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**VIKAS WSP LIMITED**

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B-86/87, Udyog Vihar, RIICO, Industrial Area

Sriganganagar - 335 002 / INDIA

CIN : L24139HR1988PLC030300

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

Telephone : 91(154)2494512/2494552 Fax : 91(154)2494361/2475376

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**September 04, 2019**

**To  
The General Manager,  
BSE Limited  
Corporate Relation Department,  
Phiroze Jeejeebhoy Tower  
Dalal Street, Mumbai-400001**

**Ref:-Vikas WSP Limited  
Scrip Code: - 519307**

**Subject:** Intimation of 31<sup>st</sup> Annual General Meeting and Date of Book Closure.

**Dear Sir/Madam,**

Pursuant to Regulations 30, 42 and 44 and other applicable regulations of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, we hereby notify as under:

1. The 31<sup>st</sup> Annual General Meeting (AGM) of the Company will be held on Saturday, September 28, 2019 at 10.00 A.M. at Railway Road, Siwani, Haryana-127046.
2. The Register of Member and Share Transfer Book both will remain closed from Sunday, the 22<sup>nd</sup> day of September, 2019 till Saturday 28<sup>th</sup> day of September, 2019 (Both day inclusive).
3. Pursuant to Regulation 44, we have provided the facility to vote by electronics means (e-voting) on the all resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut- off date i.e. 21<sup>st</sup> September, 2019. The remote e -voting will commence at from 10.00 A.M. on Wednesday from 25.09.2019 to 5.00 P.M. on Friday 27.09.2019. **M/s S Vivek & Associates,,** Practicing Company Secretary has been appointed Scrutinizer for Conducting E-Voting of Annual General Meeting.
4. The Shareholders, who have registered their email ID, are being sent the Notice of the AGM, E-Voting instructions and the Annual Report for the Financial Year 2018-19 through mail. The Shareholders who have not registered their Email ID has been sent the Notice of AGM, E-voting instructions and the Annual Report for the Financial Year 2018-2019 by post.
5. The following are enclosed:
  - (i) Notice of the 31<sup>st</sup> AGM;
  - (ii) E-voting instructions;



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

Thanking You  
Yours faithfully

For **Vikas WSP Limited**

**(BAJRANG DASS AGGARWAL)**

DIN: 00036553,  
Managing Director  
123, Vinoba Basti,  
Sriganganagar,  
Rajasthan-335001



**CC:-**

**Link Intime India Pvt. Ltd**

44, Community Centre,  
Phase-I, Near PVR,  
Naraina Industrial Area, New Delhi-110028  
Phone: +91 11 4141 0592  
Fax: +91 11 4141 0591  
Email ID: - [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

**Central Depository Services India Limited**

25th Floor, A Wing, Marathon Futurex,  
Mafatlal Mills Compound,  
NM Joshi Marg, Lower Parel (E),  
Mumbai - 400 013.

**National Securities Depository Limited**

4<sup>th</sup> Floor, 'A' Wing, Trade World,  
Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013, India  
Tel.: 91-22-2499 4200  
Fax: 91-22-2497 6351  
Email: [info@nsdl.co.in](mailto:info@nsdl.co.in)

**VIKAS WSP LIMITED**

B-86/87, Udyog Vihar, RIICO, Industrial Area

Sriganganagar - 335 002 / INDIA

CIN : L24139HR1988PLC030300

E-mail : [vikasvegan@yahoo.com](mailto:vikasvegan@yahoo.com) , website : [www.vikaswsppltd.in](http://www.vikaswsppltd.in)

Telephone : 91(154) 2494512/2494552 Fax : 91(154) 2494361/2475376

**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:** <http://www.vikaswsppltd.in> ;**E-mail ID:** [csqunjanvikaswsppltd1984@gmail.com](mailto:csqunjanvikaswsppltd1984@gmail.com)**Tel:** 91(154) 2494512/2494552; **Fax:** 31(154) 2494361/2475376**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 31<sup>st</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIKAS WSP LIMITED WILL BE HELD ON SATURDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2019 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, 2019 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, 2019, 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, 2019 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. BIMLA DEVI JINDAL(DIN-00034997), 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. Bimla Devi Jindal (DIN-00034997), 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."

### **4. TO RE-APPOINT Mr. RAM AWTAR MITTAL (DIN: 02303734) AS AN INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. RAM AWTAR MITTAL** (DIN: 02303734), who was appointed as an Independent Director for a term of five(5) consecutive years from 1<sup>st</sup> April 2014 up to 31<sup>st</sup> March 2019, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from 1<sup>st</sup> April 2019 up to 31<sup>st</sup> March 2024".

### **5. TO RE-APPOINT Mr. KISHAN LAL (DIN: 01878703) AS AN INDEPENDENT DIRECTOR**

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



**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. KISHAN LAL (DIN: 01878703)**, who was appointed as an Independent Director for a term of five(5) consecutive years from 1<sup>st</sup> April 2014 up to 31<sup>st</sup> March 2019, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from 1<sup>st</sup> April 2019 up to 31<sup>st</sup> March 2024".

**6. TO RE-APPOINT Mr. NEERAJ CHHABRA (DIN: 06467189) AS AN INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. NEERAJ CHHABRA (DIN: 06467189)**, who was appointed as an Independent Director for a term of five(5) consecutive years from 1<sup>st</sup> April 2014 up to 31<sup>st</sup> March 2019, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from 1<sup>st</sup> April 2019 up to 31<sup>st</sup> March 2024".

**Registered Office**

Railway Road

Siwani Haryana -127046

**CIN:-** L24139HR1988PLC030300

**Email Id:-** [csgunjanvikaswsp1984@gmail.com](mailto:csgunjanvikaswsp1984@gmail.com)

**Place:** Siwani

**Date:** 04-09-2019

**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. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address requests, registration of e-mail address and updation of bank account details to their respective DPs.

13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.





14. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:

(a) The change in the residential status on return to India for permanent settlement; and

(b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.

15. 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 their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company's RTA. In view of SEBI's circular dated April 20, 2018, the Company will send the letters to the shareholders holding equity shares in physical form for updating of PAN and bank account details with the Company / RTA.

16. Information regarding particulars of the Directors to be re-appointed in terms of Secretarial Standard 2, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto.

17. 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: csgunjanvikaswsp ltd1984@ gmail.com

The Notice of the AGM along with the Annual Report 2018-19 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.

18. 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, NOBLE HEIGHTS, 1<sup>ST</sup> FLOOR, PLOT NH 2 C-1 BLOCK LSC, NEAR SAVITRI MARKET JANAKPURI, NEW DELHI - 110058** 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.

19. 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.

20. (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 Link Intime India Private Limited (LI IPL) 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 <https://instavote.linkintime.co.in> during the following voting period:

**Commencement of e-voting** : From 10 AM on 25.09.2019

**End of e-voting** : Up to 5 PM on 27.09.2019

E-voting shall not be allowed beyond 5.00 P.M., on 27.09.2019. 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 21.09.2019.

(b) The Company has engaged Link Intime India Private Limited (LI IPL) as the Authorized Agency to provide e-voting facilities.

(c) The Company has appointed **M/s S Vivek & 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 25.09.2019 at 10.00 A.M. and ends on 27.09.2019 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 cut-off date 21.09.2019, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) for voting thereafter.

**Instructions for shareholders to vote electronically:**

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL:  
<https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).





	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
<b>DOB/ DOI</b>	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
<b>Bank Account Number</b>	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.



For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.





- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

21. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and will submit the same to the Chairman of the meeting. The Chairman or the authorized person shall announce the results within Forty Eight (48) hours after the conclusion of the meeting at the Registered office of the Company i.e. **Railway Road, Siwani, Haryana-127046**. The results declared shall be available on the website of the Company (<http://www.vikaswsppltd.in>) and on the website of the Link Intime India Private Limited (LIPL) (<https://instavote.linkintime.co.in>). The results shall simultaneously be communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

22. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

23. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.

24. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information and redress the queries. Alternatively, Members may utilize the facility extended by the RTA (Link Intime India Private Limited (LIPL). Members may also write at [csgunjanvikaswsppltd1984@gmail.com](mailto:csgunjanvikaswsppltd1984@gmail.com), clearly mentioning their folio number.



25. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the AGM at the meeting.
26. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the board resolution / authority letter / power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
27. Company will be disclosing to the Stock Exchanges as well as at its registered office and corporate office, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the resolutions as specified in this Notice.
28. The route map for the AGM Venue is provided at the end of this notice.

**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)

#### ITEM NO. 4

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules there under, **Mr. Ram Awtar Mittal** was appointed as an independent director of the Company for a period of five years w.e.f. April 1, 2014 upto March 31, 2019. Since, **Mr. Ram Awtar Mittal** has completed his initial term as an independent director of the Company on March 31, 2019; he is eligible for reappointment for one more term.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company at their meeting held on **May 02, 2019**, has approved the re-appointment of **Mr. Ram Awtar Mittal** for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **Mr. Ram Awtar Mittal** confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

A copy of the draft letter for re-appointment of **Mr. Ram Awtar Mittal** setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of **Mr. Ram Awtar Mittal** to be reappointed as an Independent Director as per the provisions of the Companies Act, 2013.

Brief profile of **Mr. Ram Awtar Mittal** is enclosed and detailed profile is available on (<http://www.vikaswsp Ltd.in>). The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in **Item no. 4** as a Special Resolution.

Except **Mr. Ram Awtar Mittal** and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out in **Item no. 4** of the Notice.



#### ITEM NO. 5

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules there under, **Mr. Kishan Lal** was appointed as an independent director of the Company for a period of five years w.e.f. April 1, 2014 upto March 31, 2019. Since, **Mr. Kishan Lal** has completed his initial term as an independent director of the Company on March 31, 2019; he is eligible for reappointment for one more term.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company at their meeting held on **May 02, 2019**, has approved the re-appointment of **Mr. Kishan Lal** for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **Mr. Kishan Lal** confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

A copy of the draft letter for re-appointment of **Mr. Kishan Lal** setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of **Mr. Kishan Lal** to be reappointed as an Independent Director as per the provisions of the Companies Act, 2013.

Brief profile of **Mr. Kishan Lal** is enclosed and detailed profile is available on (<http://www.vikaswsp Ltd.in>). The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in **Item no. 5** as a Special Resolution.

Except **Mr. Kishan Lal** and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out in **Item no. 5** of the Notice.

#### ITEM NO. 6

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules there under, **Mr. Neeraj Chhabra** was appointed as an independent director of the Company for a period of five years w.e.f. April 1, 2014 upto March 31, 2019. Since, **Mr. Neeraj Chhabra** has completed his initial term as an independent director of the Company on March 31, 2019; he is eligible for reappointment for one more term.





Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company at their meeting held on May 02, 2019, has approved the re-appointment of **Mr. Neeraj Chhabra** for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **Mr. Neeraj Chhabra** confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

A copy of the draft letter for re-appointment of **Mr. Neeraj Chhabra** setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of **Mr. Neeraj Chhabra** to be reappointed as an Independent Director as per the provisions of the Companies Act, 2013.

Brief profile of **Mr. Neeraj Chhabra** is enclosed and detailed profile is available on (<http://www.vikaswspltd.in>). The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in **Item no. 6** as a Special Resolution.

Except **Mr. Neeraj Chhabra** and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out in **Item no. 6** of the Notice.

**Registered Office**

Railway Road

Siwani Haryana -127046

**CIN:-** L24139HR1988PLC030300

**Email Id:-** [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com)

**Place:** Siwani

**Date:** 04-09-2019

**By order of the Board**

**Bajrang Dass Aggarwal**

Chairman and Managing Director

DIN:- 00036553

123, Vinoba Basti,

Sriganganagar 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	Bimla Devi Jindal
Date of birth	16-12-1957
Date of Appointment	10-06-2005
Qualification	Bachelor's Degree in Commerce.
Experience in Specific functional areas	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 <b>VIKAS</b> .
No. of Equity Shares held in the Company as on March 31, 2019	1,27,74,832
Terms & Conditions of reappointment	As per Company's Appointment and Remuneration Policy
Remuneration last drawn during the year FY 2017-18 (Rs. in lakhs)	9.00
No. of meetings of Board attended during the year	9
Directorship held in other Companies as on March 31, 2019	4 (Vikas Proppant & Granite Limited, Mansarovar Industrial Development Corporation Private Limited, Vegan Colloids Limited and Vikas Chemi Gum (India) Limited
Relationship with any other director inter-se and KMPs of the Company	Wife of Mr. Bajrang Dass Aggarwal (Managing 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 Audit Committee, <b>Chairperson of Risk Management Committee and Corporate Social Responsibility Committee</b> in Vikas Proppant & Granite Limited





**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:** (<http://www.vikaswspltd.in>;

**E-mail ID:** [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com)

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

**ADMISSION SLIP**

**Thirty First Annual General Meeting**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
---	--	---------------	--

Name(s) and address of the member in  
full \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I / we hereby record my / our presence at the Thirty First Annual General Meeting of the Company being held on Saturday, September 28, 2019 at 11.00 A.M. (IST) at **RAILWAY ROAD, SIWANI, HARYANA 127046.**

Please (√) in the box

☐

Member

☐

Proxy

\_\_\_\_\_  
Signature of Member / Proxy

\*Applicable for member holding shares in physical form.



**VIKAS WSP LIMITED**

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Sri Ganganagar, Raj.-335002

**Website:** (<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

**PROXY FORM**

**Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: L24139HR1988PLC030300**

Name of the Company: **VIKAS WSP LIMITED**

Registered office: **Railway Road, Siwani, Haryana -127046**

Name of the member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

DP ID and Client ID / Folio No: \_\_\_\_\_

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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him.

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him.





3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty First Annual General Meeting of the Company scheduled to be held on Saturday, September 28, 2019 at 10.00 A.M. (IST) at **Railway Road, Siwani, Haryana -127046** or / and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
<b>Ordinary Business(es):</b>			
1.	To Consider and Adopt the Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2019 and the Report of the Board of Directors and of the Auditors thereon		
2.	To Appoint a Director in Place of Mrs. Bimla Devi Jindal(DIN- 00034997), who Retires by Rotation and being Eligible, offers Himself for Re-Appointment		
<b>Special Business(es):</b>			
3.	Approval for Related Party Transactions		
4.	To re-appoint Mr. Ram Awtar Mittal (DIN: 02303734) as an Independent Director		
5.	To re-appoint Mr. Kishan Lal (DIN: 01878703) as an Independent Director		
6.	To re-appoint Mr. Neeraj Chhabra (DIN: 06467189) as an Independent Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Member \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix revenue  
stamp of  
Rs.1/-

**Note:**

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 India not later than 48 hours before the commencement of the Meeting.



**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:** (<http://www.vikaswspltd.in> ;**E-mail ID:** [csqunjanvikaswspltd1984@gmail.com](mailto:csqunjanvikaswspltd1984@gmail.com)**Tel:** 91(154) 2494512/2494552; **Fax:** 31(154) 2494361/2475376**ECS MANDATE FORM****[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]****To****Link Intime India Private Limited****Unit: Vikas WSP Limited****Link Intime India Pvt Limited****Noble Heights, 1<sup>st</sup> Floor, Plot Nh 2****C-1 Block Lsc, Near Savitri Market****Janakpuri, New Delhi - 110058**

Name of the First / Sole Member	
Folio No.	

**PAN / E-mail information**

Income Tax Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
Email ID	

**Particulars of Bank Account**

Bank Name								
Branch Name & Address								
Bank Account Type (tick)	SB		Current		Others			
Bank Account Number								
9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank (Please attach a photocopy of the Cheque)								
IFSC Code								

I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through email towards dividend paid by the Company under the ECS mode.

Signature of the 1st Registered Holder / Sole Holder





**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:** (<http://www.vikaswspltd.in> ;

**E-mail ID:** [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com)

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

**E-Mail Registration Form**

**[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]**

**To**

**Link Intime India Private Limited**

**Unit: Vikas WSP Limited**

**Link Intime India Pvt Limited**

**Noble Heights, 1<sup>st</sup> Floor, Plot Nh 2**

**C-1 Block Lsc, Near Savitri Market**

**Janakpuri, New Delhi - 110058**

Name of the First / Sole Member	
Folio No.	
Email ID	
Mobile no.	
Address	

Signature of the 1st Registered Holder / Sole Holder



**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**

S No	Particulars	Details
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:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Consider and Adopt the Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2019 and the Report of the Board of Directors and of the Auditors thereon			
2.	To Appoint a Director in Place of Mrs. Bimla Devi Jindal(DIN-00034997), who Retires by Rotation and being Eligible, offers Himself for Re-Appointment			
3.	Approval for Related Party Transactions			
4.	To re-appoint Mr. Ram Awtar Mittal (DIN: 02303734) as an Independent Director			
5.	To re-appoint Mr. Kishan Lal (DIN: 01878703) as an Independent Director			
6.	To re-appoint Mr. Neeraj Chhabra (DIN: 06467189) as an Independent Director			

**Place:** Siwani  
**Date:** 28.09.2019

Signature of Shareholder





## ROUTE MAP

### 31<sup>ST</sup> ANNUAL GENERAL MEETING OF VIKAS WSP LIMITED

Google Maps Railway Station Road  
Siwani

