

ANNUAL REPORT

BOARD OF DIRECTORS

Mr. Dinesh Kumar Gupta
Mr. Sanjay Kumar Khandelwal
Mr. Davesb Khandelwal
(Managing Director)

CHIEF FINANCIAL OFFICER

Mr. Deepesh Nagar

REGISTERED OFFICE

A-9/2, MIDC Taloja Industrial Estate
Taloja, Raigad - 410208 (M.H.)

ADMINISTRATIVE OFFICE

20, Johari Palace
51, M.G. Road,
Indore - 452001 (M.P.)

AUDITORS

Gupta Saharia & Co.,
Chartered Accountants,
Mumbai

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2013-14
VIKSIT ENGINEERING LIMITED

NOTICE

NOTICE is hereby given that the **32nd Annual General Meeting** of **Viksit Engineering Limited** will be held on Tuesday the 30th September, 2014 at A-9/2, MIDC Talaja Industrial Estate, Talaja, District Raigad, Maharashtra at 3.00 P.M. to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Accounts of the Company and the Reports of Directors' and Auditors' thereon for the year ended 31st March, 2014.
2. To appoint Director in place of Mr. Davesb Khandelwal (DIN: 02997266) who retires by rotation and being eligible, offers himself for reappointment.
3. To re-appoint Auditors and to fix their remuneration.

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

“RESOLVED THAT consent of the Company be and is hereby accorded to re-appoint M/s. Gupta Saharia & Co., Chartered Accountants (FRN No 103446W), (Mumbai), as Statutory Auditor of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

FURTHER RESOLVED THAT they may be paid the remuneration which may be decided by the Board of Directors of the Company or Committee thereof.”

SPECIAL BUSINESS

4. Appointment of Mr. Sanjay Kumar Khandelwal, as an independent Director of the Company

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

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions if any of the Companies Act 2013 read with Schedule IV and the rules framed thereunder as amended from time to time, and clause 49 of the Listing Agreement Mr. Sanjay Kumar Khandelwal (DIN: 00428452) a Non Executive Director of the Company and who has submitted a declaration that he meets the criteria for an independent Director as provided in Section 149 (6) of the Act and who is eligible for appointment as an independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sanjay Kumar Khandelwal (DIN: 00428452) for the office of the Independent Director of the Company, be and is hereby elected and appointed as an Independent Director of the Company to hold office for five consecutive years from April 1st, 2014 up to March 31st, 2019.”

5. Appointment of Mr. Dinesh Kumar Gupta, as an independent Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions if any of the Companies Act 2013 read with Schedule IV and the rules framed thereunder as amended from time to time, and clause 49 of the Listing Agreement Mr. Dinesh Kumar Gupta (DIN: 00179388) a Non Executive Director of the Company and who has submitted a declaration that he meets the criteria for an independent Director as provided in Section 149 (6) of the Act and who is eligible for appointment as an independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Dinesh Kumar Gupta (DIN: 00179388) for the office of the Independent Director of the Company, be and is hereby elected and appointed as an Independent Director of the Company to hold office for five consecutive years from April 1st, 2014 up to March 31st, 2019.”

Registered Office:

Viksit Engineering Limited

A-9/2, MIDC Talaja Industrial Estate,
Talaja, District Raigad, Maharashtra

CIN: L99999MH1983PLC029321

E-Mail: investor_viksit@yahoo.com

Place: Talaja

Dated: 14.08.2014

By Order of the Board of Directors

Sd/-

Davesh Khandelwal
(Managing Director)

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND VOTE ON POLL. SUCH PROXY(IES) NEED NOT BE MEMBER(S) OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than 10% of share capital of the company may appoint single person as proxy and such person shall not act a proxy for any other shareholder.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by certified copy of Board Resolution authorizing their representative to attend and vote on their behalf/authority, as may be applicable. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.

2. An explanatory statement pursuant to Section 102 of the Companies Act 2013, relating to the Special Business to be transacted at the meeting annexed hereto.
3. The Share Transfer books and the Register of Members will remain close from 01st September, 2014 to 03rd September 2014 (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name and email address etc., to their Depository Participant (DP). Change intimated to Depository Participant will then be automatically reflected in the Company's Records which will help the Company and the Company's Registrar and Share Transfer Agents, **Sarthak Global Ltd. (SGL)** to provide efficient and better services.
6. Members/Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 32nd Annual General Meeting are given separately in the notice.
9. Electronic copy of the Annual Report including Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s)/RTA for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report including notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
10. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Taloja for inspection during Normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
11. All Queries relating to Share Transfer and allied subjects should be addressed to:

Sarthak Global Limited,
Unit: - Viksit Engineering Limited
170/10 R.N.T. Marg, (Film Colony), Indore – 452 001 (M.P)
Phone No. – 0731-2523545, 2526388
Fax No. – 0731-2526388
Or mail at investor_viksit@yahoo.com

12. Voting through electronic means

- (I). In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i). The voting period begins on 25th September, 2014 at 09.00 A.M. and ends on 26th September, 2014 at 06.00 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 i.e. 16th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii). The shareholders should log on to the e-voting website <https://www.evotingindia.com> during the voting period.
- (iii). Click on "Shareholders" tab.
- (iv). 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.
- (v). Next enter the Image Verification as displayed and Click on Login.
- (vi). If you are holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier voting of any company, then your existing password is to be used.
- (vii). If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field.● In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No./Bo. Id. is 1 then enter RA00000001 in the PAN field.
Date of Birth or Date of Incorporation	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or enter Folio No.

OR	OR
Bank Account Number	<p>Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.</p>

- (viii). After entering these details appropriately, click on “SUBMIT” tab.
- (ix). 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.
- (x). For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi). Click on the EVSN of “VIKSIT ENGINEERING LIMITED” to choose to vote.
- (xii). 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.
- (xiii). Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv). 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.
- (xv). Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi). You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii). if Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii). Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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 they have to create a compliance user, which should be created by using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - 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.
- (xix). 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 <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com.
- (II). (a) Mr. Rahul Dhupar, Practicing Company Secretary (CP No. 9863) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- (b) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Director(s) of the Company.
- (c) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed at the registered office within two days of passing of the resolution at the Annual General Meeting of the Company and will be communicated to the Stock Exchange.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
14. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear on the cutoff date i.e. 16th August, 2014

Registered Office:

Viksit Engineering Limited

A-9/2, MIDC Taloja Industrial Estate,
Taloja, District Raigad, Maharashtra

CIN: L99999MH1983PLC029321

E-Mail: investor_viksit@yahoo.com

By Order of the Board of Directors

Place: Taloja
Dated: 14.08.2014

Sd/-
Davesb Khandelwal
(Managing Director)

ANNEXURE TO NOTICE OF THE ANNUAL GENERAL MEETING

Information pursuant to Clause 49 of the Listing Agreement regarding appointment and re-appointment of Director

Name of Director	Mr. Davesh Khandelwal
DIN	02997266
Date of Birth	15/04/1985
Date of Appointment	25/08/2011
Experience/Expertise	8 years of Industry Experience
Directorship of other Companies as on 31st March 2014	1.Shreeyam Power and Steel Industries Limited 2.Kanwal Infrastructure Private Limited 3.Ritu Technology Private Limited
Chairmanship/Membership of committees of other Companies as on 31st March 2014	NIL
Number of Equity Shares held in the Company	100 (0.04%)

For other Directors appointed as independent directors as per provisions of Section 149 and 152 of Companies Act 2013 read with Schedule IV and the Rules framed thereunder, information as required by Clause 49 of Listing Agreement is given in Statement under Section 102 of Companies Act 2013 annexed to and forming part of this notice of annual general meeting.

Statement pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 4 and 5

Mr. Sanjay Kumar Khandelwal (DIN: 00428452), Mr. Dinesh Kumar Gupta (DIN: 00179388) being independent directors are proposed to be reappointed as Independent directors to hold office for five consecutive years from April 1st, 2014 up to March 31st, 2019 as required by Section 149, 152 read with Schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement. Both the independent directors are not disqualified from being appointed as director in terms of Section 164 of the Act and have given their consent to act as directors. The Company has also received declarations from these directors that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under clause 49 of the listing agreement.

Company has received requisite notices in writing from members alongwith the deposit of requisite amount under section 160 of the Act proposing the candidature of each of Mr. Sanjay Kumar Khandelwal (DIN: 00428452), Mr. Dinesh Kumar Gupta (DIN: 00179388) for appointment to the office of director as independent director.

In the opinion of Board, Mr. Sanjay Kumar Khandelwal (DIN: 00428452), Mr. Dinesh Kumar Gupta (DIN: 00179388) fulfill the conditions of appointment as independent directors