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28th
Annual Report

For the period ended

March 31, 2013

Vikas Global  ne Ltd.
(India's Fastest Growing Company in Additives and Compounds)

CONTENTS

	Page Nos.
Company Information	5
Board Committees & its Composition	6
Notice of Annual General Meeting	7-12
Director's Report	13-19
Management Discussion and Analysis	20-22
Report on Corporate Governance	23-40
Standalone Financial Statements	
Auditors' Report	41-44
Balance Sheet	45
Profit & Loss Account	46
Cash Flow Statement	47
Notes to Financial Statements	48-66
Consolidated Financial Statements	
Auditors' Report	67-68
Balance Sheet	69
Profit & Loss Account	70
Cash Flow Statement	71
Notes to Financial Statements	72-93

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	Independent-Non Executive Director
Mr. Manoj Singhal	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

INTERNAL AUDITORS

M/s. KSMC & Associates, G-5, Vikas House, 34/1, East Punjabi Bagh, New Delhi-110026

COST AUDITORS

M/s.C.B Gutpa & Associates, G-23/6A, Third Floor, Rajouri Garden, New Delhi-110027

BANKERS

Oriental Bank of Commerce and Bank of Baroda

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

<u>JAMMU & KASHMIR</u>	<u>RAJASTHAN</u>
Industrial Growth Centre,	G-24-30, Vigyan Nagar,
Phase-I, SIDCO Complex	RIICO Industrial Area, Shahjahanpur,
Dist. Samba-184121	Dist, Alwar-301706
Jammu & Kashmir	Rajasthan

BOARD COMMITTEES & ITS COMPOSITION

AUDIT COMMITTEE

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

EXECUTIVE COMMITTEE

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

COMPENSATION COMMITTEE

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

SHAREHOLDER GRIEVANCE COMMITTEE

Mr. Sumer Chand Tayal	Chairman
Mr. Vivek 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

RISK MANAGEMENT COMMITTEE

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

NOTICE

Notice is hereby given that the 28th (TWENTY EIGHT) Annual General Meeting of VIKAS GLOBALONE LIMITED will be held on Friday, the 27th day of September 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 2013, 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 2013.
3. To appoint a Director in place of Mr. Nand Kishore Garg who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jagdish Capoor who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Narender Kumar Garg 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 (Registration No. 003013N), 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 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. Manoj Singhal 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. **Manoj Singhal** who was appointed by the Board of Directors as Additional Director with effect from 14th February 2013 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

Sd/-

Nand Kishore Garg
Chairman

Place: New Delhi

Date: 14th August 2013

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 read with Section 256 of the Company Act 1956, Mr. Nand Kishore Garg, Mr. Jagdish Capoor and Mr. Narender Kumar Garg, retire by rotation at this Annual General Meeting, being eligible, offer them for re-appointment.
- d. Brief resume of all including those proposed to be re-appointed, nature of their expertise in specific functional area, names of companies in which they hold directorship and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India in the Report on Corporate Governance forming part of the Annual Report.
- e. Members are requested to bring their admission slips along with a copy of the Annual Report to the Annual General Meeting.
- f. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 21st Day of September 2013 to Friday, 27th Day of September 2013 (both days inclusive).
- g. 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 2013 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 2013.
 - 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 2013.
- h. 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.
- i. (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.
- j. 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.
- k. 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.
- l. 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 11:00 A.M to 1:00 P.M upto the date of Annual General Meeting.

- m. Members are requested to promptly notify to the Company any change in their addresses.
- n. 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.
- o. 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 2013-14.
- p. 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 2013

ITEM NO. 7**APPOINTMENT OF MR. MANOJ SINGHAL AS DIRECTOR OF THE COMPANY**

The Board of Directors at its Meeting held on 14th February 2013 appointed Mr. Manoj Singhal as an Independent Additional Director, pursuant to Section 260 of the Companies Act 1956. Mr. Manoj Singhal 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. Manoj Singhal, as Director of the Company.

Mr. Manoj Singhal, 57 years is a Commerce Graduate from Punjab University and launched a dream journey of his own. He has justified the true spirit of the motto, by achieving where he has reached continuing to aspire and achieve more. Starting his business career in packaging industry and with an innovative and inquisitive mind having in built momentum for taking challenges in life, ventured into high technology industry for manufacturing of Precision Metallic Coil Spring at Gurgaon in 1991

He has spread world class quality education for rural poor children at affordable price by associating in the capacity of president with Mohinder Singh Syngle Education and Research Society New Delhi. Apart from academics, thrust is given on development of personality, Indian value system and secularism amongst students, in these institutes. He has widely travelled all over the globe on business mission, International Trade & Business Conferences. His versatility is depicted through his immense contribution made on the education and Social Cultural & sports front by associating with various educational institutions, trusts and committees. In view of the background and vast experience, the Board considers his association as a Director will be beneficial to and in the interest of the company.

He is the Chairman and Managing Directors of M and M Auto Industries Limited and M and M Asan Auto Limited. He is also the Promoter Director of MNS Global Finance Limited, M and M Vidyut Pvt. Ltd, M and M Appartments Infratsructure Private Limited, M and M Apartments Pvt. Ltd. & Hitkari Automobiles (P) Limited. He holds professional membership in the Managing Committee (2009-11) PHD Chamber of Commerce & Industry & Co-Chairman-PHDCCI Haryana Sub Committee 2009-11, Life Member in Indian Institute of Materials Management and Vaish Corp Adarsh Bank Ltd.

He has also contributed on Social Cultural & Sports and is associated with President – Punjab Amateur Athletic Association, Distt. Sangur, Punjab., Vice President- Shree Dharmic Lila Committee(Regd), Trustee- Sri Bhagwati Rakta Chumunda Trust, Kangra, H.P., Vice-Chairman- Shirdi Sai Baba Temple Society & Sai Education Trust, Associate Member- Indian Habitat Centre, New Delhi and others.

None of the Director except Mr. Manoj Singhal is concerned or interested in this Ordinary Resolution. The Board recommends this Ordinary Resolution for the approval of the members.