

Vikas Global  ne Ltd.



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ANNUAL REPORT - 2011-12

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COMPANY INFORMATION

BOARD OF DIRECTORS

Dr. Nand Kishore Garg	Chairman - Non Executive Director
Mr. Brij Behari Tandon	Independent-Non Executive Director
Mr. Pradip Kumar Banerji	Independent -Non Executive Director
Mr. Jagdish Capoor	Independent-Non Executive Director
Mr. Sumer Chand Tayal	Independent-Non Executive Director
Mr. Purushottam Dass Bhoot	Independent-Non Executive Director
Mr. Narender Kumar Garg	Additional Director
Mr. Vivek Garg	Whole Time Director
Mr. Vikas Garg	Managing Director

COMPANY SECRETARY & MANAGER - CORPORATE AFFAIRS

Ms. Jyoti Somani

STATUTORY AUDITORS

M/s. RSPH & Associates,
Chartered Accountants
906, Vikram Tower, 16, Rajendra Place, New Delhi -110008

BANKERS

Oriental Bank of Commerce
ICICI Bank

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Limited
2E/21, Alankit House, Jhandewalan Extension, Delhi -110055

REGISTERED OFFICE

Vikas House, 34/1, East Punjabi Bagh, New Delhi- 110026
Email: cs@vikasglobal.in, investors@vikasglobal.in Website: www.vikasglobal.in

MANUFACTURING PLANTS

JAMMU & KASHMIR

Industrial Growth Centre,
Phase-I, SIDCO Complex
Dist. Samba-184121
Jammu & Kashmir

RAJASTHAN

G-24-30, Vigyan Nagar,
RIICO Industrial Area,
Shahjahanpur,
Dist, Alwar-301706
Rajasthan

BOARD COMMITTEES & ITS COMPOSITION

AUDIT COMMITTEE

Mr. Narender Kumar Garg	Chairman
Mr. Sumer Chand Tayal	Member
Mr. Purushottam Dass Bhoot	Member

SHAREHOLDER GRIEVANCE COMMITTEE

Mr. Sumer Chand Tayal	Chairman
Mr. Vivek Garg	Member
Mr. Narender Kumar Garg	Member

RISK MANAGEMENT COMMITTEE

Mr. Pradip Kumar Banerji	Chairman
Mr. Vikas Garg	Member
Mr. Narender Kumar Garg	Member

REMUNERATION COMMITTEE

Mr. Brij Behari Tandon	Chairman
Mr. Pradip Kumar Banerji	Member
Mr. Narender Kumar Garg	Member
Mr. Vikas Garg	Member

EQUITY WARRANT COMMITTEE

Mr. Narender Kumar Garg	Chairman
Mr. Sumer Chand Tayal	Member
Mr. Vivek Garg	Member

COMPENSATION COMMITTEE

Mr. Narender Kumar Garg	Chairman
Mr. Sumer Chand Tayal	Member
Mr. Vikas Garg	Member

EXECUTIVE COMMITTEE

Mr. Vikas Garg	Chairman
Mr. Narender Kumar Garg	Member
Mr. Vivek Garg	Member

NOTICE

Notice is hereby given that the 27th (TWENTY SEVENTH) Annual General Meeting of VIKAS GLOBALONE LIMITED will be held on Thursday, the 27th day of September, 2012 at 11:30 A.M. at Haryana Maitri Bhawan, Pitampura, New Delhi - 110034 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet and Cash Flow Statement as at 31st March 2012, the Statement of Profit and Loss for the year ended on that date together with the reports of Auditors' and Directors' thereon.
2. To declare Final Dividend on Equity Shares for the financial year ended 31st March, 2012.
3. To appoint a Director in place of Mr. Sumer Chand Tayal who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pradip Kumar Banerji who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Purushottam Dass Bhoot who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration and for that purpose to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**.

"RESOLVED THAT M/s RSPH & Associates, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and condition of appointment and the remuneration of the Auditors."

Special Business:

7. Appointment of Mr. Narender Kumar Garg as a Director of the Company

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Narender Kumar Garg who was appointed by the Board of Directors as Additional Director with effect from 17th October, 2011 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956, and in respect of whom the company has received a notice in writing from the member under section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retirement by rotation.

RESOLVED FURTHER THAT the Mr. Vikas Garg, Managing Director and / or Mr. Vivek Garg, Director of the company, be and are hereby authorized, severally or jointly, to do all such necessary acts, as may be necessary to give effect to the above resolution."

**For and On Behalf of the Board of Directors
For Vikas GlobalOne Limited**

Date : 14th August 2012
Place: New Delhi

**Nand Kishore Garg
Chairman**

NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
- b. Members Companies / Organization are requested to send a copy of the resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- c. In accordance with the provision of Article of Association of the Company, Mr. Purushottam Dass Bhoot, Mr. Sumer Chand Tayal and Mr. Pradip Kumar Banerji, retire by rotation at this Annual General Meeting, being eligible offer themselves for re-appointment.
- d. Members are requested to bring their admission slips along with a copy of the Annual Report to the Annual General Meeting.
- e. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 21st day of September, 2012 to Thursday, the 27th day of September, 2012 (both days inclusive).
- f. If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after 27th day of September, 2012 as under:
 - i. To all Beneficial Owners in respect of shares held in electronic form, as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of the close of business hours on 20th day of September, 2012.
 - ii. To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 20th day of September, 2012.
- g. M/s Alankit Assignment Ltd. having Corporate Office at 'Alankit House' 2E/21, Jhandewalan Extension, New Delhi-110055 is the Registrar and Share Transfer Agent of the Company for physical shares as well as depository interface with NSDL and CDSL.
- h. (A) In order to provide protection against fraudulent dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrar and Share Transfer Agents (RTA), M/s Alankit Assignments Limited under the signature of Sole/First joint holder, the following information to be printed on Dividend Warrants:
 - (i) Name of the Sole/First joint holder and the Folio number
 - (ii) Particulars of Bank Accounts, viz:
 - (iii) Name of the Bank
 - (iv) Name of the Branch
 - (v) Complete address of the Bank with the pin code number
 - (vi) Account type, whether Saving Account or Current Account
 - (vii) Bank Account number
- (B) Members who hold shares in dematerialized form, may kindly note that their Bank account details, as furnished by the Depositories to the Company, will be printed on their Dividend Warrants as per the applicable regulation of the Depositories.

- i. Members are requested to intimate to the Company about queries, if any, regarding these Accounts / Notice at least 7 days before the meeting to enable the management to keep the information ready at the meeting.
- j. Members who are holding shares in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
- k. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office on all working days except Sundays and Holidays between 11:00A.M to 1:00 P.M upto the date of Annual General Meeting.
- l. Members are requested to promptly notify to the Company any change in their addresses.
- m. In terms of Section 109A of the Companies Act, 1956, the shareholders of the Company may nominate a person to whom the shares held by him shall vest in the event of his death.
- n. The shares of the Company are currently listed at National Stock Exchange, Bombay Stock Exchange and Delhi Stock Exchange and the Annual Listing Fee including service tax has been duly paid for the financial year 2012-13.
- o. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of business under Item no. 7 set out above and details under Clause 49 of the Listing Agreement of the Stock Exchanges.

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 the service of notices/documents including Annual Report sent by e-mail to its members.

The Company in support of the Green Initiative of MCA, propose to send its notices, annual report etc. in electronic form to the members. The members who wish to receive the said documents in electronic form are requested to register to register/update their e-mail addresses as per the following:

- Members holding equity shares of the Company in the electronic form are requested to update/register their e-mail addresses with their respective depository participants.
- Members holding equity shares in physical form are requested to update/ register their e-mail addresses with the Company by sending a mail to cs@vikasglobal.in or investors@vikasglobal.in mentioning their name and folio number.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

As required under Section 173(2) of the Companies Act, 1956, the following explanatory statement sets out the matter in relation to item no. 7 of the accompanying notice dated 14th August, 2012.

ITEM NO. 7

APPOINTMENT OF MR. NARENDER KUMAR GARG AS DIRECTOR OF THE COMPANY

The Board of Directors at its Meeting held on 17th October, 2011 appointed Mr. Narender Kumar Garg as an Additional Director with effect from 17th October, 2011, pursuant to Section 260 of the Companies Act, 1956, Mr. Narender Kumar Garg will hold office upto the date of forthcoming Annual General Meeting and is being eligible for appointment as a Director. The Company has received a notice under Section 257 of the Companies Act, 1956, proposing appointment of Mr. Narender Kumar Garg, as Director of the Company.

Mr. Narender kumar Garg, 62 years holds Masters Degree in Political Science and History and an Independent & Non-Executive Director of the Company.

He has served on the Board of Super Bazaar (The Cooperative Store Ltd), New Delhi and Chairman of Disciplinary Committee of Super Bazaar. He was also the member of Azadpur Mandi Committee, Delhi Government. Addition to that he was appointed as an arbitrator with the Registrar of Corporative Societies, Delhi Government.

He is a Managing Director of ISG Securities and Finance Pvt. Ltd. an NBFC and Director of JBG Indraprastha Developers Pvt. Ltd. possesses vast experience in the field of Finance, Legal and Marketing. The company is enlightened by his rich and vast experience in its financial and legal decision making.

He is the Chairman of Audit Committee, Equity Warrant Committee and Compensation Committee and member of the Shareholder Grievance Committee, Risk Management Committee, Executive Committee and Remuneration Committee.

None of the Director except Mr. Narender Kumar Garg is concerned or interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for the approval of the members.

ANNEXURE

Information pursuant to Clause 49 of the Listing Agreement of Stock Exchanges regarding appointment of a new Director or re-appointment of a Director at this Annual General Meeting

Name of Director	Sh. Narender Kumar Garg
Date of Birth	12.10.1949
Date of Appointment	17.10.2011
Specialized Expertise	He has served on the Board of Super Bazaar (The Cooperative Store Ltd), New Delhi and Chairman of Disciplinary Committee of Super Bazaar. He was also the member of Azadpur Mandi Committee, Delhi Government. Addition to that he was appointed as an arbitrator with the Registrar of Corporative Societies, Delhi Government. He is a Managing Director of ISG Securities and Finance Pvt. Ltd. an NBFC and Director of JBG Indraprastha Developers Pvt. Ltd. possesses vast experience in the field of Finance, Legal and Marketing. The company is enlightened by his rich and vast experience in its financial and legal decision making .
Qualifications	M.A. (Political Science) M.A.(History)
Directorship of other Public Limited Companies as at 31 st March, 2012	N.A.
Chairmanship/ Membership as at 31 st March, 2012 in the Vikas GlobalOne Limited	Chairman in Audit Committee, Equity Warrant Committee and Compensation Committee. Member in Shareholders Grievance Committee, Risk Management Committee, Remuneration Committee, and Executive Committee
No. of shares held in the Company as on 31 st March, 2012 in the Vikas GlobalOne Limited	NIL

Name of Director	Sh. Pradip Kumar Banerji
Date of Birth	04.07.1942
Date of Appointment	25.07.2008
Specialized expertise	He was the member of Indian Administrative Service, 1966 batch, West Bengal. He has also served on the senior level position in the Government of India like Finance Secretary and State Governments like Secretary to the Governor of West Bengal. He has gained rich experience in the field of Finance, Industry, Foreign Trade, Foreign Investment while his association with the World Bank, Asian Development Bank, IFC, European Union, ICAO etc. The Company is benefitted by his Global connections and financial analytical capability, which includes feasibility study for the new project. He has also been awarded Padma Shri in 1972 for his outstanding public service. Also he has been awarded Medal of Honor by the Soviet Chamber of Commerce and Industry in 1984.
Qualifications	Post Graduate in Economics from Lucknow University