

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



September 09, 2017

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

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

Subject: Notice of 29th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, we wish to inform you that 29th Annual General Meeting of the Members of the Company will be held on Saturday, the 30TH Day Of September, 2017 at 10.00 A.M. at **Railway Road, Siwani, Haryana 127046.**

We enclose herewith the Notice of Annual General Meeting. You are also requested to up-date our Company's records/data in stock exchange website and oblige.

Thanking You
Yours faithfully

For **Vikas WSP Limited**

Gunjan Kumar Karn
Gunjan Kumar Karn
Company Secretary
For VIKAS WSP LIMITED
Company Secretary

CC:-

Link Intime India Pvt. Ltd 44, Community Centre, Phase-I, Near PVR, Naraina Industrial Area, New Delhi-110028 Phone: +91 11 4141 0592 Fax: +91 11 4141 0591 Email ID:- delhi@linkintime.co.in	Central Depository Services India Limited P.J. Towers, 17 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai: 400001 Phone: 91-22-22728674	National Securities Depository Limited 4 th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India Tel.: 91-22-2499 4200 Fax: 91-22-2497 6351 Email: info@nsdl.co.in
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 29TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIKAS WSP LIMITED WILL BE HELD ON SATURDAY, THE 30TH DAY OF SEPTEMBER, 2017 AT 10.00 A.M. AT RAILWAY ROAD, SIWANI, HARYANA 127046 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

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

- 1. TO CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 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."

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. BAJRANG DASS JINDAL (DIN-00036553), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or 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."

- 3. 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 27th 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."

SPECIAL BUSINESS

4. APPROVAL FOR RELATED PARTY TRANSACTIONS.

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or 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."

5. 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.

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

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."

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

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

"RESOLVED THAT pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 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 30th 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.vikasquargum.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 30th 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."

7. TO ISSUE UP TO 85,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER:

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

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

Registered Office
Railway Road Siwani
Haryana -127046



By the order of Board

Bajrang Dass Jindal
Chairman and Managing Director

Place: Siwani
Date: 04-09-2017

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. Information regarding particulars of the Director to be appointed and the Director seeking appointment/re-appointment as required under Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A** and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in foreign companies. The Committee chairmanships/memberships considered for the purposes of disclosure are those prescribed under Regulation 18 & 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit and Risk Management Committee and Stakeholders' Relationship Committee respectively of Indian public limited companies.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. The amount of dividend remaining unpaid for the year 2008-09 have been transferred to the Company's unpaid dividend account, and can be claimed from the Company by the members entitled to it for a period of seven years from the respective dates of such transfer after which it shall be transferred to the Investor Education and Protection Fund (IEPF) constituted.



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

Sr.	Year	Record Date	Unclaimed Amount (Rs.)
1	2008-09	16.09.2009	21,21,100
2	2009-10	16.09.2010	19,23,001
3	2010-11	16.09.2011	11,14,040
4	2011-12	17.09.2012	25,92,880

10. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The members are requested to get their shares dematerialized. The Company's ISIN Code INE706A01022.

11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following email id: csgunjanvikaswspltd1984@gmail.com

The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the Company is providing the facility for voting by electronic means (e-voting) to all its members. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of e-voting : From 10 AM on 27.09.2017

End of e-voting : Up to 5 PM on 29.09.2017

E-voting shall not be allowed beyond 5.00 P.M., on 29.09.2017. During the E-voting period, the shareholders of the Company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the

cut-off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is 23.09.2017.

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

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

The instructions for shareholders voting electronically are as under:

The voting period begins on 27.09.2017 at 10.00 A.M. and ends on 29.09.2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders".
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on "Login".
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) **If you are a first time user follow the steps given below:**

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.

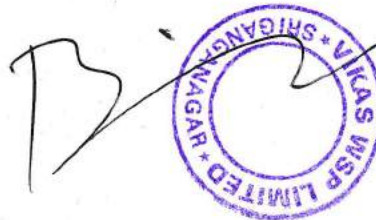


DOB	<ul style="list-style-type: none"> Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the "**EVSN**" for Vikas WSP Limited on which you choose to vote.
- (xi) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (xiv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) **Note for Non – Individual Shareholders and Custodians**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.



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

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

ITEM NO. 4

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

- (i) Vikas Granaries Limited
- (ii) Vegan Colloids Limited
- (iii) Vikas Chemi Gums(India) Limited

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

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

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

ITEM NO. 5

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 this resolution in compliance the regulation 73(1)(e) of the **SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009** and the ultimate beneficiary owner was as under



S. No	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-Issue no. of Equity Shares / Preferential Shares	Number of Equity Shares
1.	M/s Gopi Ram Lalit Kumar	Non-Promoter	Munni Devi Goyal	0	1,70,00,000
2.	M/s Goyal Enterprises	Non-Promoter	Hanuman Parsad Goyal	0	1,70,00,000
3.	M/s Navin Trading Company	Non-Promoter	Naveen Goyal	0	1,70,00,000

This resolution is rectified in compliance of Letter issued by BSE Limited on 25.05.2017 vide their letter **DCS/PREF/SD/PRE/1947/2017-18**.

None of the Directors, Key Managerial Personnel & the relatives of these persons are interested in the proposed resolution.

ITEM No. 6 & 7

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

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

It is also resolved to fund these projects through preferential allotment of equity shares to promoters as per SEBI guidelines. Date of Annual General Meeting of the shareholders is fixed for 30th September 2017 for their approval. Notices of AGM are being sent as prescribed.

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

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



Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the aforesaid, the relevant disclosures are given below:

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

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

(ii) Total Number of shares to be offered-

S. No.	Proposed Allottee	Number of Equity Shares	Category
1.	Mrs. Bimla Devi Jindal	85,00,000	Promoter
2.	Mr. Naveen Goyal Prop. of M/s Navin Trading Company	25,00,000	Qualified Investor (Other than Promoter)
Total		1,10,00,000	

- (a) To issue 85,00,000/- (Eighty Five Lakhs) equity shares as per SEBI guidelines to allot above mention proposed allottee on preferential basis to Promoter at a price of Rs. 12 per share (Face Value Rs.1 and premium Rs. 11 per equity shares) total aggregate Amount will be 10,20,00,000 (Ten Crores Twenty Lakhs)
- (b) To issue 25,00,000/- (Twenty Five Lakhs) equity shares as per SEBI guidelines to allot above mention proposed allottee on preferential basis to Other than Promoter at a price of Rs. 12 per share (Face Value Rs.1 and premium Rs. 11 per equity shares) total aggregate Amount will be 3,00,00,000 (Three Crores).

(iii) The price at which the allotment is proposed

The allotment is proposed to be made at a price of Rs. 12/- per share (Face Value Rs.1 and premium Rs. 11 per equity shares).

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

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). Since the Company is listed on BSE Limited ("BSE"), the trading price of securities of the Company on the stock exchange is taken into consideration for determining the pricing of securities allotted on preferential basis. Accordingly, the price per Equity Share to be issued is fixed at Rs.12 which is higher of the following.

The average of the weekly high and low of the volume weighted price at the BSE for 26 weeks prior to the Relevant Date	10.60
The average of the weekly high and low of the volume weighted average prices at the BSE for 2 weeks prior to the Relevant Date	11.95

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

The price has been arrived at on the basis of the certificate received by the Company from Mr. Ravinder Gupta & Associates, Practicing Company Secretary (Secretarial Auditors of the Company).

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

The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above-mentioned Equity Shares shall be 30th August, 2017 being the date 30 days prior to the date of Annual General Meeting (i.e. 30th September, 2017)

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

The allotment proposed to be made to Mrs. Bimla Devi Jindal, the promoters of the Company and Naveen Goyal Prop. of M/s Navin Trading Company, Qualified Investor(other than promoters) of the Company.

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

Mrs. Bimla Devi Jindal, the promoters and Mr. Naveen Goyal Prop. of M/s Navin Trading Company, Qualified Investor(other than promoters) of the Company intend to subscribe to this offer to completion of the planned projects and also it requires funds for various long term working capital and general developing purposes. To augment the growth and improve the financial performance of the Company. The Company has approached the Proposed Allottes to infuse funds in the Company.

And the Company has already taken an intention letter and Proposal to subscribe in the issue from Mrs. Bimla Devi Jindal and Mr. Naveen Goyal Prop. of M/s Navin Trading Company (Proposed allottes) in this regards.

(viii) The proposed time of completion of allotment

As required under Chapter VII of the Securities and Exchange Board of India (Issue of capital and disclosure Requirements) Regulations, 2009, the allotment is proposed to be made within 15 (Fifteen) days date of passing of the resolution.

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

S. No	Name of the proposed allottees	Post offer capital percentage held by them
1.	Mrs. Bimla Devi Jindal	10.36
2.	M/s Navin Trading Company	8.27

(x) The change in control

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

(xi) Number of persons to whom allotment on preferential basis have already been made during the year-4(Four)

Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	No. of securities to be allotted
1	Bimla Devi Jindal	Promoter	ABSPJ6495R	85,00,000



2	Munni Devi Goyal prop. of M/s Gopi Ram Lalit Kumar	Non-Promoter	AEJPG4271J	1,70,00,000
3	Hanuman Parsad Goyal Prop. of M/s Goyal Enterprises	Non-Promoter	ABVPG7484Q	1,70,00,000
4	Naveen Goyal Prop. of M/s Navin Trading Company	Non-Promoter	BABPG8637D	1,45,00,000

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

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

S. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A.	Promoter's Holding:				
1.	Indian				
	Individual	38443681	19.77	46943681	22.85
	Bodies Corporate	0.00	0.00	0.00	0.00
	Sub Total	38443681	19.77	46943681	22.85
2.	Foreign Promoters	0.00	0.00	0.00	0.00
	Sub Total: (A)	38443681	19.77	46943681	22.85
B.	Non -Promoter's holding:				
1.	Mutual Fund	10000	0.01	10000	0.00
2.	Foreign Portfolio Investors	1000	0.00	1000	0.00
3.	Financial Institutions / Banks	852538	0.44	852538	0.41
4.	Individual	133611543	68.71	136111543	66.25
5.	Others	21520838	11.07	21520838	10.48
	Sub Total: (B)	155995919	80.23	158495919	77.15
	GRAND TOTAL:	194439600	100.00	205439600	100.00

(xiv) **THE IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES, THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM AND CHANGE IN CONTROL, IF ANY, IN THE ISSUER CONSEQUENT TO THE PREFERENTIAL ISSUE. PROVIDED THAT IF THERE IS ANY LISTED COMPANY, MUTUAL FUND, BANK OR INSURANCE COMPANY IN THE CHAIN OF OWNERSHIP OF THE PROPOSED ALLOTTEE, NO FURTHER DISCLOSURE WILL BE NECESSARY.**



S. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-Issue no. of Equity Shares / Preferential Shares	Number of Equity Shares	Post Issue capital	% of Holding
1.	Bimla Devi Jindal PAN:- ABSPJ6495R DEMAT A/c- IN30094010051152	Promoter	Own self	1,27,74,832	85,00,000	2,12,74,832	10.36
3.	Mr. Naveen Goyal Prop. of M/s Navin Trading Company PAN:- BABPG8637D DEMAT A/c- 1201060500535478	Non-Promoter	Naveen Goyal	1,45,00,000	25,00,000	1,70,00,000	8.27

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

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

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

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

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

Terms of Issue of Equity Shares:

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

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

- To issue 85,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis promoters at a price of Rs. 12 per share (Face Value Rs.1 and premium Rs. 11 per equity shares) to **Mrs. Bimla Devi Jindal (Promoter)**.
- To issue 25,00,000/- equity shares as per SEBI guidelines to allot fresh equity shares on preferential basis to prospective investors other than promoters at a price of Rs. 12 per share (Face Value Rs.1 and premium Rs. 11 per equity shares) to Naveen Goyal Prop. of **M/s Navin Trading Company**.



Lock in Period

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

The Equity Shares allotted on preferential basis to **M/s Navin Trading Company** under SEBI (ICDR) Regulations, 2009 and amended as on date shall be locked in for a period of One year from the date of their date of trading approval and other provisions of the Regulation 13.3 of **SEBI (DIP) GUIDELINES, 2000** and amended as on date.

Currency of shareholder resolutions

Allotment pursuant to the resolution passed at the Annual General Meeting which will be held on 30.09.2017 (meeting of shareholders) for granting consent for preferential issues of Equity Shares shall be completed within a period of 15(fifteen days) from the date of passing of the resolution.

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

Other relevant information:

No. of Shares and %age of holding shall be determined on the basis of valuation /pricing certificate to be obtained from the Practicing Company Secretary of the Company as on the relevant date i.e. 30-08-2017.

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

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

Mrs. Bimla Devi Jindal, Mrs. Kamini Jindal and Mr. Bajrang Dass Jindal (As a Promoter and family members) are interested in the resolution number 7 as disclosed by them.

Registered Office

Railway Road Siwani
Haryana -127046

By the order of Board



[Signature]
Bajrang Dass Jindal
Chairman and Managing Director

Place: Siwani
Date: 04.09-2017

Annexure-A

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

Name of the Director	Bajrang Dass Jindal
Date of birth	15-05-1954
Date of Appointment	22-06-1988
Qualification	Bachelor's Degree in Commerce.
Experience in Specific functional areas	Sh. Bajrang Dass Jindal having 35 years long experience in Guar Gum Industry. He is the main Promoter of the Company.
No. of Equity Shares held in the Company as on March 31, 2017	2,37,32,332 Equity Shares
Terms & Conditions of reappointment	As per Company's Appointment and Remuneration Policy
Remuneration last drawn during the year FY 2016-17 (Rs. in lakhs)	36.00
No. of meetings of Board attended during the year	16
Directorship held in other Companies as on March 31, 2017	3 (Vikas Granaries Limited, Vegan Colloids Limited and Vikas Chemi Gum (India) Limited
Relationship with any other director inter-se and KMPs of the Company	Husband of Mrs. Bimla Devi Jindal (Director) Father of Mrs. Kamini Jindal(Director)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Director of Vikas Granaries Limited Member of Risk Management Committee and Corporate Social Responsibility Committee in Vikas Granaries Limited

