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29th Annual Report

**For the period ended
March 31, 2014**

Vikas Global One Ltd.

(India's Fastest Growing Company in Additives and Compounds)



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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Vikas Garg	Managing Director
Mr. Vivek Garg	Whole Time Director
Mr. Purushottam Dass Bhoot	Director
Mr. Pradip Kumar Banerji	Director
Mr. Jagdish Capoor	Director
Mr. Sumer Chand Tayal	Director
Mr. Manoj Singhal	Director
Mr. Ashutosh Verma	Additional Director
Mr. Narender Kumar Garg	Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Sunil Malik

STATUTORY AUDITORS

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

INTERNAL AUDITORS

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

COST AUDITORS

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

BANKERS

Oriental Bank of Commerce & 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: investor@vikasglobal.in, Website: www.vikasglobal.in

MANUFACTURING PLANTS

JAMMU & KASHMIR RAJASTHAN

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. Narendar Kumar Garg	Member
Mr. Vivek Garg	Member

STAKEHOLDERS RELATIONSHIP 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

NOMINATION AND REMUNERATION COMMITTEE

Mr. Narender Kumar Garg	Chairman
Mr. Pradip Kumar Banerji	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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

NOTICE

Notice is hereby given that the 29th (TWENTY NINTH) Annual General Meeting of VIKAS GLOBALONE LIMITED will be held on Monday, the 29th 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 2014, 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 2014.
3. To appoint a Director in place of Mr. Vivek Garg (DIN: 00255443) who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Purushottam Dass Bhoot (DIN: 00094087) who retires by rotation, and being eligible, offers himself for re-appointment for the period of five years from the date of ensuing General Meeting.

5. To appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 2nd consecutive Annual General Meeting

Subject to ratification of the appointment by the members at every Annual General Meeting held after this 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 till the conclusion of the 2nd consecutive 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:

6. **Appointment of Mr. Ashutosh Verma 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. **Ashutosh Kumar Verma** who was appointed by the Board of Directors as Additional Director with effect from 6th August, 2014 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act 2013, and in respect of whom the company has received a notice in writing from the member under section 160 of the Companies Act, 2013 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 of the company and Mr. Sunil Malik, Company Secretary of the company, be and are hereby authorized, 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/-
Vikas Garg
Managing Director

Place: New Delhi
Date: 6th August 2014

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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- b. The Register of Members and Share Transfer Books of the Company will be closed from 23rd Day of September, 2014 to 29th Day of September, 2014 (both days inclusive).
- c. Corporate Members intending to send their authorised representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the company on or before 23rd Day of September, 2014.
- d. In accordance with the provision of Article of Association read with Section 152 of the Companies Act 2013, Mr. Vivek Garg and Mr. Purushottam Dass Bhoot retire by rotation at this Annual General Meeting, being eligible, offer them for re-appointment.
- e. 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.
- f. The Certificate from the Auditors of the Company certifying that the Company's Employee Stock Options Scheme, 2011 is being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the Members in the General Meeting, will be available for the inspection by the Members at the Annual General Meeting.
- g. Members are requested to note that the dividend not claimed within seven years from the date of declaration shall, as per section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF). Members are requested to contact/s Alankit Assignment Limited/Secretarial Department of the company for claiming the unclaimed dividend standing to the credit of their account.
- h. Members are requested to bring their admission slips along with a copy of the Annual Report to the Annual General Meeting.
- i. 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 29th Day of September, 2014 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 22nd Day of September, 2014.
 - 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 22nd Day of September, 2014.
- j. 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.
- k. (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.
- l. 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.
 - m. 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.
 - n. 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.
 - o. Members are requested to promptly notify to the Company any change in their addresses.
 - p. 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.
 - q. 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 2014-15.
 - r. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under Item no. 6 set out above and details under Clause 49 of the Listing Agreement of the Stock Exchanges.

In view of the “Green Initiative” announced by Ministry of Corporate Affairs and circular issued by the Securities and Exchange Board of India (SEBI), the Company will send all correspondence like General Meeting Notices, Annual Reports and any other communications in future (hereinafter referred as “documents”) in electronic form, in lieu of physical form, to all those shareholders, whose email address is registered with Depository participant (DP)/ Registrar and Share Transfer Agent (RTA)[herein after ‘registered e-mail address’]for servicing documents including those covered under section 219 of the Companies Act, 1956 [the Act] read with section 53 of the Act and Clause 32 of the Listing agreement executed with the Stock Exchange.

Members holding equity shares in physical form are requested to update/ register their e-mail addresses with the Company by sending a mail to investor@vikasglobal.in mentioning their name and folio number.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out the matter in relation to Item No. 6 of the accompanying notice dated 14th August 2013

ITEM NO. 6

APPOINTMENT OF MR. ASHUTOSH VERMA AS DIRECTOR OF THE COMPANY

The Board of Directors at its Meeting held on 6th August, 2014 appointed Mr. Ashutosh Verma as an Additional Director, pursuant to Section 161 of the Companies Act, 2013. Mr. Ashutosh Verma 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 160 of the Companies Act, 2013, proposing appointment of Mr. Ashutosh Verma, as Director of the Company.

Mr. Ashutosh Verma has a vast experience of over 34 years in the field of Plastics Raw Material and Polymer Compounds. He spearhead into the Business Development and technical support to the customers of VGL. His experience in the field of sales, marketing, business development, technical services, sourcing of raw material, machinery and R&D had helped company to cross several milestone in the journey towards being a truly world class organization and has registered a exponential growth and consistently making profits.

He had widely travelled within India, Europe (France, Germany, Italy, Austria), US and Asia (Thailand, Singapore, Malaysia, China, Taiwan, Korea, Japan, Hong Kong, Bangladesh) in connection with business, developments and technical Seminars.

Before joining the company he was previously being associated with various renowned corporate like KLJ Polymers and Chemicals Ltd. , Mulibase India Ltd., Sperry Plast Ltd. and Polychem Ltd.

He had dedicated his 20 years to compounding industry covering all aspects of running the industry like production, purchase, sales/marketing, technical services, R&D and business developments. His significant contribution results in 300-400% growth in last 3 organizations he had worked for in this field.

ANNEXURE

Pursuant to Clause 49 (IV) (G) of the Listing Agreement of Stock Exchanges, the following information is furnished in respect of the directors proposed to be appointed/re-appointed.

Mr. **Vivek Garg** was inducted earlier as the member of the Board of Directors in July, 2008. Since joining the company he has contributed his knowledge and experience for promoting and strengthening the business position of the company. He was re-appointed as executive Director of the Company with effect from June, 2009

Name of Director	VIVEK GARG		
Date of Birth	26-11-1974	Date of Appointment	25-07-2008
Specialized Expertise	Enriched experience in the field of Chemical and Petroleum Products. He also contributes in the financial and strategic decision making leading the company to reach the new heights. He is also very active in field of education.		
Qualifications	Commerce Graduate.		
Directorship of other Companies as at 31 st March, 2014	Triveni Bhoomi Vikas Pvt. Ltd. Maharaja Agarsen Academy Pvt. Ltd. AG Agrotech & Power Pvt. Ltd. Pride Buildtech Pvt. Ltd. Vikas Polymerland Pvt. Ltd. Vikas Surya Buildwell Pvt. Ltd.		
Chairmanship/ Membership as at 31 st March, 2014 in the Vikas GlobalOne Limited	Whole Time Director		
No. of shares held in the Company as on 31 st March, 2014 in the Vikas GlobalOne Limited	428620		

Mr. **Purushottam Dass Bhoot** is being associated with the company since July, 1994 and is being on the Board of Directors as Independent & Non-Executive Director of the company. He is a 85 years Law Graduate and Company Secretary.

Name of Director	PURUSHOTTAM DAS BHOOT		
Date of Birth	01-03-1929	Date of Appointment	20-07-1994
Specialized Expertise	He has 50 years of Experience in handling legal and secretarial Assignments during his long stint with various big houses. He is also on the board of Bhatkawa Tea Industries Ltd. & the member of the audit Committee of our company.		
Qualifications	Company Secretary and Law Graduate.		
Directorship of other Companies as at 31 st March, 2014	Bhatkawa Tea Industries Ltd		
Chairmanship/ Membership as at 31 st March, 2014 in the Vikas GlobalOne Limited	Non Executive Independent Director		
No. of shares held in the Company as on 31 st March, 2014 in the Vikas GlobalOne Limited	6000		