov 2017	30275	428960	0.2206
Transfer			24 Nov 2017	5336	434296	0.2234
Transfer			01 Dec 2017	(18045)	416251	0.2141
Transfer			08 Dec 2017	26315	442566	0.2276
Transfer			15 Dec 2017	(10800)	431766	0.2221
Transfer			22 Dec 2017	(815)	430951	0.2216
Transfer			29 Dec 2017	13900	444851	0.2288
Transfer			30 Dec 2017	10000	454851	0.2339
Transfer			05 Jan 2018	(38835)	416016	0.2140
Transfer			12 Jan 2018	33370	449386	0.2311
Transfer			19 Jan 2018	12788	462174	0.2377
Transfer			26 Jan 2018	13205	475379	0.2445

	Transfer			02 Feb 2018	(24797)	450582	0.2317
	Transfer			09 Feb 2018	47813	498395	0.2563
	Transfer			16 Feb 2018	(40106)	458289	0.2357
	Transfer			23 Feb 2018	(47052)	411237	0.2115
	Transfer			02 Mar 2018	16356	427593	0.2199
	Transfer			09 Mar 2018	14819	442412	0.2275
	Transfer			16 Mar 2018	45152	487564	0.2508
	Transfer			23 Mar 2018	(72540)	415024	0.2134
	Transfer			31 Mar 2018	10234	425258	0.2187
	AT THE END OF THE YEAR					425258	0.2187
13	ARIHANT CAPITAL MKT. LTD	843041	0.4336			843041	0.4336
	Transfer			07 Apr 2017	(843041)	0	0.0000
	Transfer			14 Apr 2017	843725	843725	0.4339
	Transfer			21 Apr 2017	12525	856250	0.4404
	Transfer			28 Apr 2017	(94125)	762125	0.3920
	Transfer			05 May 2017	13560	775685	0.3989
	Transfer			12 May 2017	11460	787145	0.4048
	Transfer			19 May 2017	6056	793201	0.4079
	Transfer			26 May 2017	5512	798713	0.4108
	Transfer			02 Jun 2017	(45248)	753465	0.3875
	Transfer			09 Jun 2017	68276	821741	0.4226
	Transfer			16 Jun 2017	(4000)	817741	0.4206
	Transfer			23 Jun 2017	26125	843866	0.4340
	Transfer			30 Jun 2017	(165)	843701	0.4339
	Transfer			07 Jul 2017	23449	867150	0.4460
	Transfer			14 Jul 2017	3300	870450	0.4477
	Transfer			21 Jul 2017	(1500)	868950	0.4469
	Transfer			28 Jul 2017	(21163)	847787	0.4360
	Transfer			04 Aug 2017	8523	856310	0.4404
	Transfer			11 Aug 2017	(78310)	778000	0.4001
	Transfer			18 Aug 2017	(57740)	720260	0.3704
	Transfer			25 Aug 2017	(60862)	659398	0.3391
	Transfer			01 Sep 2017	4402	663800	0.3414
	Transfer			08 Sep 2017	(26250)	637550	0.3279
	Transfer			15 Sep 2017	35170	672720	0.3460
	Transfer			22 Sep 2017	(50850)	621870	0.3198
	Transfer			29 Sep 2017	(121950)	499920	0.2571
	Transfer			06 Oct 2017	95890	595810	0.3064
	Transfer			13 Oct 2017	(49200)	546610	0.2811
	Transfer			20 Oct 2017	(7800)	538810	0.2771
	Transfer			27 Oct 2017	(64194)	474616	0.2441
	Transfer			03 Nov 2017	(100206)	374410	0.1926
	Transfer			10 Nov 2017	63250	437660	0.2251
	Transfer			17 Nov 2017	62055	499715	0.2570

	Transfer			24 Nov 2017	(12930)	486785	0.2504
	Transfer			01 Dec 2017	(54100)	432685	0.2225
	Transfer			08 Dec 2017	(955)	431730	0.2220
	Transfer			15 Dec 2017	(13000)	418730	0.2154
	Transfer			22 Dec 2017	(39645)	379085	0.1950
	Transfer			29 Dec 2017	120	379205	0.1950
	Transfer			30 Dec 2017	(20000)	359205	0.1847
	Transfer			05 Jan 2018	(220010)	139195	0.0716
	Transfer			12 Jan 2018	(496)	138699	0.0713
	Transfer			19 Jan 2018	(107579)	31120	0.0160
	Transfer			26 Jan 2018	750	31870	0.0164
	Transfer			02 Feb 2018	(13900)	17970	0.0092
	Transfer			09 Feb 2018	9655	27625	0.0142
	Transfer			16 Feb 2018	(9915)	17710	0.0091
	Transfer			23 Feb 2018	(2258)	15452	0.0079
	Transfer			02 Mar 2018	306	15758	0.0081
	Transfer			09 Mar 2018	(2019)	13739	0.0071
	Transfer			16 Mar 2018	11557	25296	0.0130
	Transfer			23 Mar 2018	(7000)	18296	0.0094
	Transfer			31 Mar 2018	(13731)	4565	0.0023
	AT THE END OF THE YEAR					4565	0.0023
14	SUNSHINE STOCK BROKING PVT. LTD.	525275	0.2701			525275	0.2701
	Transfer			07 Apr 2017	11002	536277	0.2758
	Transfer			14 Apr 2017	(13606)	522671	0.2688
	Transfer			21 Apr 2017	(239337)	283334	0.1457
	Transfer			28 Apr 2017	(83000)	200334	0.1030
	Transfer			05 May 2017	18000	218334	0.1123
	Transfer			12 May 2017	3500	221834	0.1141
	Transfer			19 May 2017	800	222634	0.1145
	Transfer			26 May 2017	4700	227334	0.1169
	Transfer			02 Jun 2017	33836	261170	0.1343
	Transfer			09 Jun 2017	117571	378741	0.1948
	Transfer			16 Jun 2017	118029	496770	0.2555
	Transfer			23 Jun 2017	9550	506320	0.2604
	Transfer			30 Jun 2017	(505670)	650	0.0003
	Transfer			07 Jul 2017	4450	5100	0.0026
	Transfer			14 Jul 2017	3300	8400	0.0043
	Transfer			21 Jul 2017	(8400)	0	0.0000
	Transfer			08 Sep 2017	17700	17700	0.0091
	Transfer			15 Sep 2017	(17700)	0	0.0000
	Transfer			27 Oct 2017	24500	24500	0.0126
	Transfer			03 Nov 2017	72450	96950	0.0499
	Transfer			10 Nov 2017	16400	113350	0.0583

Transfer			17 Nov 2017	4800	118150	0.0608
Transfer			08 Dec 2017	2000	120150	0.0618
Transfer			15 Dec 2017	(23500)	96650	0.0497
Transfer			22 Dec 2017	9000	105650	0.0543
Transfer			29 Dec 2017	(104879)	771	0.0004
Transfer			05 Jan 2018	63779	64550	0.0332
Transfer			19 Jan 2018	(1000)	63550	0.0327
Transfer			26 Jan 2018	5000	68550	0.0353
Transfer			02 Feb 2018	(2000)	66550	0.0342
Transfer			09 Feb 2018	5525	72075	0.0371
Transfer			23 Feb 2018	(2575)	69500	0.0357
Transfer			02 Mar 2018	14440	83940	0.0432
Transfer			09 Mar 2018	8250	92190	0.0474
Transfer			16 Mar 2018	(45280)	46910	0.0241
Transfer			23 Mar 2018	(20640)	26270	0.0135
Transfer			31 Mar 2018	(25970)	300	0.0002
AT THE END OF THE YEAR					300	0.0002
15	KCP SUGAR AND INDUSTRIES CORPORATION LIMITED	1588721	0.8171		1588721	0.8171
Transfer			07 Apr 2017	(1588721)	0	0.0000
Transfer			14 Apr 2017	1588721	1588721	0.8171
Transfer			30 Jun 2017	(48944)	1539777	0.7919
Transfer			07 Jul 2017	(52000)	1487777	0.7652
Transfer			14 Jul 2017	(60000)	1427777	0.7343
Transfer			28 Jul 2017	(405000)	1022777	0.5260
Transfer			04 Aug 2017	(150000)	872777	0.4489
Transfer			11 Aug 2017	(50000)	822777	0.4232
Transfer			18 Aug 2017	(375000)	447777	0.2303
Transfer			25 Aug 2017	(175000)	272777	0.1403
Transfer			01 Sep 2017	(80000)	192777	0.0991
Transfer			08 Sep 2017	(100000)	92777	0.0477
Transfer			22 Sep 2017	(92777)	0	0.0000
AT THE END OF THE YEAR					0	0.0000
16	PRATEEK NAGPAL	562500	0.2893		562500	0.2893
Transfer			22 Sep 2017	(562500)	0	0.0000
AT THE END OF THE YEAR					0	0.0000

- Note: 1. Paid up Share Capital of the Company (Face Value Rs. 1.00) at the end of the year is 194439600 Shares.  
 2. The details of holding has been clubbed based on PAN.  
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.



SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS_DATE
1	KCP SUGAR AND INDUSTRIES CORPORATION LIMITED	IN30131320903900	AAACK2325F	1588721	31/03/2017
2	R. S. SHARES & SECURITIES LTD	1201910100079382	AAACR1214J	353214	31/03/2017
3	R. S. SHARES & SECURITIES LTD	1201910100079382	AAACR1214J	464897	31/03/2018
4	R S SHARES AND SECURITIES LIMITED	IN30096610281062	AAACR1214J	96555	31/03/2017
5	R S SHARES AND SECURITIES LIMITED	IN30096610281062	AAACR1214J	96555	31/03/2018
6	SHRI PARASRAM HOLDINGS PVT.LTD.	IN30236510000130	AAACS4487J	484101	31/03/2017
7	SHRI PARASRAM HOLDINGS PVT.LTD.	IN30236510000130	AAACS4487J	417108	31/03/2018
8	SHRI PARASRAM HOLDINGS PVT. LTD	IN30236510000158	AAACS4487J	150	31/03/2017
9	SHRI PARASRAM HOLDINGS PVT.LTD.	IN30236510167746	AAACS4487J	48900	31/03/2017
10	SHRI PARASRAM HOLDINGS PVT.LTD.	IN30236510167746	AAACS4487J	8150	31/03/2018
11	UNITED INDIA INSURANCE COMPANY LIMITED	IN30081210000543	AAACU5552C	593100	31/03/2017
12	UNITED INDIA INSURANCE COMPANY LIMITED	IN30081210000543	AAACU5552C	593100	31/03/2018
13	VANDANA SECURITIES PVT LTD	IN30282210346503	AAACV1058L	1882235	31/03/2017
14	VANDANA SECURITIES PVT LTD	IN30282210346503	AAACV1058L	1882235	31/03/2018
15	RAJENDER PRASAD NUTHAKKI	1205450000145035	AAAHN4027J	323971	31/03/2017
16	RAJENDER PRASAD NUTHAKKI	1205450000145035	AAAHN4027J	529821	31/03/2018
17	ARIHANT CAPITAL MKT. LTD	IN30198310000168	AABCA6832G	834526	31/03/2017
18	ARIHANT CAPITAL MKT. LTD	IN30198310000168	AABCA6832G	4563	31/03/2018
19	ARIHANT CAP.MKTS LTD	IN30198310005516	AABCA6832G	4515	31/03/2017
20	ARIHANT CAP.MKTS LTD	IN30198310005516	AABCA6832G	2	31/03/2018
21	ARIHANT CAPITAL MARKETS LTD	IN30198310503963	AABCA6832G	4000	31/03/2017
22	SUNSHINE STOCKBROKING PRIVATE LIMITED	1206280000000340	AAKCS6732N	491275	31/03/2017
23	SUNSHINE STOCK BROKING PVT. LTD.	IN30048413381763	AAKCS6732N	34000	31/03/2017
24	SUNSHINE STOCK BROKING PVT. LTD.	IN30048413381763	AAKCS6732N	300	31/03/2018
25	ADITYA VIKRAM AGARWAL (HUF) .	1201090005678980	AAMHA8823R	600000	31/03/2018
26	BABU LAL	1207080000015558	AAWPL3121H	1238047	31/03/2017
27	BABU LAL	1207080000015558	AAWPL3121H	1238047	31/03/2018
28	ISH PUNYANI	IN30018310890933	ABTPP1324N	555555	31/03/2017
29	ISH PUNYANI	IN30018310890933	ABTPP1324N	555555	31/03/2018
30	HANUMAN PRASAD GOYAL	1201060003017150	ABVPG7484Q	17000000	31/03/2018
31	ANCHI DEVI JINDAL	IN30094010050993	ACTPD7109C	514000	31/03/2017
32	ANCHI DEVI JINDAL	IN30094010050993	ACTPD7109C	514000	31/03/2018
33	MUNNI DEVI GOYAL	1201060003016161	AEJPG4271J	17000000	31/03/2018
34	PRATEEK NAGPAL	IN30245310151222	AMQPN9019G	562500	31/03/2017
35	NAVEEN GOYAL	1201060500535478	BABPG8637D	14500000	31/03/2018

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	"Shareholding of each Directors and each Key Managerial Personnel"	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	<b>At the beginning of the year</b>	28,039,364	20.40	28,039,364	20.40
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Preferential Allotment of Share	8,500,000	4.37	8,500,000	4.37
	<b>At the end of the year</b>	<b>36,539,364</b>	<b>18.79</b>	<b>36,539,364</b>	<b>18.79</b>

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,591,939,000	-	-	1,591,939,000
ii) Interest due but not paid	309,667,000	-	-	309,667,000
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,901,606,000	-	-	1,901,606,000
Change in Indebtedness during the financial year				
* Addition	113,912,000	-	-	113,912,000
* Reduction				
Net Change	113,912,000	-	-	113,912,000
Indebtedness at the end of the financial year				
i) Principal Amount	1,816,387,000	-	-	1,816,387,000
ii) Interest due but not paid	199,131,000	-	-	199,131,000
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,015,518,000	-	-	2,015,518,000

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration				Total Amount
		B.D. Aggarwal	Bimla Devi Jindal	Kamini Jindal	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36,00,000	9,00,000	12,00,000	57,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-

4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>36,00,000</b>	<b>9,00,000</b>	<b>12,00,000</b>	<b>57,00,000</b>

**B. Remuneration to other directors**

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Ram Awtar Mittal	Vishnu Bhagwan	Kishan Lal	Neeraj Chhabra	
1	Independent Directors					
	Fee for attending board committee meetings	750000	750000	750000	540000	2790000.00
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>750000</b>	<b>750000</b>	<b>750000</b>	<b>540000</b>	<b>2790000.00</b>
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>750000</b>	<b>750000</b>	<b>750000</b>	<b>540000</b>	<b>2790000.00</b>
	<b>Total Managerial Remuneration</b>	<b>750000</b>	<b>750000</b>	<b>750000</b>	<b>540000</b>	<b>2790000.00</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	C.S. (Gunjan Kumar Karn)	C.F.O. (Umesh Bansal)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Not applicable	600000	1200000	1800000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>Not applicable</b>	<b>600000</b>	<b>1200000</b>	<b>1800000</b>

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

## CORPORATE GOVERNANCE

The Directors of the Company are pleased to present the Company's report on Corporate Governance for the year ended March 31, 2018.

Corporate Governance is more than set of processes and compliances at Vikas WSP Limited. It underlines the role that we see for ourselves for today, tomorrow and beyond.

The following report on Corporate Governance, reflecting ethos of Vikas WSP Limited and its continuous commitment to ethical business principles across its operations, lays down the best practices and the procedures adopted by the Company in line with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and internationally followed standards of corporate governance.

The Securities and Exchange Board of India ('SEBI') on 28th March 2018 has accepted some of the recommendations of Kotak Committee on Corporate Governance. Subsequently, on 9th May 2018 the SEBI has amended (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

### 1. COMPANY'S PHILOSOPHY

Our name and logo reflects our philosophy and policy. "Vikas" means development; in terms of thought and deed. Vikas is a Shining Star in red, over an oval encompassing our name, is our constant reminder to out-shine others.

Vikas WSP Limited would like to be known as an 'excellent' Company in terms of the quality of governance, the products it manufactures and trades in, in Customer Services, in fair dealings with its stakeholders and in the standards of individual and Company performance. The Company has a strong legacy of fair, transparent and ethical governance practices. We believe good governance is an essential ingredient of good business, good governance and good business have many things in common; participatory decision making, accountability, responsiveness, transparency, effectiveness and efficiency among others.

For us good governance and good business is not a destination but a continuing journey which is lead by strong, efficient and competent board.

The norms and processes of Corporate Governance reflect our commitment to disclose timely and accurate information regarding our financial and operational performance, as well as the Company leadership and governance structure. Over the years, our stakeholder commitment has enhanced the respect and recall of our brand nationally and internationally. Our Global stature has enabled us to attract best industry talent and financial resources to translate our short term and long term strategies into a viable business blueprint.

Our governance conforms to global standards through

continuous evaluation and benchmarking. It is based on the following broad tenets whereby the Company:

- Adopts transparent procedures and practices and arrives at decisions based on adequate information.
- Ensure compliance with regulatory and fiduciary requirements in letter and spirit.
- Offers high Levels of Disclosures to disseminate Corporate, financial and operational information to all stakeholders.
- Adopts policies on tenure of Directors, rotation of Auditors and a Code of Conduct for Directors and Senior Management.
- Creates various Committees for Audit & Risk Management, HR and Nomination, Corporate Social Responsibility, Employee Stock Option Plans and Stakeholders' Relationship.
- Ensures complete and timely disclosure of relevant financial and operational information to enable the Board to plan an effective role in guiding strategies.
- Offers a formal induction schedule and provide familiarization programme for new Board Members that enable them to meet individually with the top management team, customers etc.
- Review regularly and establishes effective meeting practices that encourage active participation and contribution from all members.
- Ensures independence of Directors in reviewing and approving corporate strategy, major business plans and activities.
- Keeps in place a well-defined corporate structure that establishes checks, balances and delegates decision making to appropriate levels in the organization, though the Board always remains in effective control of Affairs.

### 2. BOARD OF DIRECTORS

The current policy of the Company is to have an executive Chairman who is also the Managing Director. There are a total of seven directors in the board of which independent directors consists of 57.15%. All Directors except Nonexecutive Directors have long experience in the Guar Gum Industry. None of the Non-executive Directors is responsible for day-to-day affairs of the Company.

Our Board of Directors ('Board') shapes the long-term vision and policy approach to steadily elevate the quality of Governance in our organization. We follow a defined guideline and an established framework of corporate governance. The objective is to emerge as a market leader in our industry, nationally and internationally

with focus on creating greater value for all those who have a stake in our progress directly or indirectly. At the same time, the Board puts a lot of emphasis on creating a global talent pool and helping protect the environment by following green practices and technologies.

**Classification of Board:**

S. No.	Category	Number of Directors	% to total number of Directors
1.	Executive Director	3	42.85%
2.	Independent Director	4	57.15%
<b>Total</b>		<b>7</b>	<b>100%</b>

The Composition and category of Directors in the Board of the Company are: -

S. No.	Name of the Director	Category	Total number of directorship	Total number of membership of the Board Committees		Total number of chairmanship of the Board Committees	
				Membership in Audit/ Investor Grievance Committees	Membership in other Committees	Chairmanship in Audit/ Investor Grievance Committees	Chairmanship in other Committees
1.	Mr. Bajrang Dass Aggarwal	Chairman cum Managing Director	4	1	2	-	-
2.	Mrs. Bimla Devi Jindal	Executive Director	4	-	2	-	-
3.	Mrs. Kamini Jindal	Executive Director	4	1	1	-	-
4.	Mr. Neeraj Chhabra	Independent Director	2	2	2	1	1
5.	Mr. Kishan Lal	Independent Director	1	-	-	-	-
6.	Mr. Vishnu Bhagwan	Independent Director	2	-	1	-	-
7.	Mr. Ram Awtar Mittal	Independent Director	1	2	1	1	-

**Notes: -**

While considering the total number of directorships, directorships in private companies have also been included.

**Details of Board meeting held during the financial year 2017-18.**

During the financial year 2017-18, 10 (Ten) board meetings were held and the gap between two meetings did not exceed four months. The dates on which said meetings were held are as follows:

S. No.	Types of Meeting	Date
1.	Board Meeting	25.04.2017
2.	Board Meeting	30.05.2017
3.	Board Meeting	08.06.2017
4.	Board Meeting	14.08.2017
5.	Board Meeting	17.08.2017
6.	Board Meeting	29.08.2017
7.	Board Meeting	04.09.2017
8.	Board Meeting	14.11.2017
9.	Board Meeting	10.02.2018
10.	Board Meeting	31.03.2018

Detailed Agenda notes and the information's required to be given in terms of Companies Act, 2013, Listing Regulations

and Secretarial Standards were circulated to the Board.

The necessary quorum was present for all the meetings.

S. No.	Name of Director	Number of Board Meeting Attended	Attendance at the last AGM held on September 30, 2017
1.	Mr. Bajrang Dass Aggarwal	10	Yes
2.	Mrs. Bimla Devi Jindal	10	Yes
3.	Mrs. Kamini Jindal	10	Yes
4.	Mr. Neeraj Chhabra	10	Yes
5.	Mr. Kishan Lal	10	No
6.	Mr. Vishnu Bhagwan	10	No
7.	Mr. Ram Awtar Mittal	10	Yes

**LIMIT ON THE NUMBER OF DIRECTORSHIPS**

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven Listed Companies or in case he/she is serving as a Whole-Time Director in any Listed Company, does not hold

such position in more than three Listed Companies

#### BRIEF PROFILE OF DIRECTORS

The Board of Directors comprises of highly renowned professionals drawn from diverse fields. They bring with them wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. Brief profile of the Company's Board of directors is as under:

##### Mr. Bajrang Dass Aggarwal (Managing Director & Chairman)

Mr. Bajrang Dass Aggarwal is a well-known and trusted name for Guar Gum Industry. He is one of the most respected business personalities in India. Not only for guar crop harvesting farmers he is a helping hand but also to others, may it be on farming end or educational end. He has introduced new standards in management, efficiency and corporate social responsibility to an industry he has helped transform.

Mr. Bajrang Dass Aggarwal is the Founder & Promoter and current Chairman and Managing Director of the Company. In the year 1988, VIKAS WSP LIMITED was formed out of his efforts. It is because of his efforts only that today, VIKAS WSP LIMITED is a large guar gum exporting Company in India.

Under his leadership, VIKAS has achieved significant improvements in the areas of guar gum manufacturing quality and production of Organic Guar Gum.

##### Mrs. Bimla Devi Jindal (Whole Time Director)

Mrs. Bimla Devi Jindal, wife of Mr. Bajrang Dass Aggarwal belonging to the promoter group is a Whole Time Director in the Company. She has been appointed by the Board in 2005.

She holds a Bachelor's Degree in Commerce. She belongs to a leading Guar Gum Industrialist family. Her long term experience and association with Guar Gum industry is helping and enlightening the glory paths of VIKAS.

##### Mrs. Kamini Jindal (Executive Director)

Mrs. Kamini Jindal, belonging to promoter group is an Executive Director in the Company. She has been appointed by the Board in 2012. Ms. Kamini Jindal is a person with excellent academic background and possesses good educational qualifications. She is Master of Art and Master of Philosophy. She is the youth diva in the board of the Company. She is the daughter of Mr. Bajrang Dass Aggarwal and Bimla Devi Jindal, from her childhood she has taken keen interest in the working of the VIKAS. Her long term association with Guar Gum Industry has brought immense value to the board.

##### Mr. Kishan Lal (Independent Director)

Mr. Kishan Lal, Independent Director of the Company has been appointed by the Board as an additional Director w.e.f. 27.10.2007. He holds a Master Degree in science. He is the former Director General of Police, Government of Rajasthan. Mr. Kishan Lal is having a long term experience to enforce the law & orders. A highly disciplined personality with

vast knowledge of legal aspects ultimately results in value addition to the efficiency and effectiveness of the Board.

##### Mr. Ram Awtar Mittal (Independent Director)

Mr. Ram Awtar Mittal, Independent Director of the Company has been appointed by the Board as an additional Director w.e.f. 11.08.2008. He has retired from Indian Revenue Services and having long experience in Accounts, Audit and taxation. Presently, he is chairman of the audit committee in the Company. A keen observer of minute details of facts and figures, his observations is helping in growth and expansion of the Company.

##### Mr. Vishnu Bhagwan (Independent Director)

Mr. Vishnu Bhagwan, Independent Director of the Company has been appointed by the board as an additional Director w.e.f. 27.10.2010. He was a member of the Indian Administration Service (IAS). Also he is master in arts and philosophy. Moreover, he is a graduate in LLB. Having vast knowledge of legal aspect, his professionalism is being reflected in Company decisions.

##### Mr. Neeraj Chhabra (Independent Director)

Mr. Neeraj Chhabra, Independent Director of the Company has been appointed by the Board as an Additional Director w.e.f. 04.01.2013. Mr. Neeraj Chhabra is a person with excellent academic background and possesses good educational qualifications. He is post graduate in Pharmacy. Having vast knowledge about chemical aspects, his expertise is leading Company on high quality manufacturing guar gum powder.

#### REMUNERATION POLICY

##### Remuneration Policy for Executive Director:

Subject to the approval of the Members and other approvals as may be required under the Companies Act, 2013, the remuneration of Managing Director is decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee previously known as Compensation Committee. In determining the remuneration, the committee takes into consideration the size of the Company's operations and the onerous responsibility required to be shouldered by the incumbent, the remuneration paid by comparable concerns and the performance of the Company. Their respective annual salaries are as under:

S. No	Name of the Director	Salary (Rs.)
1.	Mr. Bajrang Dass Aggarwal	36,00,000
2.	Mrs. Bimla Devi Jindal	9,00,000
3.	Mrs. Kamini Jindal	12,00,000

##### REMUNERATION POLICY OF INDEPENDENT DIRECTOR:

In recognition of the contribution and the time spent on the Company's business and taking into consideration the size and the complexity of the Company's operation the remuneration of Independent directors is fixed after

the approval duly taken from shareholders in the Annual General Meeting. Their respective annual remuneration will not be more than as under:

S. No.	Name of the Director	Salary (Including sitting fees and disbursement) (Rs.)
1.	Ram Awtar Mittal	7,50,000
2.	Vishnu Bhagwan	7,50,000
3.	Kishan Lal	7,50,000
4.	Neeraj Chhabra	5,40,000

#### INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda which is backed by comprehensive background information. Since the year 2011-12, as a part of green initiative, the Company is holding and convening its Board (including Committee) meetings and General Meeting.

The information pertaining to mandatory items as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, along with other business issues, is regularly provided to the Board, as part of the agenda papers at least 7 days in advance of the Board meetings (except for certain unpublished price sensitive information which is circulated at shorter notice).

#### POST MEETING FOLLOW UP SYSTEM:

The Company has an effective post Board meeting follow up procedure. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board.

The Board has established procedures to periodically review Compliance Report pertaining to all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance.

**SUCCESSION PLAN:** The Board of Directors has satisfied itself that plans are in place for orderly succession for outgoing Members of the Board of Directors and Senior Management Personnel.

#### Roles and Responsibilities of Board Members

**Vikas WSP Limited** has laid down a clear policy defining the structure and role of Board Members. The policy of the Company is to have a Executive Chairman – presently Mr. Bajrang Dass Aggarwal, a Chief Financial Officer (CFO) – presently Mr. Umesh Bansal, and an optimum combination of Executive and Non-Executive Promoter/ Independent Directors. The duties of Board Members as a Director have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act, the last being Independent Directors specific. There is a clear demarcation of responsibility and authority amongst the Board Members.

❖ **The Chairman:** His primary role is to provide leadership to the Board in achieving goals of the Company in

accordance with the charter approved by the Board. He is responsible for transforming the Company into a world-class organization that is dedicated to the well-being, not only within India but across the globe, apart from leaving a fortunate legacy to posterity. Also, as the Chairman of the Board he is responsible for all the Board matters. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter-alia, includes:

- provide leadership to the Board & preside over all Board & General Meetings.
- achieve goals in accordance with Company's overall vision.
- ensure that Board decisions are aligned with Company's strategic policy.
- oversee and evaluate the overall performance of Board and its Members.
- ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- monitor the core management team.

❖ **The CFO and Executive Directors** are responsible for implementation of corporate strategy, brand equity planning, external contacts and other Management matters which are approved by the Board. They are also responsible for achieving the annual and long term business plans. Their role, inter-alia, includes:

- crafting of vision and business strategies of the Company.
- clear understanding and accomplishment of Board set goals.
- responsible for overall performance of the Company in terms of revenues & profits and goodwill.
- acts as a link between Board and Management.
- ensure compliance with statutory provisions under multiple regulatory enactments.

❖ **Non-Executive Directors** (including Independent Directors) play a critical role in balancing the functioning of the Board by providing Independent judgements on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances etc.

Their role, inter-alia, includes:

- impart balance to the Board by providing



- independent judgement.
- b) provide feedback on Company's strategy and performance.
- c) provide effective feedback and recommendations for further improvements.

#### **Board Membership Criteria**

The Nomination and Remuneration Committee in consultation with Directors/others determine the appropriate characteristics, skills and experience for the Board as a whole, as well as its individual Members. The selection of Board Members is based on recommendations of the Nomination and Remuneration Committee.

The skill profile of Independent Board Members is driven by the key performance indicators defined by the Board, broadly based on:

- a) independent Corporate Governance.
- b) guiding strategy and enhancing shareholders' value.
- c) monitoring performance, Management development & compensation.
- d) control & compliance.

#### **Board Support and Role of Company Secretary in Overall Governance Process**

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed, investors' queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws.

The process for the Board and Committee meetings provides an effective post meeting follow-up, review and reporting of decisions taken by the Board and Committee members at their respective meetings. Important decisions taken at Board and Committee meetings are communicated promptly to the concerned departments. Action taken reports (ATRs) on decisions taken or recommendations made by the Board/Committee members at the previous meeting(s) are circulated at the next meeting.

Mr. Gunjan Kumar Karn is Chief Compliance Officer.

#### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Business Conduct and Ethics which is applicable to the Members of the Board and all employees in the Management grade. The code has been posted on the Company's website [www.vikasguargum.com](http://www.vikasguargum.com)

The code lays down the standard of conduct which is expected to be followed by the concerned Directors and the designated employees in their business dealings and in particular on matters relating to conflict of interests, bribery and corruption, integrity of accounting and financial reporting, fair competition, Corporate Social Responsibility, concern for sustainable development, concern for occupational health and safety, use of licensed software, email and internet and corporate communications.

All the board members and senior management personnel have confirmed compliance with the code.

Commitment to ethical professional conduct is a must for every employee, including Board Members and Senior Management Personnel of Vikas WSP Limited. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work.

The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Code of Conduct is available on the website of the Company [www.vikasguargum.com](http://www.vikasguargum.com). All Board Members and Senior Management personnel affirm compliances with the Code of Conduct annually. A declaration signed by the Chief Financial Officer (CFO) to this effect is placed at the end of this report.

#### **3. Committees of the Board**

The Board of Directors has constituted following five Board Committees and every Committee has an important role to play within terms of its reference. The Committee Meetings are duly convened and held as considered appropriate from time to time. The process and procedure related to the Board Meetings are also applicable and followed in the Committee Meetings.

- (a) Audit Committee,
- (b) Nomination and Remuneration Committee,
- (c) Stakeholder Relationship Committee,
- (d) Corporate Social Responsibility Committee,
- (e) Risk Management Committee,

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

#### **(a) AUDIT COMMITTEE (REGULATION 18 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations").

The Board has amended and enhanced the terms of reference of the Audit Committee. The current charter of the Audit Committee is in line with international best practices as well as the regulatory requirements mandated by Companies Act, 2013 and Regulation

18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Composition is as below:-

S. No.	Name	Designation
1.	Mr. Ram Awtar Mittal	Non-Executive - Independent Director, Chairperson
2.	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Member
3.	Mrs. Kamini Jindal	Executive Director, Member

Mr. Ram Awtar Mittal has been appointed as chairman of this committee. He has sound knowledge in finance, taxation and accounts and has long experience in this industry.

Some of the important functions performed by the Committee are:

#### Financial Reporting and Related Processes

Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public. The terms of reference includes the following, as is mandated under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013:

- ❖ Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- ❖ Review the Management Discussion & Analysis of financial and operational performance.
- ❖ Discuss with the Statutory Auditors, their judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- ❖ Review the investments, if any made by the Company.
- ❖ oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ❖ recommendation for appointment, remuneration and

terms of appointment of auditors of the Company;

- ❖ approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ❖ reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
- ❖ reviewing, with the management, the quarterly financial statement before submission to the board for approval;
- ❖ reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- ❖ approval or any subsequent modification of transactions of the Company with related parties;
- ❖ scrutiny of inter-corporate loans and investments;
- ❖ valuation of undertakings or assets of the Company wherever it is necessary;
- ❖ evaluation of internal financial controls and risk management systems;
- ❖ reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ❖ reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ❖ discussion with internal auditors of any significant findings and follow up there on;
- ❖ reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ❖ discussion with statutory auditors before the audit

commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- ❖ to look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of nonpayment of declared dividends) and creditors;
- ❖ to review the functioning of the whistle blower mechanism;
- ❖ approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- ❖ carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
  - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**The composition of the Audit Committee and the details of meetings attended by its members are given below:**

The composition of the Audit Committee is in compliance with the requirements under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on date, it consists of three members, all of them including the Chairman are non-executive independent directors.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Committee invites Chief Financial Officer and Financial Controller of the Company and representative(s) of the Statutory Auditors to attend the meetings of the Audit Committee on a regular basis.

S. No	Name of Member	Designation	Attended			
			30.05.2017	14.08.2017	14.11.2017	10.02.2018
1.	Mr. Ram Awtar Mittal	Chairman	Yes	Yes	Yes	Yes
2.	Mrs. Kamini Jindal	Member	Yes	Yes	Yes	Yes
3.	Mr. Neeraj Chhabra	Member	Yes	Yes	Yes	Yes

The minutes of the meetings of the audit committee are placed before the Board and the Company is following the recommendations of the audit committee.

**Audit Committee Report for the year ended March 31, 2018  
To the Board of Directors of Vikas WSP Limited,**

The Committee comprises of Two Independent Directors. The Management is responsible for the Company's internal financial controls and financial reporting process. The Independent Auditors are responsible for performing an Independent audit of the Company's financial statements in accordance with the Indian GAAP and for issuing a report thereon. The Committee is responsible for overseeing the processes related to financial reporting and information dissemination.

In this regard, the Committee discussed with the Company's Statutory Auditors the overall scope for their audit. The Committee also discussed the result of examinations made by Internal Auditors, their evaluation of the Company's internal financial controls and the overall quality of financial reporting. The Management also presented to the Committee the Company's financial statements and also represented that the Company's financial statements had been drawn in accordance with the Indian GAAP.

Based on its review and discussions conducted with the Management and the Independent Auditors, the Audit Committee believes that the Company's financial statements are presented in conformity with Indian GAAP in all material aspects.

The Committee has also reviewed Statement of contingent liabilities, management discussion and analysis, financial statements of company, Directors' responsibility statement, financial results and draft audit/ limited review report thereon, financial statements and draft Auditors' report, approval (including modification, if any) and review of Related Party Transactions and scrutinized inter corporate loans of the Company. The Risk assessment and minimization procedures were also reviewed. During the year, the Committee also approved amendments in the Policy on Related Party Transactions, evaluated the Internal Financial Control & Risk Management System of the Company. Complaints received under Whistle-Blower Policy/ Vigil Mechanism were also monitored by the

Committee. The Committee affirms that in compliance with the Whistle-Blower Policy/ Vigil Mechanism no personnel had been denied access to the Audit Committee.

The Committee has appointed **M/s Sanjay Goyal & Associates**, Chartered Accountants as Internal Auditors of the Company for the period from 01.04.2017 to 31.03.2018 and discussed and approved their audit plan. The Committee appointment of **M/s S. Prakash Aggarwal & Co.**, Chartered Accountants, Sri Ganga Nagar as Statutory Auditors of the Company, to carry out audit of the accounts of the Company for the Financial Year 2017-18.

To conclude, the Committee is sufficiently satisfied that it has complied with the responsibilities as outlined in the Audit Committee's responsibility statement.

**Place:** Sri Ganga Nagar

Mr. Ram Awtar Mittal

**Date :** 04.09.2018

Chairman  
Audit Committee

#### (b) NOMINATION AND REMUNERATION COMMITTEE (REGULATION 19 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

The Board of Directors has constituted Nomination and Remuneration Committee, pursuant to the requirements of Section 178 of the Act read with rules notified thereunder and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee's composition and terms of reference meet with the requirements of the above mentioned provisions. The Company Secretary acts as the Secretary of the Committee.

#### (I) TERMS OF REFERENCE

The terms of reference includes the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
2. To formulate criteria for valuation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria to be formulated by the Committee, recommend to the Board their appointment and removal.
5. To identify whether to extend or continue the term of appointment of independent directors, on the basis of the report of performance evaluation of independent directors;

#### (II) COMPOSITION, MEETINGS AND ATTENDANCE

The committee consists of following members.

S. No.	Name	Designation
1.	Mr. Bajrang Dass Aggarwal	Executive Director, Member
2.	Mr. Ram Awtar Mittal	Non-Executive Independent Director, Chairperson
3.	Mr. Neeraj Chhabra	Non-Executive Independent Director, Member
4.	Mr. Gunjan Kumar Karn	Company Secretary

During F.Y. 2017-18, the Committee met four times i.e. May 30, 2017, August 14, 2017, November 14, 2017 and February 10, 2018.

The attendance of members at the meetings held during F.Y. 2017-18, are given below:

S. No	Name of Member	Designation	Attended			
			30.05.2017	14.08.2017	14.11.2017	10.02.2018
1.	Mr. Bajrang Dass Aggarwal	Chairman	Yes	Yes	Yes	Yes
2.	Mr. Ram Awtar Mittal	Member	Yes	Yes	Yes	Yes
3.	Mr. Neeraj Chhabra	Member	Yes	Yes	Yes	Yes
4.	Mr. Gunjan Kumar Karn	Company Secretary	Yes	Yes	Yes	Yes

#### (III) PERFORMANCE EVALUATION

The Act states that the formal annual evaluation needs to be done by the Board of its own performance and that of its Committees and individual directors, based on the criteria recommended by the Nomination and Remuneration Committee. Regulation 17 (10) read with Schedule II to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Act provides that the performance evaluation of the Independent Directors shall be done by the entire Board, including the director being evaluated, on the criteria formulated by the said Committee. Indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality.

Performance of the Board and Board Committees were evaluated on various parameters such as structure, Composition, quality, diversity, experience, competences, performance of specific duties and obligation, quality of decision making and over all Board effectiveness.

Performance of individual Directors was evaluated on parameters, such as meeting attendance, participation and contribution, responsibility towards stakeholders and independent judgement.

The Chairman and the Managing Director were

evaluated on certain additional parameters, such as performance of the Company, leadership, relationships, communication, recognition and awards received by the Company.

Some of the performance indicators based on which the Independent Directors were evaluated include:

- Devotion of Sufficient Time and attention towards professional obligations for independent Decision making and for acting in the best interest of the Company.
- Providing strategic guidance to the Company and help in determining important policies with a view to ensure long-term viability and strength.
- Bringing external expertise and independent judgement that contributes objectivity in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

#### (IV) REMUNERATION POLICY

The Nomination and Remuneration Committee of the Company has formed Policy on Nomination and Remuneration to determine the remuneration of Directors, Key Managerial Personell, and Independent Directors of the Company. The policy consists of followings:- Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- a) Fixed pay:** The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b) Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, then with the previous approval of the Central Government.
- c) Provisions for excess remuneration:** If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The

Company shall not waive recovery of such sum refundable to him unless permitted by the Central Government.

#### Remuneration to Non- Executive / Independent Director:

##### a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

##### b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

##### c) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

##### d) Any remuneration paid to Non- Executive / Independent Directors for services rendered, which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:

- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

##### e) Details of remuneration of Directors

The details of remuneration of director is provided in director's report annexure i.e. MGT-9.

#### V) ROLES AND RESPONSIBILITIES OF THE COMMITTEE

##### HR Related

- ❖ Formulation and recommendation to the Board, a policy relating to remuneration of Directors, Key Managerial Personnel and other employees.
- ❖ Determine the compensation (including salaries and salaries adjustments, incentives /benefits, bonuses ) and performance targets of the Chairman and of the Managing Directors.
- ❖ In the event of no profit or inadequate profit, to approve the remuneration payable to managerial persons, taking into account the Company's financial position, industry trends, appointee qualification, experience, past performance, past remuneration while bringing objectivity in determining the remuneration package, while

striking a balance between the Company's interest and shareholders.

- ❖ Attraction and retention strategies for employees.
- ❖ Review employee development strategies.
- ❖ Assess the learning and development needs of the Directors and recommend learning opportunities, which can be used by Directors to meet their needs for development.
- ❖ Review all human resource related issues, including succession plan of key personnel.
- ❖ The Committee shall also consider any other key issues / matters as may be referred by the Board, or as may be necessary in view of Regulation 19 of the Listing Regulations or any other statutory provisions.

#### ESOP Related

- Formulation of ESOP plans and decide on future grants.
- Formulation of terms and conditions on following under the present ESOP Schemes of the Company with respect to:
  - ❖ Quantum of options to be granted under ESOP Scheme(s) per employee and in the aggregate under a plan.
  - ❖ Performance conditions attached to any ESOP Plan.
  - ❖ Conditions under which options vested in employees may lapse in case of termination of employment due to misconduct.
  - ❖ Exercise period within which the employees should exercise the option, and that option would lapse on failure to exercise the option within the exercise period.
  - ❖ Specified time period within which the employee must exercise the vested options in the event of termination or resignation of an employee.
  - ❖ Right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period.
  - ❖ Procedure for making a fair and reasonable adjustment to the number of options and to the exercise price, in case of right issues , bonus issues and other corporate actions.
  - ❖ Grant, vest and exercise of option in case of Employees, who are on long leave, and the procedure for cashless exercise of options.
  - ❖ Any other matter which may be relevant for administration of ESOP schemes from time to time.
- To frame suitable policies and processes to ensure that there is no violation of SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
- Other key issues as may be referred by the Board.

#### Nomination Related

- ❖ Formulate the criteria / policy for appointment of Directors, Senior Management, which shall, inter-alia, include qualification, positive attributes, diversity and independence of a Director.
- ❖ Review and recommend the structure, size and composition (including the skills , knowledge , experience and diversity ) of the Board and Board Committees.
- ❖ Evaluate the balance of skills, knowledge , experience and diversity on the Board for description of the role and capabilities, required for a particular appointment.
- ❖ Identify and recommend to the Board, persons who are qualified to become Directors and who may be appointed in Senior Management, including Key Managerial Personnel, in accordance with the criteria laid down and their removal thereof.
- ❖ Identify and nominate for the approval of the Board, candidates to fill Board vacancies, as and when they arise.
- ❖ Review succession planning for executive and Non-Executive Directors and other Senior Executives particularly the Chairman, Managing Directors.
- ❖ Recommend suitable candidate for the role of Lead Independent Director.
- ❖ Formulation of criteria for evaluation of Independent Directors and the Board.
- ❖ Conduct an annual evaluation of the overall effectiveness of the Board, the committee of the Board and the performance of each Director.
- ❖ Review the Terms of Reference of all committees of the Board, including itself on an annual basis, and recommend any changes to the Board.

The roles and responsibilities of the Committee are in accordance with the requirements as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

#### Nomination and Remuneration Committee Report for the year ended March 31, 2018

To the Board of Directors of Vikas WSP Limited,

The Nomination and Remuneration Committee comprises of two Non- Executive Independent Directors and One

Executive Promoter Director. The main responsibility of the Committee is to incentivize and reward Executive performance that will lead to long-term enhancement of shareholder performance. Further the Committee is also responsible for formulating policies as to remuneration, performance evaluation, Board diversity, etc. in line with Companies Act, 2013 and SEBI Listing Regulations.

The Committee conducted the performance evaluation of Directors for the Financial Year 2017-18. The Committee was also provided information on compensation policies for employees and the information to decide on grant of options to various employees.

**Place:** Sri Ganga Nagar  
**Date :** 04.09.2018

Ram Awtar Mittal  
Chairman  
Nomination and remuneration  
committee

#### STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance with the Regulation 20 of the Listing Regulations, requirements and provisions of Section 178 of the Companies Act, 2013, the Company has a Stakeholders' Relationship Committee. The Committee comprises three members including two Independent Directors. Mr. Neeraj Chhabra, non-Executive Independent Director is the Chairman of the Committee.

The Company Secretary acts as a Secretary to the Committee. The committee specifically redresses the grievances of the shareholders.

#### Key Responsibilities of the Stakeholders' Relationship Committee

The key responsibilities of the Stakeholders' Relationship Committee include the following:

- Formulation of procedures, in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time.
- Consider and resolve the complaints / grievances of security holders of the Company, including complaints related to transfer of shares, nonreceipt of balance sheet and non-receipt of declared dividend.
- Dematerialize or re-materialize the share certificate.
- Approve the transmission of shares or other securities arising as a result of death of the sole / any of joint shareholder.
- Sub-divide, consolidate and / or replace any share certificates of the Company.
- Issue Duplicate Share certificates in Lieu of the original certificates of the Company.
- Approve, register and refuse to register transfer / transmission of shares.
- To further delegate all or any of the power to any other employees, officers, representative, consultants,

professional(s), or agent(s).

- Oversee & review, all matters connected with the transfer of securities of the Company.
- Oversee the performance of the Company's Registrar and Share Transfer Agent.
- Recommend methods to upgrade the standard of services to the investors.
- To deal with the Company's unclaimed / undelivered shares, as prescribed in the relevant Regulation of the Listing Regulations.
- To do all such acts, deeds and things as may be necessary in this regard.
- to open/ close bank account(s) of the Company for depositing share/ debenture applications, allotment and call monies, authorize operation of such account(s) and issue instructions to the Bank from time to time in this regard.
- to look into redressal of shareholders' and investors' complaints like transfer of shares, non- receipt of annual report, non- receipt of declared dividends, etc.
- any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

The meetings of the Committee are generally held as and when deemed necessary, to review and ensure that all investor requests / grievances are redressed within stipulated time period.

#### Meetings, Attendance and Composition of Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee presently comprises of the following Members: -

S. No.	Name of Member / Chairman & Company Secretary	Designation
1.	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Chairman
2.	Mr. Ram Awtar Mittal	Non-Executive - Independent Director, Member
3.	Mr. Bajrang Dass Aggarwal	Executive Director, Member
4.	Mr. Gunjan Kumar Karn	Company Secretary

During Financial Year 2017-2018, the committee met Four times i.e. May 30, 2017, August 14, 2017, November 14, 2017 and February 10, 2018. The composition and the attendance of members at the meetings held during F.Y. 2017-18, are given below:

S. No.	Name of Director	Designation	Attended			
			30.05.2017	14.08.2017	14.11.2017	10.02.2018
1.	Mr. Neeraj Chhabra	Chairman	Yes	Yes	Yes	Yes
2.	Mr. Ram Awtar Mittal	Member	Yes	Yes	Yes	Yes
3.	Mr. Bajrang Dass Aggarwal	Member	Yes	Yes	Yes	Yes
4.	Mr. Gunjan Kumar Karn	Company Secretary	Yes	Yes	Yes	Yes

In order to provide efficient services to investors and for speedy redressal of the complaints, the Committee has delegated the power of approving transfer and transmission of shares and other matters like split up / sub-division and consolidation of shares, issue of new certificates on rematerialization, subdivision, consolidation and exchange, subject to a maximum of 10,000 shares per case and for dematerialization upto a maximum of 40,000 shares per case, jointly to any two of Mr. Bajrang Dass Aggarwal, Managing Director and Mr. Gunjan Kumar Karn, Company Secretary with help of Registrar and Share transfer Agent (Link in time Private Limited).

#### COMPLIANCE OFFICER

Mr. Gunjan Kumar Karn, Company Secretary acts as the Compliance officer of the Company for complying with the requirements of the Listing Regulations and requirements of securities laws, including SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### NATURE OF COMPLAINTS AND REDRESSAL STATUS

During F.Y. 2017-18, the complaints and queries received by the Company were general in nature, which include issues relating to non-receipt of dividend warrants, re-validation of Dividend warrant, shares, annual reports and others, which were resolved to the satisfaction of the shareholders.

#### Stakeholders' Relationship Committee Report for the year ended March 31, 2018

To the Board of Directors of Vikas WSP Limited,

The Stakeholders' Relationship Committee comprises of four Members.

The main responsibility of the Committee is to ensure cordial investor relations and supervise the mechanism for redressal of investor grievances pertaining to transfer of shares, nonreceipt of annual report, non-receipt of declared dividends etc. It performs the functions of transfer/transmission/ remat/ demat/ split-up/sub-division and consolidation of shares, issue of duplicate share certificates and allied matter(s).

The Committee approved all cases of transfer, cases of transmission, cases of re-materialization, cases of dematerialization, cases of sub-division, case of consolidation, cases of name deletion (due to death) and cases of issue of duplicate share certificates.

The Committee facilitate the issuance of duplicate share certificates and transfer/ transmission/ consolidation/

subdivision/ remat of more than 10,000 shares per case/ demat of more than 40,000 shares per case, within the prescribed timelines.

The Committee also reviewed the status of investors' grievances on quarterly basis. The Company received all complaints during the year all of which were redressed. As at the close of the Financial Year there were three complaints pending for redressal.

Place: Sri Ganga Nagar  
Date : 04.09.2018

**NEERAJ CHHABRA**  
Chairman  
Stakeholders' Relationship  
Committee

The details of grievances received from the shareholders during the year 2017-18 is as follows:-

Sr. No	Complaint received through	No of complaints	Status
1	SEBI	2	Resolved
2	BSE	2	Resolved
3	RTA	3	Resolved
4	Investor	8	Resolved
<b>TOTAL</b>		<b>15</b>	

#### (c) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company is required u/s 135 of Companies Act, 2013, to spend at least 2% of the average net profit made by the Company during the three preceding Financial year on CSR activities provided in schedule VI and constitute Corporate Social Responsibility (CSR) Committee for this purpose.

The Committee Consist of three members Mr. Bajrang Dass Aggarwal, Mr. Neeraj Chhabra, Mrs. Bimla Devi Jindal, Mr. Gunjan Kumar Karn, Company Secretary of the Companies Acts as a Secretary of the committee.

S. No.	Name of Director/ Company Secretary	Designation	Attended			
			30.05.2017	14.08.2017	14.11.2017	10.02.2018
1.	Mr. Neeraj Chhabra	Chairman	Yes	Yes	Yes	Yes
2.	Mr. Bajrang Dass Aggarwal	Member	Yes	Yes	Yes	Yes
3.	Mrs. Bimla Devi Jindal	Member	Yes	Yes	Yes	Yes
4.	Mr. Gunjan Kumar Karn	Company Secretary	Yes	Yes	Yes	Yes

#### (d) RISK MANAGEMENT COMMITTEE

The Company has formed a risk management committee under Regulation 17 & 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations"). The Committee is required to identify the risks involved in the Company and to ensure a proper reporting of the risks to the Board of Directors, so that they can form their business strategies



as per that.

During the Financial Year 2017-18, the Committee met four times on 30.05.2017, 14.08.2017, 14.11.2017 and 10.02.2018.

The details of attendance of Members is given below:

The Committee consist of three members namely:-

S. No.	Name of Director	Designation	Attended			
			30.05.2017	14.08.2017	14.11.2017	10.02.2018
1.	Mr. Bajrang Dass Aggarwal	Chairman	Yes	Yes	Yes	Yes
2.	Mrs. Kamini Jindal	Member	Yes	Yes	Yes	Yes
3.	Mrs. Bimla Devi Jindal	Member	Yes	Yes	Yes	Yes

The Committee has laid down a policy known as Risk Management policy for identification of risk involved.

The role of the Committee is as under:

1. Preparation of Risk Management Plan, reviewing and monitoring the same on regular basis.
2. To update Risk Register on quarterly basis.
3. To review critical risks identified by Joint Chief Risk Officer(s) and Management Committee of the Company on quarterly basis.
4. To report key changes in critical risks to the Board on quarterly basis.
5. To report critical risks to Audit Committee in detail on yearly basis.
6. To perform such other functions as may be deemed or prescribed fit by the Board.

#### **Risk Management Committee Report for the year ended March 31, 2018**

##### **To the Board of Directors of Vikas WSP Limited,**

- (a) The Committee consists of one Independent Director, two Executive Directors, one Promoter Non-Executive Director and two KMPs being Non- Board Members.
- (b) The primary responsibility of the Committee is to prepare the Risk Management Plan of the Company and to review and monitor the same on regular basis.
- (c) During the Financial Year 2017-18, the Committee identified and assessed the risks faced by the Company and procedures to mitigate the same. The risks were assessed categorically under the broad heads of high, medium and low risks with high and medium risks sub categorized as critical and low risks as non-critical

**Place:** Sri Ganga Nagar  
**Date :** 04.09.2018

**Mr. Bajrang Dass Aggarwal**  
**Chairman**  
**RISK MANAGEMENT**  
**COMMITTEE**

#### **Independent Directors' Meeting**

During the year under review, the Independent Directors

met on four times on 30.05.2017, 14.08.2017, 14.11.2017 and 10.02.2018., inter alia, to discuss:

1. Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
2. Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

#### **4. MANAGEMENT**

##### **Management Discussion and Analysis**

The Annual Report has a detailed chapter on Management Discussion and Analysis, which forms part of this report.

#### **5. DISCLOSURES**

##### **Related Party Transactions**

The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Listing Regulations.

The policy has been disclosed on the website of the Company at [www.vikasguargum.com](http://www.vikasguargum.com). Web link for the same is [http:// www.vikasguargum.com](http://www.vikasguargum.com)

All Related Party Transactions are approved by the Audit Committee prior to the transaction. The Audit Committee has, after obtaining approval of the Board of Directors, laid down the criteria for granting omnibus approval, which forms part of the Policy on Related Party Transactions. Related Party Transactions of repetitive nature are approved by the Audit Committee on omnibus basis for one Financial Year at a time. The Audit Committee satisfies itself regarding the need for omnibus approval and ensures compliance with the requirements of Listing Regulations and the Companies Act, 2013. All omnibus approvals are reviewed by the Audit Committee on a quarterly basis.

Details of all Related Party Transactions have been provided in the annexure of Board Report in form AOC-2

##### **Disclosure of accounting treatment in preparation of financial statements**

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

##### **Details of non-compliance by the Company**

Vikas WSP Limited has complied with all the

requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last three years.

Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

#### **Code for Prevention of Insider-Trading Practices**

The Company has in place a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the Management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of Vikas WSP Limited and cautioning them of the consequences of violations. The Company Secretary has been appointed as the Compliance Officer.

#### **Whistle-Blower Policy / Vigil Mechanism**

The Company promotes ethical behavior in all its business activities and in line with the best international Governance practices, Vikas WSP Limited has established a system through which Directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's Code of Conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all Directors, employees/business associates have direct access to the Chairman of the Audit Committee, and also to a three-member Direct Touch team established for this purpose.

The Direct Touch team comprises one senior woman member so that women employees of the Company feel free and secure while lodging their complaints under the policy. The Whistle- Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the Management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.

- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website [www.vikasguargum.com](http://www.vikasguargum.com)

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. The Committee has, in its Report, affirmed that no personnel have been denied access to the Audit Committee.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has framed Vigil Mechanism for detecting the fraud activities, if any, going on. The Policy provides for complete procedure to report any malpractice in the Company. It also ensures the protection to the employee who report against the fraud. The complete details of policy are provided on the website of the Company [www.vikasguargum.com](http://www.vikasguargum.com).

#### **CFO Certification**

As required under Regulation 17(8) of the Listing regulation with the Stock Exchanges, the Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2018 which is annexed to this Report.

#### **LEGAL COMPLIANCE REPORTING**

The Board of Directors reviews in detail, on a quarterly basis, the report of compliance with respect to all applicable laws and regulations. The Company has developed a very comprehensive Legal Compliance System, which drills down from the MD to the Executive-level person (who is primarily responsible for compliance) within the Company. The process of compliance reporting is fully automated, using the enforce compliance tool. System-based alerts are generated until the user submits the monthly compliance report, with provision for escalation to the higher-ups in the hierarchy. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

### **6. SHAREHOLDERS**

#### **APPOINTMENT/RE-APPOINTMENT OF DIRECTORS**

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, Mrs. Kamini Jindal, Director will retire by rotation at the ensuing AGM, and being eligible, offer themselves for re-appointment in accordance with provisions of the said Act.

A brief resume of the Directors proposed to be re-appointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

Your Directors recommend their re-appointment at the ensuing AGM.

The brief CVs of the above Director are given below

**Mrs. Kamini Jindal (Director)**

Mrs. Kamini Jindal, belonging to promoter group is an Executive Director in the Company. She has been appointed by the Board in 2012. Ms. Kamini Jindal is a person with excellent academic background and possesses good educational qualifications. She is Master of Art and Master of Philosophy. She is the youth diva in the board of the Company. She is the daughter of Mr. Bajrang Dass Aggarwal and Bimla Devi Jindal, from her childhood she has taken keen interest in the working of the VIKAS. Her long term association with Guar Gum Industry has brought immense value to the board.

**7. MEANS OF COMMUNICATION WITH SHAREHOLDERS**

Quarterly, Half yearly and yearly Financial Results -The Company's quarterly results, in the format prescribed by the Stock Exchanges, are approved and taken on record by the Board within the prescribed time frame and sent immediately to Stock Exchanges on which the Company's shares are listed.

The quarterly unaudited financial results are generally published in the English and Vernacular newspapers. These results are published in Financial Express and Business Standard in all editions and in two newspapers of regional language and also submitted to Stock Exchanges to enable them to put them on their websites. The Results are also placed at Company website [www.vikasguargum.com](http://www.vikasguargum.com).

Details of publication of financial results for the year under review are given below:

S. No.	Description	Date
1.	Unaudited Financial Results for the quarter ended June 30, 2017	30.05.2017
2.	Unaudited Financial Results for the quarter/ half year ended September 30, 2017	14.08.2017
3.	Unaudited Financial Results for the quarter / nine months ended December 31, 2017	14.11.2017
4.	Audited Financial Results for the quarter/ Financial Year ended March 31, 2018	10.02.2018

**8. Annual Report**

Physical copy of the Annual Report for F.Y. 2017-18, containing inter-alia, salient features of the audited Financial Statements, Director's Report (including Management Discussion and Analysis and Corporate Governance Report) was sent to all shareholders who had not registered their email ids for the purpose of receiving documents/ communication from the Company in electronic mode.

Full version of the Annual Report for F.Y. 2017-18 containing inter alia, audited Financial Statements, Directors Report (including Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Report) was sent via email to all shareholders who have provided their email ids and is also available at the Company's website at [www.vikasguargum.com](http://www.vikasguargum.com).

**9. Website:**

The Company's website [www.vikasguargum.com](http://www.vikasguargum.com) contains a separate section 'Investor' for use of investors. The quarterly, half yearly and annual financial results on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website.

The details of unclaimed dividends upto the Financial Year ended 31.03.2018 are also available in the Investor section, to help shareholders to claim the same. In addition various downloadable forms required to be executed by the shareholders have also been provided on the website.

On-line Annual Reports and Share price tools are also provided in the Investor Section. Share price tools includes, inter-alia, share graphs, historical share price data and share series. Communication to shareholders on email: As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, etc. were sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar and Transfer Agents (RTA). This helped in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

**Exclusive email ID for investors:** The Company has designated the email id [csgunjanvikaswpltd1984@gmail.com](mailto:csgunjanvikaswpltd1984@gmail.com) exclusively for investor servicing, and the same is prominently displayed on the Company's website [www.vikasguargum.com](http://www.vikasguargum.com)

**4. DATE, VENUE & TIME FOR THE LAST THREE ANNUAL GENERAL MEETING**

Details of the last three General Body Meetings held are given below

Financial Year	Date	AGM No.	Category	Venue	Time	No. of Special Resolution

2014-2015	30.09.2015	27 <sup>th</sup>	Annual General Meeting (AGM)	In the local area of Regd. Office of the Company at Railway Road, Siwani - 127046 (Haryana)	11.00 A.M.	4
2015-2016	30.09.2016	28 <sup>th</sup>	Annual General Meeting (AGM)	In the local area of Regd. Office of the Company at Premises Meghraj International, Hisar, Siwani Road, Panihar Adda, Siwani, Haryana-127046	11.00 A.M.	1
2016-2017	30.09.2017	29 <sup>th</sup>	Annual General Meeting (AGM)	In the local area of Regd. Office of the Company at Railway Road, Siwani - 127046 (Haryana)	10.00 A.M.	4

Special resolutions taken up in the last three AGMs and passed with requisite majority are mentioned hereunder:

#### September 30, 2015

1. Approval of Related Party Transaction.
2. Adoption of New Article of Association.
3. Adoption of New Memorandum of Association.
4. Re-appointment of Mr. Bajrang Dass Aggarwal, Managing Director of the Company to hold office for five (5) consecutive years for a term upto 31<sup>st</sup> March, 2019.

#### September 30, 2016

1. Approval of Related Party Transaction

#### September 30, 2017

1. Approval For Related Party Transaction.
2. To ratified the resolutions passed for issuance of Equity Shares on Preferential basis to other than Promoter in Extra Ordinary General Meeting which was held on 21.04.2017 in compliance the regulation 73(1)(e) of the SEBI(Issue of Capital and Disclosure requirements) Regulations, 2009.
3. To Issue up to 25,00,000 Equity Shares on a Preferential basis to Qualified Investor (other than Promoter).
4. To Issue up to 85,00,000 Equity Shares on a Preferential basis to Promoter.

#### Postal Ballot

During the year under review, no resolution was passed through Postal Ballot.

Currently, no resolution is proposed to be passed through Postal Ballot. However, if required, the same shall be passed in compliance of provisions of Companies Act, 2013, Listing Regulations or any other applicable laws.

#### Extra ordinary General Meeting

One Special Resolution was passed through **Extra ordinary General Meeting** during the year 2017-18 on 21<sup>st</sup> April, 2018. The Scrutinizer submitted his report to the Chairman stating that the resolution has been dully passed by the Members with the requisite majority. Following resolution passed through **Extra ordinary General Meeting** during the year 2017-18.

1. **TO ISSUE UP TO 5,10,00,000 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)**

#### COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all applicable mandatory requirements of the Listing Regulations as on 31.03.2018. Quarterly Compliance Report on Corporate Governance, in the prescribed format, duly signed by the Mr. Bajrang Dass Aggarwal, Chairman cum Managing Director is submitted regularly to the Stock Exchanges where the shares of the Company are listed.

#### ADOPTION OF DISCRETIONARY REQUIREMENTS

##### 1) Maintenance of the Chairman's Office

The Company maintains the office of Executive Chairman.

##### 2) Shareholders Rights

Quarterly, Half yearly and yearly unaudited/Audited financial statements or results are uploaded on the Company's website [www.vikasguargum.com](http://www.vikasguargum.com)

##### 3) Modified opinion(s) in Audit Report

The Auditors have raised no qualifications on the financial statements of the Company.

##### 4) Separate posts of Chairman and CFO

Separate persons have been appointed by the Company to the post of Chairman and CFO.

##### 5) Reporting of Internal Auditors

The Internal Auditors of the Company report directly to the Audit Committee.

#### GENERAL SHAREHOLDER INFORMATION

These information's are furnished herein below: -

##### Company Registration Details

The Company is registered in Haryana, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs (MCA) is L24139HR1988PLC030300

##### Annual General Meeting

**Date:** 29.09.2018

**Time:** 10:00 AM

**Venue:** Railway Road, Siwani, Haryana-127046

##### Financial Calendar

The financial year of the Company is 1 April 2017 to 31 March 2018.

For the Financial Year ended March 31, 2018, results were announced on:

- First Quarter : 30.05.2017
- Half Yearly : 14.08.2017
- Third Quarter : 14.11.2017
- Fourth Quarter and Annual : 10.02.2018

#### Financial Results

- ❖ The quarterly/yearly results of the Company are published in leading and widely circulated English dailies viz. (1) The Financial Express - All Editions (English) (2) Business Standard-All Edition (Hindi Edition).
- ❖ The Company's financial/quarterly results are displayed on the Company's website at [www.vikasguargum.com](http://www.vikasguargum.com).

#### Book Closure

Date of Book Closure is from 22 September 2018 to 29 September 2018 (both days inclusive) for the purpose of Annual Book Closure.

#### Registered Office

Railway Road, Siwani, Haryana-127046

#### Listing

The Company is Listed on Bombay Stock Exchange.

The annual listing fees for the Financial Year 2018-19 to BSE has been paid.

#### Vikas WSP Limited Code

ISIN No: INE706A01022

Scrip Code:- 519307

In respect of transfer of physical shares, shareholders are advised to contact the Share Transfer Agent of the Company. Shares received for physical transfer are generally registered within a period of 15 days from the date of receipt.

As on March 31, 2018, the Distribution of our shareholding was as following; -

#### DISTRIBUTION SCHEDULE AS ON MARCH 31, 2018

Share or Debenture holding of nominal value Rs.	Share/ Debenture Holders		Share/ Debenture Amount	
	Number	% to total	Amount in Rs.	% to total
(1)	(2)	(3)	(4)	(5)
Upto 500	25017	57.26	5424013	2.79
501 - 1000	9247	20.05	8451156	4.35
1001 - 2000	4272	9.37	7100547	3.65
2001 - 3000	1729	3.78	4600542	2.37
3001 - 4000	894	1.84	3304119	1.70
4001 - 5000	943	1.89	4534562	2.33
5001 - 10000	1398	2.91	10746131	5.53
10001 & Above	1514	2.90	150278530	77.29

<b>Total</b>	<b>45015</b>	<b>100</b>	<b>194439600</b>	<b>100</b>
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Category	Nos. of shares held	% to Total
Promoters	37943681	19.51
Mutual Funds/	10000	0.01
Foreign Portfolio Investors	1000	0
Financial Institutions/ Banks	852538	0.44
Individual	135722103	69.80
Any Other	19910278	10.24
<b>TOTAL</b>	<b>194439600</b>	<b>100</b>

#### Shareholding of persons having more than 1% of Shares

S. No.	Name of shareholder	No. of shares held	% of shares
1	Bajrang Dass Aggarwal	23732332	12.20
2	Bimla Devi Jindal	12774832	6.57
3	Hanuman Prasad Goyal	17000000	8.74
4	Munni Devi Goyal	17000000	8.74
5	Naveen Goyal	14500000	7.46

#### Dematerialization of shares

Over 98.83% of the listed Equity Shares have been dematerialized. Trading in equity shares of the Company in dematerialized form became mandatory from May 31, 1999. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Vikas WSP Limited has entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

- As on March 31, 2018, 98.83% shares of the Company were held in dematerialized form.
- The equity shares of the Company are frequently traded at Bombay Stock Exchange Ltd.

#### Dematerialization of Shares - Process

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is **LINK INTIME INDIA PRIVATE LIMITED**.

- e. RTA will process the DRF and confirm or reject the request to DP/ Depositories.
- f. Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

#### Consolidation of folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to consolidate their holdings under one folio. Members may write to the Registrars & Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

#### Service of documents through Email

In terms of provisions of the Companies Act, 2013 service of documents on members by a Company is allowed through electronic mode. Further, as per Listing Regulations, Listed Companies shall supply soft copies of full annual reports to all those shareholders who have registered their e-mail addresses for the purpose. Accordingly, the Company proposes to send documents like shareholders meeting notice/other notices, Audited Financial Statements, Directors' Report, Auditor's Report or any other document, to its members in electronic form at the email address provided by them and/or made available to the Company by their depositories. This will definitely help in prompt receipt of communication, reduce paper consumption and save trees as well as avoid loss of documents in transit.

Members who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/ updated either with their depositories or by writing to the Company.

Stock Market Rate on BSE (Re.1/- per Share)

Month	High	Low
April, 2017	14.53	9.40
May, 2017	13.50	9.10
June, 2017	11.78	9.64
July, 2017	13.08	9.01
August, 2017	12.87	9.80
September, 2017	12.70	11.00
October, 2017	16.35	11.52
November, 2017	17.00	12.40
December, 2017	14.95	11.90
January, 2017	18.10	14.72
February, 2017	17.30	13.55
March, 2017	15.85	11.50

Diagrammatical presentation of monthly high low of stock price at Bombay Stock Exchange Ltd., Mumbai. Share Transfer System/ Dividend and other related matters.

#### SHARE TRANSFER

Share transfer in physical form are processed and the share certificates are generally returned to the transferees within a period of 15 days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

All share transfer and other communications regarding share certificates, change of address, dividends, etc should be addressed to Registrar and Transfer Agents. Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by officers of the Company is placed at every Committee Meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges.

#### NOMINATION FACILITY FOR SHAREHOLDING

As per the provisions of the Companies Act, 2013, facility for making nomination is available for members in respect of shares held by them. Members holding shares in physical form may obtain nomination form on request. Members holding shares in dematerialized form should contact their Depository participants (DP) in this regard.

#### MANDATORY REQUIREMENT OF PAN

SEBI vide its circular dated 20<sup>th</sup> April 2018 has mandated compulsory registration of PAN and Bank Account for all Shareholders in following cases:

- ❖ Transferees and Transferors PAN Cards for transfer of shares
- ❖ Transfer of shares to Legal Heirs/ Nominees
- ❖ For Dematerialization of shares
- ❖ Issuance of Duplicate Share certificates.

Shareholders are requested to keep record of their specimen Signature before lodgement of shares with the Company to obviate possibility of differences in signature at a later date.

#### PAYMENT OF DIVIDEND THROUGH ELECTRONIC CLEARING SERVICE (NECS)

The Company provides the facility for remittance of dividend to the members through NECS. To facilitate dividend payment through NECS. Members who hold shares in Demat mode should inform their Depository Participants and such of the members holding shares in physical form should inform Company of the core banking account number allotted to them by their bankers. In case where the core banking account number is not intimated to

the Company/Depository Participant, the Company will issue dividend warrants to the members.

#### **PENDING INVESTOR'S GRIEVANCES**

Any member/investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary on [csgunjanvikaswsp ltd1984@gmail.com](mailto:csgunjanvikaswsp ltd1984@gmail.com) or in physical form at the administration office of the Company with a copy of the earlier correspondence.

#### **RECONCILIATION OF SHARE CAPITAL AUDIT**

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

**M/s Ravinder Gupta & Associates**, an Independent firm of Practising Company Secretary, carries out the Reconciliation of Share Capital Audit as mandated by SEBI, and reports on the reconciliation of total issued and listed Capital with that of total share capital admitted / held in dematerialized form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof is submitted to the Stock Exchanges, where the Company's shares are listed and is also placed before the Stakeholders' Relationship Committee of the Board.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

#### **UNCLAIMED/UNPAID DIVIDENDS AND SHARES:**

Pursuant to the provisions of Section 124 & 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Dividend which remains unclaimed/unpaid for a period of Seven (7) years from the date of transfer shall be transferred to Investor Education and Protection Fund (IEPF) Authority.

Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, with the Ministry of Corporate Affairs.

The dividend pertaining to 2008-09, which remained unclaimed/unpaid amounting to 21,18,300(in respect of 7,191 shareholders), was transferred to IEPF on January 06, 2018, after the settlement of claims by members received in response to the individual reminder letters sent by your

Company to the respective members.

The dividend pertaining to 2009-10, which remained unclaimed/unpaid amounting to 19,21,101(in respect of 6,298 shareholders), was transferred to IEPF on January 18, 2018, after the settlement of claims by members received in response to the individual reminder letters sent by your Company to the respective members.

The dividend pertaining to 2010-11 remaining unclaimed and unpaid, amounting to 1,10,95,40.25 (in respect of 2,103 shareholders) as on March 31, 2018, would be transferred to IEPF during April 2019 after settlement of the claims received up to the date of completion of seven years i.e. on April 04, 2019.

The dividend pertaining to 2011-12 remaining unclaimed and unpaid, amounting to 2576830(in respect of 2,103 shareholders) as on March 31, 2018, would be transferred to IEPF during October 2019 after settlement of the claims received up to the date of completion of seven years i.e. on October 30, 2019.

The Company has been writing periodical reminders to all the Shareholders as a whose Dividends are lying unpaid in the Unpaid Dividend Account. Members who have not encashed their Dividend for the Financial Year 2010-11 & 2011-2012 and onwards are therefore, requested to make their claims to the Company immediately.

#### **PROCEDURE FOR CLAIMING REFUND OF SHARES AND UNCLAIMED DIVIDENDS FROM IEPF I.E. AFTER SHARES / UNCLAIMED DIVIDENDS ARE TRANSFERRED BY THE COMPANY**

Once shares / unclaimed dividends are transferred by the Company to the IEPF, members may still claim refund of shares and unclaimed dividends from IEPF by making an application to IEPF in Form IEPF - 5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The provisions of the Act relating to IEPF, IEPF Rules and notifications are available on the aforesaid website.

#### **ADDRESS FOR CORRESPONDENCE: -**

For share transfer / dematerialization of shares, payment of dividend and any other query relating to the shares.

#### **LINK INTIME INDIA PRIVATE LIMITED**

44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi-110028

Tel No : +91 011-41410592, 93, 94

E-mail id : [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**For queries of Analysts, FIIs, Institutions, Mutual Funds, Banks and others**

**Chief Compliance Officer**

**Mr. Gunjan Kumar Karn**

**Compliance Officer**

B-86/87, Udyog Vihar

RIICO Industrial Area,

Sri Ganganagar- 335001

**Ph. No.-0154-2494512**

E-mail: csgunjanvikaswsp1984@gmail.com

Company's Registered and Administration Office Address:

**Admin. Office**

B-86/87, Udyog Vihar, RIICO Industrial Area  
Sri Ganganagar- 335001  
Ph. No.-0154-2494512

E-mail: csgunjanvikaswsp1984@gmail.com

Website: [www.vikasguargum.com](http://www.vikasguargum.com)

**Regd. Office**

Railway Road, Siwani  
127046 (Haryana)

**REGISTRAR & TRANSFER AGENT**

Securities and Exchange Board of India (SEBI) vide Regulation 7 of the Listing Regulations, has recently mandated that where the total number of security holders of the Company exceeds one lac, the Company shall register with SEBI as a Category II share transfer agent for all work related to share registry. The Company had appointed **LINK INTIME INDIA PRIVATE LIMITED** for both segments, physical and electronic, much before this was mandated by SEBI. The Company has appointed **LINK INTIME INDIA PRIVATE LIMITED** as its Registrar. As required under Regulation 7(3) of the Listing Regulations, the Company has filed a certificate issued by RTA and the Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by RTA registered with SEBI i.e. **LINK INTIME INDIA PRIVATE LIMITED**.

**Details of the RTA are given below**

**LINK INTIME INDIA PRIVATE LIMITED**

44 Community Centre,  
2nd Floor, Naraina Industrial Area,  
Phase-I, Near PVR, Naraina  
New Delhi-110028  
Unit: - Vikas WSP Ltd.

**CFO CERTIFICATION**

**CERTIFICATION BY CFO/MD UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015**

To

**The Board of Directors  
Vikas WSP Limited**

Dear members of the Board,

We, Mr. Bajrang Dass Aggarwal, Managing Director, and Mr. Umesh Bansal, Chief Financial Officer of Vikas WSP Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit & Risk Management Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies
- (d) We have indicated to the auditors and the Audit & Risk Management Committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Bajrang Dass Aggarwal  
Managing Director

Umesh Bansal  
Chief Financial Officer

Place:- Sri Ganganagar



Date:-04.09.2018

**ANNEXURE-V  
CERTIFICATE ON CORPORATE GOVERNANCE**

To

**The Members  
VIKAS WSP LIMITED  
RAILWAY ROAD  
SIWANI, HARYANA 127046**

1. We have examined all relevant records of Vikas WSP Limited (the Company) for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March 2018. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
3. On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Ravinder Gupta & Associates**  
**(Ravinder Kumar Gupta)**  
**Practicing Company Secretary**  
FCS No.-6590  
C P No.:16890

**Place:** Sri Ganganagar  
**Date:** 04.09.2018

**NON MANDATORY RECOMMENDATIONS AS PER  
REGULATION 27 OF THE LISTING REGULATIONS**

<b>Chairman</b>	The Company has an Executive Chairman & Managing Director.
<b>Remuneration</b>	The Board has a Compensation Committee comprising majority of independent directors.

<b>Shareholders Right</b>	The Company ensures that any new developments related to its business; receive wide coverage in the press through regular press releases and electronic distribution &/ or sent to Bombay Stock Exchange as Corporate Announcement
<b>Postal Ballot</b>	The business to be transacted at the ensuing general meetings do not require passing of resolution by postal ballot. The Company will extend this facility of voting by postal ballot on matters, specified for postal ballot in the Companies Act, 2013, as and when required.

## MANAGEMENT DISCUSSION & ANALYSIS

### INDUSTRY STRUCTURE & DEVELOPMENT

The Company VIKAS WSP was established in 1988. The Company is one of the 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 Company also offers guar gum for technical applications such as pet food, oil drilling and fracturing, textile printing, paper making, etc. Per annum production capacity of all grades guar gum powder is 58800 MT. The Company is committed to provide its customers overall services and values that is the best. It has contributed significantly to our national output, employment and exports.

### FUTURE OUTLOOK, OPPORTUNITIES AND THREATS

Your Company is world's leading provider of guar gum polymers, knows how much traceability means to food and pharmaceutical producers. It offers a complete and trustworthy range of guar polymers world-wide and can fully prove their origins. Traceability serves both regulatory and consumer requirements. The Company is known for proven production processes, advanced quality systems and reliable supplies. These are the reasons that your Company has abductured most of the expanding market of guar polymers. Company's R&D has a gimlet-eye on the application problems and their solutions which goes a long way in expanding its business in all segments in the years ahead. Currently, your Company is the sole producer of "Certified Organic guar polymers" and the same is an opportunity for the Company to spread its wings in markets where none existed before. Threats - Guar is a xerophytes plant and the rain pattern of the monsoons in the Indian arid zone - mainly Western desert of Rajasthan provides ideal growing conditions. The need for just the right amount of rain at the right time leaves the guar crop heavily dependent on the annual rainfall pattern and causes occasional wide swings in guar supply and prices. With the emergence of irrigated guar seeds, dependency of guar crop on monsoon has been minimized. Now its crop is irrigated with canal water at the right time that increased its per hectare yield greatly.

### COMPANY'S PERFORMANCE

During the current year under review your Company has achieved a total turnover of Rs. 19,848.60 lakhs as compared to Rs. 59349.14 lakhs in the previous year during the year under review the Company has net Loss of Rs. 8,431.50 lakhs.

### FOREIGN EXCHANGE EARNINGS

Your Company remains committed to enlarging Foreign Exchange Earnings. Earnings from exports create growing value for the Indian Economy and also serve to benchmark the competitiveness of your Company's operations with global standards.

The VIKAS WSP's contribution to Foreign Exchange Earning from agro exports is a measure of your Company's growing contribution to the rural economy.

### BUSINESS SEGMENT

As the Company is dealing only in Guar derivatives and Guar Polymers, therefore, segment wise detail is not required to incorporate.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company is having adequate internal control systems and procedures which commensurate with the size of the Company. All the departments of the Company are following the established rules and regulations for internal control systems. Company established a Internal Control Audit Department which ensure that the internal control systems are properly followed by all the concerned departments of the Company.

### HUMAN RESOURCES/INDUSTRIAL RELATIONS

Beyond Balance Sheet, Company's singly biggest asset is its Human Resource. The Company is of firm belief that the human resources are the driving force towards progress and success. The Company continued its policy of attracting and recruiting best available talents so that it can face business challenges ahead. The Company also offers attractive compensation packages to retain and motivate its professionals so that they can infuse their best efforts. The industrial relation continues to be cordial during the year.

Though the statement and views expressed in the above said report are on the basis of certain assumptions and expectations of future events, but actual results may differ from whatever is stated in the annual report.

**Annexure VI**

**ANNEXURE TO DIRECTOR'S REPORT**

**A. (a) CONSERVATION OF ENERGY:-**

As a part of ongoing energy saving programme your Company has engaged an efficient team to examine the possibility of energy conservation at all operation levels, especially on higher load machines. Sincere efforts are being made to improve the power factor and reduce the overall energy consumption.

The Company has taken the following steps towards energy conservation:-

- (1) Frequent checking of the capacitors;
- (2) Replacement of high power factor electric motors;
- (3) Timely greasing of the bearings of all the heavy machines;
- (4) Installation of servo stabilizer to boost the voltage;
- (5) The detail of total energy consumption are as under:

**Year 2017-18**

**A Electricity**

Purchased units	KWH	86,23,881
Total amount	Rs. (in millions)	75.85
Rate/Unit	Rs.	8.80

**B HSD Oil**

Quantity of HSD	Liter	3,13,195
Total Cost	Rs. (in millions)	16.84
Average Rate/Liter	Rs.	53.80

**C LPG**

Quantity	Cylinders	5,336
Total Cost	Rs. (in millions)	13.44
Average Rate/Cylinder	Rs.	2520.28

**B. FOREIGN EXCHANGE EARNING & OUTGOING:**

Activities relating to exports, initiative taken to increase exports, development of new markets of its manufactured goods and export plans:

Your Company is the country's leading manufacturer exporter of guar water-soluble polymers. The Company has always given utmost priority to earn valuable foreign exchange in the larger interest of the nation.

**Rs. In lacs**

Total foreign exchange earnings during the year	4764.96
Total foreign exchange used during the year	1.92
Net foreign exchange earned during the year	4763.04

### Details under section 197(12) Details of Remuneration

Sr. No.	Particulars	Detail
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	As per annexure (a)
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	No increment has taken place during the financial year 2017-18.
3.	The percentage increase in the median remuneration of employees in the financial year;	No increment has taken place during the year 2017-18.
4.	The number of permanent employees on the rolls of Company;	700
5.	The explanation on the relationship between average increase in remuneration and Company performance	The remuneration increase is subject to a fixed percentage every year and shall be subject to performance of employee.
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The Company has not increased the any remuneration of KMP's during the year 2017-18.
7.	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies.	Price earnings ratio was (6.11) on 31.03.2017 and it increase to 1.49 on 31.03.2018 due to Profit during the year. The public issue price of the shares was Re 1/- and the Current market quotation of the shares of the Company is Rs.10.48/-
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	No, increase has taken place in the salary of the employees as well as Managerial personnel's.
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company;	The Managerial personnel's are paid an aggregate remuneration of Rs. 75,00,000 P.A. and the Remuneration is increased very nominal Amount. However Profit of the Company is Rs. 2895.70 Lakhs
10.	The key parameters for any variable component of remuneration availed by the directors	The directors are not entitled to any variable remuneration
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable
12.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, The remuneration is as per the remuneration policy of the Company.

#### Annexure - (a)

#### RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR

Sr. No	Name	Designation	Salary(PA)	Ratio
1.	Bajrang Dass Aggarwal	Chairman & Managing Director	36,00,000	24.64:1
2.	Bimla Devi Jindal	Director	9,00,000	2.05:1
3.	Kamini Jindal	Director	12,00,000	8.21 : 1

**ANNEXURE VIII**

**CSR POLICY**

**1. A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY.**

The Company has been actively participating in Social activities. The Company believes in giving to the society in which it operates. We believe that to succeed, an organization must maintain highest standards of corporate behavior towards its employees, consumers and societies. We are of the opinion that CSR underlines the objective of bringing about a difference and adding value in our stakeholders' lives.

**OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN**

CSR activities of the Company will have the following thrust areas:

- To promote the education of the children, the Company is actively participating and holding programmes for motivating the students about their education. The Company is currently distributing the scholarship for their basic as well as higher education and these will also be continued in the upcoming years. To promote medical education, the Company is also undertaking a project of establishing Medical College.
- To reduce the poverty and to encourage the cultivation basic resources like seeds are provided to the farmers for giving them economical support.
- To promote gender equality, empowering women, and facilitate the old age.
- To take initiatives for the protection of environment and to maintain the ecological balance.
- To protect the national heritage and take steps for its development.
- To practice all the works that will help in eradicating hunger, poverty, and malnutrition.

**REFERENCE TO THE WEB-LINK TO THE CSR POLICY**

The Company policy is available on Company's website [www.vikasguargum.com](http://www.vikasguargum.com) The link is provided as below <http://www.vikasguargum.com/CSR%20POLICY.DOCX>

**2. THE COMPOSITION OF THE CSR COMMITTEE**

The Company has formulated a CSR Committee under section 135 (1) and Rules made thereunder a committee. Its composition is as follows:-

- |    |                   |        |
|----|-------------------|--------|
| 1. | B.D. Aggarwal     | Member |
| 2. | Neeraj Chhabra    | Member |
| 3. | Bimla Devi Jindal | Member |

	<b>Current Year (Lacs)</b>	<b>Pervious Year (Lacs)</b>
3. Average net profit of the Company for last three financial years	(13347.49)	(10019.38)
4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	(266.95)	(200.39)
5. Details of CSR spent during the financial year.		
a) Total amount to be spent for the financial year;	Nil	Nil
b) Amount unspent	202.74	202.74
c) Manner in which the amount spent during the financial year is detailed below:-		

<b>S. No.</b>	<b>Particulars</b>	<b>(1)</b>	<b>TOTAL</b>
(1)	CSR project or activity identified	Distribution of Guar seeds	
(2)	Sector in which the project is covered	Reducing poverty by Providing resources to the poor farmers like seeds and contributing in increasing income	
(3)	Projects or Programme 1. Local area or other 2. Specify the state and district where projects or programmes was undertaken	Local Sri Ganganagar, Rajasthan	
(4)	Amount outlay (budget project or Programme wise)	Nil	Nil
(5)	Amount spent on the project or Programme Sub Heads; (1) Direct expenditure on projects or programmes (2) Overheads	Nil	Nil
(6)	Cumulative expenditure up to the reporting period	Nil	Nil

Sd/-  
Bajrang Dass Aggarwal  
(Managing Director)

Sd/-  
**Bajrang Dass Aggarwal**  
Chairman of CSR Committee

**Annexure - IX**  
**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Not applicable
	Nature of contracts/arrangements/transaction	Not applicable
	Duration of the contracts/arrangements/transaction	Not applicable
	Salient terms of the contracts or arrangements or transaction including the value, if any	Not applicable
	Justification for entering into such contracts or arrangements or transactions'	Not applicable
	Date of approval by the Board	Not applicable
	Amount paid as advances, if any	Not applicable
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not applicable

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	1. Vikas Proppant & Granite Ltd, 2. Vegan Colloids Limited, 3. Vikas Chemi Gums (India) Limited
	Nature of contracts /arrangements / transaction	Sale/ Purchase
	Duration of the contracts / arrangements / transaction	2017-2018
	Salient terms of the contracts or arrangements or transaction including the value, if any	All the transactions will be related to the ordinary course of Business and will be on Arm length price and subject to the approvals required.

Annexure X

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended on 31 March, 2018  
[Pursuant to section 204(1) of the Companies Act, 2013  
and rule No.9 of the Companies (Appointment and  
Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended on 31 March, 2018

To,

The Members,  
Vikas Wsp Limited  
Railway Road, Siwani,  
Haryana-127046

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vikas Wsp Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Vikas WSP Limited** for the financial year ended on 31st March, 2018 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
2. The following Regulations and Guidelines prescribed

under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **Not Applicable of the Company.**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company has not issued any debt securities.**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted/ propose to delist its equity shares from any stock exchange during the financial year under review;**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable as the Company has not bought back/ propose to buyback any of its securities during the financial year under review;**
3. We have also examined Compliance with the other applicable Acts.
    - (a) Payment Of Wages Act, 1936, and rules made there under,
    - (b) The Minimum Wages Act, 1948, and rules made there under,
    - (c) Employees' State Insurance Act, 1948, and rules made there under,
    - (d) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
    - (e) The Payment of Bonus Act, 1965, and rules made there under,
    - (f) Payment of Gratuity Act, 1972, and rules made

thereunder,

- (g) Factory Act, 1948
- (h) Air Pollution Act 1981
- (i) Water Pollution Act 1974 and any other Acts, which is applicable for the Company

4. We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange

We have not examined compliance by the Company with applicable Financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory Financial audit and other designated professionals.

During the financial year under report, the Company has complied with the provisions of the Companies Act, 2013, to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

**1. The Company is not regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Employees state insurance, income tax, service tax, excise duty, cess and any other material statutory dues applicable to it, and there have been delays in a large number of cases.**

5. We have relied on the information and representation made by the Company and its Officers for Systems and mechanism formed by the Company for Compliances under applicable Acts, Laws, and regulations to the Company.

6. We have also relied on information and statutory auditor Report for the year 2016-2017 and Annexure thereon issued by the statutory auditor of the Company for the respective Area.

**7. We further report that**

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

- (d) We further report that the Company Comply the all Compliance of Companies Act, 2013, but there were few instances of delay in filing of forms with the Ministry of Corporate Affairs which were regularized by payment of late filing fee.

8. **We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Ravinder Gupta & Associates**

**Ravinder Kumar Gupta**

(Company Secretary)

C.P.-16890

FCS:-6590

Date: 04.09.2018

Place: - Sri Ganga Nagar

**Note:** This report is to be read with our letter of even date by the Secretarial Auditor, which is annexed as 'ANNEXURE A' and forms an integral part of this report, which is available on the website of the Company.



**'ANNEXURE A'**

To,  
The Members,  
Vikas Wsp Limited  
Railway Road, Siwani,  
Haryana-127046

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, Book of Accounts, Statutory Registers, Labour and Industrial Laws mandatory Registers etc. of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Ravinder Kumar Gupta**  
(Company Secretary)  
C.P.-16890  
FCS:-6590

Date: 04.09.2018  
Place: - Sri Ganga Nagar

## INDEPENDENT AUDITORS' REPORT

### To the Members of Vikas WSP Limited

#### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS financial statements of **Vikas WSP Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information, (hereinafter referred to as "Ind AS Financial Statements")

#### Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the (state of affairs) financial position, profit or loss (financial performance including other comprehensive income) cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India (including the Ind AS), of the state of affairs (financial position) of the Company as at March 31, 2018, its loss (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "**Annexure 1**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Ind AS financial statements read with thereto comply with the Indian Accounting Standards specified under Section 133 of the Act;
  - e. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "**Annexure 2**"; and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - refer Note 29 on Contingent Liabilities to the Ind AS financial statements;
    - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
    - (iv) The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November, 2016 to 30 December, 2016 which are not relevant to these standalone financial statements. Hence, reporting under this Clause is not applicable.

#### For S. Prakash Aggarwal & Co

Chartered Accountants

ICAI Firm Registration No.06105C

#### Som Prakash Aggarwal

Proprietor

Membership No. 74813

Sri Ganganagar

May 28, 2018

### ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Vikas WSP Limited on the financial statements for the year ended March 31, 2018]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) During the year, property, plant and equipment has been physically verified by the management as per the regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties recorded as property, plant and equipment in the books

of account of the Company are held in the name of the Company.

- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii) (c) of the Order are not applicable to the Company.
- (iv) Based on information and explanation given to us, the Company has not granted any loans or made any investments or provided any guarantees or security, as referred in section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records for any of the products of the Company under sub-section (1) of Section 148 of the Act and the rules framed there under.
- (vii) (a) The Company is not regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and services tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues, as applicable to it, and there have been delays in a large number of cases.
- (b) According to the information and explanations given to us, dues in respect of provident fund and income tax, goods and services tax, which were outstanding, at the year end for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount (in lacs)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	TDS	47.20	F.Y. 2016-17	Between Apr-Mar 2017	Not paid

		14.44	F.Y. 2017-18	Between Apr-Sep-2017	Not paid
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident fund	60.37	F.Y. 2015-16	Between Oct-Mar 2016	Not paid
		139.61	F.Y. 2016-17	Between Apr-Mar 2017	Not paid
		93.51	F.Y. 2017-18	Between Apr-Sep 2017	Not paid
Employees' State Insurance Act, 1948	ESI	15.46	F.Y. 2016-17	Between Apr-Mar 2017	Not paid
		43.60	F.Y. 2017-18	Between Apr-Sep 2017	Not paid

- (c) According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, service tax, value added tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (in lacs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income tax	30.72	A.Y. 1995-96	Hon'ble High Court of Punjab & Haryana
Income tax Act, 1961	Income tax	13,137.82	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
Income tax Act, 1961	Income tax	2,377.05	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
Income tax Act, 1961	Income tax	2,627.56	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
Service Tax Act, 1994	Service tax	897.81	F.Y. 2006-07 to 2010-11	Custom, Excise and Service Tax Appellate Tribunal

- (viii) According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institution(s) or government(s) and the Company has not issued any debentures. Further, the Company has defaulted in repayment of loans or borrowings to banks as per detail given below (also refer note no. 36):

Name of the bank	Principal	Interest	Period of default
	Rs in lacs	Rs in lacs	
<b>Punjab National Bank</b>			
Packing credit limit	2,415.69	-	More than 360 days
<b>A</b>	<b>2,415.69</b>	-	
<b>Bank of India</b>			
Packing credit limit	4,708.06		More than 360 days
Foreign documentary bill purchase/discounting facility			
Interest on above		1,253.76	More than 360 days
		335.39	More than 180 days

		334.25	Less than 180 days
<b>B</b>	<b>4,708.06</b>	<b>1,923.40</b>	
<b>Union Bank of India</b>			
Packing credit limit	6,299.11		More than 360 days
Foreign documentary bill purchase/discounting facility	3,248.81		More than 360 days
<b>C</b>	<b>9,547.92</b>	<b>-</b>	
<b>Grand total A+B+C</b>	<b>16,671.67</b>	<b>1,923.40</b>	

- (ix) The Company has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has made preferential allotment of shares during the period under review, the requirement of section 42 of the Companies Act, 2013, as applicable has been complied with; and the amount raised have been applied by the Company during the year for the purposes for which the funds were raised.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash

transactions with directors or persons connected with him during the year.

- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For S. Prakash Aggarwal & Co**  
**Chartered Accountants**  
 Firm Registration No.06105C

**Som Prakash Aggarwal**  
 Proprietor  
 Membership No.74813

Sri Ganganagar  
 May 28, 2018

**ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ("the Company")**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of Vikas WSP Limited ("the Company")

We have audited the internal financial controls over financial reporting of the Company as of

March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the guidance note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies,

the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and the aforementioned guidance note. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as

necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act, the standalone financial statements of (the Company), which comprise the Balance Sheet as at March 31, 2018, and the related Statement of Profit and Loss, the Cash Flow Statement and Statement of Change in its equity for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated May 28, 2018 expressed unmodified opinion.

**For S. Prakash Aggarwal & Co**  
Chartered Accountants

Firm Registration No.06105C

**Som Prakash Aggarwal**

Proprietor

Membership No.74813

Sri Ganganagar

May 28, 2018

**VIKAS WSP LIMITED**  
Balance Sheet as at March 31, 2018

INR in Lacs

	Note No.	As at March 31, 2018	As at March 31, 2017
<b>ASSETS</b>			
<b>Non-current assets</b>			
a) Property, plant and equipment	3	71,453.61	74,863.67
b) Capital work-in-progress	3	1,053.03	1,053.03
c) Other intangible assets	3	4.39	6.07
d) Financial assets	4		
i) Other financial assets		262.29	252.09
e) Other non-current assets	5	26,048.70	26,003.48
<b>Total Non-current assets</b>		<b>98,822.03</b>	<b>102,178.33</b>
<b>Current assets</b>			
a) Inventories	6	9,910.62	8,463.55
b) Financial assets	7		
i) Trade receivables		45,052.70	30,961.32
ii) Cash and cash equivalents		35.64	38.00
iii) Bank balances other than (ii) above		77.89	77.86
c) Other current assets	8	11,514.13	7,619.07
<b>Total current assets</b>		<b>66,590.99</b>	<b>47,159.81</b>
<b>TOTAL ASSETS</b>		<b>165,413.01</b>	<b>149,338.14</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	9	1,944.40	1,374.40
b) Other equity	10	104,563.85	96,538.14
c) Share application money (money refundable)		1,100.00	-
<b>Total equity</b>		<b>107,608.25</b>	<b>97,912.54</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
a) Long term provisions	11	362.44	283.36
b) Deferred tax liabilities (net)	12	1,500.48	2,796.52
<b>Total non-current liabilities</b>		<b>1,862.92</b>	<b>3,079.88</b>
<b>Current liabilities</b>			
a) Financial liabilities	13		
i) Borrowings		18,163.87	15,919.39
ii) Trade payables		12,846.40	11,703.63
iii) Other financial liabilities		6,378.06	5,214.66
b) Other current liabilities	14	17,569.11	15,501.52
c) Short term provisions	15	10.52	6.54
d) Income tax liabilities	15	973.86	-
<b>Total current liabilities</b>		<b>55,941.83</b>	<b>48,345.74</b>
<b>Total liabilities</b>		<b>57,804.75</b>	<b>51,425.62</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>165,413.01</b>	<b>149,338.15</b>

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For S. Prakash Aggarwal & Co.**

Chartered Accountants  
Firm Registration No.06105C

**S.P. Aggarwal**  
Proprietor  
M.No. : 74813

Place: Sriganaganagar  
Date: May 28, 2018

**For and on behalf of the Board of Directors of Vikas WSP Limited**

**B.D. Aggarwal**  
Managing Director

**Gunjan Kumar Karn**  
Company Secretary

**Bimla Devi Jindal**  
Director

**Umesh Bansal**  
Chief Financial Officer



## VIKAS WSP LIMITED

### Statement of Profit and Loss for the year ended March 31, 2018

INR in Lacs

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Income</b>			
Revenue from operations	16	69,627.99	19,363.86
Other income	17	-	20.35
Other gains	17	487.55	464.40
<b>Total income</b>		<b>70,115.53</b>	<b>19,848.60</b>
<b>Expenses</b>			
Cost of material consumed	18	56,102.93	17,098.30
Change in inventory of finished goods	19	(84.05)	275.08
Excise duty on sale of goods	20	-	4.81
Employee benefit expenses	21	1,883.17	1,690.48
Finance costs	22	4,645.14	4,477.85
Depreciation and amortisation expense	23	3,470.77	3,470.31
Other expenses	24	1,524.04	2,322.21
<b>Total expenses</b>		<b>67,542.01</b>	<b>29,339.05</b>
<b>Profit/(Loss) before tax</b>		<b>2,573.52</b>	<b>(9,490.45)</b>
Income tax (credit)/expense	25		
- Current tax [Minimum Alternate Tax ('MAT')]		973.86	1.91
- MAT credit entitlement		(973.86)	-
- Deferred tax		(322.18)	(1,092.59)
<b>Profit/(Loss) for the year</b>		<b>2,895.70</b>	<b>(8,399.77)</b>
<b>Other comprehensive income</b>	26		
<b>Items that will not be reclassified to profit or loss</b>			
- Remeasurement of post employment benefit obligations		-	(31.75)
- Income tax relating to these items		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>(31.75)</b>
<b>Total comprehensive income for the year</b>		<b>2,895.70</b>	<b>(8,431.52)</b>
<b>Earning/(Loss) per equity share (Basic and Diluted)</b>	27	<b>1.58</b>	<b>(6.11)</b>

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For S. Prakash Aggarwal & Co.**

Chartered Accountants  
Firm Registration No.06105C

**S.P. Aggarwal**  
Proprietor  
M.No. : 74813

Place: Sriganganagar  
Date: May 28, 2018

**For and on behalf of the Board of Directors of Vikas WSP Limited**

**B.D. Aggarwal**  
Managing Director

**Bimla Devi Jindal**  
Director

**Gunjan Kumar Karn**  
Company Secretary

**Umesh Bansal**  
Chief Financial Officer

## VIKAS WSP LIMITED

### Cash flow statement for the year ended March 31, 2018

INR in Lacs

	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Cash flow from operating activities</b>		
Loss before income tax	2,573.52	(9,490.43)
<b>Adjustments for:</b>		
Depreciation and amortisation expense	3,470.77	3,470.31
(Gain)/loss on disposal of Capital work-in-progress/ property, plant and equipment	-	(464.40)
Interest income	-	(20.35)
Finance costs	4,645.14	4,477.85
Unrealised Foreign Exchange (gain)/loss	(66.31)	621.29
<b>Change in operating assets and liabilities</b>		
other non-current financial assets	(10.20)	-
other non-current assets	(45.23)	(24.13)
<b>financial assets (current)</b>		
- trade receivables	(14,091.38)	(2,769.65)
- inventories	(1,447.08)	2,412.43
other current assets	(3,895.06)	760.91
<b>financial liabilities (current)</b>		
- trade payables	1,142.77	270.71
- other financial liabilities	1,163.41	1,360.84
other current liabilities	2,067.59	128.56
employee benefit obligations	-	47.65
<b>Cash generated from operations</b>	<b>(4,492.05)</b>	<b>781.59</b>
Direct taxes paid	-	(193.04)
<b>Net cash flow (used in)/generated from operating activities</b>	<b>(4,492.05)</b>	<b>588.55</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment/ Intangible assets/capital work-in-progress	59.04	(21.37)
Capital advances given	46.77	(16.93)
Proceeds from sale of capital work-in-progress/property, plant and equipment (net)	-	797.68
Interest received	-	20.35
<b>Net cash generated from investing activities</b>	<b>105.81</b>	<b>779.73</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of equity shares	5,700.00	-
Share application money (money refundable)	1,100.00	-
Finance cost paid	(1,857.64)	(427.21)
Proceeds from short-terms borrowings	1,492.20	-
Repayment of short-term borrowings	(2,050.64)	(954.21)
<b>Net cash flow generated from/ (used in) financing activities</b>	<b>4,383.92</b>	<b>(1,381.42)</b>
Cash and cash equivalents at the beginning of the financial year	38.01	51.15
<b>Net (decrease)/ increase in cash and cash equivalents</b>	<b>(2.33)</b>	<b>(13.14)</b>
<b>Cash and cash equivalents at end of the year</b>	<b>35.68</b>	<b>38.01</b>
Cash and cash equivalents include		
<b>Balances with banks:</b>		
In current accounts	17.79	20.53
Cash in hand	17.85	17.48
	<b>35.64</b>	<b>38.01</b>

As per our report of even date.

**For S. Prakash Aggarwal & Co.**

Chartered Accountants

Firm Registration No.06105C

**S.P. Aggarwal**

Proprietor

M.No. : 74813

Place: Sriganaganagar

Date: May 28, 2018

**For and on behalf of the Board of Directors of Vikas WSP Limited**

**B.D. Aggarwal**

Managing Director

**Bimla Devi Jindal**

Director

**Gunjan Kumar Karn**

Company Secretary

**Umesh Bansal**

Chief Financial Officer

## VIKAS WSP LIMITED

### Statement of changes in equity for the year ended March 31, 2018

I) Equity share capital	(INR in lacs)
	Amounts
Balance as at April 1, 2016	1,374.40
Changes in equity share capital during the year	-
Balance as at March 31, 2017	1,374.40
Changes in equity share capital during the year	570.00
Balance as at March 31, 2018	1,944.40

#### II) Other equity

For the year ended March 31, 2018

INR in Lacs

Particulars	Reserves				Total equity
	Retained earnings	Capital reserves	Securities premium reserve	General reserve	
As at April 1, 2017	41,346.47	101.72	29,963.22	25,126.75	96,538.16
Loss for the year	2,895.70	-		-	2,895.70
Other comprehensive income	-	-	5,130.00	-	5,130.00
Total comprehensive income	44,242.17	101.72	35,093.22	25,126.75	104,563.87
As at March 31, 2018	44,242.17	101.72	35,093.22	25,126.75	104,563.87

For the year ended March 31, 2017

INR in Lacs

Particulars	Reserves				Total equity
	Retained earnings	Capital reserves	Securities premium account	General reserve	
As at April 1, 2016	49,777.97	101.72	29,963.22	25,126.75	104,969.66
Loss for the year	(8,399.75)	-	-	-	(8,399.75)
Other comprehensive income	(31.75)	-	-	-	(31.75)
Total comprehensive income	(8,431.50)	-	-	-	(8,431.50)
As at March 31, 2017	41,346.47	101.72	29,963.22	25,126.75	96,538.16

## VIKAS WSP LIMITED

### Notes to financials statements for the year ended on March 31, 2018

#### 1. Background of the Company

The Company Vikas WSP Limited was established in 1988. The Hindi word “Vikas” means “Development” and WSP Stands for “Water Soluble Polymers”. The Company 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 company also offers guar gum for technical applications such as pet food, oil drilling, textile printing, mining paper, etc. The Company has its registered office at Railway Road, Siwani, Haryana and its corporate office at Sri Ganganagar, Rajasthan, India.

#### 2. Significant Accounting Policies

##### 2.1 Basis of preparation

(i) Compliance with Ind AS-

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on going concern and historical cost basis in accordance with accounting principles generally accepted in India.

##### 2.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle of the Company
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period all other assets are classified as non-current.

The Company classifies all other assets as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle of the Company
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months from the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities (as the case may be).

##### 2.3 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, goods, and services tax, value added taxes and amounts collected on behalf of third parties.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria if any has been met.

##### 2.4 Taxes

- a) The income tax expense for the year is the tax payable on the current year’s taxable income based on the applicable income tax rate as per the Income tax Act, 1961 adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.
- b) The current income tax charge is calculated on the basis of the tax laws enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.
- c) Deferred income tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax

## VIKAS WSP LIMITED

### Notes to financials statements for the year ended on March 31, 2018

asset are recognised to the extent it is probable that sufficient taxable profit will be available against which such deferred tax can be realised.

- d) Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.
- e) Current and deferred tax is recognised in the Statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity and in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.
- f) Minimum Alternative Tax ('MAT') credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

#### 2.5 Property, plant and equipment

- a) Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the assets incurred up to the date when asset is ready for its intended use. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.
- b) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of profit and loss during the reporting year in which they are incurred.

c)

#### d) Depreciation method, estimated useful lives and residual value-

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

Freehold buildings	25-60 years
Machinery	8-15 years
Furniture, fittings and equipment	8-10 years

The useful lives have been determined based on those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

- e) An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of profit and loss within other gains/ (losses).

#### 2.6 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or infinite.

The Company does not have any intangible assets with infinite life. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset

## VIKAS WSP LIMITED

### Notes to financials statements for the year ended on March 31, 2018

may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

#### 2.7 Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

#### 2.8 Inventories

Raw materials, stores and spares, work in progress, traded and finished goods are stated at the lower of cost and net realisable value.

Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

#### 2.9 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

#### 2.10 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only

## VIKAS WSP LIMITED

### Notes to financials statements for the year ended on March 31, 2018

when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### 2.11 Employee Benefits

##### (i) Short-term obligations-

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

##### (ii) Post-employment obligations-

The Company operates the following post-employment schemes:

(a) Defined benefit plans such as gratuity; and

(b) Defined contribution plans such as provident fund and Employee State Insurance.

##### Gratuity obligations (defined benefit)-

A defined benefit plan is a post-employment benefit plan other a defined contribution plan. Gratuity is a post-employment benefit and is in the nature of a defined benefit plan.

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date, together with adjustments for un-recognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to market yields on government bonds that have terms to maturity approximating the terms of the related liability. Service cost on the Company's defined benefit plan is included in employee benefits expense. Net interest expense on the net defined benefit liability is included in finance costs. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

##### Provident fund and Employee State Insurance (Defined contribution plans) -

The Company pays contributions towards provident fund and employee state insurance scheme to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

#### 2.12 Financial assets

##### (i) Classification-

The Company classifies its financial assets in the following measurement categories:

Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

##### (ii) Measurement of financial assets

Financial assets are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

##### (iii) Impairment of financial assets-

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

## VIKAS WSP LIMITED

### Notes to financials statements for the year ended on March 31, 2018

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) Derecognition of financial assets-

A financial asset is derecognised only when:

The Company has transferred the rights to receive cash flows from the financial asset or, retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

#### 2.13 Off-setting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

#### 2.14 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Accordingly, segmental reporting is performed on the basis of geographical location of customer which is also used by the chief financial decision maker of the company for allocation of available resources and future prospects.

#### 2.15 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

#### 2.16 Foreign currency translation or transaction

a) Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

b) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss.

All foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses). Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

#### 2.17 Financial liabilities

*Initial recognition and measurement:*

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

*Subsequent measurement-*



## VIKAS WSP LIMITED

### Notes to financial statements for the year ended on March 31, 2018

The measurement of financial liabilities depends on their classification, as described below:

(a) Loans and borrowings-

All the borrowings of the Company are short terms in the nature and are in the form of packing credit, bank overdrafts, cash credit limits or foreign documentary bills purchased by the banks. Therefore, the costs at which these liabilities have been initially recognized necessarily reflect the value at which they are likely to be settled.

#### 2.18 Contingencies

Contingent liabilities are possible obligations whose existence will be confirmed only on the occurrence or non-occurrence of uncertain future events outside the Company's control, or present obligations that are not recognised because of the following: (a) It is not probable that an outflow of economic benefits will be required to settle the obligation; or (b) the amount cannot be measured reliably.

Contingent liabilities are not recognised but are disclosed and described in the notes to the financial statements, including an estimate of their potential financial effect and uncertainties relating to the amount or timing of any outflow, unless the possibility of settlement is remote.

Contingent assets are possible assets whose existence will be confirmed only on the occurrence or non-occurrence of uncertain future events outside the Company's control. Contingent assets are not recognised. When the realisation of income is virtually certain, the related asset is not a contingent asset; it is recognised as an asset.

Contingent assets are disclosed and described in the notes to the financial statements, including an estimate of their potential financial effect if the inflow of economic benefits is probable.

#### 2.19 Earnings per share

**Basic:** Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year.

**Diluted:** For computing diluted earnings per share the net profit for the period attributable to equity shareholders divided by the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The number of shares and potentially dilutive equity shares are adjusted for any stock splits and bonus shares issued.

#### 2.20 Borrowing Costs:

Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds.

General and specific borrowing costs directly attributable to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the Statement of Profit or Loss using the effective interest method.

#### 2.21 Recent accounting pronouncements

Standards issued but not yet effective:

In March 2018, the Ministry of Corporate Affairs ('MCA') issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 12, 'Income taxes', Ind AS 21, 'The effects of changes in foreign exchange rates and also introduced new revenue recognition standard Ind AS 115 'Revenue from contracts with customers'. These amendments rules are applicable to the Company from April 1, 2018.

##### **Ind AS 115 'Revenue from Contracts with Customers' (Ind AS 115)**

MCA has notified new standard for revenue recognition which overhauls the existing revenue recognition standards including Ind AS 18 - Revenue and Ind AS 11 - Construction contracts. The new standard provides a control-based revenue recognition model and provides a five step application principle to be followed for revenue recognition:

- a) Identification of the contracts with the customer
- b) Identification of the performance obligations in the contract
- c) Determination of the transaction price
- d) Allocation of transaction price to the performance obligations in the contract (as identified in step ii)

## VIKAS WSP LIMITED

### Notes to financial statements for the year ended on March 31, 2018

- e) Recognition of revenue when performance obligation is satisfied.
- f) The management is yet to assess the impact of this new standard on the Company's financial statements.

#### **Amendment to Ind AS 12**

The amendment to Ind AS 12 requires the entities to consider restriction in tax laws in sources of taxable profit against which entity may make deductions on reversal of deductible temporary difference (may or may not have arisen from same source) and also consider probable future taxable profit. The Company is evaluating the requirements of the amendment and its impact on the financial statements.

#### **Amendment to Ind AS 21**

The amendment to Ind AS 21 requires the entities to consider exchange rate on the date of initial recognition of advance consideration (asset/liability), for recognising related expense/income on the settlement of said asset/liability. The Company is evaluating the requirements of the amendment and its impact on the financial statements.

#### **2.22 Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

#### **Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

#### **Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

#### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **a) Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

- b) Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

#### **c) Useful life of property, plant & equipment and intangible assets:**

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period

Notes to the financial statements for the year ended March 31, 2018

INR in lacs

Particulars	3(a) Property, plant and equipment					3(b) Intangible assets				
	Leasehold land	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total	Computer software	
Gross Block										
Original Cost as at April 1, 2016	2,175.85	42,307.37	1,650.11	70,883.84	67.53	268.60	87.46	117,440.76	6.55	
Additions during the year	-	-	-	17.79	-	-	0.17	17.95	3.41	
Sales/ Adjustments	107.78	-	-	-	-	-	-	107.78	-	
Original Cost as at March 31, 2017	2,068.07	42,307.37	1,650.11	70,901.63	67.53	268.60	87.62	117,350.93	9.96	
Accumulated Depreciation										
As at April 1, 2016	-	-	464.63	38,321.96	19.29	141.23	70.83	39,017.94	2.90	
Charge for the year	-	-	49.93	3,380.50	6.67	24.00	8.21	3,469.31	1.00	
"Sales/ Adjustments"	-	-	-	-	-	-	-	-	-	
As at March 31, 2017	-	-	514.56	41,702.46	25.96	165.23	79.05	42,487.26	3.90	
Net Block										
As at March 31, 2017	2,068.07	42,307.37	1,135.55	29,199.17	41.57	103.37	8.58	74,863.68	6.06	
Gross Block										
Original Cost as at April 1, 2017	2,068.07	42,307.37	1,650.11	70,901.63	67.53	268.60	87.62	117,350.93	9.96	
Additions during the year	-	-	-	58.14	-	-	0.89	59.03	-	
Sales/ Adjustments	-	-	-	-	-	-	-	-	-	
Original Cost as at March 31, 2018	2,068.07	42,307.37	1,650.11	70,959.77	67.53	268.60	88.51	117,409.96	9.96	
Accumulated Depreciation										
As at April 1, 2017	-	-	514.56	41,702.46	25.96	165.23	79.05	42,487.26	3.90	
Charge for the year	-	-	49.93	3,384.58	6.67	23.81	4.11	3,469.10	1.67	
Sales/ Adjustments	-	-	-	-	-	-	-	-	-	
As at March 31, 2018	-	-	564.49	45,087.04	32.63	189.04	83.16	45,956.36	5.57	
Net Block										
As at March 31, 2018	2,068.07	42,307.37	1,085.62	25,872.73	34.90	79.56	5.35	71,453.61	4.39	

(i) Refer note 36(a)(iii) for details of assets under pledge as security for loans taken from the bank.

(ii) The Company has purchased certain land parcels under finance lease arrangement from RIICO and GIDC in earlier years which have been recognised under property, plant and equipment with one time payment amounting to Rs.2,068.07 lacs (Previous year Rs.2,175.85 lacs.)

3(c) Capital work-in-progress

	As at March 31, 2018	As at March 31, 2017
Capital work in progress	1,053.03	1,053.03
	1,053.03	1,053.03

## Notes to the Financial Statements for the year ended March 31, 2018

INR in Lacs

4	<b>Non current asset:</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
	Financial assets		
	Other financial assets (security deposits)	262.29	252.09
		<b>262.29</b>	<b>252.09</b>
<b>5</b>	<b>Other non-current assets</b>		
	Capital advances	20.70	67.48
	Advances other than capital advances:		
	- Claim receivable (refer note 32)	26,028.00	25,936.00
		<b>26,048.70</b>	<b>26,003.48</b>
	<b>Current assets:</b>		
<b>6</b>	<b>Inventories</b>		
	(At lower of cost and net realisable value)		
	Raw materials	8,770.51	7,412.87
	Finished goods:		
	- In stores	422.56	379.92
	- In transit	60.34	18.92
	Packing material	62.10	62.07
	Stores and spares	595.10	589.77
		<b>9,910.62</b>	<b>8,463.55</b>
<b>7</b>	<b>Financial assets</b>		
	<b>i) Trade receivables#</b>		
	<b>Unsecured, considered good unless otherwise stated</b>		
	Debts recoverable	45,052.70	30,961.32
		<b>45,052.70</b>	<b>30,961.32</b>
	# includes dues from related parties (refer note 34)		
	<b>ii) Cash and cash equivalent</b>		
	<b>Balances with banks:</b>		
	in current accounts	17.79	20.53
	Cash on hand	17.85	17.48
		<b>35.64</b>	<b>38.00</b>
	<b>iii) Bank balances other than (ii) above</b>		
	Unclaimed dividend account (refer note 14)	77.89	77.86
		<b>77.89</b>	<b>77.86</b>
<b>8</b>	<b>Other current assets</b>		
	<b>Advances other than capital advances:</b>		
	<b>Unsecured, considered good unless otherwise stated</b>		

## Notes to the Financial Statements for the year ended March 31, 2018

Advance to suppliers <sup>^</sup>	10,219.35	6,547.75
Advance recoverable in cash or kind	556.53	427.44
Advance tax and tax deducted at source	2.00	2.00
Minimum alternate tax credit receivable	99.55	99.55
Value added tax credit receivable	126.75	30.69
Service tax receivable	509.95	511.65
<b>Unsecured, considered doubtful</b>		
Advances to suppliers	150.00	150.00
Less: Provisions for doubtful advances	(150.00)	(150.00)
<b>Total other current assets</b>	<b>11,514.13</b>	<b>7,619.07</b>

<sup>^</sup> includes dues from related parties (refer note 34)

<b>9</b>	<b>Equity share capital</b>	<b>As at</b>	<b>As at</b>
		<b>March 31, 2018</b>	<b>March 31, 2017</b>
	<b>Authorised Share Capital</b>		
	287,500,000 (previous year 287,500,000) equity shares of Re.1 each	2,875.00	2,875.00
		<b>2,875.00</b>	<b>2,875.00</b>
	Issued, subscribed and Paid up capital		
	194,439,600 (previous year 137,439,600) equity shares of Re.1 each, fully paid up)	1,944.40	1,374.40
		<b>1,944.40</b>	<b>1,374.40</b>

**(i) Movements in equity share capital**

	Number of shares (in lacs)	Equity share capital (par value) (Rs. in lacs)
As at April 1, 2016	1,374.40	1,374.40
Add: Issued during the year	-	-
<b>Balance as at March 31, 2017</b>	<b>1,374.40</b>	<b>1,374.40</b>
As at April 1, 2017	1,374.40	1,374.40
Add: Preferential issue of equity shares during the year [refer note (iii) below]	570.00	570.00
<b>As at March 31, 2018</b>	<b>1,944.40</b>	<b>1,944.40</b>

**(ii) Terms/Rights attached to equity shares**

The Company has one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii)** The members of the Company in their extra ordinary general meeting held on April 21, 2017 had approved the issue of 5,10,00,000 equity shares to qualified investors (other than promoters) and 170,00,000 equity shares to

## Notes to the Financial Statements for the year ended March 31, 2018

INR in Lacs

promoters, on a preferential basis at Rs. 10/- per share (including premium of Rs.9/- per equity share).

The Company had applied for in-principle approval of allotment of these equity shares to the Bombay Stock Exchange ("the stock exchange"). The Company received the in-principle approval from the stock exchange vide its letter no. DCS/PREF/SD/PRE/1947/2017-2018 granted on May 25, 2017 to allot 5,10,00,000 equity shares to qualified investors (other than promoters) and 85,00,000 equity shares to promoters, on a preferential basis, with certain ratification to be made in next general meeting."

The Board Meeting of the Company was held on June 08, 2017 for approval of allotment of 4,85,00,000 Equity Shares of Re.1/- each at Premium of Rs. 9/- per equity shares (i.e. Rs. 10 including premium) fully paid aggregate amounting to Rs. 48,50,00,000 (Rupees Forty Eight Crores Fifty Lakhs Only) on preferential basis to qualified investor (other than Promoter) and allotment of 85,00,000 Equity Shares of Re.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 Crore Fifty Lakhs Only) on preferential basis to Promoters. The details of allottees and lock in share is given below:

S. No.	Name of Allottees	Category	PAN	Number of shares allotted	Lock-in details
1	Bimla Devi Jindal	Promoter	ABSPJ6495R	8,500,000	November 30, 2020
2	Munni Devi Goyal prop. of M/s Gopi Ram Lalit Kumar	Non-promoter	AEJPG4271J	17,000,000	November 30, 2018
3	Hanuman Parsad Goyal Prop. of M/s Goyal Enterprises	Non-promoter	ABVPG7484Q	17,000,000	November 30, 2018
4	Naveen Goyal Prop. of M/s Navin Trading Company	Non-promoter	BABPG8637D	14,500,000	November 30, 2018
				<b>57,000,000</b>	

(iv) Details of shareholders holding more than 5% shares in the company #

	March 31, 2018		March 31, 2017	
	Number of shares (in lakhs)	% holding	Number of shares (in lakhs)	% holding
B D Aggarwal	237.32	12.20%	237.32	17.27%
Bimla Devi Jindal	127.74	6.57%	42.75	3.11%
Hanuman Prasad Goyal	170.00	8.74%	-	-
Munni Devi Goyal	170.00	8.74%	-	-
Naveen Goyal	145.00	7.45%	-	-

# As per the records of the company, including register of members

- (v) The Company has not issued/allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash or by way of bonus shares during the period of five year immediately preceding the reporting date. Further, no shares of any class were bought back during the period of five year immediately preceding the reporting date.

(vi) Employee Stock Options

The members of the Company in their extra ordinary general meeting held on April 21, 2017 have approved the issue of 1,00,00,000 equity shares of Re.1/- each (face value) to its permanent employees (excluding employees of its subsidiary) under Vikas Employee Stock Option Plan 2017 (ESOP 2017). The Company had applied for in-principle approval of allotment of these equity shares to the Bombay Stock Exchange ("the stock exchange"). The Company has received in-principle approval from the stock exchange vide its letter no. DCS/IPO/ST/ESOP-

## Notes to the Financial Statements for the year ended March 31, 2018

INR in Lacs

IP/1918/2017-2018 granted on May 18, 2017 to issue and allot a maximum of 100,00,000 equity shares which are likely to arise out of exercise of options as and when exercised under the scheme. All these schemes are in compliance with SEBI (Share Based Employee Benefits) Regulation 2014.

10 Other equity	As at March 31, 2018	As at March 31, 2017
Retained earnings	44,242.15	41,346.45
Capital reserve	101.72	101.72
Securities premium reserve	35,093.22	29,963.22
General reserve	25,126.75	25,126.75
<b>Total reserves and surplus</b>	<b>104,563.85</b>	<b>96,538.14</b>
<p>a) Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.</p> <p>b) Capital Reserve: this Reserve represents grants of capital nature.</p> <p>c) Securities Premium Account: this Reserve represents the premium on issue of shares and can be utilized in accordance with the provision of the Companies Act, 2013.</p> <p>d) General Reserve: this Reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. There same can be utilized by the Company in accordance with the provisions of the Companies Act, 2013.</p>		
11 Long-term provisions	As at March 31, 2018	As at March 31, 2017
Provision for defined benefit obligations :		
Provision for gratuity (refer to note 31)	362.44	283.36
	<b>362.44</b>	<b>283.36</b>
12 Deferred tax liabilities (net)		
<b>Deferred tax liabilities</b>		
Difference in written down value of fixed assets	3,922.66	3,991.29
<b>Deferred tax assets</b>		
Provision for gratuity	(129.07)	(95.85)
Provision for doubtful loan and advances	(51.91)	(49.59)
Disallowances under section 43b of Income tax Act, 1961	(1,267.34)	(1,049.33)
Minimum alternate tax credit entitlement	(973.86)	-
	<b>1,500.48</b>	<b>2,796.52</b>
<p>12 (a) Deferred tax assets is recognized to the extent that it is probable that future taxable profits will be available against which carried forward tax losses can be utilised. The cumulative unabsorbed business losses amount to Rs. _____ lacs (March 31, 2017: Rs.200,97.84 lacs) and cumulative unabsorbed depreciation of Rs.69,53.83 lacs (March 31, 2017 Rs. 69,53.83 lacs) on which no deferred tax asset has been recognised in accordance with accounting principles laid under Ind AS for recognition of deferred tax assets. Further, these losses are available to offset for maximum period of eight years from the date of incurrence of loss.</p>		

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

12 (b) Movement in deferred tax balances	Opening as at April 1, 2017	Recognised in profit and loss	Closing as at March 31, 2018
<b>Deferred tax liabilities</b>			
Difference in written down value of fixed assets	3,991.29	(68.63)	3,922.66
<b>Deferred tax assets</b>			
Provision for gratuity	(95.85)	(33.22)	(129.07)
Provision for doubtful loan and advances	(49.59)	(2.32)	(51.91)
Disallowances under section 43b of Income tax Act, 1961	(1,049.33)	(218.01)	(1,267.34)
	(1,194.77)	(253.55)	(1,448.32)
	<b>2,796.52</b>	<b>(322.18)</b>	<b>2,474.34</b>
Minimum alternate tax credit entitlement	-	(973.86)	(973.86)
	-	<b>(973.86)</b>	<b>(973.86)</b>
 <b>Movement in deferred tax balances</b>			
	Opening as at April 1, 2016	Recognised in profit and loss	Closing as at March 31, 2017
<b>Deferred tax liabilities</b>			
Difference in written down value of fixed assets	4,006.07	(14.78)	3,991.29
<b>Deferred tax assets</b>			
Provision for gratuity	(68.29)	(27.56)	(95.85)
Provision for doubtful loan and advances	(48.67)	(0.92)	(49.59)
Disallowances under section 43b of Income tax Act, 1961	-	(1,049.33)	(1,049.33)
	(116.96)	(1,077.81)	(1,194.77)
	<b>3,889.11</b>	<b>(1,092.59)</b>	<b>2,796.52</b>
 <b>13 Financial liabilities - short term</b>			
		As at March 31, 2018	As at March 31, 2017
<b>i) Borrowings</b>			
Secured:			
From banks			
Export packing credit (refer to note 33)		13,422.86	12,690.28
Foreign documentary bills purchased (refer to note 33)		3,248.81	3,229.11
Unsecured loans		1,492.20	-
		<b>18,163.87</b>	<b>15,919.39</b>



## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

	As at March 31, 2018	As at March 31, 2017
<b>ii) Trade and other payables</b>		
Trade payables		
- to micro, small and medium enterprises (refer to note 28)**	-	-
- to others	12,846.40	11,703.63
	<b>12,846.40</b>	<b>11,703.63</b>
<b>iii) Other Financial Liabilities</b>		
Salary and bonus payable	820.54	490.55
Interest accrued on borrowings (refer note 33)	1,991.31	3,096.67
Other payables	3,566.22	1,627.41
	<b>6,378.06</b>	<b>5,214.64</b>
<b>14 Other current liabilities</b>		
Book over draft	-	1.58
Unclaimed dividend	77.26	77.26
Statutory dues (including interest thereon)	17,491.85	15,422.68
	<b>17,569.11</b>	<b>15,501.52</b>
<b>15 (a) Short-term provisions</b>		
Provision for employee benefits:		
- Provision for gratuity (refer to note 31)	10.52	6.54
	<b>10.52</b>	<b>6.54</b>
<b>15 (a) Income tax liabilities</b>		
Provision for income tax		
- Minimum alternate tax payable	973.86	-
	<b>973.86</b>	-
<b>16 Revenue from operations</b>		
Sale of products	69,627.96	19,363.86
Other operating revenue	0.03	-
<b>Total revenue</b>	<b>69,627.99</b>	<b>19,363.86</b>
<b>17 Other income and other gains/(losses)</b>		
<b>a) Other income</b>		
Interest income from financial assets	-	20.35
<b>Total other income</b>	-	<b>20.35</b>
<b>(b) Other gains</b>		
Net gain on disposal of property, plant and equipment	-	464.40

**Notes to the Financial Statements for the year ended March 31, 2017**

INR in Lacs

	Foreign exchange gain	487.55	-
	<b>Total other gains/(losses)</b>	<b>487.55</b>	<b>464.40</b>
<b>18</b>	<b>Cost of material consumed</b>		
	<b>Raw material consumed</b>		
	Opening stock	7,412.87	9,550.41
	Add: purchases	57,389.47	14,880.56
		<b>64,802.34</b>	<b>24,430.97</b>
	Less: Closing stock	8,770.51	7,412.87
	<b>Cost of raw material consumed</b>	<b>56,031.83</b>	<b>17,018.10</b>
	<b>Packing material consumed</b>		
	Opening stock	62.07	47.79
	Add: purchases	71.13	94.48
		133.20	142.27
	Less: closing stock	62.10	62.07
	<b>Cost of packing material consumed</b>	<b>71.10</b>	<b>80.20</b>
	<b>Total cost of material consumed</b>	<b>56,102.93</b>	<b>17,098.30</b>
<b>18a</b>	<b>Details of raw material consumed</b>		
	Guar		12,574.43
	Guar split		4,197.29
	Other		246.38
		-	<b>17,018.10</b>
<b>19</b>	<b>Changes in inventories of finished goods</b>		
	Opening balance		
	-Finished goods	398.84	673.92
	<b>Total opening balance</b>	<b>398.84</b>	<b>673.92</b>
	Closing balance		
	-Finished goods	482.89	398.84
	<b>Total closing balance</b>	<b>482.89</b>	<b>398.84</b>
	<b>Change in inventory of finished goods</b>	<b>(84.05)</b>	<b>275.08</b>
<b>20</b>	<b>Excise duty on sale of goods</b>		
	Excise duty	-	4.81
		-	<b>4.81</b>

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>21 Employee benefits expense</b>		
Salaries and other allowances	1,778.14	1,467.65
Contribution to provident and other funds	99.32	175.92
Staff welfare expenses	5.71	46.91
<b>Total employee benefit expense</b>	<b>1,883.17</b>	<b>1,690.48</b>
<b>22 Finance costs</b>		
Interest on financial liabilities	4,645.14	4,477.85
<b>Finance costs expenses in profit or loss</b>	<b>4,645.14</b>	<b>4,477.85</b>
<b>23 Depreciation and amortisation expenses</b>		
Depreciation on property, plant and equipment (refer note 3(a))	3,469.10	3,469.31
Amortisation of intangible assets (refer note 3( c))	1.67	1.00
<b>Total depreciation and amortisation expenses</b>	<b>3,470.77</b>	<b>3,470.31</b>
<b>24 Other expenses</b>		
Consumption of stores and spares	37.21	135.57
Repairs and maintenance		
- Machinery	-	8.67
- Building	4.56	10.61
- Others	-	17.09
Power and fuel	586.57	1,088.02
Rent (refer to note 35)	0.13	2.40
Rates and taxes	2.67	5.97
Insurance	29.00	25.14
Travelling and conveyance	86.08	51.57
Other manufacturing expenses	101.61	29.65
Bank charges	8.55	78.33
Port handling charges	46.78	38.67
Legal and professional (refer Note 24 a)	141.10	55.75
Foreign exchange fluctuation loss	420.09	621.29
Laboratory and testing charges	1.98	62.10
Freight	17.13	10.66
Miscellaneous expenses (refer note 24 b)	40.60	80.72
<b>Other expenses</b>	<b>1,524.04</b>	<b>2,322.21</b>

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

**24a Legal and professional expenses include payment to auditor**

**As auditor\*:**

Audit fee	3.00	5.00
Limited review	1.50	2.25
Tax audit	0.50	0.75
	<b>5.00</b>	<b>8.00</b>

\* exclusive of service tax

- 24b (i) Rs. Nil (Previous Year Rs. Nil) towards donation to Political Parties.  
(ii) Rs. Nil (Previous Year Rs. Nil) spent towards various schemes of Corporate Social responsibility as prescribed under Section 135 of the Companies Act, 2013.

	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>25 Income tax (credit)/expense</b>		
<b>Current tax</b>		
- Current tax for the year	973.86	-
- Adjustments for current tax of prior periods	-	1.91
<b>Total current tax expense</b>	<b>973.86</b>	<b>1.91</b>
<b>Deferred tax</b>		
- (Decrease) / increase in deferred tax liabilities	(322.18)	(1,092.59)
- Minimum alternate tax credit entitlement	(973.86)	-
<b>Total deferred tax expense/(benefit)</b>	<b>(1,296.05)</b>	<b>(1,092.59)</b>
	<b>(322.18)</b>	<b>(1,090.68)</b>
<b>27(a) Effective tax reconciliation</b>		
Profit/ (Loss) before tax	2,573.52	(9,490.45)
Deferred tax credit in profit and loss as per effective tax rate	772.06	(3,137.83)
i) Impact of Loss of tax benefit due to permanent disallowances of certain items under income tax	100.00	660.37
ii) Impact of Deferred tax not recognised on unabsorbed losses and depreciation/ amortisation on prudence basis	(872.06)	1,834.31
iii) Impact of benefit from previously unrecognised deferred taxes on disallowances under section 43b of Income Tax Act, 1961 in view of unabsorbed losses on prudence basis	-	(345.85)
iv) mpact of other miscellaneous items	(322.18)	(103.60)
<b>Expected tax after adjustments</b>	<b>(322.18)</b>	<b>(1,092.61)</b>
<b>As per statement of profit and loss</b>		
Tax (credit)/ charged to profit and loss		
- Current tax [Minimum Alternate Tax ('MAT')]	973.86	-
- MAT credit entailment	(973.86)	-
- Deferred tax	(322.18)	(1,092.59)

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

	(322.18)	(1,092.59)
<b>26 Other comprehensive income</b>		
Items that will not be reclassified to profit or loss		
Remeasurement of post employment benefit obligations	-	(31.75)
Income tax relating to these items	-	-
	-	(31.75)

### 27 Earnings/(Loss) per equity share (Basic and diluted\*\*\*)

Earnings/(Loss) attributable to equity shareholders' (for basic and diluted earning)	2,895.70	(8,399.77)
Total number of shares outstanding as at the year end	194,439,600	137,439,600
Weighted average number of equity shares for basic and diluted earnings per share (face value of Re.1 per share)	183,508,093	137,439,600
	1.58	(6.11)

\*\*\*Owing to net loss attributable to equity shareholders, there is no dilutive effect of potential equity share

### 28 Detail of dues to micro and small enterprises defined under the MSMED Act 2006

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue Principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly, there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

### 29 Contingent liabilities

#### Claims against the company not acknowledged as debts

	INR in Lacs	
	As at March 31, 2018	As at March 31, 2017
a) Income Tax matters, disputed and under appeal	5,035.33	5,035.33
b) Service Tax matters, disputed and under appeal	1,387.81	1,387.81
	<b>6,423.14</b>	<b>6,423.14</b>

The above amounts includes demand from tax authorities for various matters. The Company has preferred appeals on these matters and the same are pending with appellate authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. Considering the facts of the all above matters, no further provision is considered necessary by management.

### 30 Capital and other commitments

#### Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is Rs. 11.95 lacs (previous year Rs. 11.95 lacs).

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

### 31 Post-employment benefit plans

- i) The Company has a defined benefit gratuity plan. Gratuity is payable to all eligible employees of the Company on retirement or separation from the Company after completion of five years of service with the company.

	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>a. Changes in defined benefit obligation</b>		
<b>Liability at the beginning of the year</b>	289.90	210.49
Interest cost	23.19	16.84
Current service cost	59.87	30.83
Actuarial (gain)/loss	-	31.75
<b>Liability at the end of the year</b>	<b>372.96</b>	<b>289.90</b>
<b>b. Amount recognised in the balance sheet</b>		
<b>Liability at the beginning of the year</b>	289.90	210.49
Expenses for the year	83.06	79.41
<b>Liability at the end of the year</b>	<b>372.96</b>	<b>289.90</b>
<b>c. Expenses recognised in the statement of Profit and Loss</b>		
Current service cost	59.87	30.83
Interest cost	23.19	16.84
Net actuarial (gain)/loss recognised in the year	-	31.75
<b>Net benefit expenses</b>	<b>83.06</b>	<b>79.41</b>

	For the year ended		For the year ended	
	March 31, 2014	March 31, 2015	March 31, 2016	March 31, 2017
<b>d. Experience adjustments</b>				
Defined benefit obligation	148.19	192.03	210.49	289.90
Deficit	148.19	192.03	210.49	289.90
Experience adjustment on plan liabilities (loss)/gain	(55.13)	13.84	17.19	2.34
<b>e. Planned benefit obligation bifurcation at the end of the year</b>			<b>As at</b>	<b>As at</b>
			<b>March 31, 2018</b>	<b>March 31, 2017</b>
Current liability (amount due within one year)			10.52	6.54
Non-current liability (amount due over one year)			362.44	283.36
			372.96	289.90
<b>f. The principal assumptions used in determining the post employment defined benefit obligation are as given below:</b>			<b>As at</b>	<b>As at</b>
			<b>March 31, 2018</b>	<b>March 31, 2017</b>
Discount rate			7.71%	7.36%
Salary escalation rate (p.a.)			8.00%	8.00%
Expected average remaining working life of employees (years)			24.31	25.61

The discount rate is based on the market yields of Government bonds as at the balance sheet date for the estimated term of the obligation. The salary escalation rate takes into account inflation, seniority, promotion and other relevant factors.

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

**g. Demographic assumption**

	As at March 31, 2018	As at March 31, 2017
1. Retirement Age	60 years	60 years
2. Mortality rate	IALM (2006-08)	IALM (2006-08)
3. Leaving service :	Withdrawal rate	Withdrawal rate
Upto 30 years	3%	3%
31-44 years	2%	2%
Above 44 years	1%	1%

**h. Sensitivity Analysis of the defined benefit obligation.**

	Amount	
i) Impact of the change in discount rate		
Present Value of Obligation at the end of the period		
1) Impact due to increase of 0.50 %	(45.75)	(25.41)
2) Impact due to decrease of 0.50 %	36.08	24.02
	(9.67)	(1.39)
ii) Impact of the change in salary increase		
Present Value of Obligation at the end of the period		
1) Impact due to increase of 0.50 %	35.75	23.73
2) Impact due to decrease of 0.50 %	(45.82)	(25.38)
	(10.07)	(1.65)

**i. Maturity Profile of Defined Benefit Obligation**

Year	Amount	Amount
Apr 2017- Mar 2018	-	6.54
Apr 2018- Mar 2019	10.52	6.78
Apr 2019- Mar 2020	7.53	7.28
Apr 2020- Mar 2021	8.16	6.36
Apr 2021- Mar 2022	9.38	6.85
Apr 2022- Mar 2023	10.79	6.89
Apr 2023 onwards	12.41	249.19

## Notes to the Financial Statements for the year ended March 31, 2017

Apr 2024 onwards

314.18

-

### j. Description of Risk Exposures:

- i) Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -
  - a) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
  - b) Investment Risk - As the plan is not funded, there is no investment risk
  - c) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
  - d) Mortality & disability - Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
  - e) Withdrawals - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.
- ii) During the year the Company has recorded an expense of Rs 61.93 lacs (previous year Rs. 62.44 lacs) towards provident fund, a defined contribution plan.
- iii) Leaves are encashed at the end of the year and not carried forwarded.
- iv) Post employment benefits are determined by an Independent Actuary on overall basis and hence have not been separately provided for key management personnel.

### 32 Settlement Claim

The Company had filed a legal suit in US Court of law against M/s Economy Polymers and Chemicals, USA ("Economy Polymers") in the month of November 2013 for non performance of purchase orders issued by Economy Polymers. During the year 2014-15, the Company had entered into a settlement for USD 80 Million, Equivalent Rs.494,82.62 lacs with Economy Polymers against their claim for compensation. The Company had recognized Rs.474,46.08 lacs in the Statement profit and loss and balance of Rs. 2036.54 lacs has been adjusted against outstanding receivable for seed distribution from Economy Polymers as per the settlement agreement. In turn, to discharge to the Company's liability towards non-performance of agreements for purchase of material for Economy Polymers, the Company had settled with suppliers for Rs.385,00.00 lacs. The same had been recognized in the statement of profit and loss during the financial year 2014-15 on accrual basis.

However, subsequent to payment of USD 40 million (Equivalent INR 24965.80 lacs, in July 2015 Economy Polymers stopped paying the balance instalments due as per the aforesaid settlement agreement . Consequently, due to non recovery of the said dues to the extent of USD 40 million approximately INR 26,028.00 lacs, the Company has filed a court case against Economy Polymers in United States District court for the Southern District of Texas Houston Division, for recovery of balance USD 40 million (Equivalent INR 26028.00 lacs). Considering the ongoing litigation the receivable has been classified under other non-current assets.

- 33 (a) (i) The Company has been availing various export credit facilities amounting Rs.18,163.87 lacs (previous year Rs.15,919.39 lacs) for Export from Punjab National Bank, Union Bank of India and Bank of India under consortium. The aforementioned credit facilities of the Company were classified as Non-Performing Assets (NPA) in June 2016. Thereafter, under mutual agreement between the banks and the Company, a tagging amount of 25% was deducted by the banks from each export bill to clear NPA dues of the banks which was shared amongst the three bankers. However, owing to this repayment arrangement credit facility availed from PNB Rs.2,432.32 lacs has been upgraded to standard assets. Remaining credit facilities towards Union Bank of India & Bank of India is still have not yet been upgraded to Standard assets.  
In accordance with the prudential norms for banks by the Reserve Bank of India, the lender banks have not charged interest on aforementioned export credit facilities extended to the Company upon the classification of the export credit facilities of the Company as NPA. However, the management has accounted for the interest accrued and due amounting Rs.\_\_\_\_\_lacs (previous year Rs.669.64 lacs) to the lending banks in accordance with the terms of borrowings arrangements.
- 33 (a) (ii) The rate of interest on the working capital loans from banks ranges between 11% p.a. to 13% p.a. depending upon the prime lending rate of the banks, wherever applicable, and the interest rate spread agreed with the



## Notes to the Financial Statements for the year ended March 31, 2017

banks.

**33 (a) (iii) Nature of security and terms of repayment for secured borrowings**

	2018	2017	Nature of security
	Sanctioned limited		
<b>Punjab National Bank</b>	INR in lacs	INR in lacs	
Packing credit limit	3,000	3,000	secured by;
Foreign documentary bill purchase/ discounting facility	3,000	3,000	<p>a) pari passu charge with consortium members on inventory including stores and spares not relating to plant &amp; machinery, bills receivable and book debts and all other movables, both present and future and</p> <p>b) charge created pari passu basis on equitable mortgage of Industrial Land and Building of the Company at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar and hypothecation of plant &amp; machinery installed at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar.</p> <p>c) additional securities by way of equitable mortgage of Industrial land and building of the Company situated at F-88/89, Udyog Vihar, RIICO Industrial Area, Sriganganagar and SP-82, IGC Khara, Bikaner.</p> <p>d) additional securities by way of equitable mortgage of Industrial plot no. E-255 to 257 of the Company at Agro Food Park, RIICO, Sriganganagar and Industrial Plot at F 92, Industrial Area, Udyog Vihar, Phase - I, Hanumangarh Road, Sriganganagar.</p> <p>e) Mrs. Bimla Devi Jindal, Mr. B.D. Agarwal and Mrs. Kamini Jindal, directors of the Company have also provided their personal guarantees.</p>
<b>Bank of India</b>			
Packing credit limit	4,000	4,000	Secured by:
Foreign documentary bill purchase/ discounting facility	2,000	2,000	<p>a) pari passu charge with consortium members on inventory including stores and spares not relating to plant &amp; machinery, bills receivable and book debts and all other movables, both present and future and</p> <p>b) mortgage of immoveable assets of the Company at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar and hypothecation of plant &amp; machinery installed at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar.</p> <p>c) Mrs. Bimla Devi Jindal, Mr. B.D. Agarwal and Mrs. Kamini Jindal, directors of the Company have also provided their personal guarantees.</p>
* However, maximum limit is capped at Rs.5,100 lacs			
<b>Union Bank of India</b>			

## Notes to the Financial Statements for the year ended March 31, 2017

Packing credit limit	5,000	5,000	secured by: a) pari passu charge with consortium members on inventory including stores and spares not relating to plant & machinery, bills receivable and book debts and all other movables, both present and future and mortgage of immovable assets of the Company at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganaganagar and b) hypothecation of plant & machinery installed at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganaganagar. c) The company has provided additional security by way of mortgage of land and building of the Company situated at G-1-237, F-90 and B-85, Udyog Vihar, RIICO Industrial Area, Sriganaganagar and G-229 to G-238, F-239 to F-248, Boranada Industrial Area, Jodhpur d) Mrs. Bimla Devi Jindal, Mr. B.D. Agarwal and Mrs. Kamini Jindal, directors of the Company have also provided their personal guarantees.
Foreign documentary bill purchase/ discounting facility	5,000	5,000	
	<b>22,000</b>	<b>22,000</b>	

\* The limits are not available to the Company subsequent to classification of its accounts as NPA

Further, Directors of the Company have pledged his 169,36,900 (previous year 169,36,900) shares of the Company with Punjab National Bank, leader bank for loans taken by the Company.

### 33 (b) Detail of defaults existing as at the Balance sheet date March 31, 2018

Name of the bank	Principal Rs in lacs	Interest Rs in lacs	Period of default
<b>Punjab National Bank</b>			
Packing credit limit	2,415.69	-	More than 360 days
Foreign documentary bill purchase/ discounting facility	-	-	More than 360 days
Interest on above	-	-	More than 360 days More than 180 days Less than 180 days
<b>A</b>	<b>2,415.69</b>	<b>-</b>	
<b>Bank of India</b>			
Packing credit limit	4,708.06		More than 360 days
Foreign documentary bill purchase/ discounting facility			
Interest on above		1,253.76 335.39 334.25	More than 360 days More than 180 days Less than 180 days
<b>B</b>	<b>4,708.06</b>	<b>1,923.40</b>	
<b>Union Bank of India</b>			
Packing credit limit	6,299.11	-	More than 360 days
Foreign documentary bill purchase/ discounting facility	3,248.81	-	More than 360 days

## Notes to the Financial Statements for the year ended March 31, 2017

C	9,547.92	-	
<b>Grand total A+B+C</b>	<b>16,671.67</b>	<b>1,923.40</b>	

### Detail of defaults existing as at Balance sheet date (March 31, 2017)

Name of the bank	Principal Rs in lacs	Interest Rs in lacs	Period of default
<b>Punjab National Bank</b>			
Packing credit limit	2,749.50	-	More than 360 days
Foreign documentary bill purchase/discounting facility	800.05	-	More than 360 days
Interest on above	-	30.67	More than 360 days
		240.93	More than 180 days
		270.36	Less than 180 days
<b>A</b>	<b>3,549.55</b>	<b>541.96</b>	
<b>Bank of India</b>			
Packing credit limit	4,971.06		More than 360 days
Foreign documentary bill purchase/discounting facility			
Interest on above		584.73	More than 360 days
		299.79	More than 180 days
		369.24	Less than 180 days
<b>B</b>	<b>4,971.06</b>	<b>1,253.76</b>	
<b>Union Bank of India</b>			
Packing credit limit	4,969.73	-	More than 360 days
Foreign documentary bill purchase/discounting facility	2,429.05	-	More than 360 days
Interest on above	-	364.84	More than 360 days
		468.05	More than 180 days
		468.06	Less than 180 days
<b>C</b>	<b>7,398.78</b>	<b>1,300.95</b>	
<b>A+B+C</b>	<b>15,919.39</b>	<b>3,096.67</b>	

### 34 Related party disclosures

Transactions with related parties are summarised below :

Transactions which have taken place during the year

#### 1) Name of Key management personnel and their relatives (KMP)

Mr. B. D. Agarwal - Managing Director

Mrs. Kamini Jindal - Director

Mrs. Bimla Devi Jindal - Director

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

Mr. Ravinder K. Gupta - Company Secretary (resigned on July 15, 2016)  
 Mr. Gunjan Kumar Karn - Company Secretary  
 Mr. Umesh Bansal - Chief Finance Officer

### 2) Entities controlled by KMPs

Vikas Granaries Limited  
 Vikas Dall and General Mills (Partnership firm)  
 Vikas Chemi Gums India Limited  
 Vegan Colloids Limited

### Transactions with related parties

#### (a) sales/purchases of goods and services

The following are the sales and purchase during the reporting period in relation to transactions with related parties:

INR in Lacs

Entities controlled by key management personnel	For the year ended	
	March 31, 2018	March 31, 2017
<b>Sales:</b>		
- Vikas Chemi Gums (India) Limited	32,170.55	9,771.24
- Vikas Dall and General Mill	19,864.60	-
	52,035.15	9,771.24
<b>Purchase of raw material</b>		
- Vikas Chemi Gums (India) Limited	21,900.14	1,177.45
- Vikas Granaries Limited	-	84.70
- Vegan Colloids Limited	4,106.68	6,795.00
- Vikas Dall and General Mill	25,510.98	-
	51,517.80	8,057.15
<b>(b) Salary</b>		
- Mr. B D Agarwal	36.00	36.00
- Mrs. Bimla Devi Jindal	9.00	9.00
- Mrs. Kamini Jindal	12.00	12.00
- Mr. Ravinder K Gupta	-	5.10
- Mr. Gunjan Kumar Karn	6.00	3.50
- Mr. Umesh Bansal	12.00	2.00
	57.00	67.60
		INR in Lacs
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
<b>(c) Trade receivables</b>		
- Vikas Granaries Limited	10,702.22	9,823.34
- Vikas Chemi Gums India Ltd	18,868.75	8,943.75
- Vegan Colloids Limited	917.21	5,023.89
<b>Total receivables from related parties</b>	<b>30,488.18</b>	<b>23,790.98</b>

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

### (d) Other payables

- Mr. B.D. Agarwal	2.33	22.51
- Mrs. Bimla Devi Jindal	10.76	6.80
- Mrs. Kamini Jindal	20.67	10.39
- Mr. Gunjan Kumar Karn	0.81	1.50
- Mr. Umesh Bansal	7.64	-
	<b>42.21</b>	<b>41.20</b>

### Shares pledged by certain directors for loan taken by the Company

- B D Agarwal	16,936,900.00	16,936,900.00
---------------	---------------	---------------

\* The aforesaid director of the Company have pledged his 169,39,600 shares of the Company with Punjab National Bank, leader bank for loan taken by the Company.

\*Post employment benefits are determined by an Independent Actuary on overall basis and hence have not been separately provided for key management personnel.

### 35 Operating leases

a. The Company has taken certain assets like Plant & Machinery & Factory building on an operating lease basis. The lease rentals are payable by the company on a monthly basis. The agreement has been discontinued in the current year.

b. Future minimum lease rentals payable as at 31 March 2018, as per the lease agreements:

	Year ended March 31, 2018	Year ended March 31, 2017
i) Not later than one year	-	2.40
ii) Later than one year and not later than five years	-	9.60
iii) Later than five years	-	-
	<b>-</b>	<b>12.00</b>

c. Lease payments recognised in the Statement of Profit & Loss for the year is Rs. 1.20 lacs (Previous year Rs. 2.40 lacs)

### 36 Segment information

As per Ind As 108, Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Accordingly, segmental reporting is performed on the basis of geographical location of customer which is also used by the chief financial decision maker of the company for allocation of available resources and future prospects.

Geographical segments at the Company primarily comprise customers located in US, Europe, India (Domestic) and others. Income in relation to segments is categorized based on items that are individually identified to those segments. It is not practical to identify the expenses, fixed assets used in the Company's business or liabilities contracted, to any of the reportable segments, as the expenses, assets and liabilities are used interchangeably between segments. Accordingly, no disclosure relating to total segment results, total segment assets and liabilities have been made. There are no assets/liabilities outside India specific to any segment.

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

INR in Lacs

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>Segment Revenue</b>		
United States of America	6,179.18	2,267.41
Europe	1,566.88	2,675.74
Domestic	61,588.04	14,239.44
Unallocated - (Exports)	295.68	181.27
<b>Total</b>	<b>69,629.78</b>	<b>19,363.86</b>
<b>Add :</b>		
Unallocable revenue	487.55	484.74
<b>Less :</b>		
Finance cost	4,645.14	4,477.85
Depreciation and amortization	3,470.77	3,470.31
Unallocable expenditure	59,427.88	21,390.88
<b>Loss before tax</b>	<b>2,573.55</b>	<b>(9,490.44)</b>
Tax (credit)/expenses	(322.18)	(1,090.68)
Other comprehensive income	-	(31.75)
<b>Loss after tax</b>	<b>2,895.73</b>	<b>(8,431.50)</b>

37 (a) The Company has 2 customers that individually account for more than 10% of segment sales in USA and there are 3 customers in Europe which individually account for more than 10% of segment sales in Europe. In domestic segment there are 2 customers that account for more than 10% of the sales.

37 (b) The Company sells only Guar based products and that is the only product line of the Company.

### 38 Fair values measurements

Financial instruments by category

Particulars	March 31, 2018		March 31, 2017	
	FVTPL	Amortised cost*	FVTPL	Amortised cost
<b>Financial assets</b>				
Other financial assets (non current)	-	262.29	-	252.09
Trade receivables	-	45,052.70	-	30,961.32
Cash and cash equivalents	-	35.64	-	38.01
Bank balance other than above	-	77.89	-	77.86
Other financial assets (current)	-	11,514.13	-	6,547.75
<b>Total financial assets</b>	-	<b>56,942.64</b>	-	<b>37,877.03</b>
<b>Financial liabilities</b>				
Borrowings (current)	-	18,163.87	-	15,919.39
Trade payables	-	12,846.40	-	11,703.63
Other financial liabilities	-	6,378.06	-	5,214.64
<b>Total financial liabilities</b>	-	<b>37,388.34</b>	-	<b>32,837.66</b>

## Notes to the Financial Statements for the year ended March 31, 2017

INR in Lacs

For instruments measured at amortised costs, carrying value represents best estimate of the fair value.

Derivative instruments and unhedged foreign currency exposure

The Company has no outstanding derivative instrument at the year end. The amount of foreign currency exposure that are not hedged by derivative instruments or otherwise are as under -

	March 31, 2018 Foreign Currency (in lacs)	March 31, 2018 Amount in INR (in lacs)	March 31, 2017 Foreign Currency (in lacs)	March 31, 2017 Amount in INR (in lacs)
<b>Trade receivables in foreign currency</b>				
Foreign currency (USD)	2.94	191.54	2.84	183.89
<b>Claim receivable in foreign currency</b>				
Foreign currency (USD)	400.00	26,028.00	400.00	25,936.00
	<b>402.94</b>	<b>26,219.54</b>	<b>402.84</b>	<b>26,119.89</b>

### Financial risk management objectives and policies

The Company's principal financial liabilities other than derivatives, comprises trade and other payables, security deposits, employee liabilities. The Company's principal financial assets include trade and other receivables, inventories and cash and short-term deposits/ loan that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's senior management is supported by a Risk Management Compliance Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

#### I. Market risk

##### Foreign currency sensitivity

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. Foreign currency risk sensitivity is the impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The following tables demonstrate the sensitivity to a reasonably possible change in USD with all other variables held constant.

	Change in USD rate	Effect on profit before tax Rs. in lacs
<b>For balance outstanding as at March 31, 2018</b>	+5%	1,310.98
	-5%	(1,310.98)
<b>For balance outstanding as at March 31, 2017</b>	+5%	1,310.22
	-5%	(1,310.22)

#### II. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily

## Notes to the Financial Statements for the year ended March 31, 2017

trade receivables.

The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the Balance Sheet date.

### A. Trade receivables

An impairment analysis is performed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in the financial statements. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. Owing to the payment records of customers the Company does not foresee any credit risk.

### B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy.

March 31, 2018

INR in Lacs

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Other financial assets (non current)	262.29	-	262.29
Trade receivables	45,052.70	-	45,052.70
Cash and cash equivalents	35.64	-	35.64
Bank balance other than above	77.89	-	77.89
Other financial assets (current)	11,514.13	-	11,514.13

March 31, 2017

INR in Lacs

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Other financial assets (non current)	252.09	-	252.09
Trade receivables	30,961.32	-	30,961.32
Cash and cash equivalents	38.01	-	38.01
Bank balance other than above	77.86	-	77.86
Other financial assets (current)	6,547.75	-	6,547.75

### III. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. All current the financial liabilities of the Company are current in nature as disclosed in the financial statements.

### 39 Investor Education and Protection Fund

There are no amounts, required to be transferred, to Investor Education and Protection Fund by the Company.



## Notes to the Financial Statements for the year ended March 31, 2017

### 40 Long term and Derivative Contracts

The Company is not dealing in derivatives and has no foreseeable losses on account of derivatives or other long term contracts, which requires provision under applicable laws or accounting standards on long-term contracts and derivative contracts.

**For S. Prakash Aggarwal & Co**  
Chartered Accountants  
Firm Registration No.06105C

**For and on behalf of the Board of Directors of Vikas WSP Limited**

**S.P. Aggarwal**  
Proprietor  
M.No. : 74813

**B.D. Aggarwal**  
Managing Director

**Bimla Devi Jindal**  
Director

Place: Sriganaganagar  
Date: May 28, 2018

**Gunjan Kumar Karn**  
Company Secretary

**Umesh Bansal**  
Chief Financial Officer



## Vikas WSP Limited

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

CIN: L24139HR1988PLC030300

**Registered office:** Railway Road, Siwani, Haryana-127046.

**Corporate Office:-** B-86/87, Udyog Vihar Riico, Industrial Area Sri Ganganagar-335002

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

**Website:** www.vikasguargum.com, **E-mail ID:** csgunjanvikaswsp ltd1984@gmail.com

### ATTENDANCE SLIP

Registered Folio No./DP ID No. / Client ID No.	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
Number of Shares held:	

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

I hereby record my presence at the 30th Annual General Meeting of the **Vikas WSP Limited** at "Railway Road, Siwani, Haryana-127046" on Saturday, 29th September, 2018 at 10.00 A.M.

\_\_\_\_\_  
Name of the member / proxy

\_\_\_\_\_  
Signature of member / proxy

#### Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of the Annual Report to the AGM.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

-----

EVSN (Electronic Voting Sequence Number)	*Default PAN
	USE YOUR PAN

\*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan field.

Note: Please read the instructions printed in the Notice of 30th Annual General Meeting dated 29th September, 2018. The Voting period starts from 26th September, 2018 at 10.00 A.M. and ends on 28th September, 2018 at 5.00 P.M.. The voting module shall be disabled by CDSL for voting thereafter.

**Form No. MGT- 12 Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company: VIKAS WSP LIMITED**

**Registered Office: RAILWAY ROAD, SIWANI, HARYANA - 127046 INDIA**

**CIN: L24139HR1988PLC030300**

**BALLOT PAPER**

<b>S No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

<b>No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	To consider and adopt the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the report of the Board of Directors and of the Auditors thereon.			
2.	To Appoint a Director in Place of Mrs. Kamini Jindal (DIN-05268741), who Retires by Rotation and Being Eligible, offers herself for Re-Appointment			
3.	Approval For Related Party Transaction			

Place: Siwani

Date: 29.09.2018

Signature of Shareholder



**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	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company scheduled to be held on the Saturday, 29th September, 2018 at 10.00 A.M. at RAILWAY ROAD, SIWANI, HARYANA -127046 or /and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
<b>Ordinary Business(es):</b>			
1.	To receive, consider and adopt the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the report of the Board of Directors and of the Auditors thereon.		
2.	To Appoint a Director in Place of Mrs. Kamini Jindal (DIN- 05268741), who Retires by Rotation and Being Eligible, offers herself for Re-Appointment		
<b>Special Business(es):</b>			
3.	Approval For Related Party Transaction		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 2018

Signature of Shareholder

Signature of Proxy holder Signature of the shareholder

**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Railway Road, Siwani, Haryana-127046 not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

Affix  
Revenue  
Stamps

