

**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



**October 02, 2017**

**To**  
**The General Manager,**  
**Corporate Relation Department,**  
**The Stock Exchange, Mumbai,**  
**Dalal Street, Mumbai – 400001**

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

**Sub: - Voting Results and Scrutinizer Report of 29<sup>th</sup> Annual General Meeting.**

**Dear Sir/ Madam,**

Pursuant to Regulation 30 and Regulation 40(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we submit as following w.r.t. **Voting Results** of 29<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 30, 2017 at 10.00 A.M at **Railway Road, Siwani, Haryana-127046** and **Scrutinizer' s Report** pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Riles, 2014.

1. Voting Results Pursuant to Regulation 30 and Regulation 40(3) of the SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015 of 29<sup>th</sup> AGM held on Saturday, September 30, 2017 at 10.00 A.M. at **Railway Road, Siwani, Haryana-127046** as **Annexure A.**
2. Scrutinizer' s Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Riles, 2014 as **Annexure-B.**

We request you to take the same on record.

Thanking You,  
**Yours Faithfully,**  
**For VIKAS WSP LIMITED**

*Bimla Devi*  
Bimla Devi Jindal  
Director



**Encl: As above**



**VIKAS WSP LIMITED**

B-86/87, Udyog Vihar, RIICO, Industrial Area  
 Sriganganagar - 335 002 / INDIA  
 CIN : L24139HR1988PLC030300  
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| Voting Results of AGM-Vikas WSP Limited   |               |
|---|---------------|
| Details of poll at AGM ( E-voting at AGM) and e-voting (Remote E-voting) results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Following resolution |               |
| Date of the AGM   | 30.09.2017    |
| Total number of shareholders on record date   | 44608         |
| No. of shareholders present in the meeting either in person or through Proxy:<br>Promoters and Promoters Group:<br>Public:  | 38<br>3<br>35 |
| No. of shareholders present in the meeting through Video Conferencing:<br>Promoters and Promoters Group:<br>Public:   | N.A.          |

**1. Ordinary Resolution- To consider and adopt the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the report of the Board of Directors and of the Auditors thereon.**

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                    |                          |   |                        |                      |                                      |                                    |
|--|----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 29943681           | 29943681                 | 100                                     | 29943681               | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>29943681</b>          | <b>100</b>                              | <b>0</b>               | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Institutions  | E-voting       | 60100              | 60,100                   | 100                                     | 60,100                 | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>60,100</b>            | <b>100</b>                              | <b>60,100</b>          | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Non Institutions  | E-voting       | 3443726            | 127378                   | 100                                     | 95578                  | 31800                | 75.03                                | 24.97                              |
|  | Poll           |                    | 3316348                  | 100                                     | 0                      | 0                    | 100                                  | 0                                  |
|  | <b>Total</b>   |                    | <b>3443726</b>           |   | <b>3411926</b>         | <b>31800</b>         |                                      |                                    |

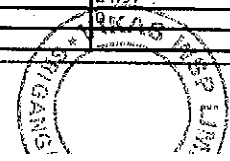
**2. Ordinary Resolution- To Appoint a Director in Place of Mr. Bajrang Dass Jindal (Din- 00036553), who Retires by Rotation and Being Eligible, offers herself for Re-Appointment**

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                    |                          |   |                        |                      |                                      |                                    |
|--|----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes In Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 29943681           | 29943681                 | 100                                     | 0                      | 0                    | 0                                    | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>0</b>                 | <b>100</b>                              | <b>0</b>               | <b>0</b>             | <b>0</b>                             | <b>0</b>                           |
| Public-Institutions  | E-voting       | 60100              | 60,100                   | 100                                     | 60,100                 | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>60,100</b>            | <b>100</b>                              | <b>60,100</b>          | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Non Institutions  | E-voting       | 3443726            | 127378                   | 100                                     | 95578                  | 31800                | 75.03                                | 24.97                              |
|  | Poll           |                    | 3316348                  | 100                                     | 0                      | 0                    | 100                                  | 0                                  |
|  | <b>Total</b>   |                    | <b>3443726</b>           |   | <b>3411926</b>         | <b>31800</b>         |                                      |                                    |

Note:-Mr. Bajrang Dass Jindal, Mr. Megh Raj Jindal and Mrs. Bimla Devi Jindal are interested in this resolution. Therefore the vote casted by them are not taken on account.

**3. Ordinary Resolution-Ratification of the Appointment of M/S. S. Prakash Aggarwal & Co., Chartered Accountants, Sri Ganganagar, as the Statutory Auditors of the Company and to Fix its Remuneration.**

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                    |                          |   |                        |                      |                                      |                                    |
|--|----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes In Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 29943681           | 29943681                 | 100                                     | 29943681               | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>29943681</b>          | <b>100</b>                              | <b>0</b>               | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Institutions  | E-voting       | 60100              | 60,100                   | 100                                     | 60,100                 | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>60,100</b>            | <b>100</b>                              | <b>60,100</b>          | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Non Institutions  | E-voting       | 3443726            | 127378                   | 100                                     | 95578                  | 31800                | 75.03                                | 24.97                              |
|  | Poll           |                    | 3316348                  | 100                                     | 0                      | 0                    | 100                                  | 0                                  |
|  | <b>Total</b>   |                    | <b>3443726</b>           |   | <b>3411926</b>         | <b>31800</b>         |                                      |                                    |



| 4. Special Resolution-Approval For Related Party Transaction             |                |                    |                          |   |                        |                      |                                      |                                    |
|--|----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                    |                          |   |                        |                      |                                      | Yes                                |
| Category   | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 29943681           | 29943681                 | 100                                     | 0                      | 0                    | 0                                    | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>0</b>                 | <b>100</b>                              | <b>0</b>               | <b>0</b>             | <b>0</b>                             | <b>0</b>                           |
| Public-Institutions  | E-voting       | 60100              | 60,100                   | 100                                     | 60,100                 | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>60,100</b>            | <b>100</b>                              | <b>60,100</b>          | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Non Institutions  | E-voting       | 3443726            | 127378                   | 100                                     | 95578                  | 31800                | 75.03                                | 24.97                              |
|  | Poll           |                    | 3316348                  | 100                                     | 3316348                | 0                    | 100                                  | 0                                  |
|  | <b>Total</b>   |                    | <b>3443726</b>           |   |                        | <b>3411926</b>       | <b>31800</b>                         |                                    |

Note:-Mr. Bajrang Dass Jindal, Mr. Megh Raj Jindal and Mrs. Bimla Devi Jindal are interested in this resolution. Therefore the vote casted by them are not taken on account.

| 5. Special Resolution-To ratify the resolutions passed for issuance of Equity Shares on Preferential basis to other than Promoter in Extra Ordinary General Meeting which was held on 21.04.2017 In compliance the regulation 73(1)(e) of the SEBI(Issue of Capital and Disclosure requirements) Regulations, 2009. |                |                    |                          |   |                        |                      |                                      |                                    |
|---|----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution  |                |                    |                          |   |                        |                      |                                      | No                                 |
| Category  | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|   |                | (1)                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group  | E-voting       | 29943681           | 29943681                 | 100                                     | 29943681               | 0                    | 100                                  | 0                                  |
|   | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   |                    | <b>29943681</b>          | <b>100</b>                              | <b>0</b>               | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Institutions   | E-voting       | 60100              | 60,100                   | 100                                     | 60,100                 | 0                    | 100                                  | 0                                  |
|   | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   |                    | <b>60,100</b>            | <b>100</b>                              | <b>60,100</b>          | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Non Institutions   | E-voting       | 3443726            | 127378                   | 100                                     | 95578                  | 31800                | 75.03                                | 24.97                              |
|   | Poll           |                    | 3316348                  | 100                                     | 3316348                | 0                    | 100                                  | 0                                  |
|   | <b>Total</b>   |                    | <b>3443726</b>           |   |                        | <b>3411926</b>       | <b>31800</b>                         |                                    |

| 6. Special Resolution-To Issue up to 25,00,000 Equity Shares on a Preferential basis to Qualified Investor (other than Promoter) |                |                    |                          |   |                        |                      |                                      |                                    |
|--|----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution   |                |                    |                          |   |                        |                      |                                      | No                                 |
| Category   | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 29943681           | 29943681                 | 100                                     | 29943681               | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>29943681</b>          | <b>100</b>                              | <b>0</b>               | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Institutions  | E-voting       | 60100              | 60,100                   | 100                                     | 60,100                 | 0                    | 100                                  | 0                                  |
|  | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|  | <b>Total</b>   |                    | <b>60,100</b>            | <b>100</b>                              | <b>60,100</b>          | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Non Institutions  | E-voting       | 3443726            | 127378                   | 100                                     | 95578                  | 31800                | 75.03                                | 24.97                              |
|  | Poll           |                    | 3316348                  | 100                                     | 3316348                | 0                    | 100                                  | 0                                  |
|  | <b>Total</b>   |                    | <b>3443726</b>           |   |                        | <b>3411926</b>       | <b>31800</b>                         |                                    |

| 7. Special Resolution-To Issue up to 85,00,000 Equity Shares on a Preferential basis to Promoter: |                |                    |                          |   |                        |                      |                                      |                                    |
|---|----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution                          |                |                    |                          |   |                        |                      |                                      | Yes                                |
| Category  | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|   |                | (1)                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group  | E-voting       | 29943681           | 29943681                 | 100                                     | 0                      | 0                    | 0                                    | 0                                  |
|   | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   |                    | <b>0</b>                 | <b>100</b>                              | <b>0</b>               | <b>0</b>             | <b>0</b>                             | <b>0</b>                           |
| Public-Institutions   | E-voting       | 60100              | 60,100                   | 100                                     | 60,100                 | 0                    | 100                                  | 0                                  |
|   | Poll           |                    | 0                        | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   |                    | <b>60,100</b>            | <b>100</b>                              | <b>60,100</b>          | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |
| Public-Non Institutions   | E-voting       | 3443726            | 127378                   | 100                                     | 95578                  | 31800                | 75.03                                | 24.97                              |
|   | Poll           |                    | 3316348                  | 100                                     | 3316348                | 0                    | 100                                  | 0                                  |
|   | <b>Total</b>   |                    | <b>3443726</b>           |   |                        | <b>3411926</b>       | <b>31800</b>                         |                                    |

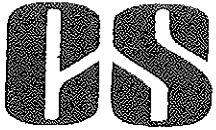
Note:-Mr. Bajrang Dass Jindal, Mr. Megh Raj Jindal and Mrs. Bimla Devi Jindal are interested in this resolution. Therefore the vote casted by them are not taken on account.

For VIKAS WSP LIMITED

Bimla Devi Jindal  
Director



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Annexure - 13

**RAVINDER GUPTA & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**To**  
**The Chairman**  
**VIKAS WSP LIMITED**  
**RAILWAY ROAD**  
**SIWANI HARYANA -127046**

Dear Sir

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-voting and voting on Poll by your shareholders, at the Annual General Meeting of your Company held on Saturday, September 30, 2017 at 10.00 A.M.

Please find enclosed our report in two parts as listed below:

**Section I:** Report of the Scrutinizer on e-Voting

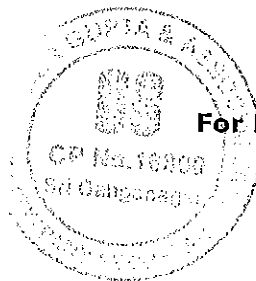
**Section II:** Report of Poll Results at the AGM in the prescribed format

**Section III:** Consolidated results of e-voting and Poll

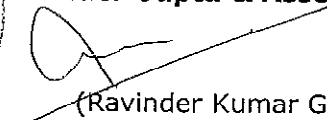
Our Report on voting on poll is based on the data provided /authenticated by your Registrar and Share Transfer Agent.

We trust you will find our report to be Comprehensive and self explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

**Place:** Sri Ganganagar  
**Date:** 01-10-2017

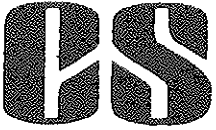


Thanking you,  
**For Ravinder Gupta & Associates**

  
(Ravinder Kumar Gupta)

Practicing Company Secretary

**CP No.:** 16890  
**FCS No.:** -6590



**RAVINDER GUPTA & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**SECTION I: REPORT OF THE SCRUTINIZER ON E-VOTING**

**Report of Scrutinizer**

[Scrutinizer report on e-voting conducted pursuant to Section 108 of the Companies Act, 2013 ("the act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Physical Ballot forms received from the shareholders who do not have access to e-voting]

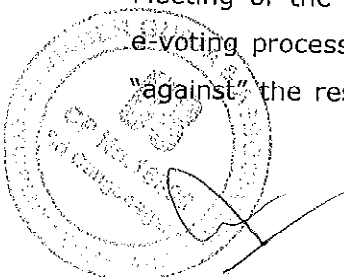
To  
The Chairman

**The 29<sup>th</sup> Annual General Meeting** of the Equity Shareholders of **M/s Vikas WSP Limited** held on **Saturday 30<sup>th</sup> Day of September, 2017** at **10.00 A.M.** at **Railway Road, Siwani, Haryana-127046**

Dear Sir,

I, Ravinder Kumar Gupta, (Proprietor) of **Ravinder Gupta & Associates**, Practicing Company Secretaries (FCS-6590; COP No.-16890) having its office at **Office No. 102, Sky Hi Tower, 36-E-Block, Sri Ganganagar, Rajasthan - 335001**, appointed as Scrutinizer of **M/s VIKAS WSP LIMITED ("the Company")** for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the **29<sup>th</sup> Annual General Meeting** of the Equity Shareholders of **VIKAS WSP LIMITED** held on **30<sup>th</sup> Day of September, 2017** at **10.00 A.M.** at **Railway Road, Siwani, Haryana-127046**. We submit our report as under:

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronics means on the resolutions contained in the Notice to the 29<sup>th</sup> Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting



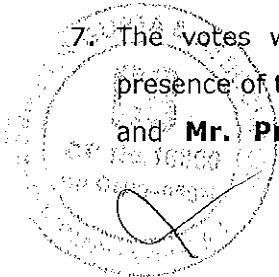
system provided by CDSL, the Authorized Authority to provide e-voting facilities, engaged by the Company.

The Notice dated 04<sup>th</sup> September, 2017 convening the Annual General Meeting along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at Annual General Meeting of the Equity Shareholders of **M/s VIKAS WSP LIMITED** held on 30<sup>th</sup> September, 2017.

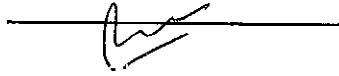
The Company has availed the e-voting facilities offered by CDSL for conducting e-voting by the shareholders of the Company

Further to the above, I submit my report as under:

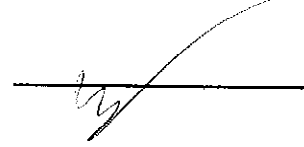
1. The E-voting period remained open from 27<sup>th</sup> September, 2017 (10.00 A.M.) to 29<sup>th</sup> September, 2017 (5.00 P.M.)
2. The Shareholders holding shares as on the "cut off" date i.e. 23<sup>rd</sup> September, 2017 were entitled to vote on the proposed resolutions (Item no.1 to 7 as set out in the Notice dated 04<sup>th</sup> September, 2017 of the 29<sup>th</sup> Annual General Meeting of **M/s VIKAS WSP LIMITED**.
3. I have monitored the process of electronic voting through the Scrutinizers Secured Link provided by the CDSL as the Authorised Agency to provide e-voting facilities.
4. Particulars of all votes received electronically from the members have been entered in a register separately maintained for the Purpose.
5. The Votes received electronically were duly scrutinized and the shareholding was matched / confirmed with the Registrar of Members of the Company as on the Cut off date i.e. 23<sup>rd</sup> September, 2017.
6. Mr. Bajrang Dass Jindal, Mr. Megh Raj Jindal and Mrs. Bimla Devi Jindal are interested in this resolution. Therefore the vote casted by them are not taken on account.
7. The votes were unblocked on **30<sup>th</sup> September, 2017** after **5.00 P.M.** in the presence of two witnesses, **Mr. Bansi Lal** R/o Purani Abadi, Sri Ganga Nagar 335001 and **Mr. Praveen**, R/o Near Gurdware Ke Pass, Ward No.-1 Lalgarh Jatan,



8llg(Lalgarh),Sadulshahar Ganganagar 335037, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



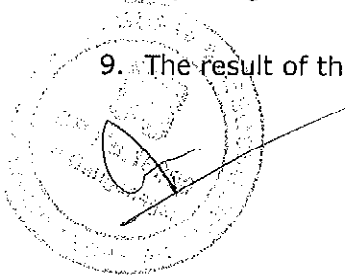
**Mr. Bansilal**



**Mr. Praveen**

8. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **Central Depository Services Limited** <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

9. The result of the E-voting is as under:



**ITEM No. 1**

**RESOLUTION 1 (ORDINARY RESOLUTION) – TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 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, 2017, 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, 2017 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."

| Particulars                         | No. of ballot Forms received | No. of Shares   | % of total votes cast according to CDSL |
|-------------------------------------|------------------------------|-----------------|---|
| Total votes polled through e-voting | 25                           | 30131159        | 100                                     |
| <b>Less:</b> Invalid votes          | 0                            | 0               | 0                                       |
| Net Valid votes casts               | <b>25</b>                    | <b>30131159</b> | <b>100</b>                              |

(i) Voted **in favour** of the resolution:

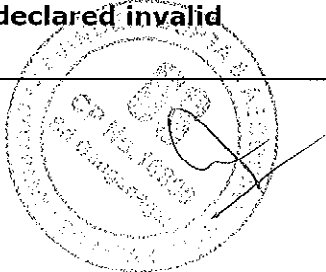
| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|--|-------------------|--|---|
| 30131159   | 22                | 30079559   | 99.83%  |

(ii) Voted **against** the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|--|-------------------|---|--|
| 30131159   | 3                 | 51600   | 0.17%  |

(iii) **Invalid** votes :

| Total Number of Members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
|---|---|





|   |   |
|---|---|
| 0 | 0 |
|---|---|

**ITEM No. 2**

**RESOLUTION 2 (ORDINARY RESOLUTION) - TO APPOINT A DIRECTOR IN PLACE OF MR. BAJRANG DASS JINDAL (DIN- 00036553), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF 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 re-enactment thereof), **Mr. Bajrang Dass Jindal (DIN-00036553)**, who retires by rotation and being eligible, offered himself for reappointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

| Particulars                         | No. of ballot Forms received | No. of Shares   | % of total votes cast according to CDSL |
|-------------------------------------|------------------------------|-----------------|---|
| Total votes polled through e-voting | 25                           | 30131159        | 100                                     |
| <b>Less:</b> Invalid votes          | 0                            | 0               | 0                                       |
| Net Valid votes casts               | <b>25</b>                    | <b>30131159</b> | <b>100</b>                              |

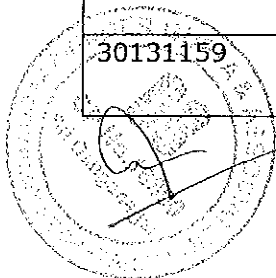
(i) Voted **in favour** of the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|--|-------------------|--|---|
| 30131159   | 22                | 135878   | 72.48%  |

**Note:-**Mr. Bajrang Dass Jindal, Mr. Megh Raj Jindal and Mrs. Bimla Devi Jindal are interested in this resolution. Therefore the vote casted by them are not taken on account.

(ii) Voted **against** the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|--|-------------------|---|--|
| 30131159   | 3                 | 51600   | 27.52  |



(iii) **Invalid votes:**

| <b>Total Number of Members whose votes were declared invalid</b> | <b>Total number of votes casted by members whose votes were declared invalid</b> |
|--|--|
| 0  | 0  |

**ITEM No. 3**

**RESOLUTION 3 (ORDINARY RESOLUTION) - RATIFICATION OF THE APPOINTMENT OF M/S. S. PRAKASH AGGARWAL & Co., CHARTERED ACCOUNTANTS, SRI GANGANAGAR, AS THE STATUTORY AUDITORS OF THE COMPANY AND TO FIX ITS REMUNERATION**

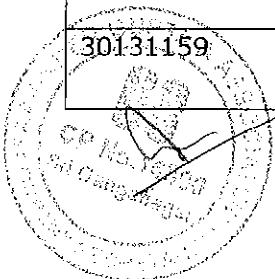
**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder and resolution passed by the members in their 27<sup>th</sup> Annual General Meeting (AGM) held on September 30, 2015, the appointment of **M/s. S. Prakash Aggarwal & Co.**, Chartered Accountants, Sri Ganga Nagar (Registration no. 06105C), as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2020, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company on the recommendation of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee, be and is hereby authorized to fix the remuneration payable to Statutory Auditors for the financial year ending March 31, 2017."

| <b>Particulars</b>                  | <b>No. of ballot Forms received</b> | <b>No. of Shares</b> | <b>% of total votes cast according to CDSL</b> |
|-------------------------------------|-------------------------------------|----------------------|--|
| Total votes polled through e-voting | 25                                  | 30131159             | 100  |
| <b>Less:</b> Invalid votes          | 0                                   | 0                    | 0  |
| <b>Net Valid votes casts</b>        | <b>25</b>                           | <b>30131159</b>      | <b>100</b>                                     |

(i) Voted **in favour** of the resolution:

| <b>Number of shares voted through electronic voting systems</b> | <b>Number of e-Votes</b> | <b>Number of votes casted in favour of the resolution</b> | <b>% of total number of valid votes casted in favour of the resolution</b> |
|---|--------------------------|---|--|
| 30131159  | 22                       | 30079559  | 99.83%   |



(ii) Voted **against** the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|--|-------------------|---|--|
| 30131159   | 3                 | 51600   | 0.17%  |

(iii) **Invalid** votes :

| Total Number of Members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0   | 0   |

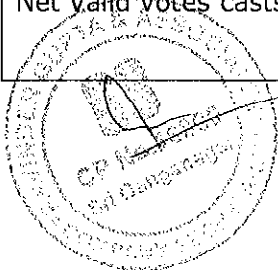
**ITEM No. 4**

**RESOLUTION 4 (SPECIAL RESOLUTION) – APPROVAL FOR RELATED PARTY TRANSACTIONS**

**"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 re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and Vikas Granaries 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 Granaries 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 Jindal, 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."

| Particulars                         | No. of ballot Forms received | No. of Shares   | % of total votes cast according to CDSL |
|-------------------------------------|------------------------------|-----------------|---|
| Total votes polled through e-voting | 25                           | 30131159        | 100                                     |
| <b>Less:</b> Invalid votes          | 0                            | 0               | 0                                       |
| Net Valid votes casts               | <b>25</b>                    | <b>30131159</b> | <b>100</b>                              |



(i) Voted **in favour** of the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|--|-------------------|--|---|
| 30131159   | 22                | 135878   | 72.48%  |

**Note:-**Mr. Bajrang Dass Jindal, Mr. Megh Raj Jindal and Mrs. Bimla Devi Jindal are interested in this resolution. Therefore the vote casted by them are not taken on account.

(ii) Voted **against** the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|--|-------------------|---|--|
| 30131159   | 3                 | 51600   | 27.52  |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0   | 0   |

**ITEM No. 5**

**RESOLUTION 5(SPECIAL RESOLUTION)- TO RATIFIED THE RESOLUTIONS PASSED FOR ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO OTHER THAN PROMOTER IN EXTRA ORDINARY GENERAL MEETING WHICH WAS HELD ON 21.04.2017 IN COMPLIANCE THE REGULATION 73(1)(E) OF THE SEBI(ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**

The Company passed the Special resolution in its Extra ordinary General Meeting dated 21.04.2017 vide Resolution No. 1 for allotment of 5,10,00,000 Equity Shares on a preferential basis to Qualified Investor (other than promoter), however, in Explanatory



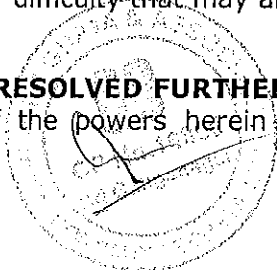
statement of the resolution the ultimate beneficial owner of the allottees Such as Mr. Hanuman Parsad Goyal Prop. of M/s Goyal Enterprises, Naveen Goyal Prop. of M/s Navin Trading Company and Munni Devi Goyal prop. of M/s Gopi Ram Lalit Kumar was not mentioned as per requirement of Regulation 73(1)(e) of Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 and as per circular no. CIR/MIRSD/2/2013 dated January 24, 2013 and Company received the In Principle Approval from BSE Limited on 25.05.2017 vide their letter **DCS/PREF/SD/PRE/1947/2017-18** and according to this in principle approval, the Company is required to disclose details of ultimate beneficiary of the Non-Promoter allottees and get the same ratified by the shareholders in their meeting. Therefore the Company has proposed the following resolution in compliance the regulation 73(1)(e ) of the **SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**

**"RESOLVED THAT** pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR Regulations)") and the listing agreements entered into by the Company with the stock exchanges on which the Company's shares are listed (Bombay Stock Exchange), or any other relevant authority from time to time Company has passed a Special Resolution on 21.04.2017 for issuance of 5,10,00,000 Equity Shares of the Company on the Preferential Basis and now the Resolutions so passed is ratified to the extent for disclosure of details of ultimate beneficiary owner under Regulations 73(1)(e) of the **SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009** and the ultimate beneficiary owner was as under :-

1. Issuance of 1,70,00,000 Equity Shares of Re.1/- each at Premium of Rs.9/- per equity shares (i.e. Rs.10/- per equity share including premium) to **Munni Devi Goyal, (PAN:- AEJPG4271J, Demat Account Number 1201060003016161)** prop. of M/s Gopi Ram Lalit Kumar, New Mandi Gharsana, Sri Ganganagar, Rajasthan-335707;
2. Issuance of 1,70,00,000 Equity Shares of Re.1/- each at Premium of Rs.9/- per equity shares (i.e. Rs. 10 including premium) to **Hanuman Parsad Goyal, (PAN:- ABVPG7484Q, Demat Account Number 1201060003017150)** Prop. of M/s Goyal Enterprises, New Mandi Gharsana, Sri Ganganagar, Rajasthan-335001;
3. Issuance of 1,70,00,000 Equity Shares of Re.1/- each at Premium of Rs.9/- per equity shares (i.e. Rs. 10 including premium) to **Naveen Goyal, (PAN:- BABPG8637D, Demat Account Number 1201060500535478)** Prop. of M/s Navin Trading Company, New Mandi, Bikaner;

**"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."

**"RESOLVED FURTHER THAT** for the Purpose of Listing approval for these allotted shares 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."

| Particulars                         | No. of ballot Forms received | No. of Shares   | % of total votes cast according to CDSL |
|-------------------------------------|------------------------------|-----------------|---|
| Total votes polled through e-voting | 25                           | 30131159        | 100                                     |
| <b>Less:</b> Invalid votes          | 0                            | 0               | 0                                       |
| Net Valid votes casts               | <b>25</b>                    | <b>30131159</b> | <b>100</b>                              |

(i) Voted **in favour** of the resolution:

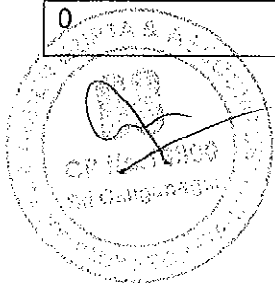
| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|--|-------------------|--|---|
| 30131159   | 22                | 30079559   | 99.83%  |

(ii) Voted **against** the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|--|-------------------|---|--|
| 30131159   | 3                 | 51600   | 0.17%  |

(iii) **Invalid** votes :

| Total Number of Members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0   | 0   |



**ITEM No. 6**

**RESOLUTION 6(SPECIAL RESOLUTION)-TO ISSUE UP TO 25,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO QUALIFIED INVESTOR (OTHER THAN PROMOTER)**

**"RESOLVED THAT** pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR Regulations)") and the listing agreements entered into by the Company with the stock exchanges on which the Company's shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to issue, offer and allot 25,00,000( Twenty Five lakhs) equity shares of Rs. 1 each at Premium of Rs. 11/- per equity shares (i.e. Rs. 12 including premium) fully paid aggregate amounting to Rs. 3,00,00,000(Rupees Three Crores Only) to followings allottee's on such terms and condition as mentioned in the explanatory statement."

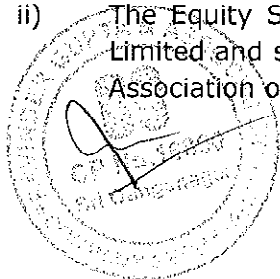
1. Issuance of 25,00,000 Equity Shares of Rs. 1 each at Premium of Rs. 11/- per equity shares (i.e. Rs. 12 including premium) to **Naveen Goyal, Prop. of M/s Navin Trading Company, New Mandi, Bikaner.**

**"RESOLVED FURTHER THAT** the issue and allotment of the Equity Shares to Naveen Goyal, Prop. of M/s Navin Trading Company (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 30<sup>th</sup> August, 2017, being the date 30 days prior to the date of Annual General Meeting (i.e. 30.09.2017)."

**"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;

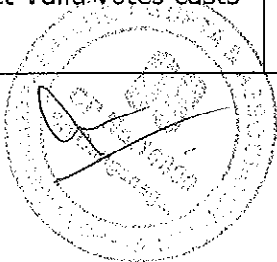


- iii) The Equity Shares allotted to Allottee shall rank pari passu with then existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid [Notice of the Annual General Meeting **VIKAS WSP LIMITED**, Registered Office: **RAILWAY ROAD, SIWANI, HARYANA- 127046 INDIA** Corporate Identity Number: L24139HR1988PLC030300 Website: [www.vikasguargum.com](http://www.vikasguargum.com)] shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company."
- vi) Rs. 12 per share, relevant date being August 30,2017
- vii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares on the Bombay Stock Exchange (BSE) during the last twenty-six weeks preceding the relevant date (considering relevant date as 30<sup>th</sup> August, 2017.
- viii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Vikas WSP Limited quoted on the Bombay Stock Exchange (BSE) during the last two weeks preceding the relevant date

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

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

| Particulars                         | No. of ballot Forms received | No. of Shares   | % of total votes cast according to CDSL |
|-------------------------------------|------------------------------|-----------------|---|
| Total votes polled through e-voting | 25                           | 30131159        | 100                                     |
| <b>Less:</b> Invalid votes          | 0                            | 0               | 0                                       |
| Net Valid votes casts               | <b>25</b>                    | <b>30131159</b> | <b>100</b>                              |





(i) Voted **in favour** of the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|--|-------------------|--|---|
| 30131159   | 22                | 30079559   | 99.83%  |

(ii) Voted **against** the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|--|-------------------|---|--|
| 30131159   | 3                 | 51600   | 0.17%  |

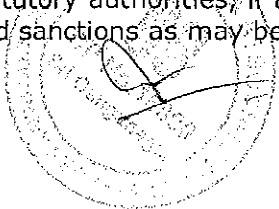
(iii) **Invalid** votes :

| Total Number of Members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0   | 0   |

**ITEM No. 7**

**RESOLUTION 7(SPECIAL RESOLUTION)- TO ISSUE UP TO 85,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER:**

**"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 85,00,000/- (Eighty Five lakhs) equity shares of Rs. 1 each at Premium of Rs. 11/- per equity shares (i.e. Rs. 12 including premium) fully paid aggregate amounting to Rs. 10,20,00,000 (Rupees Ten Crores Twenty 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).

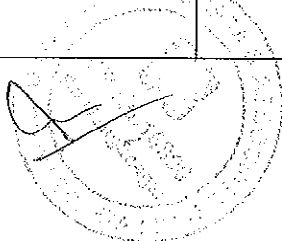
**"RESOLVED FURTHER THAT** all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and the equity shares to be issued and allotted shall rank pari-passu in all respects with the existing equity 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."

| Particulars                         | No. of ballot Forms received | No. of Shares   | % of total votes cast according to CDSL |
|-------------------------------------|------------------------------|-----------------|---|
| Total votes polled through e-voting | 25                           | 30131159        | 100                                     |
| <b>Less:</b> Invalid votes          | 0                            | 0               | 0                                       |
| Net Valid votes casts               | <b>25</b>                    | <b>30131159</b> | <b>100</b>                              |



(i) Voted **in favour** of the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|--|-------------------|--|---|
| 30131159   | 22                | 135878   | 72.48%  |

**Note:-**Mr. Bajrang Dass Jindal, Mr. Megh Raj Jindal and Mrs. Bimla Devi Jindal are interested in this resolution. Therefore the vote casted by them are not taken on account.

(ii) Voted **against** the resolution:

| Number of shares voted through electronic voting systems | Number of e-Votes | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|--|-------------------|---|--|
| 30131159   | 3                 | 51600   | 27.52  |

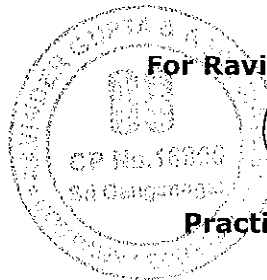
(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0   | 0   |

The Register and all other papers relating to e-voting shall remain in our safe custody until the chairman considers, approve and sign the Minutes of the Annual General Meeting and thereafter the same handed over to the Company Secretary authorized by the Board for safe keeping.

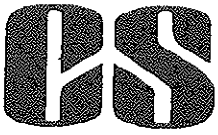
Thanking you,  
Yours faithfully,

For Ravinder Gupta & Associates



Ravinder Kumar Gupta  
Practicing Company Secretary  
FCS-6590  
COP-16890

Place: Sri Ganganagar  
Date: 01.10.2017



**RAVINDER GUPTA & ASSOCIATES**  
**PRACTICING COMPANY SECRETARIES**

**SECTION II-REPORT OF POLL RESULTS**

**MGT-13**

**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman

**The 29<sup>th</sup> Annual General Meeting** of the Equity Shareholders of **VIKAS WSP LIMITED** held on Saturday **30<sup>th</sup> Day of September, 2017** at **10.0 A.M.** at **RAILWAY ROAD, SIWANI, HARYANA 127046**

Dear Sir,

I, Ravinder Kumar Gupta, (Proprietor) of Ravinder Gupta & Associates, Practicing Company Secretaries having its office at **Office No. 102, Sky Hi Tower, 36-E-Block, Sri Ganganagar, Rajasthan - 335001**, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the **Annual General Meeting** of the Equity Shareholders of **VIKAS WSP LIMITED** held on **30<sup>th</sup> Day of September, 2017** at **10.00 A.M.** at **RAILWAY ROAD, SIWANI, HARYANA- 127046**, submits our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents, Link Intime India Private Limited of the Company and the authorizations / proxies lodged with the Company.
3. **Mr. Bansilal** and **Mr. Praveen** were appointed as witnesses for the whole poll process.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under.

**Mr. Bansilal**

**Mr. Praveen**

**ITEM No. 1**

**RESOLUTION 1 (ORDINARY RESOLUTION) – TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 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, 2017, 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, 2017 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.”

(i) Voted **in favour** of the resolution:

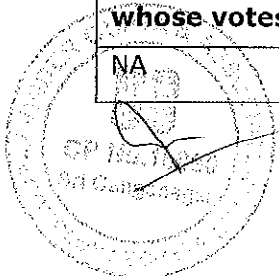
| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in favour of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|--|------------------------------|---------------------------------------|
| 35   | 3316348                            | 3316348                         | 35   | 3316348                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in against of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|---|------------------------------|---------------------------------------|
| 0  | 0                                  | 0                               | 0   | 0                            | 0                                     |

(iii) **Invalid** votes :

| Total Number of Members(in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NA   | NA                                 |



**ITEM No. 2**

**RESOLUTION 2 (ORDINARY RESOLUTION)** - To Appoint a Director in Place of Mr. Bajrang Dass Jindal (Din- 00036553), who Retires by Rotation and Being Eligible, offers herself 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 re-enactment thereof), **Mr. Bajrang Dass Jindal (DIN-00036553)**, who retires by rotation and being eligible, offered himself for reappointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

(i) Voted **in favour** of the resolution:

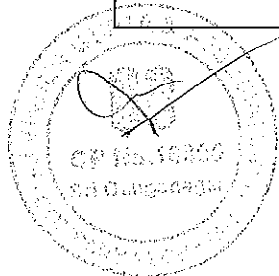
| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in favour of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|--|------------------------------|---------------------------------------|
| 35   | 3316348                            | 3316348                         | 35   | 3316348                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in against of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|---|------------------------------|---------------------------------------|
| 0  | 0                                  | 0                               | 0   | 0                            | 0                                     |

(iii) **Invalid** votes :

| Total Number of Members(in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NA   | NA                                 |



**ITEM No. 3**

**RESOLUTION 3 (ORDINARY RESOLUTION)** - Ratification of the Appointment of M/S. S. Prakash Aggarwal & Co., Chartered Accountants, Sri Ganganagar, as the Statutory Auditors of the Company and to Fix its Remuneration

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder and resolution passed by the members in their 27<sup>th</sup> Annual General Meeting (AGM) held on September 30, 2015, the appointment of **M/s. S. Prakash Aggarwal & Co.**, Chartered Accountants, Sri Ganga Nagar (Registration no. 06105C), as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2020, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company on the recommendation of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee, be and is hereby authorized to fix the remuneration payable to Statutory Auditors for the financial year ending March 31, 2017."

(i) Voted **in favour** of the resolution:

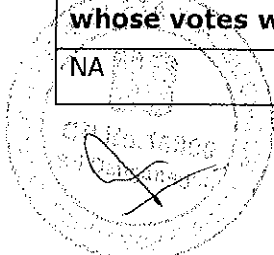
| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in favour of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|--|------------------------------|---------------------------------------|
| 35   | 3316348                            | 3316348                         | 35   | 3316348                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in against of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|---|------------------------------|---------------------------------------|
| 0  | 0                                  | 0                               | 0   | 0                            | 0                                     |

(iii) **Invalid** votes :

| Total-Number of Members(in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NA   | NA                                 |



**ITEM No. 4**

**RESOLUTION 4 (SPECIAL RESOLUTION) - APPROVAL FOR RELATED PARTY TRANSACTIONS**

"**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 re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and Vikas Granaries 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 Granaries 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 Jindal, 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."

(i) Voted **in favour** of the resolution:

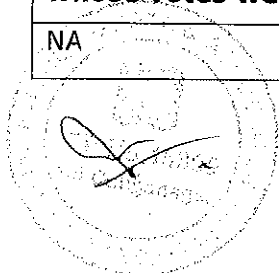
| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in favour of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|--|------------------------------|---------------------------------------|
| 35   | 3316348                            | 3316348                         | 35   | 3316348                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in against of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|---|------------------------------|---------------------------------------|
| 0  | 0                                  | 0                               | 0   | 0                            | 0                                     |

(iii) **Invalid** votes :

| Total Number of Members(in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NA   | NA                                 |





**ITEM No. 5**

**RESOLUTION 5(SPECIAL RESOLUTION)- TO RATIFIED THE RESOLUTIONS PASSED FOR ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO OTHER THAN PROMOTER IN EXTRA ORDINARY GENERAL MEETING WHICH WAS HELD ON 21.04.2017 IN COMPLIANCE THE REGULATION 73(1)(E) OF THE SEBI(ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**

The Company passed the Special resolution in its Extra ordinary General Meeting dated 21.04.2017 vide Resolution No. 1 for allotment of 5,10,00,000 Equity Shares on a preferential basis to Qualified Investor (other than promoter), however, in Explanatory statement of the resolution the ultimate beneficial owner of the allottees Such as Mr. Hanuman Parsad Goyal Prop. of M/s Goyal Enterprises, Naveen Goyal Prop. of M/s Navin Trading Company and Munni Devi Goyal prop. of M/s Gopi Ram Lalit Kumar was not mentioned as per requirement of Regulation 73(1)(e) of Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 and as per circular no. CIR/MIRSD/2/2013 dated January 24, 2013 and Company received the In Principle Approval from BSE Limited on 25.05.2017 vide their letter **DCS/PREF/SD/PRE/1947/2017-18** and according to this in principle approval, the Company is required to disclose details of ultimate beneficiary of the Non-Promoter allottees and get the same ratified by the shareholders in their meeting. Therefore the Company has proposed the following resolution in compliance the regulation 73(1)(e ) of the **SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**

**"RESOLVED THAT** pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR Regulations)") and the listing agreements entered into by the Company with the stock exchanges on which the Company's shares are listed (Bombay Stock Exchange), or any other relevant authority from time to time Company has passed a Special Resolution on 21.04.2017 for issuance of 5,10,00,000 Equity Shares of the Company on the Preferential Basis and now the Resolutions so passed is ratified to the extent for disclosure of details of ultimate beneficiary owner under Regulations 73(1)(e) of the **SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009** and the ultimate beneficiary owner was as under :-

1. Issuance of 1,70,00,000 Equity Shares of Re.1/- each at Premium of Rs.9/- per equity shares (i.e. Rs.10/- per equity share including premium) to **Munni Devi Goyal, (PAN:- AEJPG4271J, Demat Account Number 1201060003016161)** prop. of M/s Gopi Ram Lalit Kumar, New Mandi Gharsana, Sri Ganganagar, Rajasthan-335707;
2. Issuance of 1,70,00,000 Equity Shares of Re.1/- each at Premium of Rs.9/- per equity shares (i.e. Rs. 10 including premium) to **Hanuman Parsad Goyal, (PAN:- ABVPG7484Q, Demat Account Number 1201060003017150)** Prop. of M/s Goyal Enterprises, New Mandi Gharsana, Sri Ganganagar, Rajasthan-335001;
3. Issuance of 1,70,00,000 Equity Shares of Re.1/- each at Premium of Rs.9/- per equity shares (i.e. Rs. 10 including premium) to **Naveen Goyal, (PAN:- BABPG8637D, Demat Account Number 1201060500535478)** Prop. of M/s Navin Trading Company, New Mandi, Bikaner;



**"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."

**"RESOLVED FURTHER THAT** for the Purpose of Listing approval for these allotted shares 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."

(i) Voted **in favour** of the resolution:

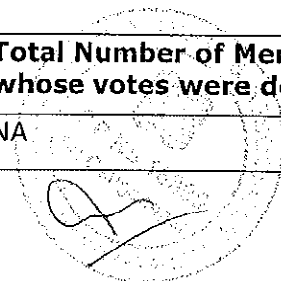
| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in favour of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|--|------------------------------|---------------------------------------|
| 35   | 3316348                            | 3316348                         | 35   | 3316348                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in against of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|---|------------------------------|---------------------------------------|
| 0  | 0                                  | 0                               | 0   | 0                            | 0                                     |

(iii) **Invalid** votes :

| Total Number of Members(in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NA   | NA                                 |



**ITEM No. 6**

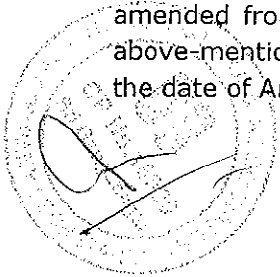
**RESOLUTION 6(SPECIAL RESOLUTION)-TO ISSUE UP TO 25,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO QUALIFIED INVESTOR (OTHER THAN PROMOTER)**

**"RESOLVED THAT** pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR Regulations)") and the listing agreements entered into by the Company with the stock exchanges on which the Company's shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to issue, offer and allot 25,00,000( Twenty Five lakhs) equity shares of Rs. 1 each at Premium of Rs. 11/- per equity shares (i.e. Rs. 12 including premium) fully paid aggregate amounting to Rs. 3,00,00,000(Rupees Three Crores Only) to followings allottee's on such terms and condition as mentioned in the explanatory statement."

2. Issuance of 25,00,000 Equity Shares of Rs. 1 each at Premium of Rs. 11/- per equity shares (i.e. Rs. 12 including premium) to **Naveen Goyal, Prop. of M/s Navin Trading Company, New Mandi, Bikaner.**

**"RESOLVED FURTHER THAT** the issue and allotment of the Equity Shares to Naveen Goyal, Prop. of M/s Navin Trading Company (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 30<sup>th</sup> August, 2017, being the date 30 days prior to the date of Annual General Meeting (i.e. 30.09.2017)."

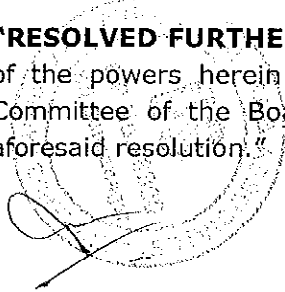


**"RESOLVED FURTHER THAT**

- (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 Annual General Meeting **VIKAS WSP LIMITED**, Registered Office: **RAILWAY ROAD, SIWANI, HARYANA- 127046 INDIA** Corporate Identity Number: L24139HR1988PLC030300 Website: [www.vikasguargum.com](http://www.vikasguargum.com)] shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- (iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- (v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company."
- (vi) Rs. 12 per share, relevant date being August 30,2017
- (vii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares on the Bombay Stock Exchange (BSE) during the last twenty-six weeks preceding the relevant date (considering relevant date as 30<sup>th</sup> August, 2017.
- (viii) Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Vikas WSP Limited quoted on the Bombay Stock Exchange (BSE) during the last two weeks preceding the relevant date

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

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

A handwritten signature in black ink is written over a circular stamp. The stamp contains some illegible text and a central emblem, possibly a company logo or seal.

(i) Voted **in favour** of the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in favour of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|--|------------------------------|---------------------------------------|
| 35   | 3316348                            | 3316348                         | 35   | 3316348                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in against of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|---|------------------------------|---------------------------------------|
| 0  | 0                                  | 0                               | 0   | 0                            | 0                                     |

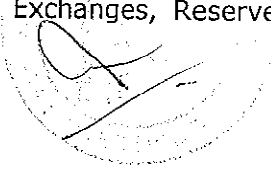
(iii) **Invalid votes :**

| Total Number of Members(in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NA   | NA                                 |

**ITEM No. 7**

**RESOLUTION 7(SPECIAL RESOLUTION)- TO ISSUE UP TO 85,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER:**

**"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 85,00,000/- (Eighty Five lakhs) equity shares of Rs. 1 each at Premium of Rs. 11/- per equity shares (i.e. Rs. 12 including premium) fully paid aggregate amounting to Rs. 10,20,00,000 (Rupees Ten Crores Twenty 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."

(i) Voted **in favour** of the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in favour of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|--|------------------------------|---------------------------------------|
| 35   | 3316348                            | 3316348                         | 35   | 3316348                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Members present and voting (in person or by proxy) | Total Number of share held by them | Total Number of valid vote cast | Number of members present & Voted in against of resolution. | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------------|---------------------------------|---|------------------------------|---------------------------------------|
| 0  | 0                                  | 0                               | 0   | 0                            | 0                                     |

(iii) **Invalid** votes :

| Total Number of Members(in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NA   | NA                                 |

4. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**For Ravinder Gupta & Associates**

**Ravinder Kumar Gupta**  
**Practicing Company Secretary**  
**FCS-6590**  
**COP-16890**

**Place:** Sri Ganganagar

**Date:** 01.10.2017

### SECTION-III-CONSOLIDATED REPORT

Based on Results of e-voting & Poll at the Annual General Meeting held on September 30, 2017, consolidated Results of each items on the Agenda as set out in the Notice dated September 04, 2017 is Annexed herewith:

#### Consolidated Results of Items No.-1-Ordinary Resolution

| Particulars  | Number of Votes contained in |                |                 | Percentage |
|--------------|------------------------------|----------------|-----------------|------------|
|              | E-Votes                      | Poll           | Total           |            |
| Assent       | 30079559                     | 3316348        | 33395907        | 99.85      |
| Dissent      | 51600                        | 0              | 51600           | 0.15       |
| <b>Total</b> | <b>30131159</b>              | <b>3316348</b> | <b>33447507</b> | <b>100</b> |

Accordingly, out of a total of **33447507** valid votes cast via e-voting and Poll, **33395907** votes were cast **ASSENTING** to the ordinary Resolution constituting 99.85 % of the votes polled; 51600 votes were cast **DISSENTING** to the ordinary Resolution constituting 0.15 % of the votes polled.

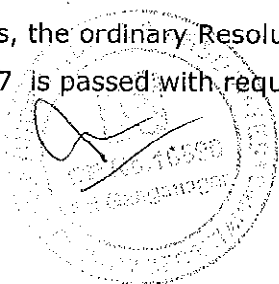
Thus, the ordinary Resolution as contained in Item No.-1 of the Notice dated September 04, 2017 is passed with requisite majority.

#### Consolidated Results of Items No.-2-Ordinary Resolution

| Particulars  | Number of Votes contained in |                |                | Percentage    |
|--------------|------------------------------|----------------|----------------|---------------|
|              | E-Votes                      | Poll           | Total          |               |
| Assent       | 135878                       | 3316348        | 3452226        | 98.53         |
| Dissent      | 51600                        | 0              | 51600          | 1.47          |
| <b>Total</b> | <b>187478</b>                | <b>3316348</b> | <b>3503826</b> | <b>100.00</b> |

Accordingly, out of a total of **3503826** valid votes cast via e-voting and Poll, **3452226** votes were cast **ASSENTING** to the ordinary Resolution constituting 98.53 % of the votes polled; 51600 votes were cast **DISSENTING** to the ordinary Resolution constituting 1.47 % of the votes polled.

Thus, the ordinary Resolution as contained in Item No.-2 of the Notice dated September 04, 2017 is passed with requisite majority.





**Consolidated Results of Items No.-3-Ordinary Resolution**

| Particulars    | Number of Votes contained in |                |                 | Percentage   |
|----------------|------------------------------|----------------|-----------------|--------------|
|                | E-Votes                      | Poll           | Total           |              |
| <b>Assent</b>  | 30079559                     | 3316348        | 33395907        | <b>99.85</b> |
| <b>Dissent</b> | 51600                        | 0              | 51600           | 0.15         |
| <b>Total</b>   | <b>30131159</b>              | <b>3316348</b> | <b>33447507</b> | <b>100</b>   |

Accordingly, out of a total of **33447507** valid votes cast via e-voting and Poll, **33395907** votes were cast **ASSENTING** to the ordinary Resolution constituting 99.85 % of the votes polled; 51600 votes were cast **DISSENTING** to the ordinary Resolution constituting 0.15 % of the votes polled.

Thus, the ordinary Resolution as contained in Item No.-3 of the Notice dated September 04, 2017 is passed with requisite majority.

**Consolidated Results of Items No.-4-Special Resolution**

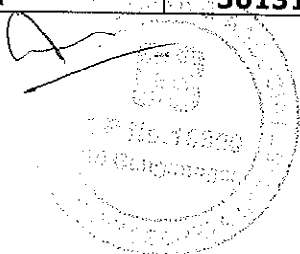
| Particulars    | Number of Votes contained in |                |                | Percentage    |
|----------------|------------------------------|----------------|----------------|---------------|
|                | E-Votes                      | Poll           | Total          |               |
| <b>Assent</b>  | 135878                       | 3316348        | 3452226        | 98.53         |
| <b>Dissent</b> | 51600                        | 0              | 51600          | 1.47          |
| <b>Total</b>   | <b>187478</b>                | <b>3316348</b> | <b>3503826</b> | <b>100.00</b> |

Accordingly, out of a total of **3503826** valid votes cast via e-voting and Poll, **3452226** votes were cast **ASSENTING** to the ordinary Resolution constituting 98.53 % of the votes polled; 51600 votes were cast **DISSENTING** to the ordinary Resolution constituting 1.47 % of the votes polled.

Thus, the Special Resolution as contained in Item No.-4 of the Notice dated September 04, 2017 is passed with requisite majority.

**Consolidated Results of Items No.-5-Special Resolution**

| Particulars    | Number of Votes contained in |                |                 | Percentage   |
|----------------|------------------------------|----------------|-----------------|--------------|
|                | E-Votes                      | Poll           | Total           |              |
| <b>Assent</b>  | 30079559                     | 3316348        | 33395907        | <b>99.85</b> |
| <b>Dissent</b> | 51600                        | 0              | 51600           | 0.15         |
| <b>Total</b>   | <b>30131159</b>              | <b>3316348</b> | <b>33447507</b> | <b>100</b>   |



Accordingly, out of a total of **33447507** valid votes cast via e-voting and Poll, **33395907** votes were cast **ASSENTING** to the ordinary Resolution constituting 99.85 % of the votes polled; 51600 votes were cast **DISSENTING** to the ordinary Resolution constituting 0.15 % of the votes polled.

Thus, the Special Resolution as contained in Item No.-5 of the Notice dated September 04, 2017 is passed with requisite majority.

#### Consolidated Results of Items No.-6-Special Resolution

| Particulars    | Number of Votes contained in |                |                 | Percentage   |
|----------------|------------------------------|----------------|-----------------|--------------|
|                | E-Votes                      | Poll           | Total           |              |
| <b>Assent</b>  | 30079559                     | 3316348        | 33395907        | <b>99.85</b> |
| <b>Dissent</b> | 51600                        | 0              | 51600           | 0.15         |
| <b>Total</b>   | <b>30131159</b>              | <b>3316348</b> | <b>33447507</b> | <b>100</b>   |

Accordingly, out of a total of **33447507** valid votes cast via e-voting and Poll, **33395907** votes were cast **ASSENTING** to the ordinary Resolution constituting 99.85 % of the votes polled; 51600 votes were cast **DISSENTING** to the ordinary Resolution constituting 0.15 % of the votes polled.

Thus, the Special Resolution as contained in Item No.-6 of the Notice dated September 04, 2017 is passed with requisite majority.

#### Consolidated Results of Items No.-7-Special Resolution

| Particulars    | Number of Votes contained in |                |                | Percentage    |
|----------------|------------------------------|----------------|----------------|---------------|
|                | E-Votes                      | Poll           | Total          |               |
| <b>Assent</b>  | 135878                       | 3316348        | 3452226        | 98.53         |
| <b>Dissent</b> | 51600                        | 0              | 51600          | 1.47          |
| <b>Total</b>   | <b>187478</b>                | <b>3316348</b> | <b>3503826</b> | <b>100.00</b> |

Accordingly, out of a total of **3503826** valid votes cast via e-voting and Poll, **3452226** votes were cast **ASSENTING** to the ordinary Resolution constituting 98.53 % of the votes polled; 51600 votes were cast **DISSENTING** to the ordinary Resolution constituting 1.47 % of the votes polled.

Thus, the Special Resolution as contained in Item No.-7 of the Notice dated September 04, 2017 is passed with requisite majority.

