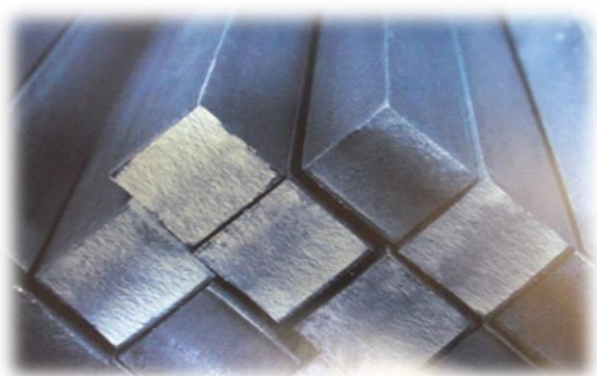
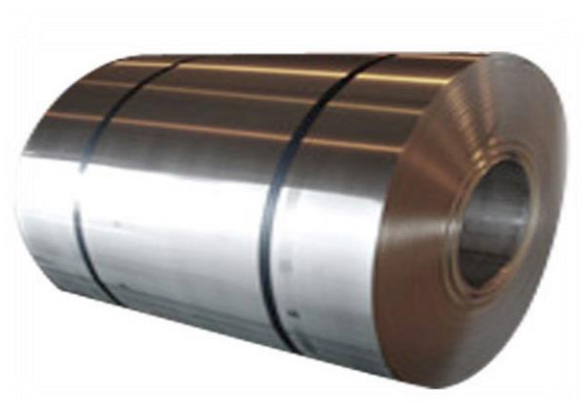




VIKSIT ENGINEERING LIMITED



36th Annual Report
2017-18

CORPORATE INFORMATION

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| <p>BOARD OF DIRECTORS</p> <ol style="list-style-type: none"> 1. Mr. Raghunandan Khandelwal, Managing Director 2. Mrs. Deepika Babulal Soni, Director 3. Mr. Shambhunath Prasad, Director 4. Mr. Gyan Chand Sharma, Director <p>CHIEF FINANCIAL OFFICER</p> <p>Mr. Deepesh Kumar Nagar</p> <p>COMPANY SECRETARY</p> <p>Mr. Sumit Shivhare</p> <p>REGISTERED OFFICE</p> <p>Room. No. 1-2, Kapadia Chambers, 51, Bharuch Street, Masjid Bunder (E) Mumbai – 400009 (MH.) Phone : (022) 66391442</p> <p>WEBSITE</p> <p>www.viksit.in</p> <p>E-MAIL</p> <p>investor_viksit@yahoo.in</p> | <p>REGISTRAR & SHARE TRANSFER AGENT</p> <p>Sarthak Global Limited 170/10, R.N.T. Marg, Film Colony, Indore - 452 001 (M.P.) Phone : (0731) - 2523545, 2526388 Fax : (0731) - 2526388 E-mail : sgl@sarthakglobal.com</p> <p>STATUTORY AUDITORS</p> <p>M/s. Shashank Khandelwal & Co., Chartered Accountants, Mumbai</p> <p>SECRETARIAL AUDITOR</p> <p>Mr. Kamlesh Purviya & Associates Company Secretary in Practice, Indore</p> <p>STOCK EXCHANGE WHERE THE COMPANY'S EQUITY SHARES ARE LISTED</p> <p>BSE Limited</p> |
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NOTICE

NOTICE is hereby given that the **Thirty Sixth Annual General Meeting** of **VIKSIT ENGINEERING LIMITED** will be held on Saturday, 29th September, 2018 at 2:00 P.M. at the Registered Office of the Company situated at Room No. 1-2, Kapadia Chambers, 51, Bharuch Street, Masjid Bunder (E), Mumbai – 400009 (MH.) to transact the following business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018 including Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of Board and Auditors thereon.
- (2) To appoint a Director in place of Mr. Raghunandan Khandelwal (DIN: 00401113), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

- (3) To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in modification to the resolution passed by the members of the Company at their Annual General Meeting held on 26th September, 2015 for the approval of appointment and payment of remuneration to Mr. Raghunandan Khandelwal (DIN: 00401113) as Managing Director for 5 years with effect from 12th February, 2015 in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to approve the payment of the remuneration as detailed in the Explanatory Statement attached thereto, to Mr. Raghunandan Khandelwal (DIN: 00401113), Managing Director, for his remaining tenure w.e.f. 1st April, 2018 to 11th February, 2020.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such a manner as may be agreed between the Board of Directors and Mr. Khandelwal.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary for obtaining any approval(s) – statutory, contractual or otherwise, in relation to the above.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised severally to do all the acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for the aforesaid purpose, including filing of relevant forms / returns with the Office of the Registrar of Companies, Maharashtra in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder or other authorities concerned.”

Viksit Engineering Limited

Regd. Office: Room No. 1-2,
Kapadia Chambers, 51 Bharuch
Street, Masjid Bunder (E),
Mumbai – 400009 (MH.)
CIN: L99999MH1983PLC029321
Website: www.viksit.in
E-mail: investor_viksit@yahoo.in

By Order of the Board of Directors

Sumit Shivhare
Company Secretary

Place: Mumbai
Dated: 30.05.2018

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 4) A Statement pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at the
- 5) The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
- 6) Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, Sarthak Global Limited, 170/10, R.N.T. Marg, Film Colony, Indore – 452001 (M. P.), quoting the Registered Folio Number details of change in Bank Account, Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address with Pin Code Number, if any.

Members holding shares in electronic form are requested to intimate aforesaid changes, if any, to their respective Depository Participants only.

- 7) Members desirous of obtaining any specific information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days prior to the meeting so that the required information can be made available at the meeting.

- 8) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the meeting venue.
- 9) Voting through electronic means:
- i) In compliance with the provisions of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Shareholders to enable them to cast their votes on the resolutions electronically. For this purpose, the Company has signed an agreement with CDSL for facilitating remote e-Voting.
 - ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Shareholders shall be in the proportion of their shares in the paid up equity share capital of the Company as on the cut-off date. The Poll process shall be conducted and the consolidated scrutiniser report thereon will be prepared in accordance with the provisions of Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 26th September, 2018 at 10:00 a.m. and ends on Friday, 28th September, 2018 at 05:00 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 (record date) i.e. 21st September, 2018 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 www.evotingindia.com.
- (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 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:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on Attendance Slip in the PAN Field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (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 Electronic Voting Sequence Number (EVSN) for “VIKSIT ENGINEERING LIMITED”. This will take you to the voting page.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting venue.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google playstore; i-phone and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxi) 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call at Helpdesk No.18002005533.
- 10) The Company has appointed M/s Vohra and Associates, Practicing Company Secretary, as the Scrutiniser to scrutinise the e-voting process (including poll at Annual General Meeting) in a fair and transparent manner.
- 11) The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to Managing Director or Company Secretary of the Company.
- 12) The results declared along with the Scrutinizer’s Report shall be posted on the Company's website i.e. www.viksit.in and on website of Central Depository Services (India) Limited (“CDSL”) i.e. www.cdslindia.com besides communicating to the Stock Exchange where the shares of the Company are listed.
- 13) All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting.

Annexure to the Notice**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 3:**

The members of the Company in the Annual General held on 26th September, 2015 approved appointment of Mr. Raghunandan Khandelwal as Managing Director of the Company w.e.f. 12th February, 2015 to 11th February, 2020 without any remuneration.

Now, the Company is on growing path. The performance of the Company, under the aegis of Mr. Raghunandan Khandelwal, is satisfactory. Keeping in mind the performance of the Company and Mr. Khandelwal, the Board of Directors of the Company at its meeting held on 30th May, 2018 approved remuneration of ` 9,61,308/- (Rs. Nine Lakh Sixty One Thousand Three Hundred Eight Only) per annum to him along with some additional benefits, if any. This remuneration has also been approved by the Nomination and Remuneration Committee of the Company. His appointment and remuneration fixed in accordance with Section 196, 197 read with Schedule V of the Companies Act, 2013, is subject to the approval of the Equity Shareholders of the Company.

Brief Resume of Mr. Raghunandan Khandelwal

Mr. Raghunandan khandelwal is a post graduate in Commerce. He is having rich and vast hands-on experience of two decades in the industry. He possesses requisite skills and knowledge relevant to the Company's business.

Nature of expertise in specific functional area:

Operational Excellence, Business Development, Finance Management and General Management.

Names of listed companies in which Mr. Raghunandan Khandelwal holds directorships and memberships of Committees of the Board:

Mr. Raghunandan khandelwal is not a Director in any other listed company and also does not hold memberships of committees of the Board of any other listed company

No. of equity shares held by Mr. Raghunandan Khandelwal in the Company and inter-se relationship with other Directors and Key Managerial Personnel:

Mr. Raghunandan Khandelwal holds 100 equity shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company in any way

The details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2), Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided hereinabove and the Information as