

# VIKAS GLOBALONE LIMITED

## ANNUAL REPORT 2014-2015



## **CORPORATE INFORMATION**

### **KEY MANAGERIAL PERSONNEL**

Mr. Vikas Garg, Managing Director  
Mr. Vivek Garg, Whole-Time Director  
Mr. Ashutosh Kumar Verma, CEO & WTD  
Mr. Pankaj Kumar Gupta, Chief Financial Officer  
Ms. Gayatri Chawla, Company Secretary

### **STATUTORY AUDITORS**

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

### **COST AUDITORS**

M/s Niraj Kumar Vishwakarma & Associates  
SH. 13/124, Tarna Bazar,  
Shivpur, Varanasi,  
(UP)-221003.

### **INTERNAL AUDITORS**

M/s Pandey Amit & Associates  
B-1399, Shastri Nagar,  
New Delhi-110052.

### **SECRETARIAL AUDITORS**

M/s AAA & Associates  
105, C-2/4 Pragati Market,  
Ashok Vihar Phase II,  
New Delhi-110052

### **REGISTRAR & SHARE TRANSFER AGENT**

Alankit Assignments Limited  
4E/2, Alankit House,  
Jhandewalan Extension,  
Delhi -110055.

### **NON-EXECUTIVE & INDEPENDENT DIRECTORS**

Mr. Purushottam Dass Bhoot  
Mr. Pradip Kumar Banerji  
Mr. Jagdish Capoor  
Mr. Sumer Chand Tayal  
Mr. Manoj Singhal  
Mrs. Vibha Mahajan (Women Director)

### **REGISTERED OFFICE**

Vikas Apartments, 34/1,  
East Punjabi Bagh,  
New Delhi-110026.  
Email: [investors@vikasglobal.in](mailto:investors@vikasglobal.in)  
Website: [www.vikasglobal.in](http://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.

### **UTTRAKHAND**

Plot No. A-6 (D), Eldico Sidcul Industrial  
Park, Udham Singh Nagar,  
Disst. Udham Singh Nagar,  
Uttrakhand-111111

### **DELHI**

Plot no. 38 (GF), Pocket K Sector-5,  
DSIIDC, DSIIDC Bawana  
Industrial Area Complex,  
Delhi-110039.



## **BOARD COMMITTEES & ITS COMPOSITION**

### **AUDIT COMMITTEE**

Mr. Sumer Chand Tayal	Chairman
Mr. Manoj Singhal	Member
Mr. Purushottam Dass Bhoot	Member

### **EXECUTIVE COMMITTEE**

Mr. Vikas Garg	Chairman
Mr. Vivek Garg	Member
Mr. Ashutosh Kumar Verma	Member

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Sumer Chand Tayal	Chairman
Mr. Vivek Garg	Member
Mr. Vikas Garg	Member

### **RISK MANAGEMENT COMMITTEE**

Mr. Manoj Singhal	Chairman
Mr. Sumer Chand Tayal	Member
Mr. Vikas Garg	Member

### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Sumer Chand Tayal	Chairman
Mr. Purushottam Dass Bhoot	Member
Mr. Manoj Singhal	Member

### **EQUITY WARRANT COMMITTEE**

Mr. Manoj Singhal	Chairman
Mr. Sumer Chand Tayal	Member
Mr. Purushottam Dass Bhoot	Member

### **COMPENSATION COMMITTEE**

Mr. Manoj Singhal	Chairman
Mr. Sumer Chand Tayal	Member
Mr. Vikas Garg	Member

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Mr. Purushottam Dass Bhoot	Chairman
Mr. Sumer Chand Tayal	Member
Mr. Vikas Garg	Member

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## NOTICE

Notice is hereby given that the 30<sup>th</sup> ANNUAL GENERAL MEETING of the Shareholders of Vikas GlobalOne Limited (CIN L65999DL1984019465) will be held on Wednesday, 30<sup>th</sup> September, 2015 at Haryana Maitri Bhawan, Pitampura, New Delhi-110034 at 11.30 A.M to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To declare final dividend on Equity Shares @ 5% i.e. Rs. 0.05/- (Five Paisa) per share for the Financial Year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Shri. Vikas Garg, Director, who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Auditors of the Company and to fix their remuneration and to pass the following resolution as *an Ordinary Resolution*:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and as per the recommendations of the Audit Committee & Board of Directors and in terms of the resolution passed by the members at the AGM held on September 29, 2014, the appointment of RSPH & Associates, Chartered Accountants (Firm Registration No. 003013N) as the auditors of the Company to hold office till the conclusion of the 2<sup>nd</sup> consecutive AGM from the AGM held on 29<sup>th</sup> September, 2014, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:-

**"RESOLVED THAT** pursuant to the provisions of 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 consent of the members of the company be and is hereby accorded to increase the Borrowing power of the Board, to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may in its discretion thinks fit notwithstanding that the money or monies to be borrowed together with monies already borrowed by the company (apart from temporary loans obtained from the Company banker's in the ordinary course of business) may exceed the aggregate of the paid up capital and its free reserves, i.e. reserves not to be set aside for any specific purposes, provided that the total amount so borrowed and remaining outstanding at any particular point of time shall not exceed Rs. 250 Cr. (Rupees Two Hundred and Fifty Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to file the necessary e-forms with the Registrar of Companies, NCT of Delhi and other concerned authorities and to take all such steps and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient to give effect of the above resolution.”

6. To ratify and confirm remuneration of Cost Auditor as determined by the Board of Directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*.

**“RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company for payment of remuneration of Rs. 1,00,000/- (One Lac Rupees only) plus tax as applicable and reimbursement of out of pocket expenses for the Financial year ending 31.03.2016, to M/s. Niraj Kumar Vishwakarma & Associates, Cost Accountants, for conducting cost audit of all applicable products and group of products; be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

7. To appoint Shri. Manoj Singhal as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*:-

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges Shri. Manoj Singhal (DIN: 00010647), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received the notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for Five Consecutive years w.e.f 1<sup>st</sup> March, 2015.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

8. To appoint Shri. Pradip Kumar Banerji as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*:-

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges Shri. Pradip Kumar Banerji (DIN: 00003174), who was appointed as Director liable to retire by

rotation and in respect of whom the Company has received the notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for Five Consecutive years w.e.f 1<sup>st</sup> March, 2015.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

9. To appoint Shri. Sumer Chand Tayal as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*:-

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or reenactment thereof for the time being in force and Clause 49 of the Listing Agreement with Stock Exchanges Shri. Sumer Chand Tayal (DIN: 00255661), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received the notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for Five Consecutive years w.e.f. 1<sup>st</sup> March, 2015.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

10. To appoint Shri. Jagdish Capoor as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*:-

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or reenactment thereof for the time being in force and Clause 49 of the Listing Agreement with Stock Exchanges Shri. Jagdish Capoor (DIN: 00002516), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received the notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for Five Consecutive years w.e.f 1<sup>st</sup> March, 2015.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:-

**“RESOLVED THAT** pursuant to the provisions of Section 186 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members be and is hereby accorded to invest an amount not exceeding Rs. 50 Crores in the form of securities of Rising Phoenix General Trading LLC, UAE.



**FURTHER RESOLVED THAT** Board of Directors of the Company be and are hereby authorized to do such acts, deeds and things as may be required for the investments, including signing, sealing of all applications, documents, papers, undertakings, forms, agreements, and submitting thereof, on behalf of the Company."

12. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an *Ordinary Resolution*:

**"RESOLVED THAT** Mrs. Vibha Mahajan who was appointed by the Board of Directors as an additional Director of the Company with effect from August 12, 2015 under section 161(1) of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act, signifying her intention to propose the candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for Five Consecutive years from immediate effect.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:-

**"RESOLVED THAT** pursuant to the provisions of Section 13 read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government or such other authority(ies) as may necessary, consent of the members of the Company be and is hereby accorded to change name of the Company from **Vikas GlobalOne Limited** to **Vikas EcoTech Limited** and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following clause for the existing clause I thereof:-

"I The name of the Company is **"Vikas EcoTech Limited."**

**RESOLVED FURTHER THAT** wherever the name **"Vikas GlobalOne Limited"** is appearing in the Memorandum of Association be substituted by **"Vikas EcoTech Limited"**

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file such applications, documents, forms, papers with appropriate authorities to give effect to change of name of Company and to do all such other acts, deeds, and things as may be required or necessary to give effect to the above resolution."

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:-

**"RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and consequent to proposed name change of the Company from **Vikas GlobalOne Limited** to **Vikas EcoTech Limited**, Articles of Associations of the Company be and are hereby altered by substituting following for existing Article 2 (C) of Interpretation Clause thereof:-

"c) "The Company" or This Company means **"Vikas EcoTech Limited"**.

**RESOLVED FURTHER THAT** wherever the name “Vikas GlobalOne Limited” is appearing in the Articles of Association be substituted by “**Vikas EcoTech Limited**”

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds, and things as may be required or necessary to give effect to the above resolution.”

15. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:-

**“RESOLVED THAT** pursuant to Section 196, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the members of the Company hereby accords its approval for appointment of Mr. Ashutosh Kumar Verma as a Whole-Time Director designated as Chief-Executive officer of the Company for a period of 3 years with effect from 14<sup>th</sup> February, 2015, on such terms and at such remuneration as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the aggregate of salary, perquisites and allowances of Mr. Ashutosh Kumar Verma, Whole-time Director of the Company in any one financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including applicable rules, if any) as amended from time to time and in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Ashutosh Kumar Verma , the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Board Committee exercising powers conferred by this resolution) be and is hereby authorized, in its absolute discretion and from time to time, to fix within the range of remuneration detailed in the explanatory statement, the salary and other allowances / entitlements including performance bonus/incentive, if any, subject to such periodic increase as may be permissible within the overall remuneration limit under Section 197 of the Act and to file necessary forms & to do all such acts, deeds, things and matters as may be required or necessary to give effect to the above resolution.”

**By order of the Board  
For Vikas GlobalOne Limited**

**Place: New Delhi  
Date: 12.08.2015**

**(Vikas Garg)  
Managing Director  
DIN 00255413  
10/4, East Punjabi Bagh,  
New Delhi-110026.**