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**VIKAS WSP LIMITED**

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

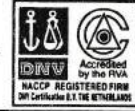
Sriganganagar - 335 002 / INDIA

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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**June 17, 2019**

**To**

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

**Subject:** Postal Ballot Notice & Form of **Vikas WSP Limited**

**Scrip Code: - 519307**

**Dear Sir,**

In compliance with Regulations 30 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, please find enclosed a copy Notice of Postal Ballot/ e-voting ('notice') dated June 17, 2019 along with postal ballot Form sent to the members'

The notice seeks the approval of Members of the Company by way of special resolution and Ordinary Resolution through postal ballot (including voting by electronic means) for the following business:

1. Increase the Authorised Share Capital of the company
2. Alteration in the Capital Clause of the Memorandum of Association
3. Issue 11,45,00,000 Equity Shares on Preferential basis to the Promoter
4. Issue 28,55,00,000 Equity Shares on Preferential basis to the Qualified Investor (Other than Promoter)

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

Thanking You  
Your Faithfully

For **Vikas WSP Limited**

**(BAJRANG DASS AGGARWAL)**

Managing Director,

DIN: 00036553

123, Vinoba Basti, Sriganganagar,

Rajasthan-335001



**CC:-**

**1 Link Intime India Pvt. Ltd**

Noble Heights, 1<sup>ST</sup> Floor, Plot NH 2, C-1 BLOCK LSC, Near Savitri Market, Janakpuri, New Delhi -110058

**2. Central Depository Services India Limited**

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

**3. National Securities Depository Ltd.,**

4<sup>th</sup> Floor, 'A' Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013.



**VIKAS WSP LIMITED**

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

**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:** [csqgunjanvikaswsp Ltd1984@gmail.com](mailto:csqgunjanvikaswsp Ltd1984@gmail.com)**Tel:** 91(154) 2494512/2494552; **Fax:** 31(154) 2494361/2475376**POSTAL BALLOT NOTICE****{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014}****Dear Member(s),**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Resolution appended below be passed by the members through postal ballot/ electronic voting (evoting) process.

The explanatory statement pertaining to the aforesaid resolution setting out the material a fact concerning one item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the Form) for your consideration.

In order to facilitate wider participation of Members in approval process, the company is seeking your approval through postal ballot / e-voting process and is enclosing herewith the proposed resolution and explanatory statement thereto along with a Postal Ballot form for your consideration and approval.

**Mr. Vivek Sharma** Proprietor of **M/s S Vivek & Associates**, Practising Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot / evoting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed so as to reach the Scrutinizer on or before the close of working hours on Wednesday, the 17<sup>th</sup> day of July, 2019.





The results shall be declared by placing it, along with the scrutinizer's report, on the website of the company and provider of e-voting facility on before Friday, the 19<sup>th</sup> Day of July, 2019.

**Place:** Siwani

**Date:** 17.06.2019

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

  
(BAJRANG DASS AGGARWAL)

Managing Director

DIN: 00036553

123, Vinoba Basti,

Sriganganagar,

Rajasthan-335001

**Enclosures:**

1. Resolution along with Explanatory Statement.
2. Postal Ballot Form and self-addressed Business Reply Envelope.

## **SPECIAL BUSINESSES:**

### **ITEM NO. 1-TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 28,75,00,000/- (Rupees Twenty Eight Crores Seventy Five Lakhs) consisting of 28,75,00,000/- (Rupees Twenty Eight Crores Seventy Five Lakhs) Equity Shares of Re. 1/- (Rupees One) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores) consisting of 75,00,00,000/- (Rupees Seventy Five Crores) Equity Shares of Rs.1/- (Rupees One each)."

**"FURTHER RESOLVED THAT** Mr. Bajrang Dass Aggarwal, the Managing Director, Mrs. Bimla Devi Jindal, Director and Mr. Gunjan Kumar Karn, the Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

### **ITEM NO. 2-ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

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

**"RESOLVED THAT** pursuant to the Provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

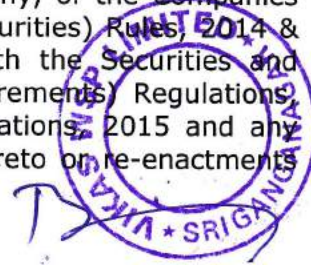
V. The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores) consisting of 75,00,00,000/- (Rupees Seventy Five Crores) Equity Shares of Rs.1/- (Rupees One Only) each."

**"FURTHER RESOLVED THAT** Mr. Bajrang Dass Aggarwal, the Managing Director, Mrs. Bimla Devi Jindal, Director and Mr. Gunjan Kumar Karn, the Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

### **ITEM NO. 3-TO ISSUE UP TO 11,45,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER**

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

**"RESOLVED THAT** in accordance with the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 & Companies (Share Capital & Debentures) Rules, 2014 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations, 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments





thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Exchange Promotion Board ("FIPB"), Competition Commission of India ("CCI"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors (the 'Board') for exercising the powers conferred on the Board of Directors of the Company to create, offer and issue Equity Shares of face value of Rs. 1.00 each by way of preferential issue on private placement basis to **Mrs. Bimla Devi Jindal**, Promoter of the Company for allot 11,45,00,000/- (Eleven Crore Forty Five Lakhs) equity shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) fully paid aggregate amounting to Rs. 274,80,00,000 (Rupees Two Hundred Seventy Four Crore Eighty Lakhs Only), and on such other terms and conditions as board may decided to be issued by the Company in respect of the Preferential Issue on private placement basis to **Mrs. Bimla Devi Jindal** (the Promoter of the Company).

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

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

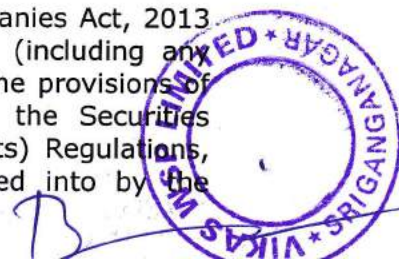
**"RESOLVED FURTHER THAT** for the purposes giving effect to above resolution, the Board be and is hereby authorized to do and perform all such acts, deeds and things as it may, in its absolute discretion deem necessary, desirable or appropriate to settle any question, difficulty or doubt that may arise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

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

**ITEM NO. 4-TO ISSUE UP TO 28,55,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO QUALIFIED INVESTOR (OTHER THAN PROMOTER)**

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

**"RESOLVED THAT** pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR Regulations)") and the listing agreements entered into by the





Company with the stock exchanges on which the Company's shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to issue, offer and allot 28,55,00,000 (Twenty Eight Crores Fifty Five Lakhs) equity shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) fully paid aggregate amounting to Rs. 685,20,00,000 (Rupees Six Hundred Eighty Five Crore Twenty Lakhs Only) to followings allottee's on such terms and condition as mentioned in the explanatory statement."

1. Issuance of 14,25,00,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital**
2. Issuance of 12,75,00,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **M/s Renuka Farmers LLP**
3. Issuance of 3,75,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Pardeep Kumar Aggarwal**
4. Issuance of 3,50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mrs. Rekha Rani Aggarwal**
5. Issuance of 3,50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Prem Kumar Aggarwal**
6. Issuance of 1,50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Rakesh Kumar Jasuja**
7. Issuance of 50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mrs. Neelam Jasuja**
8. Issuance of 50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Tanish Jasuja**
9. Issuance of 2,50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Rajat Sidana Prop. of M/s. R B Traders**
10. Issuance of 1,50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Suraj Wadhwa**
11. Issuance of 1,00,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mrs. Suman Kanta Wadhwa**
12. Issuance of 37,500 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Krishan Kumar**
13. Issuance of 6,50,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Rajender Gupta Prop. of Mr. R P Gupta and Sons**
14. Issuance of 3,00,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Ajay Chandak**
15. Issuance of 1,70,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mrs. Karuna Chandak**
16. Issuance of 1,70,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mrs. Khushboo Chandak**
17. Issuance of 1,72,500 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mrs. Kiran Periwal**
18. Issuance of 21,75,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mrs. Kanta Devi**
19. Issuance of 1,00,00,000 Shares of Rs. 1 each at Premium of Rs. 23/- per equity shares (i.e. Rs. 24 including premium) to **Mr. Aman Deep Prop. of Choudhary Brothers**





**"RESOLVED FURTHER THAT** the issue and allotment of the Equity Shares to **Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital, M/s Renuka Farmers LLP, Mr. Pardeep Kumar Aggarwal, Mrs. Rekha Rani Aggarwal, Mr. Prem Kumar Aggarwal, Mr. Rakesh Kumar Jasuja, Mrs. Neelam Jasuja, Mr. Tanish Jasuja, Mr. Rajat Sidana Prop. of M/s. R B Traders, Mr. Suraj Wadhwa, Mrs. Suman Kanta Wadhwa, Mr. Krishan Kumar, Mr. Rajender Gupta Prop. Of R P Gupta and Sons, Mr. Ajay Chandak, Mrs. Karuna Chandak, Mrs. Khushboo Chandak, Mrs. Kiran Periwal, Mrs. Kanta Devi and Mr. Aman Deep Prop. of Choudhary Brothers** (the "Allottees") shall be on the following terms and conditions:

• The "relevant date" for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of minimum price for the issue of the above-mentioned Equity Shares shall be 17<sup>th</sup> June, 2019, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms / e-voting, i.e., Wednesday, July 17, 2019"

**"RESOLVED FURTHER THAT**

- (i) The consideration amount of the Equity Shares shall be received from the Allottees in Company's Bank accounts.
- (ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (iii) The Equity Shares allotted to Allottee shall rank pari passu with then existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid [Notice of the Postal Ballot **VIKAS WSP LIMITED**, Registered Office: **RAILWAY ROAD, SIWANI, HARYANA- 127046 INDIA** Corporate Identity Number: L24139HR1988PLC030300 Website: [www.vikaswsppltd.in](http://www.vikaswsppltd.in) shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- (iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2018;
- (v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company."
- (vi) Rs. 24 per share, relevant date being June 17, 2019
- (vii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares on the Bombay Stock Exchange (BSE) during the last twenty-six weeks preceding the relevant date (considering relevant date as 17<sup>th</sup> June, 2019.
- (viii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Vikas WSP Limited quoted on the Bombay Stock Exchange (BSE) during the last two weeks preceding the relevant date as 17<sup>th</sup> June, 2019.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may





consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares."

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

**Place:** Siwani

**Date:** 17.06.2019

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

  
(BAJRANG DASS AGGARWAL)

Managing Director

DIN: 00036553

123, Vinoba Basti,

Sriganganagar,

Rajasthan-335001

## NOTES AND INSTRUCTIONS

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts is annexed hereto.
2. **M/s S Vivek & Associates**, Practising Company Secretaries, is appointed by the Board of Directors in its meeting held on 03<sup>rd</sup> June, 2019 as Scrutinizer to receive and scrutinize the Postal Ballots and votes cast by the members through E-voting system in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 14<sup>th</sup> June, 2019.
4. Members who have registered their email ID for receipt of documents in electronic mode under the Green Initiative of MCA are sent Notice of Postal Ballot etc. by email through LIPL and others are sent by courier with postal ballot form. Members have the option to vote either through e-voting or on the Postal Ballot Form. The Postal Ballot Form duly filled and signed should be returned in postage prepaid envelope to the Scrutinizer before the close of working hour's i.e 5.00 P.M on 17<sup>th</sup> July, 2019. The consent or otherwise received Postal Ballot Form received after the said date will be treated as if reply from the member has not been received.
5. Members should opt for only one mode of voting i.e physical postal ballot or electronic voting.
6. If the member has voted differently in both physical and electronic mode, votes cast by way of physical postal ballot would be considered valid.
7. The Scrutinizer will submit his report to the Company after completion of scrutiny of votes cast through Postal Ballot Forms and e-voting.
8. The results of the Postal Ballot will be announced by Company on before 19<sup>th</sup> July, 2019 at 5.00 P.M. The results will be put up on the notice at the Registered Office of the company at Hisar Road, Siwani 127046 and will also be published in the newspapers and communicated to the Stock Exchanges where the shares of the Company are listed. The result will also be placed on Company's website at [www.vikaswsp Ltd.in](http://www.vikaswsp Ltd.in)
9. The Resolution mentioned above shall be declared as passed on the date of declaration of result if assented to by requisite majority.
10. The Board of Directors has appointed **Mr. Bajrang Dass Aggarwal**, Managing Director, **Mrs. Bimla Devi Jindal**, Director and **Mr. Gunjan Kumar Karn**, Company Secretary as responsible persons for the entire Postal Ballot process.
11. All documents referred to in the notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Sunday) between 11.00 A.M to 1.00 P.M upto the date of closure of postal ballot.
12. The instructions for e-voting are as follows:-
  - (i) The voting period begins on 18<sup>th</sup> June, 2019 at 10.00 A.M and ends on 17<sup>th</sup> July, 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 i. e. 14<sup>th</sup> June, 2019 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) for voting thereafter.

### **Instructions for shareholders to vote electronically:**

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

1. Visit the e-voting system of LIPL. 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 LIPL: <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>                 | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <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>            | 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.   |
| <b>Bank Account Number</b> | Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <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 LIPL: <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 LIPL.

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.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013**

### **ITEM NO. 1**

The Current Authorized Capital of the Company is Rs. 28,75,00,000./- (Rupees Twenty Eight Crores Seventy Five Lakhs) consisting of 28,75,00,000./- (Rupees Twenty Eight Crores Seventy Five Lakhs) Equity Shares of Rs.1/- (Rupees One) each and the paid up share capital of the Company is Rs. 20,44,39,600/- (Rupees Twenty Crore Forty Four Lakhs Thirty Nine Thousands Six Hundred) consisting of 20,44,39,600/- (Rupees Twenty Crore Forty Four Lakhs Thirty Nine Thousands Six Hundred Equity) Shares of Rs.1/- (Rupees One) each . The Company proposes to increase its authorized share capital to Rs. 75,00,00,000./- (Rupees Seventy Five Crores) to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

### **ITEM NO. 2**

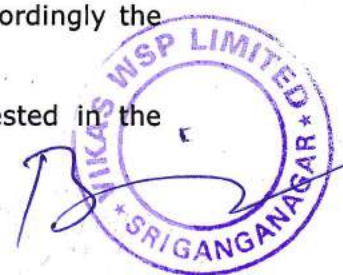
In order to reflect the increase authorised share capital of the Company, and in order to confirm to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must amended.

A draft of the amended Memorandum of Association with the following Clause V will be tabled:

V. The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores) consisting of 75,00,00,000/- (Rupees Seventy Five Crores) Equity Shares of Rs.1/- (Rupees One Only) each."

As per Section 13 of the Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of Shareholders and accordingly the Board now seeks the approval of shareholders for the same.

None of Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.





### ITEM No. 3 & 4

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

- It is promoted by **Mr. Bajrang Dass Aggarwal**. He has pioneered the manufacture of Guar Gum Polymer & its derivatives in India since 1990. He has about 35 years of overall experience in the field of guar gum industry and provides patronage and guidance with his wide experience in the industry.

The Company is one of the largest exporters of India for guar gum powder and derivatives, having a proven track record of about two and a half decades. The Group has conceptualized innovative guar gum products in International Market place. We provide complete range of Guar Gum Polymers for food as well as Industrial applications throughout the world. It is also resolved to fund these projects through preferential allotment of equity shares to promoters as per SEBI guidelines. Date of Postal Ballot is fixed for their approval. Notices of Postal Ballot are being sent as prescribed.

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

Pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 Disclosure under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the aforesaid, the relevant disclosures are given below:

#### **(i) The object of the issue through preferential offer:**

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

The Company issue shares for the funds so accrue would be utilized for payment of Rs.124 Crore existing bank loans (NPA), Rs.325 Crore working capital for guar gum powder, protein, wheat flour Guarlax (Guar Gum Laxative) and gluten free flour projects. In addition to these, funds would be utilized partly to finance the renovation of existing plants of oil drilling guar gum into food gums, guar protein vegetal protein new plant (Patent already filed) at a cost of Rs.315 Crore including laboratory equipments and also ozonised gluten free flour plant (for export and home consumption) with an investment of Rs. 196 Crore.

That your company projects an expected annual turnover of Rs. 7000 Crore (Over US\$ one billion) and net profits over Rs. 1400 Crore (@.20% min) in next three years, once these plants would be operative that in-turn make an EPS about Rs. 23/- per share. Technical intricacies of all the planned products have already been resolved with UNIVERSITY OF NEBRASKA (UNL), Food Innovation Center, Lincoln, USA. However after payment of existing bank loans and using working capital out of funds so collected through preferential issue as stated above, management of your company projects a turnover during current financial year (2019-2020) of over Rs. 2150 Crore and a net





profits of over Rs. 430 Crore leading to accrue an EPS of over Rs.7/- per share, once the new projects are commenced their production.

That after payment of bank loans to the tune of Rs.124 Crore, your company would be debt free. After debt payment, management has decided not to seek a bank loan in future, continue to have your company as "DEBT FREE" in times ahead. As and when the funds under litigation is recovered through a judgment of the US Court, it would give rise to the management cogitating for the company to persist "DEBT FREE". Alternatively, the funds would be utilized for enhancing the production capacities in times ahead, if need be.

**(ii) Total Number of shares to be offered-**

| S. No.       | Proposed Allottee                                   | Number of Equity Shares | Category                                 |
|--------------|---|-------------------------|--|
| 1.           | Mrs. Bimla Devi Jindal                              | 11,45,00,000            | Promoter                                 |
| 2.           | Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital | 14,25,00,000            | Qualified Investor (Other than Promoter) |
| 3.           | M/s Renuka Farmers LLP                              | 12,75,00,000            | Qualified Investor (Other than Promoter) |
| 4.           | Mr. Pardeep Kumar Aggarwal                          | 3,75,000                | Qualified Investor (Other than Promoter) |
| 5.           | Mrs. Rekha Rani Aggarwal                            | 3,50,000                | Qualified Investor (Other than Promoter) |
| 6.           | Mr. Prem Kumar Aggarwal                             | 3,50,000                | Qualified Investor (Other than Promoter) |
| 7.           | Mr. Rakesh Kumar Jasuja                             | 1,50,000                | Qualified Investor (Other than Promoter) |
| 8.           | Mrs. Neelam Jasuja                                  | 50,000                  | Qualified Investor (Other than Promoter) |
| 9.           | Mr. Tanish Jasuja                                   | 50,000                  | Qualified Investor (Other than Promoter) |
| 10.          | Mr. Rajat Sadana Prop. of R B Traders               | 2,50,000                | Qualified Investor (Other than Promoter) |
| 11.          | Mr. Suraj Wadhwa                                    | 1,50,000                | Qualified Investor (Other than Promoter) |
| 12.          | Mrs. Suman Kanta Wadhwa                             | 1,00,000                | Qualified Investor (Other than Promoter) |
| 13.          | Mr. Krishan Kumar                                   | 37,500                  | Qualified Investor (Other than Promoter) |
| 14.          | Mr. Rajender Gupta Prop. of M/s R P Gupta and Sons  | 6,50,000                | Qualified Investor (Other than Promoter) |
| 15.          | Mr. Ajay Chandak                                    | 3,00,000                | Qualified Investor (Other than Promoter) |
| 16.          | Mrs. Karuna Chandak                                 | 1,70,000                | Qualified Investor (Other than Promoter) |
| 17.          | Mrs. Khushboo Chandak                               | 1,70,000                | Qualified Investor (Other than Promoter) |
| 18.          | Mrs. Kiran Periwal                                  | 1,72,500                | Qualified Investor (Other than Promoter) |
| 19.          | Mr. Kanta Devi                                      | 21,75,000               | Qualified Investor (Other than Promoter) |
| 20.          | Mr. Aman Deep Prop. of Choudhary Brothers           | 1,00,00,000             | Qualified Investor (Other than Promoter) |
| <b>Total</b> |   | <b>40,00,00,000</b>     |  |

(a) To issue 11,45,00,000/- (Eleven Crore Forty Five Lakhs) equity shares as per SEBI guidelines to allot above mention proposed allottee on preferential basis to Promoter at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs.





23 per equity shares) total aggregate Amount will be 274,80,00,000 (Two Hundred Seventy Four Crore Eighty Lakhs)

- (b) To issue 28,55,00,000/- (Twenty Eight Crore Fifty Five Lakhs) equity shares as per SEBI guidelines to allot above mention proposed allottee on preferential basis to Other than Promoter at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) total aggregate Amount will be 685,20,00,000 (Six Hundred Eighty Five Crores Twenty Lakhs).

**(iii) The price at which the allotment is proposed**

The allotment is proposed to be made at a price of Rs. 24/- per share (Face Value Rs.1 and premium Rs. 23 per equity shares).

**(iv) Basis on which the price has been arrived:**

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR Regulations), 2018. Since the Company is listed on BSE Limited ("BSE"), the trading price of securities of the Company on the stock exchange is taken into consideration for determining the pricing of securities allotted on preferential basis. Accordingly, the price per Equity Share to be issued is fixed at Rs.24 which is higher of the following.

|  |       |
|--|-------|
| The average of the weekly high and low of the volume weighted price at the BSE for 26 weeks prior to the Relevant Date         | 14.47 |
| The average of the weekly high and low of the volume weighted average prices at the BSE for 2 weeks prior to the Relevant Date | 13.71 |

The certificate of **Pricing of Preferential Issue** is taken from **M/s S Vivek & Associates**.

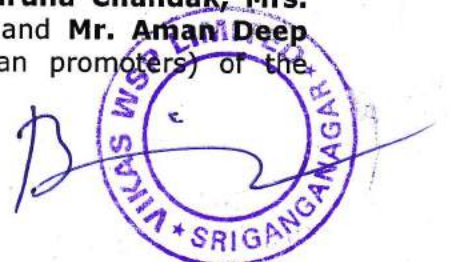
The price has been arrived at on the basis of the certificate received by the Company from **M/s S Vivek & Associates**, Practicing Company Secretary (Secretarial Auditors of the Company).

**(v) Relevant date with reference to which the price has been arrived at:**

The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above-mentioned Equity Shares shall be 17<sup>th</sup> June, 2018 being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms / e-voting, i.e., Wednesday, July 17, 2019"

**(vi) The class of person to whom allotment is proposed to be made:**

The allotment proposed to be made to **Mrs. Bimla Devi Jindal**, the promoters of the Company and **Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital, M/s Renuka Farmers LLP, Mr. Pardeep Kumar Aggarwal, Mrs. Rekha Rani Aggarwal, Mr. Prem Kumar Aggarwal, Mr. Rakesh Kumar Jasuja, Mrs. Neelam Jasuja, Mr. Tanish Jasuja, Mr. Rajat Sidana Prop. of M/s. R B Traders, Mr. Suraj Wadhwa, Mrs. Suman Kanta Wadhwa, Mr. Krishan Kumar, Mr. Rajender Gupta Prop. Of R P Gupta and Sons, Mr. Ajay Chandak, Mrs. Karuna Chandak, Mrs. Khushboo Chandak, Mrs. Kiran Periwal, Mrs. Kanta Devi and Mr. Aman Deep Prop. of Choudhary Brothers**, Qualified Investor (other than promoters) of the Company.





**(vii) Intention of promoters and other than promoter to subscribe to the offer**

Mrs. Bimla Devi Jindal, the promoters and **Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital, M/s Renuka Farmers LLP, Mr. Pardeep Kumar Aggarwal, Mrs. Rekha Rani Aggarwal, Mr. Prem Kumar Aggarwal, Mr. Rakesh Kumar Jasuja, Mrs. Neelam Jasuja, Mr. Tanish Jasuja, Mr. Rajat Sidana Prop. of M/s. R B Traders, Mr. Suraj Wadhwa, Mrs. Suman Kanta Wadhwa, Mr. Krishan Kumar, Mr. Rajender Gupta Prop. Of R P Gupta and Sons, Mr. Ajay Chandak, Mrs. Karuna Chandak, Mrs. Khushboo Chandak, Mrs. Kiran Periwal, Mrs. Kanta Devi and Mr. Aman Deep Prop. of Choudhary Brothers**, Qualified Investor( other than promoters) of the Company intend to subscribe to this offer to completion of the planned projects and also it requires funds for various long term working capital and general developing purposes. To augment the growth and improve the financial performance of the Company. The Company has approached the Proposed Allottees to infuse funds in the Company.

And the Company has already taken an intention letter and Proposal to subscribe in the issue from **Mrs. Bimla Devi Jindal and Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital, M/s Renuka Farmers LLP, Mr. Pardeep Kumar Aggarwal, Mrs. Rekha Rani Aggarwal, Mr. Prem Kumar Aggarwal, Mr. Rakesh Kumar Jasuja, Mrs. Neelam Jasuja, Mr. Tanish Jasuja, Mr. Rajat Sidana Prop. of M/s. R B Traders, Mr. Suraj Wadhwa, Mrs. Suman Kanta Wadhwa, Mr. Krishan Kumar, Mr. Rajender Gupta Prop. Of R P Gupta and Sons, Mr. Ajay Chandak, Mrs. Karuna Chandak, Mrs. Khushboo Chandak, Mrs. Kiran Periwal, Mrs. Kanta Devi and Mr. Aman Deep Prop. of Choudhary Brothers** - (Proposed allottees) in this regards.

**(viii) The proposed time of completion of allotment**

As required under the Securities and Exchange Board of India (Issue of capital and disclosure Requirements) Regulations, 2018, the allotment is proposed to be made within 15 (Fifteen) days from the date of approval of the members to the preferential issue (i.e., the last date for receipt of postal ballot or e-voting, Wednesday, July 17, 2019), provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval..

**(ix) The name of proposed allottees & post offer capital holding**

| S. No | Name of the proposed allottees                      | Post offer capital percentage held by them |
|-------|---|--|
| 1.    | Mrs. Bimla Devi Jindal                              | 21.06                                      |
| 2.    | Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital | 23.58                                      |
| 3.    | M/s Renuka Farmers LLP                              | 21.09                                      |
| 4.    | Mr. Pardeep Kumar Aggarwal                          | 0.06                                       |
| 5.    | Mrs. Rekha Rani Aggarwal                            | 0.06                                       |
| 6.    | Mr. Prem Kumar Aggarwal                             | 0.06                                       |
| 7.    | Mr. Rakesh Kumar Jasuja                             | 0.02                                       |
| 8.    | Mrs. Neelam Jasuja                                  | 0.01                                       |
| 9.    | Mr. Tanish Jasuja                                   | 0.01                                       |
| 10.   | Mr. Rajat Sadana Prop. of R B Traders               | 0.04                                       |
| 11.   | Mr. Suraj Wadhwa                                    | 0.02                                       |
| 12.   | Mrs. Suman Kanta Wadhwa                             | 0.02                                       |
| 13.   | Mr. Krishan Kumar                                   | 0.01                                       |
| 14.   | Mr. Rajender Gupta Prop. of M/s R P Gupta and Sons  | 0.11                                       |
| 15.   | Mr. Ajay Chandak                                    | 0.05                                       |





|     |   |      |
|-----|---|------|
| 16. | Mrs. Karuna Chandak                       | 0.03 |
| 17. | Mrs. Khushboo Chandak                     | 0.03 |
| 18. | Mrs. Kiran Periwal                        | 0.03 |
| 19. | Mrs. Kanta Devi                           | 0.36 |
| 20. | Mr. Aman Deep Prop. of Choudhary Brothers | 1.65 |

**(x) The change in control**

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

**(xi) Number of persons to whom allotment on preferential basis have already been made during the year**

The Company has not made Preferential Allotment to any person during the year.

**(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer- The Allotment will be made in Cash and kind both.**

**(xiii) The pre issue and post issue shareholding pattern**

| S. No.    | Category                        | Pre-Issue          |                    | Post Issue         |                    |
|-----------|---------------------------------|--------------------|--------------------|--------------------|--------------------|
|           |                                 | No. of shares held | % of share holding | No. of shares held | % of share holding |
| <b>A.</b> | <b>Promoter's Holding:</b>      |                    |                    |                    |                    |
| 1.        | Indian                          |                    |                    |                    |                    |
|           | Individual                      | 36507164           | 17.86              | 151007164          | 24.98              |
|           | Bodies Corporate                | 0                  | 0                  | 0                  | 0                  |
|           | <b>Sub Total</b>                | <b>36507164</b>    | <b>17.86</b>       | <b>151007164</b>   | <b>24.98</b>       |
| 2.        | Foreign Promoters               | 0                  | 0                  | 0                  | 0                  |
|           | <b>Sub Total: (A)</b>           | <b>36507164</b>    | <b>17.86</b>       | <b>151007164</b>   | <b>24.98</b>       |
| <b>B.</b> | <b>Non -Promoter's holding:</b> |                    |                    |                    |                    |
| 1.        | Mutual Fund                     | 10000              | 0.00               | 10000              | 0.00               |
| 2.        | Foreign Portfolio Investors     | 1000               | 0.00               | 1000               | 0.00               |
| 3.        | Financial Institutions / Banks  | 852538             | 0.42               | 852538             | 0.14               |
| 4.        | Individual                      | 141587073          | 69.26              | 427087073          | 70.66              |
| 5.        | NBFC                            | 12575              | 0.01               | 12575              | 0.00               |
| 6.        | Others                          | 25469250           | 12.26              | 25469250           | 4.22               |
|           | <b>Sub Total: (B)</b>           | <b>167932436</b>   | <b>82.14</b>       | <b>453432436</b>   | <b>75.02</b>       |
|           | <b>GRAND TOTAL:</b>             | <b>204439600</b>   | <b>100</b>         | <b>604439600</b>   | <b>100</b>         |

**(xiv) THE IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES, THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM AND CHANGE IN CONTROL,**





IF ANY, IN THE ISSUER CONSEQUENT TO THE PREFERENTIAL ISSUE. PROVIDED THAT IF THERE IS ANY LISTED COMPANY, MUTUAL FUND, BANK OR INSURANCE COMPANY IN THE CHAIN OF OWNERSHIP OF THE PROPOSED ALLOTTEE, NO FURTHER DISCLOSURE WILL BE NECESSARY.

| S. No. | Name of the Proposed Allottee  | Category            | Ultimate Beneficial Owners | Pre-Issue no. of Equity Shares / Preferential Shares | Number of Equity Shares Allotted | Post Issue capital | % of Holding |
|--------|--|---------------------|----------------------------|--|----------------------------------|--------------------|--------------|
| 1.     | <b>Bimla Devi Jindal</b><br>PAN:- ABSPJ6495R                               | Promoter            | Own self                   | 12774832   | 11450000                         | 127274832          | 21.06        |
| 2.     | <b>Mr. Aditya Kumar Prop. of Gawar Venture Capital</b><br>PAN:- CBUPK3577P | Other than Promoter | Aditya Kumar               | 0  | 14250000                         | 142500000          | 23.58        |
| 3.     | <b>Renuka Farmers LLP</b><br>PAN:- AAWFR3504L                              | Other than Promoter | Amit Bansal(Partner)       | 0  | 12750000                         | 127500000          | 21.09        |
| 4.     | <b>Pardeep Kumar Aggarwal</b><br>PAN:- AAXPA6803A                          | Other than Promoter | Own self                   | 0  | 375000                           | 375000             | 0.06         |
| 5.     | <b>Rekha Rani Aggarwal</b><br>PAN:- ADKPD5852G                             | Other than Promoter | Own self                   | 0  | 350000                           | 350000             | 0.06         |
| 6.     | <b>Prem Kumar Aggarwal</b><br>PAN:- AASPA2341N                             | Other than Promoter | Own self                   | 0  | 350000                           | 350000             | 0.06         |
| 7.     | <b>Mr. Rakesh Kumar Jasuja</b><br>PAN:- ABFPJ0751P                         | Other than Promoter | Own self                   | 0  | 150000                           | 150000             | 0.02         |
| 8.     | <b>Mrs. Neelam Jasuja</b><br>PAN:- ATCPJ6793J                              | Other than Promoter | Own self                   | 0  | 50000                            | 50000              | 0.01         |
| 9.     | <b>Mr. Tanish Jasuja</b><br>PAN:- AUVPJ9152H                               | Other than Promoter | Own self                   | 0  | 50000                            | 50000              | 0.01         |
| 10.    | <b>Mr. Rajat Sadana Prop. of R B Traders</b><br>PAN:- AAWFR6726Q           | Other than Promoter | Rajat Sadana               | 0  | 250000                           | 250000             | 0.04         |
| 11.    | <b>Mr. Suraj Wadhwa</b><br>PAN:- AAKPW7404L                                | Other than Promoter | Own self                   | 0  | 150000                           | 150000             | 0.02         |
| 12.    | <b>Mrs. Suman Kanta Wadhwa</b><br>PAN:- ABHPW8032A                         | Other than Promoter | Own self                   | 0  | 100000                           | 100000             | 0.02         |
| 13.    | <b>Mr. Krishan Kumar</b>   | Other               | Own self                   | 0  | 37500                            | 37500              | 0.01         |



|     |  |                     |                |   |          |          |      |
|-----|--|---------------------|----------------|---|----------|----------|------|
|     | <b>PAN:-</b> AXKPK2617G  | than Promoter       |                |   |          |          |      |
| 14. | <b>Mr. Rajender Gupta Prop. of M/s R P Gupta and Sons</b><br><b>PAN:-</b> AAYPG6915G | Other than Promoter | Rajender Gupta | 0 | 650000   | 650000   | 0.11 |
| 15. | <b>Mr. Ajay Chandak</b><br><b>PAN:-</b> ABEP7596C                                    | Other than Promoter | Own self       | 0 | 300000   | 300000   | 0.05 |
| 16. | <b>Mrs. Karuna Chandak</b><br><b>PAN:-</b> AENPC9740C                                | Other than Promoter | Own self       | 0 | 170000   | 170000   | 0.03 |
| 17. | <b>Mrs. Khushboo Chandak</b><br><b>PAN:-</b> ANZPC7378M                              | Other than Promoter | Own self       | 0 | 170000   | 170000   | 0.03 |
| 18. | <b>Mrs. Kiran Periwal</b><br><b>PAN:-</b> CEPPP8101J                                 | Other than Promoter | Own self       | 0 | 172500   | 172500   | 0.03 |
| 19. | <b>Mr. Kanta Devi</b><br><b>PAN:-</b> BAMPD7042J                                     | Other than Promoter | Own self       | 0 | 2175000  | 2175000  | 0.36 |
| 20. | <b>Mr. Aman Deep Prop. of Choudhary Brothers</b><br><b>PAN:-</b> AIEPD2951R          | Other than Promoter | Aman Deep      | 0 | 10000000 | 10000000 | 1.65 |

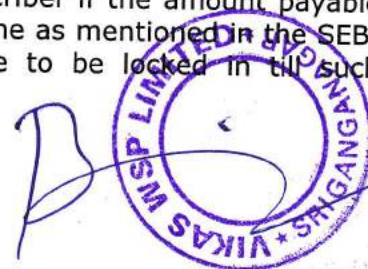
Subsequent to this preferential allotment of equity shares, there is no change in control of the Company.

(xv) **AN UNDERTAKING THAT THE ISSUER SHALL RE-COMPUTE THE PRICE OF THE SPECIFIED SECURITIES IN TERMS OF THE PROVISION OF THESE REGULATIONS WHERE IT IS REQUIRED TO DO SO;**

The Company has already taken an undertaking from subscriber for the price is recomputed in terms of the provision of the SEBI (ICDR Regulations).

(xvi) **AN UNDERTAKING THAT IF THE AMOUNT PAYABLE ON ACCOUNT OF THE RE-COMPUTATION OF PRICE IS NOT PAID WITHIN THE TIME STIPULATED IN THESE REGULATIONS, THE SPECIFIED SECURITIES SHALL CONTINUE TO BE LOCKED- IN TILL THE TIME SUCH AMOUNT IS PAID BY THE ALLOTTEES.**

The Company has already taken an undertaking from subscriber if the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR Regulations), the specified securities shall continue to be locked in till such amount is paid by the allottees.





**(xvii) AUDITOR'S CERTIFICATE**

A copy of the certificate from the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the Last date for receipt of votes by Postal Ballot / e-voting i.e. Wednesday, July 17, 2019.

**(xviii) DISCLOSURE REGARDING WILFUL DEFAULTER:**

None of the proposed allottees is debarred or prohibited to access the capital market. Further, none of the proposed allottees is a willful defaulter. In addition, neither the Company nor any of its promoter or director is a willful defaulter.

**(xix) TERMS OF THE ISSUE OF EQUITY SHARES, IF ANY**

The Equity Shares allotted in terms of this resolution shall rank paripassu with existing equity shares of the Company in all respects.

**(xx) HOLDING OF SHARES IN DEMAT FORM:**

The equity shares will be issued to the proposed allottees in Dematerialized form as well as the pre preferential holding of all the allottees is in Dematerialized form. Further, all the Proposed Allottees have Permanent Account Number and same are mentioned above in point no. (xiv).

**(xxi) APPROVALS:**

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed Preferential issue of equity shares.

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter V of the SEBI (ICDR) Regulations, 2018 and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed. The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

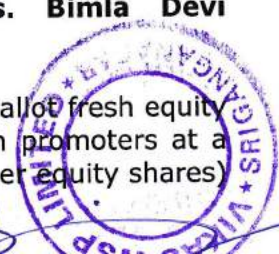
**(xxii) PAYMENTS**

In terms of the Regulation 169 of SEBI (ICDR) Regulations, 2018, full consideration shall be paid by the allottees at the time of allotment of such specified securities.

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

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

- To issue 11,45,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Bimla Devi Jindal(Promoter)**.
- To issue 14,25,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares)





to **Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital (Other than Promoter)**.

- To issue 12,75,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **M/s Renuka Farmers LLP (Other than Promoter)**..
- To issue 3,75,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Pardeep Kumar Aggarwal (Other than Promoter)**. .
- To issue 3,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Rekha Rani Aggarwal (Other than Promoter)**. .
- To issue 3,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Prem Kumar Aggarwal (Other than Promoter)**.
- To issue 1,50,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Rakesh Kumar Jasuja (Other than Promoter)**.
- To issue 50000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Neelam Jasuja (Other than Promoter)**.
- To issue 50000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Tanish Jasuja (Other than Promoter)**.
- To issue 2,50,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Rajat Sadana Prop. of R B Traders (Other than Promoter)**.
- To issue 1,50,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Suraj Wadhwa (Other than Promoter)**.
- To issue 1,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Suman Kanta Wadhwa (Other than Promoter)**.
- To issue 37,500/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Krishan Kumar (Other than Promoter)**.
- To issue 6,50,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Rajender Gupta Prop. of M/s. R P Gupta and Sons (Other than Promoter)**.
- To issue 3,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Ajay Chandak (Other than Promoter)**.
- To issue 1,70,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Karuna Chandak (Other than Promoter)**.





- To issue 1,70,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Khushboo Chandak (Other than Promoter)**.
- To issue 1,72,500/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Kiran Periwal (Other than Promoter)**.
- To issue 21,75,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mrs. Kanta Devi (Other than Promoter)**.
- To issue 1,00,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 24 per share (Face Value Rs.1 and premium Rs. 23 per equity shares) to **Mr. Aman Deep Prop. of Choudhary Brothers (Other than Promoter)**.

### (xxiii) LOCK IN PERIOD

The Equity Shares allotted on preferential basis to **Mrs. Bimla Devi Jindal** under SEBI (ICDR) Regulations, 2018 and amended as on date shall be locked in for a period of three years from the date of their date of trading approval.

The Equity Shares allotted on preferential basis to **Mr. Aditya Kumar Prop. of M/s Gawar Venture Capital, M/s Renuka Farmers LLP, Mr. Pardeep Kumar Aggarwal, Mrs. Rekha Rani Aggarwal, Mr. Prem Kumar Aggarwal, Mr. Rakesh Kumar Jasuja, Mrs. Neelam Jasuja, Mr. Tanish Jasuja, Mr. Rajat Sidana Prop. of M/s. R B Traders, Mr. Suraj Wadhwa, Mrs. Suman Kanta Wadhwa, Mr. Krishan Kumar, Mr. Rajender Gupta Prop. Of R P Gupta and Sons, Mr. Ajay Chandak, Mrs. Karuna Chandak, Mrs. Khushboo Chandak, Mrs. Kiran Periwal, Mrs. Kanta Devi and Mr. Aman Deep Prop. of Choudhary Brothers** under SEBI (ICDR) Regulations, 2018 and amended as on date shall be locked in for a period of One year from the date of their date of trading approval.

The securities allotted to Proposed Allottees pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 167 of the SEBI (ICDR) Regulations, 2018 and/or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in from the relevant date up to a period of six months from the date of trading approval as per Regulations 167 (6) of the SEBI (ICDR) Regulations, 2018.

### Currency of shareholder resolutions

Allotment pursuant to the resolution passed at the Postal Ballot for granting consent for preferential issues of Equity Shares shall be completed within a period of 15(fifteen days) from the date of passing of the resolution.

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

### Other relevant information:

No. of Shares and %age of holding shall be determined on the basis of valuation/pricing certificate to be obtained from the Practicing Company Secretary of the Company as on the relevant date i.e. 17.06.2019.



Pursuant to section 42 & section 62(1)(c) of the Companies Act 2013, the above said proposal requires the consent of the members of the Company by the way of special resolution.

The proposed resolution does not relate to or effect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

**Mrs. Bimla Devi Jindal, Mrs. Kamini Jindal and Mr. Bajrang Dass Aggarwal** (As a Promoter and family members) are interested in the resolution number 3 as disclosed by them.

**Place:** Siwani  
**Date:** 17.06.2019

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

  
(**BAJRANG DASS AGGARWAL**)


Managing Director

DIN: 00036553

123, Viroha Basti

Sriganganagar,

Rajasthan-335001







**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.vikaswspltd.in](http://www.vikaswspltd.in);

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

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

**POSTAL BALLOT FORM**  
(To be returned to the Company)

S. No.....

|   |  |
|---|--|
| 1. Name & Registered address of the Sole / First named Member   |  |
| 2. Name(s) Joint holders, (if any)  |  |
| 3. Registered Folio No. /DP ID No. / Client ID No.(Applicable to investors holding shares in dematerialised form) |  |
| 4. Number of Shares held  |  |

5. I/We hereby exercise my / our vote in respect of the Resolutions set out in the Notice dated 17<sup>th</sup> day of June, 2019, as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark the appropriate box below (tick in both boxes will render the ballot invalid).

| Item No. | Description   | No. of Shares | (For) I/We assent to the Resolution | (Against) I/We dissent to the Resolution |
|----------|---|---------------|-------------------------------------|--|
| 1        | To increase the Authorised Share Capital of the company. <b>(Ordinary Resolution)</b>   |               |                                     |  |
| 2.       | Alteration in the Capital Clause of the Memorandum of Association <b>(Special Resolution)</b>   |               |                                     |  |
| 3.       | To Issue up to 11,45,00,000 Equity Shares on a Preferential basis to Promoter <b>(Special Resolution)</b>                                 |               |                                     |  |
| 4.       | To Issue up to 28,55,00,000 Equity Shares on a Preferential basis to Qualified Investor (other than Promoter) <b>(Special Resolution)</b> |               |                                     |  |

**Place:**

**Date:**

(Signature of the Shareholder)

**Electronic Voting Particular**

| Electronic Voting Sequence No. (EVSN) | User Id | *PAN/Default No.(Sequence Number) | PAN |
|---------------------------------------|---------|-----------------------------------|-----|
|                                       |         |                                   |     |

Please send your postal ballot form in the envelope enclosed herewith.

**Note:** Please read the instruction printed overleaf.



### **Instructions:-**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed pre-paid Business Reply Envelope. However, Envelope containing Postal Ballot, if sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed pre-paid Business Reply Envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified true copy of the Resolution of Board or the governing body, as the case may be, giving requisite authority to the person voting on the Postal Ballot Form.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholders.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will subject to rejection by the Scrutinizer.
7. The exercise of vote by Postal Ballot is not permitted through proxy.
8. A member may request for duplicate form, if so required. However the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date mentioned in Instruction No. 9. In case the Company receives both Original as well as Duplicate Form, then the Duplicate Form shall be considered for the purpose of voting.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours of 17<sup>th</sup> day of July 2019. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
10. Votes of the Members from whom Postal Ballot Form is received after the aforesaid stipulated date will not be counted for the purpose of passing of the Resolutions referred above.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on 14.06.2019.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. Members are requested not to send any other matter along with the Postal Ballot form in the enclosed self-addressed business reply envelop. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. The result of the voting on the resolution will be declared at the Corporate Office of the Company at 05:00 P.M. on before 19<sup>th</sup> July, 2019. The Result will thereafter be also informed to the Stock exchanges, hosted on the Company's website [www.vikaswsp Ltd.in](http://www.vikaswsp Ltd.in) and published in newspapers.
15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to **Mr. Gunjan Kumar Karn**, Company Secretary of the Company.

