Vikas
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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

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)

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

REGISTERED OFFICE
Vikas Apartments, 34/1,
East Punjabi Bagh,
New Delhi-110026.
Email: investors@vikasglobal.in
Website: www.vikasglobal.in

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

MANUFACTURING PLANTS
JAMMU & KASHMIR
Industrial Growth Centre,
Phase-I, SIDCO Complex
Dist. Samba-184121, Jammu & Kashmir

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

RAJASTHAN
G-24-30, Vigyan Nagar,
RIICO Industrial Area, Shahjahanpur,
Dist, Alwar-301706, Rajasthan.

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

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

REGISTRAR & SHARE TRANSFER AGENT
Alankit Assignments Limited
4E/2, Alankit House,
Jhandewalan Extension,
Delhi -110055.

DELHI
Plor no. 38 (GF), Pocket K Sector-5,
DSIIDC, DSIIDC Bawana
Indutrial 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

CONTENTS

	Page Nos.
Notice of Annual General Meeting	01
Board's Report	16
Management Discussion and Analysis Report	47
Secretarial Auditors' Report	53
Report on Corporate Governance	57
Auditors' Report	77
Balance Sheet	81
Profit & Loss Account	82
Cash Flow Statement	83
Notes to Financial Statements	84
Attendance Slip	115
Proxy Form	117
Map for AGM Venue	119

NOTICE

Notice is hereby given that the 30th ANNUAL GENERAL MEETING of the Shareholders of Vikas GlobalOne Limited (CIN L65999DL1984019465) will be held on Wednesday, 30th 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 31st 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 31st 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 2nd consecutive AGM from the AGM held on 29th 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 1st 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 1st 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. 1st 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 1st 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 14th 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.

NOTES:

1. **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.**

2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice (kindly refer note no. 19). The facility for voting through ballot paper shall be made available at the AGM 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 through ballot paper.** The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. The Company has appointed Shri. Anil Kumar Popli, a Practicing Company Secretary, Partner, AAA & Associates, Delhi as Scrutinizer to scrutinize the remote e-voting process and through poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

4. In terms of Section 152 of the Companies Act, 2013, Shri. Vikas Garg, Managing Directors retire by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommend his re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49A of the Listing Agreement with the Stock Exchanges, are provided in **Annexure** to this notice.

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

6. The Register of Members and Share Transfer Books shall remain closed from 24th September 2015 to 30th September 2015 (Both days inclusive) for the purpose of payment of dividend (if declared) and for the 30th Annual General Meeting of the Company.

7. Members may also note that the Notice of the 30th Annual General Meeting & Annual Report 2014-15 shall be available on the Company's website, www.vikasglobal.com.

8. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

9. 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 hall.

10. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day during office hours.

11. The dividend on Equity Shares, if declared, at the 30th Annual General Meeting, will be credited/ paid between 5th October, 2015 to 4th November, 2015 to those members whose names appear

on the Company's Register of Members on September 23rd, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

12. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s. Alankit Assignments Limited, 4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055 quoting the Registered Folio Number: (a) details of their Bank Account/change in Bank Account, if any, to enable the Company to print these details on the Dividend Warrants; and (b) change in their address, if any, with the Pin Code Number.

    Members holding shares in electronic form shall address communication to their respective Depository Participants only.

13. Please send your unpaid dividend warrants/instruments for revalidation/reissue, if already not encashed. The dividend remaining unclaimed for seven years is required to be transferred to the "Investor Education and Protection fund" established by the Central Government and you shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter.

14. M/s Alankit Assignment Ltd. having Corporate Office at 'Alankit House' 4E/2, Alankit House, 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.

15. You may now avail the facility of nomination by nominating, in the prescribed form, a person to whom your shares in the Company shall vest in the event of death. Interested members may right to the company/registrar & share Transfer Agent for the prescribed form. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.

16. The Company has designated an exclusive e-mail id viz. investors@vikasglobal.in to enable investors to register their complaints/queries, if any.

17. 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.

18. Members are requested to promptly notify to the Company any change in their addresses.

19. **Information and other instructions relating to e-voting are as under:**

    A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

    B. The voting period commences on Sunday, 27th September, 2015 (09.00 a.m.) and ends on Tuesday, 29th September, 2015 (05.00 p.m.). During this period members of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 29th September, 2015 (05.00 p.m). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

C. The facility for voting through ballot paper shall be made available at the AGM 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 through polling paper.

D. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

E. The process and manner for remote e-voting are as under:

I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Vikas GlobalOne Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **akpoplico@gmail.com or investors@vikasglobal.in** with a copy marked to **evoting@nsdl.co.in.**

II. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:-

(i) Initial password is provided as below/at the bottom of the Attendance Slip/by separate pin mailer for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
-	-	-

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

F. General Instructions:

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.vikasglobal.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 5

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The shareholders of the Company authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 200 Crores at the Annual General Meeting held on 28th August, 2010, for smooth functioning of the business of the Company. However pursuant to Companies Act, 2013, the requirements for obtaining members approval for the said purpose has changed and where previously passing of Ordinary resolution was sufficient, it now requires approval of members by way of special resolution. Thus the said authorization and limit is no longer available to the Company.

Since funds are continuous requirement of an organization and capital is base component of any project, keeping in view of broad based operations of the Company, its enhanced capital requirement and for its operational efficiency it is proposed to authorize Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 250 crores.

The Directors recommends members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 6

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014, The Company is required to appoint Cost Accountant in practice, or a firm of Cost Accountants in practice, as Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the members.

On the recommendation of the Audit Committee, the Board has considered and approved appointment of M/s. Niraj Kumar Vishwakarma and Associates, Cost Accountants for conducting cost audit of 'all applicable products and group of products; at a remuneration of Rs. 100,000/- (One Lac Rupees Only) plus service tax as applicable and reimbursement of out of pocket expenses for the Financial year ending 31.03.2016.

The Board recommends ratification of remuneration of Cost Auditors by the members.

None of the Directors or their relatives is/are in anyway concerned or interested in passing of the above mentioned resolution.

ITEM NO. 7 to 10

As per extant provisions of Companies Act, 2013, an Independent Director are required to be appointed by shareholders' approval, Section 149 of the Companies Act, 2013 provides that an Independent

Director shall hold office for a term up to 5 (Five) consecutive years not liable to retire by rotation. In view of the same, the existing Independent Directors' of the Company are required to be appointed afresh, for a term of Five Years, not liable to retire by rotation, the proposal of appointment is thus placed before the members.

Brief profile of the Directors' proposed to be appointed and details of their skills, experience etc. are annexed to this notice and are forming part thereof. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from members' of the Company proposing candidature of proposed Directors.

Copy of the draft letters for respective appointments of Directors setting out the terms and conditions are available for inspection by members at the registered office between 10.30 am to 1.00 p.m on all working days of the Company up to and including the day of the meeting. The Board is of the opinion that the directors possess requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the Company to continue to have their association with the company as Directors.

Further, in the opinion of the Board, the proposed appointment of Independent Directors fulfills the conditions specified in the act, and rules there under and that the proposed appointment of Independent Directors is independent of the management.

Except the Directors who are being reappointed, none of the Directors or their relatives is/are in anyway concerned or interested in passing of the above mentioned resolution.

The Board recommends these resolutions for your approval.

ITEM NO. 11

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any investment beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, to subsidiaries including overseas subsidiary for an amount not exceeding Rs. 50 crores.

The Company vides Board Resolution dated 17.09.2014 has entered into an agreement to make Overseas Direct Investment by acquisition of 49% holding of Rising Phoenix General Trading LLC, UAE.

The proposed investment(s) will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and/or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends passing of this resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

ITEM NO. 12

The Board of Directors of the Company has, on the recommendation of Nomination and Remuneration Committee, appointed Smt. Vibha Mahajan as Additional Director with effect from 12th August, 2015. Brief profile of Smt. Vibha Mahajan in terms of Clause 49 of the Listing Agreement, is annexed to this Notice. In terms of Section 161(1) of the Companies Act, 2013 Smt. Vibha Mahajan holds office as Additional Director only up to the date of the ensuing Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying his intention to propose the appointment of Smt. Vibha Mahajan as a Director. The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in this resolution.

ITEM NO. 13 & 14

Your Company is working in multi-spheres; the change of name of the Company is proposed to better demonstrate techno-economic abilities of the Company, the proposed change of name will not require change in the objects of the Company.

The change of name of Company would result in alteration of Name Clause of its Memorandum of Association which requires approval of shareholders' by way of a special resolution. The Articles of Association of the Company would also be consequently amended.

The Board accordingly recommends passing the Special resolutions.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution.

ITEM NO. 15.

Your Company, at the meeting of Board of Directors held on 14th February 2015, based on recommendation of Nomination & Remuneration Committee of the Board of Directors, approved appointment of Mr. Ashutosh Kumar Verma as Whole-time Director & CEO of the Company. Pursuant to Section 161(1) of the Companies Act 2013, appropriate notice has been received from a member proposing appointment of Mr. Ashutosh Kumar Verma as Whole-time Director & CEO of the Company. Requisite consent has been received from Mr. Ashutosh Kumar Verma pursuant to provisions of Section 152 of the Companies Act 2013.

The appointment has been approved, on such terms and at remuneration detailed herein, prescribed under Section 197 read with Schedule V of the Companies Act, 2013. The said remuneration was based on the recommendations of the Nomination & Remuneration Committee.

1. Tenure

The appointment of Mr. Ashutosh Kumar Verma as the Whole-time director shall be valid for a period of 3 years from 14th February, 2015.

2. Remuneration

Salary: Rs. 1,40,000/- per month including allowances and perquisites with the authority to the Board of Directors to determine any merit based increase from time to time within the limits of overall managerial remuneration.

Overall Remuneration: The aggregate of salary, perquisites and allowances in any one financial year shall not the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act both individually i.e. 5% and collectively all managerial personnel taken together i.e. 10% of net profit of the Company for a relevant financial year.

In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services, 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 Companies Act, 2013.

Brief profile of Mr. Ashutosh Kumar Verma in terms of Clause 49 of the Listing Agreement, is annexed to this Notice and is forming part thereof.

Your Board recommends the above Special resolutions for approval of members.

None of the Directors or Key Managerial Personnel or their relative(s) except Mr. Ashutosh Kumar Verma is/are in any way concerned or interested, in passing of the above mentioned 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

Information of Directors seeking appointment/re-appointment under Item No. 3, 7 to 10, 12 & 15 of the Notice convening Annual General Meeting of the Company in terms of Clause 49 of the Listing Agreement And Secretarial Standards.

Name of Directors	Vikas Garg	Sumer Chand Tayal	Jagdish Capoor
AGE	42 years	69 years	76 years
Qualification	Commerce Graduate	Civil Engineer	Masters Degree in Commerce and Fellow member of the Indian Institute of Banking and Finance
Date of Appointment	15/06/1992	07/07/2006	10/08/2011
Expertise	Rich experience of more than 18 years in the line of polymer compound and chemicals.	Rich and vast expertise in strategy, project execution	Rich and vast expertise in strategy, project execution, administration and finance
Directorships	Vikas Polymerland Private Limited, Moonlite Technochem Private Limited, Pride Buildtech Private Limited, MM Auto Industries Limited.	Moonlite Footcare Pvt. Ltd.	Asset Care & Reconstruction Enterprise Limited, Quantum Trustee Company Private Limited, LIC Pension Fund Private Limited, Mannapuram Finance Limited, LICHFL Trustee Co. Pvt. Ltd., Entegra Limited, Atlas Documentary Facilitators Company Pvt. Ltd., LIC Housing Finance Limited, Nitesh Estates Limited, HDFC Securities Limited, AGS Transact Technologies Limited.
Committee Memberships and Chairmanships	NIL	NIL	LIC pension Fund Limited- *Nomination and Remuneration Committee, Audit Committee (Chairman)* Mannapuram Finance Limited- *Nomination and Remuneration Committee* LIC Housing Finance Limited- *Nomination and Remuneration Committee Chairman)* Nitesh Estates Limited- *Nomination and Remuneration Committee, Audit Committee and Stakeholder Relationship Committee (Chairman)* Quantum Trustee Company Private Limited- *Audit Committee (Chairman)* Atlas Documentary Facilitators Company Pvt. Ltd.- *Audit Committee (Chairman)* Entegra Limited- *Audit Committee (Chairman)* HDFC Securities Limited- *Nomination and Remuneration Committee*
Shareholding in the Company	53460355 (21.028%) equity shares	129522 (0.05%) equity shares	187500 (0.073%) Equity Shares

Name of Directors	Pradip Kumar Banerji	Manoj Singhal	Ashutosh Kumar Verma	Vibha Mahajan
AGE	73 years	59 years	56 years	44 years
Qualification	IAS (1966 batch) & Post graduate in economics	Commerce Graduate	Science Graduate	Bachelor of Engineering (Electronics)
Date of Appointment	25/07/2008	14/02/2013	06/08/2014	Proposed for appointment in the 30th AGM
Expertise	Rich and vast experience in the field of Finance, Industry, Foreign Trade, Foreign Investment.	Rich and vast experience in planning, direction & management 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	Rich and vast experience in the field of Plastics Raw Material and Polymer Compounds He has vast experience in the field of sales, marketing, business development, technical services, sourcing of raw material, machinery and R&D.	Proficient in Business Development & Product Development activities, driving revenue growth and proactively conducting opportunity analysis, environment scan including market trends/ customer requirements/ competitor moves to achieve market-share metrics.
Directorships	Alankit Limited.	Hitkari Automobiles Private Limited, MM Auto Industries Limited, MNS Global Finance Private Limited, MM Appartments Private Limited, MM Appartments N Infrastructures Private Limited, MM Vidyut Private Limited, MM Asan Auto Limited, PHD Chamber of Commerce and Industry, MM Physi-Health Care, Triveni Bhoomi Vikas Private Limited, M N M Assets Reconstruction Company Limited, MM Infosystems Private Limited, MMR Packaging Private Limited	NIL	Sigma Polytec Private Limited
Committee Memberships and Chairmanships	Alankit Limited- Nomination & Remuneration Committee, Audit Committee, Stakeholder Relationship Committee	NIL	NIL	NIL
Shareholding in the Company	187500 (0.073%) Equity Shares	NIL	75000 (0.03%) Equity Shares	NIL

BOARD'S REPORT

The Members,
Vikas GlobalOne Limited

Your Directors have pleasure in presenting the 30th (Thirtieth) Annual Report of your Company and Audited Statement of Accounts for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

The Company's financial performance, for the year ended March 31, 2015 is summarized below:-

(Rupees in Lac)

Particulars	**2014-2015**	**2013-2014**
Net Sales /Income from Business Operations	21101.55	16968.35
Other Income	370.70	190.73
Total Income	**21472.24**	**17159.08**
Gross Expenditure	19437.03	15951.47
Less Interest	1071.12	642.34
Profit before Depreciation	**964.09**	**565.27**
Less Depreciation	341.80	190.54
Profit after depreciation and Interest/Net Profit Before Tax	**622.29**	**374.73**
Less Current Tax	124.51	49.16
Less Previous year adjustment of Income Tax	63.63	(4.03)
Less Deferred Tax	(36.43)	1.18
Mat Credit Availed	92.00	27.81
Net Profit after Tax	**378.58**	**300.61**
Add Share of Profit from Partnership firm/Minority Interest	-	31.84
Profit for the Period	**378.58**	**332.45**
Less Proposed Dividend	127.11	50.85
Less Provision for Dividend Distribution Tax	24.26	8.64
Net Profit after dividend and Tax	**227.21**	**272.96**
Amount transferred to General Reserve	**26.50**	**272.96**
Profits carried to Balance Sheet	**200.71**	**-**
Earning per Share (Basic)	**0.15**	**0.13**
Earning per Share (Diluted)	**0.15**	**0.13**

During the year under review the Company has achieved Net Sales of Rs. 21101.55 Lac and a net profit before tax of Rs. 622.29 Lac as against net sales of Rs. 16968.35 Lac and Profit before tax of Rs. 374.73 Lac in the previous financial year 2013-14 respectively.

Your Company is financially strong and self reliant in terms of funds generation, debt servicing and has been able to generate sufficient profits for dividend payouts. A constant rise in turnover and profits of the Company is apparent and your Directors are expecting better results both in terms of operations of the Company and its financial position.

STATE OF AFFAIRS OF THE COMPANY

The Company has been expanding its operations both in terms of product base and customer base. We have been trying to capture new markets for our products. The operations of the Company are

growing steadily and constant raise in performance of the Company is evident from its promising financial prospects.

The Manufacturing plants of the Company are located in the state of J&K and Rajasthan. During the year, two manufacturing units were established one at Bawana, Delhi and another at Sitarganj, Uttrakhand. This has been done keeping in mind the strategic and locational advantages with regard to availability of raw material and potential for finished goods.

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

FUTURE OUTLOOK

As a move forward and with the help of Technology & Innovation, your Company is planning to introduce new products in market. The Company is scheduling another manufacturing unit at land allotted by Gujarat Industrial Development Corporation (A Government of Gujarat undertaking) at Dehej-II, Industrial Estate, District- Bharuch (Gujarat) to cater the market of Western and Southern India and also for exports its products like Methyle Tin Mercaptile and Epoxidised Soya Bean Oil. Your Company is also planning for Overseas Direct Investment in form of JV/WOS abroad.

DIVIDEND

Your Directors are pleased to recommend a dividend @ 5% i.e. of Rs. 0.05/- (Five Paisa) per share on 25,42,39,675 (Twenty Five Crore Forty Two Lac Thirty Nine Thousand Six Hundred Seventy Five) Equity Shares for the current financial year. The dividend if approved and declared in the ensuing Annual General meeting would result in a payout of Rs. 1,27,11,983.75/- (Rupees One Crore Twenty Seven Lac Eleven Thousand Nine Hundred Eighty Three and Paisa Seventy Five) and Dividend Distribution Tax of Rs. 24,26,119/- aggregating a total outflow of Rs. 1,51,38,103/-.

Amounts proposed to be carried to Reserves.

A sum of Rs. 26,50,085/- (Rupees Twenty Six Lac Fifty Thousand Eighty Five) being 7% of the net profits of the Company for the current financial year as considered appropriate by the Board has been transferred to General Reserve of the Company.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

SHARE CAPITAL

During the year under review, the Authorized Share Capital of the Company was increased from Rs. 15,95,00,000/- (Rupees Fifteen Crore Ninety Five Lac) to Rs. 26,00,00,000/- (Rupees Twenty Six Crore) by creation of 10,05,00,000 Equity Shares of Rs. 1/- each aggregating to addition of Capital of Rs. 10,05,00,000/- (Rupees Ten Crore Five Lac).

BONUS SHARES

During the year under review the Company made bonus issue of Rs. 15,25,43,805/- (Rupees Fifteen Crore Twenty Five Lac Forty Three Thousand Eight Hundred Five) in the proportion of 3:2 i.e. 3 equity shares for every 2 equity shares held, 15,25,43,805 Equity Shares of Rs. 1/- (Rupees One)

Each as fully paid Bonus Shares by utilization of Rs. 7,36,16,255/- out of Securities Premium Account and Rs. 7,89,27,550/- out of General Reserve & Surplus, to the existing shareholders of the Company in accordance with the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures), Rules 2014 and SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009.

EMPLOYEES' STOCK OPTION SCHEME (ESOS)

The Company pursuant to the Special Resolution passed at the Annual General Meeting held on 28th September, 2011 for issue and allotment of Equity shares under Employee Stock Option Scheme (ESOS), has constituted a Compensation Committee. An Employee Stock Option Scheme 2011 (ESOS 2011) to reward the Employees of the Company for their performance and association with the Company and to motivate them to contribute to the growth and profitability of the Company, was accordingly formulated and implemented.

During the previous financial year 2013-14, 6,56,500 equity shares of Rs. 1/- each were allotted to the eligible employees and Directors consequent to vesting and exercise of first tranche of options granted. However no exercise of options has taken place during the financial year under reporting and thus no shares has been allotted under Employee Stock Option Scheme 2011 of the Company.

Disclosures under Regulation 14 of Securities Exchange Board of India (Share Based Employment Benefits) Regulations, 2014 are available at website of the Company www.vikasglobal.com at weblink http://www.vikasglobal.com/gifs/Disclosure%20under%20SEBI.pdf.

ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **"Annexure A"** annexed to this Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, the Company disposed off its investment in its Wholly Owned Subsidiary, Moonlite Technochem Private Limited, by sale of 31,49,070 Equity Shares of face value Rs. 10/- each at Rs. 17/- each being the fair market value of the shares aggregating to an inflow of Rs. 5,35,34,190/- (Rupees Five Crore Thirty Five Lac Thirty Four Thousand One Hundred and Ninety) and thereby a profit of Rs. 1,88,23,854/- (Rupees One Crore Eighty Eight Lac Twenty Three Thousand Eight Hundred Fifty Four) has been earned on the transaction which has been reported under the head of "Other Income".

The Company has acquired/taken over business of its earlier associate concern "Sigma Plastic Industries" w.e.f. 1st April, 2014 by acquisition of balance 25% stake of the said concern and thereby increasing its stake in the said concern to 100%. "Sigma Plastic Industries" has thus been dissolved.

Thus as on 31st March, 2015, the Company does not have any Subsidiary, Joint venture or Associate Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, guarantees or investments made under Section 186 by the Company are as under:

1. The Company had invested Rs. 3,47,10,336/-(Rupees Three Crore Forty Seven Lac Ten Thousand Three Hundred and Thirty Six) in its wholly owned subsidiary, Moonlite Technochem Private Limited. The said investment was disposed of during the year under review.

2. The Company had given Corporate Guarantee to the Bank of Rs. 16 Crore for Moonlite Technochem Private Limited (MTPL), Wholly Owned Subsidiary of the Company. Consequent to disposal of investment, the MTPL ceased to be subsidiary of the Company; revocation of the said Guarantee has been initiated and is under process.

There were no other loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS ENTERED WITH RELATED PARTIES

The particulars of Contracts or Arrangements entered with related parties and justification for the same made pursuant to Section 188 during the year under review are furnished under Form AOC-2 annexed to this report as **"Annexure B".**

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Purushottam Dass Bhoot was appointed as Independent Director in terms of Section 152 of the Companies Act, 2013 for a term of 5 years at the Annual General Meeting of the Company held on 29.09.2014.

Mr. Ashutosh Kumar Verma was appointed on the Board of the Company at the Annual General Meeting held on 29.09.2014. On 14.02.2015, he was designated as Key Managerial Personnel by appointment as Chief Executive Officer and Whole Time Director subject to approval of members at the ensuing Annual General Meeting.

Ms. Deepika Bhardwaj was appointed as Additional Director (Women Director) of the Company on 14.02.2015 and has resigned from Directorship of Company on 18.05.2015.

Ms. Jyoti Somani working as Company Secretary of the Company w.e.f. 01.11.2011, resigned on 23.05.2014. Thereafter Mr. Sunil Malik was appointed as Company Secretary of the Company on 24.05.2014; he resigned from the position on 03.11.2014. Ms. Gayatri Chawla has been appointed as Company Secretary of the Company on 14.02.2015.

Mr. Vikram Dang was appointed as Chief Financial Officer of the Company on 13.11.2014 however due to his health reasons; he resigned from the position on 18.01.2015, Mr. Pankaj Kumar Gupta working with Company as Manager Accounts was promoted and appointed as Chief Financial Officer of the Company on 14.02.2015.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

6 (Six) Board meetings were held during the financial year under review. Details of the meeting and attendance are forming part of the Corporate Governance Report.

MANAGERIAL REMMUNERATION AND OTHER DISCLOSURES

Disclosure pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

a) The particulars of ratio of the remuneration of each Director to the median employee's remuneration and other details pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are furnished as **"Annexure C"** attached to this report.

b) None of the employee of the Company is in receipt of remuneration aggregating to Rs. 60 Lac for the year or Rs. 5 Lac for a month during the year 2014-15 and is also not falling under the criteria of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, thus disclosure in this respect is not required.

c) No Director of the Company, including its Managing Director or Whole-Time Director, is in receipt of any commission from the Company or its Subsidiary Company.

ANNUAL EVALUATION BY THE BOARD

The annual evaluation of performance of Board as a whole and that of its committees and individual directors is undertaken at periodic intervals in a staged manner where first the discussions are held and criteria is laid down at meeting of Independent Directors and then by the Board itself. The criteria for evaluation of performance of Board includes among other things Constitution of Board, Diversity, Number of Board Members, Skills and Expertise of members of Board, financial performance of the Company, Compliance and other similar aspects etc.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013, listing agreement and the relevant rules.

The details pertaining to Familiarization Programme for Independent Directors has been provided in Corporate Governance Report.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has laid down policy on appointment of Directors, payment of Managerial Remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters in terms of Section 178(3) of the Companies Act, 2013 read with listing agreement is annexed herewith as **"Annexure D".**

The Composition and other details of Nomination and Remuneration Committee are detailed in Corporate Governance Report.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. The Company has developed a risk management policy and has also constituted Risk Management Committee consisting majority of non-executive independent Directors for timely recognition and cure of the business, financial and other risks associated with the working of the Company. The composition and other details of the Risk Management Committee of the Company are detailed in Corporate Governance Report. The Committee meets at regular intervals and monitors implementation of Risk Management Policy of the Company.

DEVELOPMENT AND IMPLEMENTATION OF POLICY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has duly constituted a Committee under the nomenclature of Corporate Social Responsibility Committee consisting of majority of non-executive independent Directors. The Committee has developed Corporate Social Responsibility Policy of the Company and is monitoring implementation of the same. The CSR Committee reports to the Board. The said CSR policy of the Company is also posted on the Website of the Company at www.vikasglobal.com.

During the year under review, the Company undertook CSR initiative for cause of Education through the "Maharaja Agrasen Technical Education Society (Regd.)" and Rs. 12,00,000/- (Rupees Twelve Lac) were allocated and spent for the said cause of promoting education being one of the areas Company is presently focusing.

The Annual Report on Company's CSR activities is furnished in **"Annexure E"** and attached to this report.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

In terms of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and listing agreement with stock exchanges, the Audit Committee of the Company is duly constituted and consists of the following Independent & Non-Executive Directors' as members:

1. Mr. Narender Kumar Garg*
2. Mr. Purushottam Dass Bhoot
3. Mr. Sumer Chand Tayal

*Mr. Narender Kumar Garg is no longer associated with the Company as Director; he resigned from Directorship on 29.04.2015. Terms of reference and other details of the Committee are detailed in Corporate Governance Report.

The Company has also established a vigil mechanism and overseas it through the Audit Committee to resolve the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a policy on Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace pursuant to the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment (if any). The policy has set guidelines on the redressal and enquiry process that is to be followed by complainants and the ICC, while dealing with issues related to sexual harassment at the work place. All women employees whether permanent, temporary, contractual and trainees are covered under this policy. The Company has not received any complaints during the year.

AUDITORS & AUDITORS' REPORT

M/s RSPH & Associates, Chartered Accountants (Firm Registration No. 003013N), New Delhi were appointed as Auditors of the Company at the Annual General Meeting held on 29th September, 2014. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the Auditors to the effect that if their appointment is confirmed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The report of the Auditors together with their notes to accounts forming part of the Balance Sheet and the Cash Flow Statement as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date are self explanatory and do not call for any further explanation from the Directors.

INTERNAL AUDITORS & INTERNAL CONTROL SYSTEMS

The Management continuously reviews the internal control systems and procedures for the efficient conduct of the Company's business and Financial Statements. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. In terms of Section 138 of Companies Act, 2013, M/s. Pandey Amit & Associates (Registration No. 025425N), the internal auditors of the Company conduct the Audit on regular basis and the Audit Committee actively reviews internal audit reports and effectiveness of internal control systems.

Internal Control Systems are implemented to safeguard the Company's assets from loss or damage, to keep constant check on the cost structure, to prevent revenue leakage, to provide adequate financial and accounting controls and implement accounting standards.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required.

COST AUDITORS

The Company has appointed M/s. Niraj Kumar Vishwakarma & Associates (Firm Regn. No. 101683), Cost Accountants for conducting Cost Audit for the financial year 2015-16 under the provisions of Section 139 of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under section 141 read with section 139 and 148 of the Companies Act, 2013. The Audit Committee has also received a Certificate from the Cost Auditors certifying their independence and arm's length relationship with the Company.

SECRETARIAL AUDITORS & SECRETARIAL AUDITORS' REPORT

The Company has in terms of Section 204 of the Companies Act, 2013 appointed M/s. AAA & Associates, Company Secretaries for secretarial audit of the financial year 2014-15, the report of secretarial auditor is annexed hereto and forming part of this report. The report of Secretarial Auditors' is self explanatory and do not call for any further explanation from the Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **"Annexure F"** attached to this report.

CREDIT RATINGS

During the year under review Brickwork Ratings India Private Limited, A SEBI, RBI & NSIC registered credit rating agency in India, has assigned Bank rating BWR BBB- (BWR Triple B minus) for Long-term bank facilities and the Outlook of which is Stable regarding timely servicing of financial obligations and BWR A3 (BWR A Three) for Short-term bank facilities.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is provided separately and is forming part of the Annual Report.

CORPORATE GOVERNANCE REPORT

Report on Corporate Governance under Clause 49 of the Listing Agreement is produced separately and is forming part of this report. A Certificate from Practicing Company Secretary regarding compliance of the conditions of the Corporate Governance, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is attached with the Corporate Governance Report.

Certificate of the Managing Director, inter-alia confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the Internal Control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement with the Stock Exchange, is also attached in the Corporate Governance Report.

LEGAL & CORPORATE MATTERS

The legal cases filed by and against the Company, pending adjudication are not material in nature and are by and large commercial. A winding up petition has been filed against the Company by

M/s. ADM Agro Industries Kota and Akola Private Limited, alleging non-payment of Rs.41,15,664/- The debt is disputed and has already been challenged by the Company, through a civil case, for recovery of damages on grounds of non-fulfillment of obligation by said M/s. ADM Agro Industries Kota and Akola Private Limited. A summary suit for recovery of debt concerning the matter is also pending adjudication. Presently all these matters are being heard and subjudice before Court of Law. The Company is confident that the matters would be decided in its favor.

There are no significant or material orders passed by the regulators /court affecting going concern status or Company's operations in near future.

LISTING OF SECURITIES

Equity Shares of the Company are listed at National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Annual Listing Fee including service tax for the financial year 2014-15 has been paid to all of the Stock Exchanges.

ACKNOWLEDGEMENTS

Your directors place on the record their sincere appreciation for the valuable assistance and continued support received from our esteemed customers, government authorities, financial institutions, banks and shareholders of the Company. We further express our gratitude to all our employees for their committed services to the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
Vikas GlobalOne Limited

(Purushottam Dass Bhoot)	**(Vikas Garg)**
Chairman & Director	**Managing Director**
DIN-00094087	**DIN-00255413**

Annexure A
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L65999DL1984PLC019465
ii	Registration Date	30.11.1984
iii	Name of the Company	Vikas GlobalOne Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	Address : Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026 Telephone : 011-43144444 Fax : 011-43144488 Email : investors@vikasglobal.in Website : www.vikasglobal.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Name : Alankit Assignments Limited Address : 4E/2, Alankit House, Jhandewalan Extension, New Delhi- 110055 Telephone : 011-42541234 Email Address : info@alankit.com Website : www.alankit.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the Company
1	Thermoplastic Rubber Compounds	20119	31.3

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
The Company has no subsidiary/associate as on 31st March, 2015.					

IV **SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) **Indian**									
a) Individual/ HUF	33280880	0	33280880	32.73	76784305	0	76784305	30.2	2.53
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	10329630	0	10329630	10.16	30324075	0	30324075	11.93	1.77
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	**43610510**	**0**	**43610510**	**42.89**	**107108380**	**0**	**107108380**	**42.129**	**0.761**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	30000	0	30000	0.01	0.01
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	**0**	**0**	**0**	**0**	**30000**	**0**	**30000**	**0.01**	**0.01**
2. Non-Institutions									
a) Bodies Corp.	28261713	67000	28328713	27.86	84970906	167500	85138406	33.49	5.63
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	581214	659450	1240664	1.22	9128240	2633912	11762152	19.67	18.45
ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	27262023	858360	28120383	27.65	48852767	1161375	50014142	19.67	7.98
c) Others (specify)									
c-i) Non Resident Indian	100	45000	45100	0.04	74095	112500	186595	0.7	0.3
c-ii) Employees/ office bearer	350500	0	350500	0.34	0	0	0	0	0.34
Sub-total (B)(2):-	**56455550**	**1629810**	**58085360**	**57.12**	**143026008**	**4075287**	**147101295**	**57.86**	**0.74**
Total Public Share holding (B)=(B)(1) + (B)(2)	56455550	1629810	58085360	57.12	143056008	4075287	147131295	57.87	0.75
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**100066060**	**1629810**	**101695870**	**100**	**250164388**	**4075287**	**254239675**	**100**	**0**

(ii) SHARE HOLDING OF PROMOTERS

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encum-bered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encum-bered to total shares	
1.	Asha Garg	3210	0.003	0	8025	0.003	0	NIL
2.	Baby Sukriti Garg	151330	0.149	0	378325	0.149	0	NIL
3.	Ishwar Gupta	17120	0.017	0	42800	0.017	0	NIL
4.	Seema Garg	1286870	1.265	0	3217175	1.265	0	NIL
5.	Vikas Garg	23644900	23.251	0	53460355	21.028	0	-2.223
6.	Vikas Garg (Sukriti Welfare Trust)	1782620	1.753	0	4456550	1.753	0	NIL
7.	Vikas Garg(HUF)	1321100	1.299	0	3302750	1.299	0	NIL
8.	Vivek Garg	428620	0.421	0	1071550	0.421	0	NIL
9.	Ekta Garg	400	0.000	0	0	0.000	0	-0.0003
10.	Usha Garg	893200	0.878	0	2233000	0.878	0	NIL
11.	Jai Kumar Garg	407900	0.401	0	1019750	0.401	0	NIL
12.	Jai Kumar Garg (Huf)	447400	0.440	0	1118500	0.440	0	NIL
13.	Nand Kishore Garg	2453110	2.412	0	6132775	2.412	0	NIL
14.	Nand Kishore Garg(HUF)	135100	0.133	0	337750	0.133	0	NIL
15.	Vaibhav Garg	2000	0.002	0	5000	0.002	0	NIL
16.	Vikas Polymerland Pvt. Ltd.	10329630	10.157	0	30324075	11.927	0	1.77
	TOTAL: -	**43304510**	**42.582**	**0**	**107100355**	**42.126**	0	**0.456**

(III) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Mrs. Asha Garg**				
	At the beginning of the year	3,210	0.003		
	Bonus shares credited on 16.11.2014	4,815	——	8,025	0.003
	At the End of the year	8,025	0.003		
2	**Baby Sukriti Garg**				
	At the beginning of the year	151,330	0.149		
	Bonus shares credited on 16.11.2014	226,995	——	378,325	0.149
	At the End of the year	378,325	0.149		

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	**Mr. Ishwar Gupta**				
	At the beginning of the year	17,120	0.017		
	Bonus shares credited on 16.11.2014	25680	___	42,800	0.017
	At the End of the year	42,800	0.017		
4	**Mrs. Seema Garg**				
	At the beginning of the year	1,286,870	1.265		
	Bonus shares credited on 16.11.2014	1,930,305	___	3,217,175	1.265
	At the End of the year	3,217,175	1.265		
5	**Mr. Vikas Garg**				
	At the beginning of the year	23,644,900	23.251		
	Sale in the Open Market on 05.06.2014.	(1,72,770)	0.17	2,34,72,130	23.081
	Sale in the Open Market on 06.06.2014.	(25,000)	0.02	2,34,47,130	23.056
	Sale in the Open Market on 10.06.2014.	(42,500)	0.04	2,34,04,630	23.014
	Sale in the Open Market on 17.06.2014.	(99,500)	0.10	2,33,05,130	22.916
	Sale in the Open Market on 18.06.2014.	(22,000)	0.02	2,32,83,130	22.894
	Sale in the Open Market on 19.06.2014.	(98,988)	0.10	2,31,84,142	22.797
	Inter-Promoters Transfer on 21.10.2014.	(6,00,000)	0.59	2,25,84,142	22.207
	Inter-Promoters Transfer on 28.10.2014.	(6,00,000)	0.59	2,19,84,142	21.617
	Inter-Promoters Transfer on 05.11.2014.	(6,00,000)	0.59	2,13,84,142	21.028
	Bonus shares credited on 16.11.2014.	3,20,76,213	——	5,34,60,355	21.028
	At the End of the year	**53,460,355**	**21.028**		
6	**Vikas Garg (Sukriti Welfare Trust)**				
	At the beginning of the year	1,782,620	1.753		
	Bonus shares credited on 16.11.2014	2,673,930	——	4,456,550	1.753
	At the End of the year	**4,456,550**	**1.753**		
7	**Vikas Garg (HUF)**				
	At the beginning of the year	1,321,100	1.299		
	Bonus shares credited on 16.11.2014	1981650	____	3,302,750	1.299
	At the End of the year	**3,302,750**	**1.299**		
8	**Mr. Vivek Garg**				
	At the beginning of the year	428,620	0.42	428,620	0.42
	Bonus shares credited on 16.11.2014	642930	——	1071550	0.42
	At the End of the year	**1,071,550**	**0.42**		
9	**Mrs. Ekta Garg**				
	At the beginning of the year	400	0		
	Sale in the Open Market	400	0	NIL	NIL
	At the End of the year	**NIL**	**NIL**		

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	**Mrs. Usha Garg**				
	At the beginning of the year	893,200	0.878		
	Bonus shares credited on 16.11.2014	1,339,800	——	2,233,000	0.878
	At the End of the year	**2,233,000**	**0.878**		
11	**Mr. Jai Kumar Garg**				
	At the beginning of the year	407,900	0.401		
	Bonus shares credited on 16.11.2014	611,850	——	1,019,750	0.401
	At the End of the year	**1,019,750**	**0.401**		
12	**Jai Kumar Garg (HUF)**				
	At the beginning of the year	447,400	0.44		
	Bonus shares credited on 16.11.2014	671,100	——	1,118,500	0.44
	At the End of the year	**1,118,500**	**0.44**		
13	**Mr. Nand Kishore Garg**				
	At the beginning of the year	2,453,110	2.412		
	Bonus shares credited on 16.11.2014	3,679,665	___	6,132,775	2.412
	At the End of the year	**6,132,775**	**2.412**		
14	**Nand Kishore Garg (HUF)**				
	At the beginning of the year	135,100	0.133		
	Bonus shares credited on 16.11.2014	202,650	——	337,750	0.133
	At the End of the year	**337,750**	**0.133**		
15	**Mr. Vaibhav Garg**				
	At the beginning of the year	2,000	0.002		
	Bonus shares credited on 16.11.2014	3,000	——	5,000	0.002
	At the End of the year	**5,000**	**0.002**		
16	**Vikas Polymerland Pvt. Ltd.**				
	At the beginning of the year	10,329,630	10.157		
	Inter- Promoter Purchase on 21.10.2014	6,00,000	0.59	1,09,29,630	10.747
	Inter- Promoter Purchase on 28.10.2014	6,00,000	0.59	1,15,29,630	11.337
	Inter- Promoter Purchase on 05.11.2014	6,00,000	0.59	1,21,29,630	11.927
	Bonus shares credited on 16.11.2014	1,81,94,445	—-	3,03,24,075	11.927
	At the End of the year	**30,324,075**	**11.927**		

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Goodlife Impex Private Limited**				
	At the beginning of the year	11,970,000	11.77		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue	NIL	...	1,19,70,000	11.77
	Bonus Shares credited on 16.11.2014	1,79,55,000	...	2,99,25,000	11.77
	Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	(1,29,000)	0.051	2,97,96,000	11.72
	At the End of the year (or on the date of separation, if separated during the year)	2,97,96,000	11.71		
2	**Magic Tradelink Private Limited**				
	At the beginning of the year	45,10,410	4.435		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue	NIL	...	45,10,410	4.435
	Bonus Shares credited on 16.11.2014	67,65,615	...	1,12,76,025	4.435
	Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	(2,35,209)	0.092	1,10,40,816	4.434
	At the End of the year (or on the date of separation, if separated during the year)	1,10,40,816	4.434		
3	**Govind Aggarwal**				
	At the beginning of the year	19,09,700	1.877		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue	(1,33,840)	0.131	17,75,860	1.746
	Bonus Shares credited on 16.11.2014	26,63,790	...	44,39,650	1.746
	Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	(15,05,123)	0.59	29,34,527	1.156
	At the End of the year (or on the date of separation, if separated during the year)	29,34,527	1.156		
4	**Ishwar Chand Mittal**				
	At the beginning of the year	19,00,000	1.868		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue	(12,52,043)	1.231	6,47,957	0.637

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Bonus Shares credited on 16.11.2014 Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	9,71,936 NIL	... ...	16,19,892 16,19,892	0.637 0.637
	At the End of the year (or on the date of separation, if separated during the year)	16,19,892	0.637		
5	**Kawal Kumar**				
	At the beginning of the year	14,78,470	1.453		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue Bonus Shares credited on 16.11.2014 Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	(10,63,235) 6,22,852 (13,753)	1.045 ... 0.005	4,15,235 10,38,087 10,24,334	0.408 0.408 0.402
	At the End of the year (or on the date of separation, if separated during the year)	10,24,334	0.402		
6	**Abhipra Company Limited**				
	At the beginning of the year	14,20,000	1.396		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue Bonus Shares credited on 16.11.2014 Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	(13,40,000) 1,20,000 (2,00,000)	1.317 ... 0.078	80,000 2,00,000 ...	0.078 0.078 ...
	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL		
7	**Naresh Kumar**				
	At the beginning of the year	13,74,060	1.351		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue Bonus Shares credited on 16.11.2014 Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	(6,72,004) 10,53,084 (1,26,741)	0.66 ... 0.049	7,02,056 17,55,140 16,28,399	0.691 0.691 0.640
	At the End of the year (or on the date of separation, if separated during the year)	16,28,399	0.64		

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	**Krishan Mittal**				
	At the beginning of the year	13,54,830	1.332		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue	(8,55,598)	0.841	4,99,232	0.49
	Bonus Shares credited on 16.11.2014	7,48,848	...	12,48,080	0.49
	Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	11,00,000	0.432	23,48,080	0.923
	At the End of the year (or on the date of separation, if separated during the year)	23,48,080	0.923		
9	**Jai Ganesh Chit Fund Pvt. Ltd.**				
	At the beginning of the year	12,62,000	1.24		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue	NIL	...	12,62,000	1.24
	Bonus Shares credited on 16.11.2014	19,93,000	...	31,55,000	1.24
	Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	NIL	...	31,55,000	1.24
	At the End of the year (or on the date of separation, if separated during the year)	31,55,000	1.24		
10	**Mahesh Kumar**				
	At the beginning of the year	12,11,090	1.19		
	Transactions (Purchase/sale) from 01.04.2014 upto Bonus Issue	(6,00,000)	0.589	6,11,090	0.600
	Bonus Shares credited on 16.11.2014	9,16,635	...	15,27,725	0.600
	Transactions (Purchase/sale post bonus) after Bonus issue upto 31.03.2015	(1,64,840)	0.064	13,62,885	0.536
	At the End of the year (or on the date of separation, if separated during the year)	13,62,885	0.536		

(V) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Directors & KMP's	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Mr. Vikas Garg (Managing Director)**				
	At the beginning of the year	2,36,44,900	23.251	2,36,44,900	23.251
	Sale in the Open Market on 05.06.2014.	1,72,770	0.17	2,34,72,130	23.081
	Sale in the Open Market on 06.06.2014.	25,000	0.02	2,34,47,130	23.056
	Sale in the Open Market on 10.06.2014.	42,500	0.04	2,34,04,630	23.014
	Sale in the Open Market on 17.06.2014.	99,500	0.10	2,33,05,130	22.916
	Sale in the Open Market on 18.06.2014.	22,000	0.02	2,32,83,130	22.894
	Sale in the Open Market on 19.06.2014.	98,988	0.10	2,31,84,142	22.797
	Inter-Promoters Transfer on 21.10.2014.	6,00,000	0.59	2,25,84,142	22.207
	Inter-Promoters Transfer on 28.10.2014.	6,00,000	0.59	2,19,84,142	21.617
	Inter-Promoters Transfer on 05.11.2014.	6,00,000	0.59	2,13,84,142	21.028
	Bonus shares credited on 16.11.2014.	3,20,76,213	...	5,34,60,355	21.028
	At the End of the year	5,34,60,355	21.028		
2	**Mr. Vivek Garg (Whole-Time Director)**				
	At the beginning of the year	4,28,620	0.42	4,28,620	0.42
	Bonus shares credited on 16.11.2014	6,42,930	——	10,71,550	0.42
	At the End of the year	10,71,550	0.42		
3	**Mr. Ashutosh Kumar Verma (CEO & Whole-Time Director)**				
	At the beginning of the year	30,000	0.029	30,000	0.029
	Bonus shares credited on 16.11.2014	45,000	——	75,000	0.029
	At the End of the year	75,000	0.029		
4	**Ms. Deepika Bhardwaj (Whole-Time Director, Resigned on 18.05.2015)**				
	At the beginning of the year	NIL	NIL		
	No Changes				
	At the End of the year	NIL	NIL		
5	**Mr. Prushottam Dass Bhoot (Director)**				
	At the beginning of the year	16,000	0.015	16,000	0.015
	Bonus shares credited on 16.11.2014	24,000	——	40,000	0.015
	At the End of the year	40,000	0.015		
6	**Mr. Sumer Chand Tayal (Director)**				
	At the beginning of the year	75,000	0.073	75,000	0.073
	Bonus shares credited on 16.11.2014	1,12,500	——	1,87,500	0.073
	At the End of the year	1,87,500	0.073		
7	**Mr. Pradip Kumar Banerji (Director)**				
	At the beginning of the year	75,000	0.073	75,000	0.073
	Bonus shares credited on 16.11.2014	1,12,500	——	1,87,500	0.073
	At the End of the year	1,87,500	0.073		

S. No.	Name of the Directors & KMP's	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	**Mr. Jagdish Capoor (Director)**				
	At the beginning of the year	75,000	0.073	75,000	0.073
	Bonus shares credited on 16.11.2014	1,12,500	——	1,87,500	0.073
	At the End of the year	1,87,500	0.073		
9	**Mr. Narender Kumar Garg (Director, Resigned on 03.11.2014)**				
	At the beginning of the year	75,000	0.073	75,000	0.073
	Bonus shares credited on 16.11.2014	1,12,500	——	1,87,500	0.073
	At the End of the year	1,87,500	0.073		
10	**Mr. Manoj Singhal (Director)**				
	At the beginning of the year	NIL	NIL		
	No Changes	——			
	At the End of the year	NIL	NIL		
11	**Mr. Jyoti Somani (Company Secretary, Resigned on 23.05.2014)**				
	At the beginning of the year	10,000	0.009	10,000	0.009
	No Changes	15,000	——	25,000	0.009
	At the End of the year	25,000	0.009		
12	**Mr. Sunil Malik (Company Secretary, Resigned on 03.11.2014)**				
	At the beginning of the year	NIL	NIL		
	No Changes				
	At the End of the year	NIL	NIL		
13	**Mr. Vikram Dang (Chief Financial Officer, Resigned on 14.02.2015)**				
	At the beginning of the year	NIL	NIL		
	No Changes				
	At the End of the year	NIL	NIL		
14	**Ms. Gayatri Chawla (Company Secretary)**				
	At the beginning of the year	NIL	NIL		
	No Changes				
	At the End of the year	NIL	NIL		
15	**Mr. Pankaj Kumar Gupta (Chief Financial Officer)**				
	At the beginning of the year	NIL	NIL		
	No Changes				
	At the End of the year	NIL	NIL		

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebted-ness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,52,10,314	NIL	NIL	
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition	8,15,05,635	15,00,000	NIL	
* Reduction	2,76,39,078.27	15,00,000		
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	8,90,76,870	NIL	NIL	
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	8,90,76,870	NIL	NIL	

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. no.	**Particulars of Remuneration**	**Name of the Directors**				**Total Amount**
		Mr. Vikas Garg (MD)	**Mr. Vivek Garg (WTD)**	**Mr. Ashutosh Kumar Verma (WTD)**	**Ms. Deepika Bhardwaj (WTD)**	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,71,818	NIL	12,32,903	28,366	16,33,087
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,00,240	0	0	0	2,00,240
	(c) Profits in lieu of salary u/s 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	30,000	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission- as % of profit- others, specify...	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	5,72,058	NIL	13,07,903	28,366	18,33,327
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Jagdish Capoor (Independent Director)	Mr. Pradip Kumar Banerji (Independent Director)	
1	Independent Directors			
	Fee for attending board committee meetings	60,000	80,000	1,40,000
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (1)	60,000	80,000	1,40,000
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	60,000	80,000	1,40,000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. no.	Particulars of Remuneration	Key Managerial Personnel					
		Ms. Jyoti Somani, (Company Secretary Resigned on 23.05. 2014)	Mr. Sunil Malik, Company Secretary, Resigned on 03.11. 2015	Mr. Vikram Dang, Chief Financial Officer, Resigned on 14.02.2015	Mr. Pankaj Kumar Gupta, Chief Financial Officer Appointed on 14.02.2015	Ms. Gayatri Chawla, Company Secretary Appointed on 14.02.2015	Total
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	64,800	1,77,420	1,14,495	69,107	98,216	5,24,038
	(b) Value of per quisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary u/s17(3) Income-tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	- as % of profit	-	-	-	-	-	-
	others, specify...	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total	-	-	-	-	-	-

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

Annexure B to Board Report

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Vikas Garg & Mr. Vivek Garg, Directors of the Company
b)	Nature of contracts/arrangements/transaction	Purchase of Share of Sigma Plastic Industries
c)	Duration of the contracts/arrangements/transaction	Single Transaction
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	The transaction was entered into for purchase of share held by the Directors as partners in Sigma Plastic Industries, 75% subsidiary of the Company, the transaction was entered at par value and the Company took over businessof Sigma Plastic Industries by increasing its investment to 100%.
e)	Justification for entering into such contracts or arrangements or transactions'	The Transaction does not passes any undue benefit to parties concerned instead was beneficial to the Company considering the value of assets of the firm.
f)	Date of approval by the Board	24.05.2014
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	There are no material contracts/arrangements entered into by the Company.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

*Details of other related party transactions are forming part of Notes to financial statements, refer note no. 42.

ANNEXURE 'C'

DETAILS PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Remuneration paid to Directors & Key Managerial Personnel's (KMP's):

Title	Remuneration in F.Y. 2014-15 (Rs. In Lacs)	Remuneration in F.Y. 2013-14 (Rs. in Lacs)	No. of Stock options/ RSUs granted in F.Y. 2014-15	% increase of remuneration in 2014-15 as compared to 2013-14	Excl. MP	Incl.MP	Ration of remuneration to	
					Ratio of remuneration to MRE	Ratio of remuneration to MRE and MP	Revenues (F.Y. 2014-15)	Net Profit (F.Y. 2014-15)
Whole-Time Director and CEO	16.80	-	-	NA	5.36	5.66	0.08%	4.44%
Director	1.32	-	-	NA	0.42	0.44	0.01%	0.35%
Chief Financial Officer	4.60	-	-	NA	1.46	1.55	0.02%	1.22%
Managing Director	5.72	6.16	-	-7%	1.82	1.93	0.03%	1.51%
Company Secretary	5.27	4.20	-	25%	1.68	1.78	0.02%	1.39%

The Median Remuneration of Employees (MRE) excluding Managerial Personnel (MP) was Rs. 3,13,306/- and Rs. 1,82,112/- in F.Y. 2014-15 and F.Y. 2013-14 respectively. The increase in MRE (excluding MP) in F.Y. 2014-15, as compared to F.Y. 2013-14 is 72%.

The Median Remuneration of Employees (MRE) including Managerial Personnel (MP) was Rs. 2,96,700/- and Rs. 1,85,168/- in F.Y. 2014-15 and F.Y. 2013-14 respectively. The increase in MRE (including MP) in F.Y. 2014-15, as compared to F.Y. 2013-14 is 60%

The number of permanent employees on the rolls of the Company as of March 31, 2015 and March 31, 2014 was 63 and 82 respectively.

The revenue growth during F.Y. 2014-15 over F.Y. 2013-14 was 24% and net profit after tax of Rs. 379 lacs was recorded during the F.Y. 2014-15 against net profit after tax of Rs. 301 lacs in the F.Y. 2013-14. The aggregate remuneration of employees excluding MP grew by -4% over the previous financial year. The aggregate increase in salary for MP and other KMP's, in the current financial year, was 225% over F.Y. 2013-14. This was based on the recommendation of the nomination and remuneration committee to revise the remuneration as per industry benchmarks.

The market capitalization of the Company decreased by 172% to Rs. 157.62 Crore as of March 31, 2015 from Rs. 272.54 Crore as of March 31, 2014 (Base BSE). The decrease is attributed to Bonus Issue of Rs. 15,25,43,805/- brought by the Company during the year 2014-15. The Price Earning (P/E) Ratio was Rs. 41.33/- as of March 31, 2015 as compared to Rs. 206.15/- as on March 31, 2014. The closing price of the Company's equity shares on the NSE and BSE as of March 31, 2015 was Rs. 6.25/- and Rs. 6.20/- respectively.

The Company's variable compensation philosophy for its managerial personnel is to ensure it is competitive in the global markets in which it operates, for attracting and retaining the best talent.

Component of remuneration to directors and other KMPs	Fixed Salary	Bonus	Commission	Total
As a Percentage of revenue for F.Y. 2014-15	0.16%	-	-	0.16%
As a Percentage of net profit for F.Y. 2014-15	8.90%	-	-	8.90%

*The increase in remuneration is not comparable due to appointment/change in KMPs during the financial year 2014-15.

Annexure D

REMUNERATION POLICY

INTRODUCTION:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

OBJECTIVE AND PURPOSE:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 14th February, 2015.

DEFINITIONS

- **Board** means Board of Directors of the Company.
- **Director** means Directors of the Company.
- **Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- **Company** means Vikas GlobalOne Limited.
- **Independent Director** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **Key Managerial Personnel (KMP)** means a KMP as as defined under Section 203 of the Companies Act, 2013 and includes:

  i. CEO/Managing Director/Manager;
  ii. Whole-time Director;
  iii. Chief Financial Officer;
  iv. Company Secretary;
  v. Such other officer as may be prescribed under the applicable statutory provisions/regulations.

- **Senior Management** means personnel of the Company occupying the position of Chief Executive Officer (CEO) of any unit / division or Vice President including Vice President of any unit / division of the Company General Manager including General Manager of any division or unit. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

APPLICABILITY

This Nomination and Remuneration Policy applies to:

- All Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel
- Other Employees

GENERAL

This Policy is divided in three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and perquisites etc.

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

A. Managing Director / Whole-Time Director

The Company shall appoint or re-appoint any person as its Managing Director or Executive Director (Whole-time Director) for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

B. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for another term of upto five consecutive years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation:

The Committee shall carry out evaluation of performance of every Director (including Independent Director), KMP and Senior Management Personnel at regular interval (yearly).

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

General:

The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs *approved by the Shareholders* in the case of Whole-time Director.

Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

Fixed Pay

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive / Independent Director:

Remuneration / Commission

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

Sitting Fees

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Commission

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

THE ANNUAL REPORT ON CSR ACTIVITIES ANNEXURE E TO THE BOARD'S REPORT

1. A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

   We at Vikas GlobalOne Ltd. consider Corporate Social Responsibility as a sense of responsibility towards the community and environment (both ecological and social). We at Vikas GlobalOne Limited as a corporate citizen have more common approach to CSR that is corporate philanthropy. This includes monetary donations and aid given to non-profit organizations and communities. Donations are made in areas such as the arts, education, housing, health, social welfare and the environment, among others to carry on projects and programs for welfare of public at large.

   We have determined our focus areas which include eradication of Hunger, Poverty, and Malnutrition, promotion of education, environment stability, gender equality, women empowerment and rural development among others and are presently undertaking our CSR initiatives through registered societies and trusts. The CSR Policy of the Company and other details on the Company's CSR initiatives are available at website of the Company at www.vikasglobal.com at http://www.vikasglobal.com/quarterly-results/csr-policy.pdf.

2. The composition of CSR Committee.

   The CSR Committee of the Company comprises of 3 Directors with majority of Non-Executive Independent Director and Chairman is also a Non-Executive Independent Director. The Committee was initially constituted with following Directors:

Mr. Narender Kumar Garg*	Non-Executive Independent Director	Chairman
Mr. Sumer Chand Tayal	Non-Executive Independent Director	Member
Mr. Vikas Garg	Executive Director	Member

   *Mr. Narender Kumar Garg has resigned from the Directorship of the Company w.e.f. 29.04.2015 and as per present composition Mr. Purushottam Dass Bhoot, Non-Executive Independent Director and Chairman of the Company is Chairman of CSR Committee.

3. Average net profit of the Company for last three financial years.

S. No.	Financial Year	Net Profit	Average Net Profit for Last 3 Financial Year
1.	2011-12	8,72,10,952/-	**Rs. 5,15,61,587.30/-**
2.	2012-13	3,42,28,273/-	
3.	2013-14	3,32,45,537/-	

4. Prescribed CSR Expenditure (two percent of the amount mentioned in item 2 above):

   Rs. 10,31,231.75/-

5. Details of CSR spent during the financial year:

   (a) Total amount to be spent for the financial year: Rs. 10,31,232/-

   (b) Amount unspent, if any: NIL

   (c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR projector Activity Identified	Sector in whichthe project is covered	Project or Program(1) Local Area or Other(2) Specify the State and district where projectsor programs was undertaken	Amount Outlay (Budget) Project or Program wise	Amount spenton the Projectsor Programs Sub Heads: (1) Direct Expenditure on Projects orPrograms (2) Overheads	Cumulative Expenditure upto reporting period	Amount Spent: Direct or through Impleme-nting Agency
1.	Promotion of Education	Education	Local Area, Delhi/NCR	Rs. 12,00,000/-	Direct Exp. Rs. 12,00,000/-	Rs. 12,00,000/-	Through Implemen-ting Agency

*Details of implementing agency: "Maharaja Agrasen Technical Education Society (Regd.)"

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.

Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

We hereby confirm that the implementation and monitoring of the CSR Policy is in Compliance with the CSR Objectives and Policy of the Company and in the interest of Company and public at large.

Sd/- (Ashutosh Kumar Verma) Chief Executive Officer	Sd/- (Purushottam Dass Bhoot) Chairman CSR Committee	Sd/- (Vikas Garg) Managing Director

ANNEXURE 'F' TO BOARD'S REPORT

Information as per Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended 31st March, 2015:

CONSERVATION OF ENERGY

Energy Conservation measures taken, Steps taken for utilizing alternate source of energy, Capital investment on energy conservation equipment:

The Company has professionally designed & maintained Power factor Panels.

These are specifically designed panels ensuring optimum use of the electricity being consumed at our factories.

The power factor calculations on our electricity consumption calculations show that VGL is nearing perfect results in getting the best output from the electrical energy consumed in the plants.

VGL closely monitors the throughput of all the machines to ensure that every part of the electrical energy consumed is justified with nearly nil wastage of energy.

Proper production planning also contributes positively to avoid wastage of electrical energy & optimum outputs.

Water conservation

Water extraction, storage, desalinization (softening hard water, filtration for further use in process) also involve a considerable consumptions of electrical energy.

VGL plants have the rainwater harvesting systems in place which not only help conserve water but also the electrical energy involved in extraction of the volume of water thus collected.

The Company shall continue its endeavor to improve energy conservation and utilization.

TECHNOLOGY ABSORPTION

1) **Efforts made in technology absorption & Benefits derived:**

   Major initiatives are being taken to upgrade the various processes by making use of latest and better techniques. Efforts are being made to make best use of available infrastructure and at the same time importing new technology to bring out efficiency and economy. As a step towards it, the Company has procured highly sophisticated machinery for its newly set up plant at Shahjahanpur, Rajasthan, for commencing production of an additional range of Polymer Additives.

   Research & Development (R & D)

   a) **Specific Areas in which R & D carried out by the Company**: During the year, the Company has inclined its efforts in the development of its production efficiency by improving its methods and technology.

   b) **Benefits derived as a result of above R & D**: Increased in market share.

   c) **Future Plan of Action/Expansions Plans**: As the relevant industry is gearing up to cater to the growing demand, Vikas GlobalOne Limited, is all set to expand their business in a big

way in the coming years. The company is also progressive in installation of additional line to increase the production of Polymer and Polyester Compound at its existing plant located at Shahjahanpur, Alwar, Rajasthan.

With a host of expansion plans, the Company is confident of achieving new heights in the coming years.

2) Imported Technology (imported during last 3 years reckoned from beginning of the financial year)

None.

3) Expenditure incurred on Research and Development (R&D)

The Company has incurred a total expenditure of Rs. 9.76 lacs (including capital and revenue expenses) towards Research and Development.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, expenses were incurred on import of technology, raw materials and further expenses were incurred on foreign traveling of directors and other executives of the Company.

Earnings	:	Rs. 76,20,23,719/-
Outgo	:	Rs. 51,72,36,931/- (include both foreign expenses and Import purchases).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We at VIKAS GLOBALONE LIMITED believe in inclusive growth and excellence both at micro and macro levels. We excel in Manufacturing and Distribution of Specialty Polymers Compounds and Additives. We serve to the priority and sunshine sectors including Agriculture/Infrastructure Components, Wires & Cables, Auto Parts, Textiles, Electronic Goods, Medical, Writing Instruments, Organic & Inorganic Chemicals, Footwear and Packaging industries by producing high end products while alongside acting as distributor of global conglomerates with niche in specialty chemicals and polymers.

Apart from the manufacturing your Company operates in segments of real-estate, agriculture and service which form small part of our working while major segment remaining manufacturing.

This report contains the expectations and aspirations of the Company's Management based on the current market environment both domestic & global and Company's competitive position.

ECONOMIC OVERVIEW & GROWTH PROSPECTS

Global Economic Outlook & Prospects

During the year 2014-15, Global growth remained moderate, with uneven prospects across the main countries and regions, it was witnessed that the outlook for advanced economies is improving, while growth in emerging market and developing economies is projected to be lower, primarily reflecting weaker prospects for some large emerging market economies and oil-exporting countries.

Some of the key developments of the year are appreciation in US dollar, surplus oil supply; depreciation in Euro and yen, increase in risk spreads in emerging markets etc. The United States is the only major economy having exceeded the growth expectations while most other economies grew more slowly than expected.

As per World Economic Outlook (WEO) published by IMF, the Global Economy growth has been recorded at 3.3% in year 2013 and 2014, the expected growth for the year 2015 - 2016 is 3.5% and 3.7% respectively. The growth trends of advanced economies are projected to be at a level of 2.4% for both year 2015 and 2016 rising from 1.3% in year 2013 and 1.8% in year 2014. However the growth projections of emerging markets and developing economies remain stagnant at 4.3% in year 2015 and 4.7% for year 2016 from 4.7% and 4.4% in year 2013 – 2014 respectively.

The Global growth is expected to receive a boost from lower oil prices however this boost shall be offset by the negative factors including lower investments, shift in sentiments and volatility in global financial markets, stagnation and low inflation in Euro area and Japan coupled with geopolitical events. Though the growth prospects of world economy still remain uneven and more favorable to developed economies, however the overall growth prospects for developing countries and India seems broadly stable.

The Indian Perspective

The Indian Economy is witnessing robust growth in terms of its constantly rising GDP levels at 5.1% in year 2012-13, 6.9% in year 2013-14 to 7.4% in year 2014-15. The growth projected for the year 2015-16 is at 8.5%.

With the current initiatives being taken by Government of India for Industrial growth such as Make In India, Skill Development, Digital India etc. shall be instrumental and promising for the Indian Economy.

INDUSTRY STRUCTURE AND DEVELOPMENT

In 2011 the Global Specialty Chemicals market had total revenues of $767.5 billion and it is reported that it had a compound annual growth rate (CAGR) of 2.7% between 2007 and 2011. The market is further projected to reach $980 billion by the end of 2016. These speciality products are marketed as pesticides, speciality polymers, electronic chemicals, surfactants, construction chemicals, Industrial Cleaners, flavours and fragrances, speciality coatings, printing inks, water-soluble polymers, food additives, paper chemicals, oil field chemicals, plastic adhesives, adhesives and sealants, cosmetic chemicals, water management chemicals, catalysts, textile chemicals as per Overview of the Specialty Chemicals Industry published by IHS.

The Indian chemicals industry, which earned revenues in the range of $ 155-160 billion in 2013, is likely to grow at a rate of 11-12 percent in the next two to three years. Growth in the Indian specialty chemicals industry is driven largely by robust domestic demand with exports based growth in select segments. Local demand for specialty chemicals in India will continue to grow, driven by three main factors. Firstly, key consumer industries e.g. textiles, automotive, construction, etc. are expected to grow at rates higher than the overall GDP. Secondly, emerging customer needs across consumer industries call for products with higher quality/ increased performance products e.g. wrinkle free textiles, reflective glass, cement admixtures, etc. Finally, manufacturing processes need upgrading leading to process and equipment upgrades in many industries e.g. textile, paper, electronics, cosmetics, plastics.

OPPORTUNITIES AND THREATS

Your Company deals only in small range of specialty chemicals consisting of Specialty Polymers Compounds and Additives. However considering the overall global economic environment, prospects for Indian economy and expected growth at Industry level, your Company is positive to achieve its growth targets.

The opportunities we see ahead are due to the multi-segment functioning of the Company diversifying its income and scope for growth; we enjoy advantage of having a product range covering a broad spectrum of applications and our other segments though not large in size, provide adequate support to our major business activity.

Your Company continues to invest in upgradation and expansion of its manufacturing capacities. The in-house R&D Department has been consistently developing quality products and is also striving for achieving cost efficiencies.

The industries in which our products have application like Automobile, Leather, Footwear, Organic Chemicals, Polymers, Pharmaceuticals, Packaging Industries etc are growing at a reasonable pace and we have a fair chance of improving our position as a reliable supplier of good quality chemicals to these industries. Our Core Competence in chemical handling and manufacturing supported by an able technical team, should provide a lot of opportunities and scope to the company to improve its performance. We enjoy leadership position in some of the products in domestic market, driven by strong in house technology, diversified product portfolio and customer base. Our R&D Centre is enabling us to add new products to our product portfolio which will add to our contribution.

The commodity nature of some of our products make them susceptible to fluctuations in raw material prices and exchange rates. The company is vulnerable to External price volatility. Domestic prices

are dependent on the cyclicality of the industry and Government policy for its use in oil sector. Other petroleum based raw materials are subject to International policy and price fluctuation.

Being a global player, we are also exposed to competition not only from domestic players but also large international players. Cheap imports especially from countries like China could pose problems, which would have to be faced by consistency in quality of the products and improving production efficiencies.

SEGMENT WISE PERFORMANCE

Chemical Division

The revenue from Chemical division forms 92% of the total revenue from Operations of the Company, constituting it the major exponent of operations of the Company. During the year under review, the revenue from manufacturing activities aggregated to Rs. 155.24 Cr. and revenue from trading activities aggregated to Rs. 39.70 Cr. as against Rs. 95.56 Cr. and Rs. 73.12 Cr. in year 2013-14 from manufacturing and trading activities respectively.

The profits (before tax) of the segment aggregated to Rs. 14.54 Cr. as against Rs. 8.56 Cr. achieved in the year 2013-14.

Agro Division

Agro division of the Company formed 6.8% of the total revenue from Operations of the Company for the current financial year making its second largest segment of the Company in terms of revenue. Being a new segment, no previous year revenue exists in this segment.

The revenue from the division aggregated to Rs. 14.49 Cr. and profits before tax of Rs. 1.17 Cr. during the current financial year.

Service Division

The segment revenue from service division forms only 1% of the total revenue from Operations of the Company. During the year under review, the revenue from service division aggregated to Rs. 2.14 Cr. as against Rs. 2.47 Cr. in year 2013-14.

The profits (before tax) of the segment aggregated to Rs. 1.17 Cr. as against Rs. 1.15 Cr. achieved in the year 2013-14.

The Company has been acting as forwarding agent of Lupin Limited, however the franchise agreement from the said Company has been terminated, since the Company no longer wish to continue in service division. The discontinuation of service division is a decision taken by the management in light of the overall market tendencies.

Real Estate Division

The real estate division has a meager contribution of 0.6% in the total revenue from Operations of the Company. During the year under review, the revenue from the division aggregated to Rs. 1.26 Cr. as against Rs. 0.45 Cr. (Rs. 45 Lac) in year 2013-14.

The profits (before tax) of the segment aggregated to Rs. 4.44 Lac as against Rs. 44.28 Lac achieved in the year 2013-14.

The segment has not been performing well, however the same does not affects operations or revenue of the Company and your Company does not intends to continue in this segment.

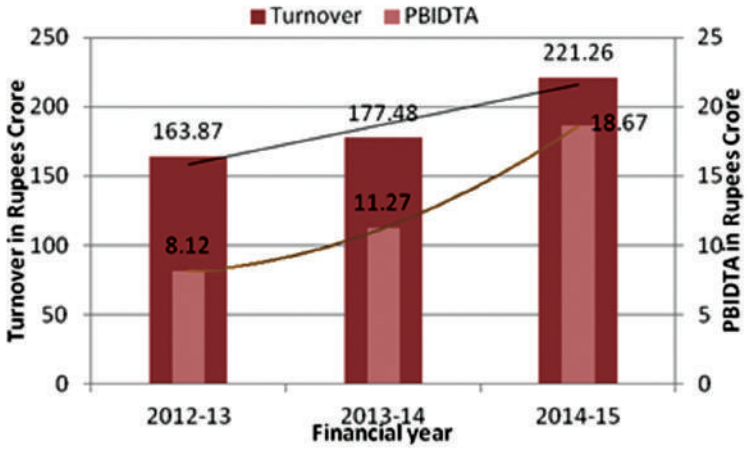
FINANCIAL PERFORMANCE

The financial performance of the Company for the past three financial years is depicted in the chart below:

Chart depicted three year comparative financial position of the Company:

(Rupees in Crores)

Financial Year	Turnover	Profit Before Interest Tax & Depreciation {PBIDTA}
2012-13	163.87	8.12
2013-14	177.48	11.27
2014-15	221.26	18.67



A robust growth in operations of the Company are visible from the continuous increase in its turnover from Rs. 163.87 Crore in year 2012-13 to Rs. 177.48 Crore in year 2013-14 and by further increase to Rs. 221.26 Crore during the financial year 2014-15.

The profits before Interest, Tax and Depreciation of the Company have been suitably fitting the growth equation of the Company, from Rs. 8.12 Crore in year 2012-13 to Rs. 11.27 Crore in year 2013-14 and Rs. 18.67 Crore during the financial year 2014-15.

The Company has not only been able to achieve a growth trend in terms of its top line and bottom line but also a track record of dividend payout consecutively from past five years, the Company has proposed final dividend declaration @ 5% for the financial year 2014-15.

During the year under review, your Company came up with a Bonus Issue of Shares aggregating to Rs. 15,25,43,805/- in ratio of 3:2 i.e. 3 fully paid equity shares were allotted against every 2 equity shares held by a shareholder, as a measure of capitalization of accumulated profits and free reserves and increase in shareholders' wealth.

Exports

Another factor giving an insight into the growth aspirations of the Company are its exports. The Exports of the Company have remained promising, the three year export turnover is depicted from

the chart below, the Exports of the Company lying at Rs. 19.37 Crore in year 2012-13 and Rs. 29 Crore in year 2013-14 have risen to Rs. 76.20 Crore in the financial year 2014-15.

Your Company is presently exporting its products to countries such as Bangladesh, Pakistan, Sri Lanka, China, UAE, Turkey, Spain, Singapore, Germany, Vietnam, Turkmenistan, Egypt, Tunicia, Ukraine, Congo, Argentina, Iran, USA etc. and hopes to expand its business to other territories.

Exports of the Company during the three financial years:

(Rupees in Crores)

Financial Year	Export Turnover
2012-13	19.37
2013-14	29.00
2014-15	76.20

The surge in exports of the Company is result of continuous efforts of your Company to make its presence felt globally. We aim to expand further and perform better in current financial year.

OUTLOOK

For the year 2015-16, our focus will continue on sustainable growth by taking measures for increasing our market share of existing products, launching new products and creating new business in untapped growth market segments in Export market.

Though there is sluggish demand in certain sectors and also increased competition from global and domestic players, we expect the trend shown in 2014-15 will continue in the year 2015-16. With the global growth of chemicals focused more on Asia and by recognition of India as a potential big market, it is expected that there will be further growth in chemical industry.

We are continuing with our efforts on improvement in efficiencies, margins and profitability while re-looking at business strategies and models, wherever necessary and barring, unforeseen circumstances, we expect to achieve better results for future years.

RISKS AND CONCERNS

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and

control measures. As part of the Risk Management policy, the relevant parameters for all manufacturing sites are analyzed to minimize risk associated with protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company. The Company fulfills its legal requirements concerning emission, waste water and waste disposal. Improving work place safety continued to be top priority at all manufacturing sites.

HUMAN RESOURCES

The HR policies and procedures of your Company are geared towards nurturing and development of Human Capital. Your Company has transparent processes for rewarding performance and retaining talent.

Skill Gap Analysis and other systems are also in place to identify the training interventions required. Employee relations at all locations continued to remain cordial. Your Directors wish to acknowledge the sincere and dedicated efforts of the employees of the company and would like to thank them for the same.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control systems to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that all transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of Assets.

CAUTIONARY STATEMENT

Statements made in the report, including those stated under the caption "Management Discussion and Analysis" describing the company's plans, projections and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

SECRETARIAL AUDIT REPORT

(For the year ended 31-03-2015)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Board of Directors
Vikas GlobalOne Limited
Regd. Office: Vikas Apartments,
34/1, East Punjabi Bagh,
New Delhi - 110026.

Sir,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vikas GlobalOne Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31-03-2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Vikas GlobalOne Limited** (**"The Company"**) for the period ended on 31-03-2015 according to the provisions of:

I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act')** to the extent applicable to the Company:-
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
   c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
   d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   However, as per regulation 95 of above Regulations, the Company did not complete the issue of bonus as announced in its Board of Directors meeting held on 17.09.2014 within the stipulated time. The Company has informed that delay is minor for which it has filed consent application with SEBI, which is pending adjudication as on date.
   e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and .dealing with client;
   f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (provisions thereof not applicable to the Company during the year under review); and

g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (provisions thereof not applicable to the Company during the year under review);

h. the Company has complied with the requirements under the Equity Listing Agreements entered into with Bombay Stock Exchange Limited and National Stock Exchange of India Limited; and

1. The Memorandum and Articles of Association.

I have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India. (provisions thereof not applicable to the Company during the year under review).

ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

S.No.	Description	Observation
a)	maintenance of various statutory registers and documents and making necessary entries therein;	The Company has maintained statutory registers as required under the Act.
b)	closure of the Register of Members	Done.
c)	documents and resolutions required to be filed with forms, returns, the Registrar of Companies and the Central Government	The company has duly filed forms, returns with the Registrar of Companies, Delhi and wherever there is delay the Company has paid the additional fee.
d)	service of documents by the Company on its Members, Auditors and the Registrar of Companies	Duly made.
e)	notice of Board meetings and Committee meetings of Directors	Duly made
f)	the meetings of Directors and Committees of Directors including passing of resolutions by circulation	Duly made
g)	the 29th Annual General Meeting held on 29th Sep. 2014;	Duly convened
h)	minutes of proceedings of General Meetings and of the Board and its Committee meetings;	Duly entered and signed
i)	approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;	Duly made
j)	constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;	Duly made
k)	payment of remuneration to Directors including the Managing Director and Whole-time Directors,	Duly made
l)	appointment and remuneration of Auditors and Cost Auditors;	Duly made

m)	transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;	Duly made
n)	declaration and payment of dividends;	Duly declared and made payment.
o)	transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;	Duly made. As per information, there was no transfer required to be made during the year under review.
p)	borrowings and registration, modification and satisfaction of charges wherever applicable;	Duly made
q)	investment of the Company's funds including investments and loans to others;	Duly made
r)	form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;	Duly made
s)	Directors' report;	Duly made
t)	contracts, common seal, registered office and publication of name of the Company; and	Duly made
u)	Generally, all other applicable provisions of the Act and the Rules made under the Act.	Duly complied with

3. I further report that:

i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

iv) The Company has obtained all necessary approvals under the various provisions of the Act; and

v) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

vi) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization /

rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. I further report that:

   a. the Company has complied with the requirements under the Equity Listing Agreements entered into with The Bombay Stock Exchange Limited and National Stock Exchange of India Limited
   b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
   c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
   d. the Company has complied with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines, 1999 with regard to implementation of Employee Stock Option Scheme;

8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that

a) There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

b) Complied with the following laws specifically applicable to the Company:

   i) Factories Act, 1948
   ii) Pollution laws including Environment Protection Act and rules made thereunder.
   iii) Labour laws
   iv) The Sexual Harassment of Women at workplace (Prevention, Prohibtion and Redressal) Act, 2013. The Company has constituted an internal complaints Committee.

c) Legal cases

As per information received, M/s. ADM Agro Industries Pvt. Ltd. has filed a case for winding up and summary suit for non payment of Rs. 41,15,664/- which is pending adjudication. On the other side, the Company has also filed a civil case against M/s. ADM Agro Industries Pvt. Ltd. for damages on non supply of soyabean oil of the desired quality. The subject payment is disputed and the Company considers its case strong and expects favourable judgement. The matter does not affect working of the Company. There is no other major case which may affect the working of the Company in near future.

Place : Delhi
Date : 11.08.2015

for AAA And Associates
Company Secretaries

A.K Popli
Partner
CP No.2544

CORPORATE GOVERNANCE REPORT

" Creating an ethical culture means instilling and maintaining a commitment to doing the right thing, this time and every time so much so that it becomes entwined in the essential DNA of the firm"

Your Director present the Company's Report on Corporate Governance in Compliance with Clause 49 of the Listing Agreement executed with the Stock Exchanges.

Corporate Governance is an ethically driven business process and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal expectations. The Company's philosophy on Corporate Governance is to conduct business and its dealings with all stakeholders in compliance with laws and high standard of business ethics for effective control and management system in an organisation, which leads to enhancement of shareholders and other stakeholder's value. The Board considers itself as a Trustee of its shareholders and acknowledges its responsibilities towards them for creating and safeguarding their wealth.

The Board and Management of the Company believes that Corporate Governance is the commitment for compliance with all Laws, Rules and Regulations that apply to it with the spirit and intent of high business ethics, honesty and integrity resulting in the effective control and management system in the organisation leading toward the enhancement of shareholders and other stakeholder's value. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organisation towards creating wealth and shareholder's value.

1. CORPORATE GOVERNANCE PHILOSOPHY

We believe that it is imperative for us to manage our business affairs in the most fair and transparent manner with a firm commitment to our values. For us, corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our corporate governance framework is a reflection of our culture, our policies, our relationship with stakeholders and our commitment to values. Accordingly, we always seek to ensure that our performance is driven by integrity. This is vital to gain and retain the trust of our stakeholders. Our corporate governance framework ensures effective engagement with our stakeholders and helps us evolve with changing times.

The Securities and Exchange Board of India (SEBI) amended the Listing Agreement effective October 1, 2014, to bring in additional corporate governance norms for listed entities. These norms provide for stricter disclosures and protection of investor rights, including equitable treatment for minority and foreign shareholders. The amended rules required companies to get shareholders' approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one woman director on their boards. The amended norms are aligned with the provisions of the Companies Act, 2013, and are aimed to encourage companies to 'adopt best practices on corporate governance'.

Our corporate governance framework has helped us be aligned with the new guidelines of the Companies Act, 2013. We believe that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance. At VGL ('the Company'), the Board of Directors ('the Board') is at the core of our corporate governance practice. The Board thus oversees the VGL's Management's ('the Management') functions and protects the long-term interests of our

stakeholders. Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Our corporate governance philosophy is based on the following principles:

- Corporate governance standards should satisfy both the spirit of the law and the letter of the law.
- Ensure transparency and maintain a high level of disclosure.
- Clearly distinguish between personal conveniences and corporate resources.
- Communicate externally, and truthfully, about how the Company is run internally.
- Comply with the laws of all countries in which we operate.
- Have a simple and transparent corporate structure driven solely by business needs.
- The Management is the trustee of the shareholders' capital and not the owner.

We firmly believe that Board's independence is essential to bring objectivity and transparency in the management and in the dealings of the Company. As on March 31, 2015, the Board consists of 10 members out of which six members are independent directors. An independent director is nominated as the chairperson of each of the audit, nomination and remuneration, stakeholders relationship, risk and corporate social responsibility committees.

2. BOARD OF DIRECTORS

Board Composition and Category of Directors

The composition of Board of Directors of the Company is in conformity with Clause 49 of the Listing Agreement with the Stock Exchanges, which stipulates that a Company shall have an optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of the Directors are as follows:-

Category	Name of Directors
Executive Directors	Vikas Garg, Managing Director
	Vivek Garg, Whole-time Director
	Ashutosh Kumar Verma, Whole-time Director & CEO^
	Deepika Bhardwaj, Whole-time Director*
Independent Directors	Manoj Singhal
	Pradip Kumar Banerji
	Sumer Chand Tayal
	Jagdish Capoor
	Purushottam Dass Bhoot
	Narender Kumar Garg#

 # Ceased to be a Director w.e.f. 29th April 2015. 6 Meetings were held during his tenure
**Ceased to be a Director w.e.f. 14th May 2015, No meetings were held during her tenure*
^Appointed as Director w.e.f. 06th August 2014, 4 meetings were held during his tenure

Shri. Vikas Garg and Shri. Vivek Garg are brothers. None of the other Directors are related to any other director on the Board.

Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business

and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, *inter alia*, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

Familarisation Programmes for Independent Directors

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company. The details of such Familarisation Programmes for Independent Directors are posted on Website of the Company and can be accessed at Weblink: http://www.vikasglobal.com/gifs/Familiarisation%20Programme%20for%20Independent%20Directors.pdf.

Meetings of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Chairman of the meeting. The Chairman takes appropriate steps to present Independent Directors' views to the Managing Director.

One meeting of Independent Directors were held during the year on 14th February, 2015

Code of Conduct

The details of such Familarisation Programmes for Independent Directors are posted on Website of the Company and can be accessed at Weblink: http://www.vikasglobal.com/gifs/Familiarisation%20Programme%20for%20Independent%20Directors.pdf.

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz- Customer Value, Ownership Mind-set, Respect, Integrity.

A copy of the Code has been put on the Company's website (www.vikasglobal.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Managing Director is forming part of this report.

Directors' Profile

A brief resume of Directors retiring/proposed to be appointed, nature of their expertise in specific functional areas and names of companies in which they hold Directorships is forming part of the Notice. The details of Directors' Memberships/ Chairmanships of Board Committees and shareholding in the Company are provided in this Report.

3. ATTENDANCE OF DIRECTORS AT BOARD MEETINGS, LAST ANNUAL GENERAL MEETING (AGM) AND NUMBER OF OTHER DIRECTORSHIPS AND CHAIRMANSHIPS / MEMBERSHIPS OF COMMITTEES OF EACH DIRECTOR IN VARIOUS COMPANIES:

Name of Director	Attendance at meetings during 2014-15		No. of other directorship(s) as on 31.03.2015	No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies as on 31.03.2015
	Board	AGM		
Vikas Garg	6	YES	5	1
Vivek Garg	2	YES	7	NIL
Narender Kumar Garg#	6	YES	5	NIL
Pradip Kumar Banerji	4	NO	1	3
Manoj Singhal	2	NO	13	NIL
Sumer Chand Tayal	6	NO	1	NIL
Purushottam Dass Bhoot	5	NO	1	NIL
Deepika Bhardwaj*	NIL	NO	NIL	NIL
Ashutosh Kumar Verma^	2	NO	NIL	NIL
Jagdish Capoor	3	NO	11	11 (including 7 as chairman)

 # Ceased to be a Director w.e.f. 29th April 2015. 6 Meetings were held during his tenure
**Ceased to be a Director w.e.f. 14th May 2015, No meetings were held during her tenure*
^Appointed as Director w.e.f. 6th August 2014, 4 meetings were held during his tenure

4. BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND PROCEDURES

Institutionalized decision-making process

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that shareholders' long term interests are being served.

The Board has constituted following eight Committees:-

1. Executive Committee
2. Audit Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Stakeholders' Relationship Committee
6. Risk Management Committee
7. Compensation Committee
8. Equity Warrant Committee

The Board is authorised to constitute additional functional Committees, from time to time, depending on business needs.

The Company's internal guidelines for Board/Board Committee meetings facilitate the decision making process at its meetings in an informed and efficient manner.

Scheduling and Selection of agenda items for Board Meetings

Minimum four Board meetings are held annually. Additional Board meetings are convened by giving appropriate notice to address the Company's specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation.

The meetings are usually held at Company's registered office at Vikas Apartments, 34/1 East Punjabi Bagh, New Delhi-110026

The Board is given presentations covering Finance, Sales, Marketing, the Company's major business segments and their operations, overview of business operations of major subsidiary companies, global business environment, the Company's business areas, including business opportunities and strategy and risk management practices before taking on record the Company's quarterly/annual financial results.

The items / matters required to be placed before the Board, *inter alia*, include:

- Annual Business Plan
- Quarterly results of our operating divisions or business segments
- Minutes of meetings of audit, nomination and remuneration, risk management, stakeholders relationship and corporate social responsibility committees
- The Board minutes of the subsidiaries
- General notices of interest received from directors
- Dividend data
- Information on recruitment and remuneration of senior officers below the Board level, including appointment or removal of the Chief Financial Officer and Company Secretary, if any
- Materially important litigations, show cause, demand, prosecution and penalty notices
- Any materially relevant defaults in financial obligations to and by us
- Any issue that involves possible public or product liability claims of a substantial nature
- Details of joint ventures, acquisitions of companies, or collaboration agreements
- Sale of a material nature, or of investments, subsidiaries and assets, which are not part of the normal course of business
- Non-compliance with any regulatory, statutory or listing requirements, as well as shareholder services, such as non-payment of dividend and delays in share transfer

Board Material Distributed in advance

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

Recording minutes of proceedings at Board and Committee meetings

The Company Secretary records minutes of proceedings of each Board meeting. Draft minutes are circulated to Board members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

NUMBER OF BOARD MEETINGS HELD WITH DATES

Six Board meetings were held during the year, as against the minimum requirement of four meetings.

The details of Board meetings are given below:-

Date	Board Strength	No. of Director present
24th May 2014	8	6
6th August 2014	8	5
17th September 2014	9	7
3rd November 2014	9	5
13th November 2014	9	7
14th February 2015	9	6

5. BOARD COMMITTEES

Details of Board Committees and other related information as to composition, terms of reference are provided hereunder

a. AUDIT COMMITTEE

Composition & Details of Meetings

Name of Member	Designation	Meetings Held	Meeting Attended
Narender Kumar Garg	Chairman	4	4
Sumer Chand Tayal	Member	4	4
Purushottam Dass Bhoot	Member	4	4

**Meeting wise details are forming part of the extract of Annual return attached to the Board Report.*

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial/ accounting expertise/ exposure.

Powers of Audit Committee

a) To investigate any activity within its terms of reference.
b) To seek information from any employee.
c) To obtain outside legal or other professional advice.
d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
   b. Changes, if any, in accounting policies and practices and reasons for the same

c. Major accounting entries involving estimates based on the exercise of judgment by management

d. Significant adjustments made in the financial statements arising out of audit findings

e. Compliance with listing and other legal requirements relating to financial statements

f. Disclosure of any related party transactions

g. Qualifications in the draft audit report

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Monitoring the end use of funds raised through public offers and related matters.

21. Carrying out any other function incidental or ancillary thereto.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Clause 49(VII) of the Listing Agreement.

Review the following information:-

a. Management discussion and analysis of financial condition and results of operations;

b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c. Management letters / letters of internal control weaknesses issued by the statutory auditors;

d. Internal audit reports relating to internal control weaknesses; and

e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

b. NOMINATION AND REMUNERATION COMMITTEE

Composition & Details of Meetings

Name of Members	Designation	Meetings Held	Meeting Attended
Sumer Chand Tayal	Chairman	3	3
Narender Kumar Garg	Member	3	3
Purushottam Dass Bhoot	Member	3	3

**Meeting wise details are forming part of the extract of Annual return attached to the Board Report.*

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement.

Role of Nomination & Remuneration Committee

The role of the committee shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees considering:

   a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

2. Formulation of criteria for evaluation of Independent Directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The details relating to remuneration of Directors, as required under Clause 49 of the Listing Agreement, have been given under a separate section, viz. 'Directors' Remuneration' in this report.

c. STAKEHOLDER RELATIONSHIP COMMITTEE

Composition & Details of Meetings

Name of Member	Designation	Meetings Held	Meeting Attended
Sumer Chand Tayal	Chairman	1	1
Narender Kumar Garg	Member	1	1
Purushottam Dass Bhoot	Member	1	1

**Meeting wise details are forming part of the extract of Annual return attached to the Board Report.*

The SR Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. The SR Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013.

ROLE OF THE COMMITTEE

The role of the Committee shall be as under:

1. To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner;
2. To authorize printing of Share Certificates post authorization from the Board of Directors of the Company;
3. To issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed by:
   (i) any two Directors (including Managing or Whole-time Director, if any), and
   (ii) Company Secretary / Authorised Signatory;
4. To authorise affixation of the Common Seal of the Company on Share Certificates of the Company;
5. To authorise to sign and endorse the Share Transfers on behalf of the Company;
6. To authorise Managers/Officers/Signatories for signing Share Certificates.
7. To authorize issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized ;
8. To monitor redressal of stakeholders complaints/grievances including relating to non-receipt of allotment / refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.
9. To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
10. To oversee the performance of the Register and Transfer Agents and to recommend measures for overall improvement in the quality of investor services.

To perform all functions relating to the interests of security holders of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made there under, Listing Agreements with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority. During the year Seven Complaints were received out of which all seven complaints were disposed off to the satisfaction of the Shareholders. As on 31st March, 2015 no complaints remained unattended/pending more than thirty days. The company has no share transfers/transmission pending as on 31st March, 2015.

Prohibition of Insider Trading

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

d. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition & Details of Meetings

Name of Member	Designation	Meetings Held	Meeting Attended
Narender Kumar Garg	Chairman	1	1
Sumer Chand Tayal	Member	1	1
Vikas Garg	Member	1	1

**Meeting wise details are forming part of the extract of Annual return attached to the Board Report.*

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Board has also empowered the Committee to look into matters related to sustainability and overall governance.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

The responsibilities of the CSR Committee include:

i. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken.
ii. Reviewing "social, political, economic and environmental trends that may have a significant impact on the Company's business activities and performance."
iii. Reviewing and evaluating "management's goals, initiatives and practices for Social Responsibility" and "recommending goals, initiatives and practices for Social Responsibility to the Board of Directors.
iv. Recommending the amount of expenditure for the CSR activities, and
v. Monitoring CSR activities from time to time.

e. RISK MANAGEMENT COMMITTEE

Composition & Details of Meetings

Name of Member	Designation	Meetings Held	Meeting Attended
Manoj Singhal	Chairman	1	1
Narender Kumar Garg	Member	1	1
Vikas Garg	Member	1	1

Primary Objectives

The primary responsibilities are to:

- Discuss with senior management, the Company's Enterprise Risk Management (ERM) and provide oversight as may be needed;

- Ensure it is apprised of the most significant risks along with the action management is taking and how it is ensuring effective ERM;
- Reviewing risk disclosure statements in any public documents or disclosures.

Specific Responsibilities

1. Review and recommend changes to the Risk Management Policy and / or associated frameworks, processes and practices of the Company.
2. Be aware and concur with the Company's Risk Appetite including risk levels, if any, set for financial and operational risks.
3. Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
4. Review the Company's portfolio view of risks and considering it against the Company's Risk Appetite.
5. Being apprised of significant risk exposures of the Company and whether Management is responding appropriately to them.
6. Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities. For example, internal or external audit issue relating to risk management policy or practice.
7. The Risk Management Committee shall have access to any internal information necessary to fulfill its oversight role. The risk management committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
8. Perform other activities related to this Charter as requested by the Board of Directors or to address issues related to any significant subject within its term of reference.

Meeting wise details are forming part of the extract of Annual return attached to the Board Report.

f. EXECUTIVE COMMITTEE

Composition

Name of Member	Designation	Meetings Held	Meeting Attended
Vikas Garg	Chairman	13	13
Vivek Garg	Member	13	12
Ashutosh Kumar Verma	Member	13	13

**Meeting wise details are forming part of the extract of Annual return attached to the Board Report.*

ROLE OF EXECUTIVE COMMITTEE

The Executive Committee is responsible for the management of the Business and functions as a coordination committee independent of any legal entity of the Group.

In particular, and without limitation, the Executive Committee shall have the following duties:

1. Prepare corporate policies, strategies and strategic plans for the attention of and approval by the Board or its committees.
2. Implement the strategies and policies agreed upon by the Board.
3. Regularly assess the achievement of the targets for the Business.

4. Submit the following to the Board or to one of its committees for approval or advice in accordance with such regulations and standards as are promulgated by the Board from time to time:
   a) Appointments to and removals of associates with material impact on the Business except Key Managerial personnel.
   b) Significant agreements with third parties and engagement in new business activities.
   c) The revenue, financial, and investment budgets of the Business and its divisions, business units and supporting functions, including any addenda thereto.
5. Implement the matters approved by the Board.
6. Prepare and submit quarterly and annual reports for the attention of and approval by the Board or its committees, and to keep the Board informed of all matters of fundamental significance to the Business.
7. Implement modifications to the organization of the Business to ensure efficient operation of the Business and achievement of optimized consolidated results.
8. Promote an active internal and external communications policy.
9. Ensure that management capacity, financial and other resources are provided and used efficiently.
10. Promulgate guidelines, including guidelines for planning, controlling, reporting, finance, personnel, information and other technologies.
11. Deal with such other matters as are delegated by the Board to the Executive Committee from time to time which shall be deemed to have been delegated except the following powers which shall be exercised by the Board of Directors only:-
    (a) to make calls on shareholders in respect of money unpaid on their shares;
    (b) to authorise buy-back of securities;
    (c) to issue securities, including debentures, whether in or outside India
    (d) to approve financial statement and the Board's report;
    (e) to diversify the business of the company;
    (f) to approve amalgamation, merger or reconstruction;
    (g) to take over a company or acquire a controlling or substantial stake in another company;
    (h) to make political contributions;
    (i) to appoint or remove key managerial personnel (KMP)
    (j) to appoint internal auditors and secretarial auditor;

g. COMPENSATION COMMITTEE

Composition & Details of Meetings

Name of Member	Designation	Meetings Held	Meeting Attended
Narender Kumar Garg	Chairman	NIL	NIL
Sumer Chand Tayal	Member	NIL	NIL
Vikas Garg	Member	NIL	NIL

**Meeting wise details are forming part of the extract of Annual return attached to the Board Report.*

The scope of the activities of the Committee includes the following:

1. To ensure administration of ESOP's granted to various employees of the Company.
2. Annual performance evaluation of the various employees of the Company.

h. EQUITY WARRANT COMMITTEE

Composition & Details of Meetings

Name of Member	Designation	Meetings Held	Meeting Attended
Narender Kumar Garg	Chairman	NIL	NIL
Sumer Chand Tayal	Member	NIL	NIL
Vivek Garg	Member	NIL	NIL

**Meeting wise details are forming part of the extract of Annual return attached to the Board Report.*

The Equity Warrant Committee is authorized to convert the convertible warrants, issue and allot resultant equity shares, subject to such conditions or modifications that may be imposed, required or suggested by the Securities & Exchange Board of India (the SEBI), Stock Exchange(s) or other authorities and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient.

6. DIRECTORS' REMUNERATION

Remuneration policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed with Directors' Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

The Managing Director's monthly compensation has been set at Rs. 30,000/- as against Rs. 50,000/- as approved, reflecting his desire to continue to set a guiding example for moderation in managerial compensation levels.

Performance criteria for Three Executive Directors, entitled for Performance Linked Incentive (PLI), are determined by the Nomination and Remuneration Committee.

The tenure of office of the Managing Director and Whole-time Directors is for five years from their respective dates of appointments. There is no separate provision for payment of severance fees.Sitting fee is paid to Non-Executive Directors @ Rs. 20,000/- per Board meeting, Details of sitting fees paid during the year are as under:-

1. Mr. Jagdish Capoor- Rs. 60,000/-
2. Mr. Pradip Kumar Banerji- Rs. 80,000/-

7. SUBSIDIARY COMPANIES MONITORING FRAMEWORK

The Company does not have any subsidiary as on 31st March, 2015

8. GENERAL BODY MEETINGS

Annual General Meeting

The date and time of preceeding 3 years Annual General Meetings and last year's Extra- Ordinary General Meetings are as follows:-

Financial year Date	Time	Venue	Special Resolution Passed
Thursday, 27th September, 2012	11:30 A.M.	Haryana Maitri Bhawan, Pitampura, New Delhi	NONE
Friday, 27th September, 2013	11:30 A.M.	Haryana Maitri Bhawan, Pitampura, New Delhi	NONE
Monday, 29th September, 2014	11:30 A.M.	Haryana Maitri Bhawan, Pitampura, New Delhi	NONE
Saturday, 1st November, 2014	11.30 A.M	Haryana Maitri Bhawan, Pitampura, New Delhi	1. Alteration of MOA & AOA as per New Companies Act, 2013 2. Increase in Authorised Share Capital. 3. Issue of Bonus Shares

No Postal Ballot was conducted during the year under review.

9. DISCLOSURES

Disclosures on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large

During the period under review, the Company had not entered into any material transaction with any of its related parties.

None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Director's Report of the Company.

i. Adoption of mandatory and non-mandatory requirements of clause 49

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company has not following non-mandatory requirements of Clause 49 of the Listing Agreement.

ii. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the period under review.

During the period under review, SEBI had issued a Notice in connection with the delay in issue of Bonus for which the company has filed consent application with SEBI which is pending adjudication as on date.

iii. Whistle Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

10. MEANS OF COMMUNICATION

Quarterly Results: The Company's quarterly results are published in 'Financial Express'/'Millennium Post' and 'Hari Bhoomi', and are displayed on its website (www.vikasglobal.com).

Website: The Company's website (www.vikasglobal.com) contains a separate dedicated section 'Investors Zone' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

Annual Report: The Annual Report containing, *inter alia*, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website (www.vikasglobal.com).

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web- based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Exclusive email-id: The Company has designated an email-id exclusively for investor servicing is investors@vikasglobal.in.

11. GENERAL SHAREHOLDER INFORMATION

Company Registration Details

The Company is registered in the State of Delhi, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65999DL1984PLC019465.

Annual General Meeting

(Day, Date, Time and Venue)
Wednesday, September 30, 2015 at 11.30 a.m at Haryana Maitri Bhawan, Pitampura, New Delhi- 110027

Financial Year and Calender (Tentative)

April 1 to March 31

Results for the Quarter Ending

June 30, 2015-	By 14th August, 2015
September 30, 2015-	By 14th November, 2015
December 31, 2015-	By 14th February, 2016
March 31, 2015-	By 30th May, 2016

Annual General Meeting- upto 30th September, 2016

Date of Book Closure

24th September, 2015 to 30th September, 2015 (Both days inclusive)

Dividend Payment Date

From 6th October, 2015 to 4th November, 2015

Listing on Stock Exchanges

BSE Limited
Phiroze JeejeeBhoy Towers, Dalal Street, Mumbai-400007
Scrip Code- 530961

National Stock Exchange of India Limited (NSE)
"Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai 400 051
Trading Symbol - VIKASGLOB
ISIN: INE0806A01020

Delhi Stock Exchange Limited – Derecognised by SEBI vide circular dated 19th Nov. 2014

Payment of Listing Fees

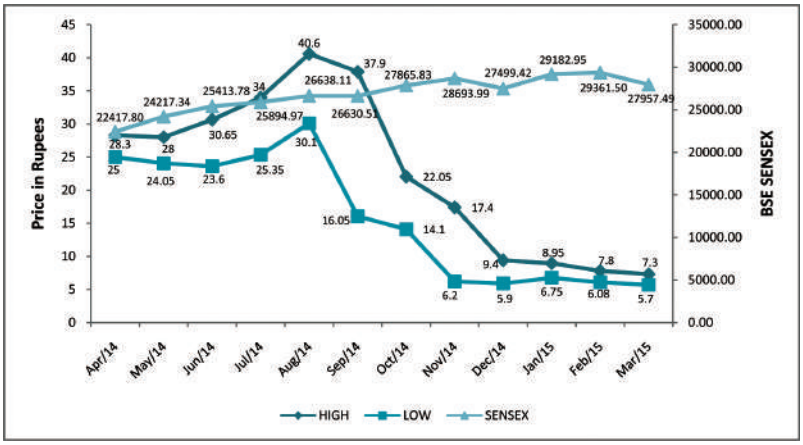
Annual listing fee for the year 2015-16 has been paid by the Company to BSE and NSE.

Stock Market Price Data

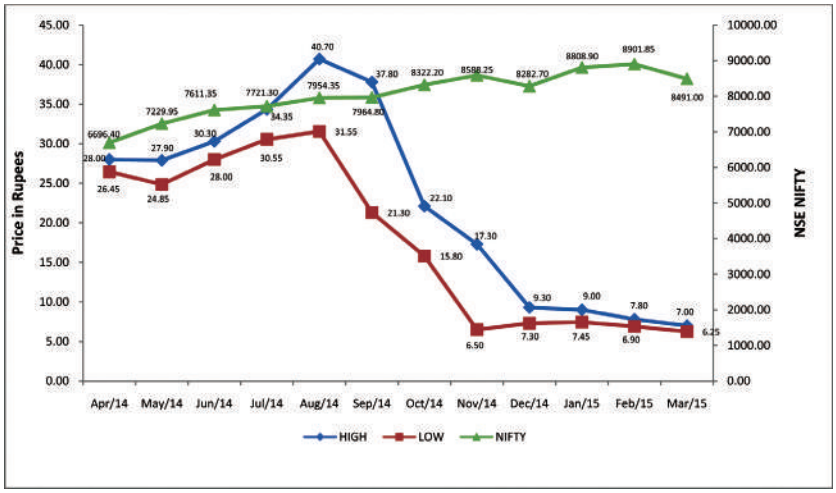
Price details monthly High-Low as compared with broad based BSE Index.

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	Deli Qty. To Trade Qty.	Spread	
										H-L	C-O
Apr 14	27.75	28.30	25.00	25.05	17,67,913	875	4,78,89,639	18,07,913	102.26	3.30	-2.70
May 14	25.50	28.00	24.05	25.00	8,94,520	1,303	2,31,99,951	8,94,520	100.00	3.95	-0.50
Jun 14	25.05	30.65	23.60	27.60	4,85,176	1,694	1,24,59,514	4,07,785	84.05	7.05	2.55
Jul 14	27.10	34.00	25.35	30.85	21,62,334	7,320	6,66,67,463	6,69,050	30.94	8.65	3.75
Aug 14	30.95	40.60	30.10	31.40	52,95,518	32,868	18,47,23,070	12,69,085	23.97	10.50	0.45
Sep 14	32.60	37.90	16.05	21.25	50,62,505	33,628	15,31,71,275	13,00,288	25.68	21.85	-11.35
Oct 14	21.45	22.05	14.10	15.85	40,13,147	10,794	6,70,97,588	25,77,284	64.22	7.95	-5.60
Nov 14	15.10	17.40	6.20	6.55	31,44,475	16,252	3,45,48,050	20,38,142	64.82	11.20	-8.55
Dec 14	6.94	9.40	5.90	7.26	46,45,791	17,661	3,41,10,830	28,95,136	62.32	3.50	0.32
Jan 15	7.25	8.95	6.75	7.46	28,43,998	8,382	2,19,05,043	19,46,911	68.46	2.20	0.21
Feb 15	7.48	7.80	6.08	6.90	6,94,753	4,305	48,66,804	5,08,108	73.14	1.72	-0.58
Mar 15	6.88	7.30	5.70	6.20	15,67,467	2,762	98,94,310	13,64,324	87.04	1.60	-0.68

Performance in comparison to broad based indices



	NSE					Spread	
Month	**Open**	**High Price**	**Low Price**	**Close**	**Volume**	**H-L**	**C-O**
April 2014	26.85	28.00	24.30	26.45	2258794	3.70	0.40
May 2014	27.00	27.90	23.60	24.85	2132153	4.30	2.15
June 2014	25.00	30.30	23.75	28.00	1078433	6.55	-3.00
July 2014	29.40	34.35	26.00	30.55	3783321	8.35	-1.15
August 2014	30.50	40.70	29.80	31.55	10013642	10.90	-1.05
September 2014	31.35	37.80	16.40	21.30	13617558	21.40	10.05
October 2014	21.30	22.10	14.05	15.80	7700862	8.05	5.50
November 2014	15.05	17.30	6.05	6.50	12135346	11.25	8.55
December 2014	6.70	9.30	6.30	7.30	14497726	3.00	-0.60
January 2015	7.30	9.00	6.55	7.45	8674046	2.45	-0.15
February 2015	7.70	7.80	5.95	6.90	2804997	1.85	0.80
March 2015	7.00	7.00	5.75	6.25	10905065	1.25	0.75



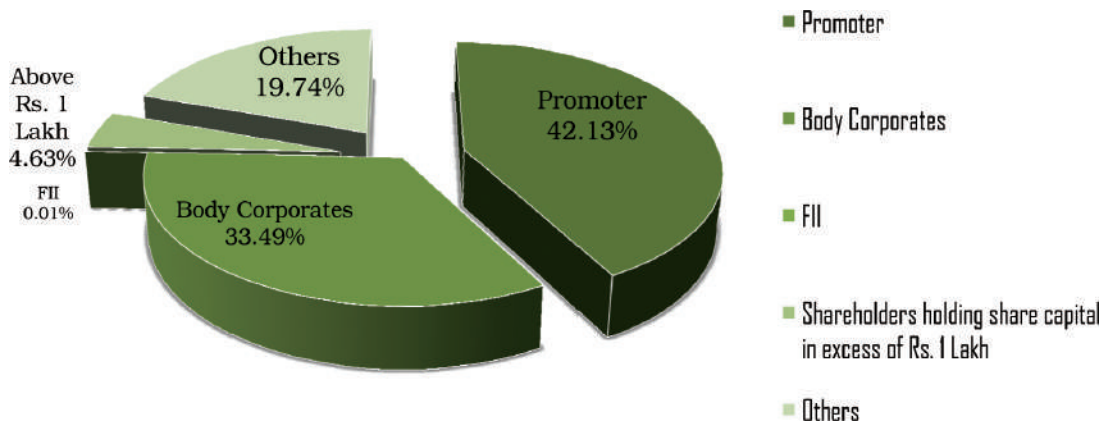
SHARE TRANSFER SYSTEM

Share transfers are processed and share certificates duly endorsed are delivered within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Managing Director and/or Company Secretary. A summary of transfer/transmission of securities of the Company so approved by the Managing Director/Company Secretary is placed at every Board meeting / Stakeholders' Relationship Committee. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2015

Category oF Share	Number of shareholders	Total Number of Shares	Percentage	Category	Holders	Shares	% of Total Shares
Shareholding of Promoter and Promoter Group	15	107108380	42.13	Upto 5000	2781	2912929	1.146
Body Corporates	262	85138406	33.49	5001 – 10000	153	1188751	0.468
FII	1	30000	0.01	10001- 20000	227	3020265	1.188
Shareholders holding share capital in excess of Rs. 1 Lakh	93	50014142	4.63	20001-30000	60	1486861	0.585
Others	3109	151962889	19.74	30001-40000	19	647373	0.255
				40001-50000	24	1156511	0.455
				50001-100000	52	3955222	1.556
				Above 100000	164	239871763	94.349
TOTAL	**3480**	**254239675**	**100**	**TOTAL**	**3480**	**254239675**	**100**

CATEGORYWISE SHAREHOLDING POSITION AS ON 31 MARCH, 2015



CORPORATE BENEFITS TO INVESTOR

DIVIDEND DECLARED FOR LAST FIVE YEARS

FINANCIAL YEAR	DIVIDEND PER SHARE	FACE VALUE PER SHARE
2009-10	0.50	10
2010-11	1.00	10
2011-12	0.50	10
2012-13	0.50	10
2013-14	0.05	1

Note:- *Dividend of* Rs. 0.05/- *per share, recommended by Directors is subject to declaration by shareholders at the ensuing Annual General Meeting.*

The Company had issued Bonus shares to the existing Shareholders in the ratio 3:2 (three bonus equity share of Rs. 1/- each for every two paid up equity share held)

DEMATERIALISATION OF SHARES

MODE OF HOLDING	%AGE
NSDL	82.84
CDSL	15.55
Physical	1.61
TOTAL	**100**

COMPLIANCE CERTIFICATE OF THE AUDITORS

A Certificate confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.

Address for Correspondence

Vikas GlobalOne Limited
Vikas Apartments 34/1, East Punjabi Bagh, New Delhi-110026
PH:- +91-11-43144444
E-MAIL: investors@vikasglobal.in

Registrars and Share Transfer Agents

Alankit Assignments Limited
4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055
Tel. No. 011-42541234, 23541234
Email; info@alankit.com, rta@alankit.com
Website: www.alankit.com

Plant Location

1: IGC, PHASE-I, SIDCO SAMBA JAMMU & KASHMIR PIN-184121
2: G-24-30, VIGYAN NAGAR, SHAHJHAN PUR, ALWAR, RAJSTHAN PIN-301706
3: PLOT NO. 38 (GF) POCKET K SEC. 5, DSIIDC BAWANA INDUSTRIAL AREA COMPLEX DELHI PIN-110039
4: PLOT NO. A-6 (D) ELDICO SIDCUL INDUSTRIAL PARK UDHAM SINGH NAGAR DISST. UDHAM SINGH NAGAR UTTRAKHAND PIN-111111

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT.

In accordance with Clause 49 sub-clause 1(D) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and the senior management personnel of the Company have affirmed Compliance to their respective codes of conduct, as applicable to them for the Financial Year ended 31st March, 2015.

For Vikas GlobalOne Limited

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

Place: New Delhi
Date: 12.08.2015

Auditors' Report on Corporate Governance

To the Members,
VIKAS GLOBALONE LIMITED

We have examined the compliance of conditions of Corporate Governance by Vikas GlobalOne Limited, for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AAA & ASSOCIATES
Company Secretaries

Place of Signature: Delhi
Date: 12.08.2015

Sd/-
(A.K.Popli)
Partner
C.P. No. 2544

INDEPENDENT AUDITORS' REPORT

To
The Members of
Vikas GlobalOne Limited

New Delhi

Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **M/s Vikas GlobalOne Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the **state of affairs** of the Company as at 31 March 2015 and its **profit** and its **cash flows** for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the notes to the financial statements:-

a. Note No. ***33****, relating to pending registration of lease deed for leasehold land Situated at GIDC, Dahej, Gujarat*

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:-
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
   d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
   e. on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
   f. in our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:-
      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer to Note No. **32** to the financial statements.
      ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise and
      iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For **R S P H & Associates**
Chartered Accountants
FRN : 003013N

(CA. Tarun Kumar Batra)
Partner
Membership No:094318
Place: New Delhi
Date: 30/05/2015

Annexure to the Independent Auditors' Report

The annexure referred to in Para 1 of "**Report on Other Legal and Regulatory Requirements"** of the Independent auditors' report of even date to the members of **Vikas GlobalOne Limited (the Company)** on the accounts of the company for the year ended 31st March, 2015. We report that:

(i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals, in a phased verification programme, which in our opinion , is reasonable, looking to the size of the company and the nature of its business.

(ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) In our opinion and on the basis of information and explanation given to us , the Company has neither granted nor accepted unsecured loans to/from Companies covered in the register maintained under Section 189 of the Companies Act, 2013,

Thus, clause (iii) (a), (iii) (b) of paragraph 4 of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventories and fixed assets and sale of publications and other allied services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act'2013, and the rules framed there under.

(vi) We have broadly reviewed the books of accounts maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has generally not been regularly depositing with the appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues applicable to it but delay in deposit has been observed in some cases and Wealth Tax liability has not been determined and paid and Return of the Same has not been filed.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable except as stated hereunder:-

Nature of Statute	**Nature of Dues**	**Amount**	**Forum where dispute is pending**
Income Tax Act	Income Tax Demand	Rs. 31,44,000/-	ITAT
Custom Act	Custom Duty Demand	Rs.5,33,266/-	Custom Authorities
VAT	Vat Demand	Rs. 88,000/-	VAT Authorities
VAT	Vat Demand	Rs. 90,67,107/-	Special Commissioner Deptt. Of Trade & Taxes

(c) According to the information and explanations given to us, there has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.

(viii) The Company does not have any accumulated losses at the end of the financial year and the company has not incurred cash losses during the financial year covered by audit and there was no cash loss in immediately preceding financial year.

(ix) In our opinion and as per information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks.

(x) In our opinion and as per information and explanations given to us, the Company has given guarantee of Rs. 1600 Lacs for loans taken by others (i.e. Moonlite Technochem Private Limited) from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company. The Company Moonlite Technochem Private Limited was subsidiary of this company till 10.08.2014. Though the Company Moonlite Technochem Private Limited has written to the bank for release of Corporate guarantee of the company to the bank but till date the corporate guarantee has not been released by the bank.

(xi) As per information & explanations given by the Company, the term loans have been applied for the purpose for which they have been obtained.

(xii) During the course of examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For R S P H & Associates
Chartered Accountants
FRN :003013N

(CA. Tarun Kumar Batra)
Partner
Membership No:094318
Place: New Delhi
Date: 30/05/2015

Balance Sheet as at 31st March 2015

₹ in rupees

	Note No.	As at 31st March 2015	As at 31st March 2014
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	2	25,42,39,675	10,16,95,870
Reserves and surplus	3	17,86,59,918	30,77,47,479
Money received against share warrants			
		43,28,99,593	**40,94,43,349**
Share application money pending allotment			
Non-current liabilities			
Long-term borrowings	4	7,48,19,041	1,81,93,857
Deferred tax liabilities (Net)	5	68,562	35,20,136
Other long term liabilities	6	16,68,685	13,76,240
Long-term provisions	7	-	-
		7,65,56,288	**2,30,90,233**
Current liabilities			
Short-term borrowings	8	58,69,85,296	39,38,93,945
Trade payables	9	31,43,71,473	23,80,23,417
Other current liabilities	10	2,49,29,267	15,15,74,808
Short-term provisions	7	3,68,24,771	1,08,65,322
		96,31,10,807	**79,43,57,492**
TOTAL		**1,47,25,66,688**	**1,22,68,91,074**
ASSETS			
Non-current assets			
Fixed assets	11		
Tangible assets		21,02,06,995	21,09,96,317
Intangible assets			5,84,292
Capital work-in-Progress			
Intangible assets under development			
Non-current investments	12	3,55,046	5,35,60,241
Deferred tax assets (net)	5		
Long-term loans and advances	13	34,23,533	30,71,152
Other non-current assets	14		5,70,252
		21,39,85,574	**26,87,82,254**
Current assets			
Current investments			
Inventories	15	27,89,60,642	23,84,85,608
Trade receivables	16	74,75,47,944	53,84,58,146
Cash and cash equivalents	17	79,69,311	44,24,274
Short-term loans and advances	13	22,17,47,255	17,52,54,936
Other current assets	18	23,55,962	14,85,856
		1,25,85,81,114	**95,81,08,820**
TOTAL		**1,47,25,66,688**	**1,22,68,91,074**

NOTES TO ACCOUNTS: forming part of Financial Statement 1 – 55

As per our report of even date attached

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

For R S P H AND ASSOCIATES
Chartered Accountants
(FRN: 003013N)

For and on behalf of the Board of Directors

TARUN KUMAR BATRA
PARTNER
Membership No.: 094318

VIKAS GARG
(MANAGING DIRECTOR)
00255413

SUMER CHAND TAYAL
(DIRECTOR)
00255661

Place: NEW DELHI
Date: 30.05.2015

GAYATRI CHAWLA
(COMPANY SECRETARY)

ASHUTOSH KUMAR VERMA
(CHIEF EXECUTIVE OFFICER)

PANKAJ KUMAR GUPTA
(CHIEF FINANCIAL OFFICER)

Statement of Profit and loss for the year ended 31st March 2015

₹ in rupees

	Note No.	As at 31st March 2015	As at 31st March 2014
Revenue			
Revenue from operations	19	2,21,26,42,831	1,77,47,52,594
Less: Excise duty		(10,24,88,190)	(7,79,17,329)
Net Sales		**2,11,01,54,641**	**1,69,68,35,265**
Other income	20	3,70,70,306	1,90,73,289
Total revenue		**2,14,72,24,947**	**1,71,59,08,554**
Expenses			
Cost of material Consumed	21	1,24,50,74,345	85,02,54,313
Purchase of stock-in-trade	22	49,42,21,506	60,68,96,999
Changes in inventories	23	2,09,09,438	(48,87,269)
Employee benefit expenses	24	3,71,72,085	3,64,28,625
Finance costs	25	10,71,12,968	6,42,34,270
Depreciation and amortization expenses	26	3,41,80,113	1,90,54,012
Other expenses	27	14,63,25,817	10,64,54,318
Total expenses		**2,08,49,96,272**	**1,67,84,35,268**
Profit before exceptional, extraordinary and prior period items and tax		**6,22,28,675**	**3,74,73,286**
Exceptional items			
Profit before extraordinary and prior period items and tax		**6,22,28,675**	**3,74,73,286**
Extraordinary items			
Prior period item			
Profit before tax		**6,22,28,675**	**3,74,73,286**
Tax expenses			
Current tax		1,24,50,558	49,16,367
Mat Credit Availed		92,00,052	27,81,195
Deferred tax		(36,43,842)	1,18,162
Excess/short provision relating earlier year tax		63,63,547	(4,03,309)
Profit(Loss) for the period from continuing operations		**3,78,58,361**	**3,00,60,871**
Profit(Loss) from discontinuing operations			
Tax expenses of discontinuing operations			
Profit(Loss) from discontinuing operations(after tax)			
Profit(Loss) for the period		**3,78,58,361**	**3,00,60,871**
Share earnings From Partnership Firm		-	31,84,666
Profit(Loss) for the period		**3,78,58,361**	**3,32,45,537**
Earning per share			
Basic	**43**	**0.15**	**0.13**
Diluted	**43**	**0.15**	**0.13**
SIGNIFICANT ACCOUNTING POLICIES	**1**		

As per our report of even date attached

For R S P H AND ASSOCIATES
Chartered Accountants
(FRN: 003013N)

For and on behalf of the Board of Directors

TARUN KUMAR BATRA
PARTNER
Membership No.: 094318

VIKAS GARG
(MANAGING DIRECTOR)
00255413

SUMER CHAND TAYAL
(DIRECTOR)
00255661

Place: NEW DELHI
Date: 30.05.2015

GAYATRI CHAWLA
(COMPANY SECRETARY)

ASHUTOSH KUMAR VERMA
(CHIEF EXECUTIVE OFFICER)

PANKAJ KUMAR GUPTA
(CHIEF FINANCIAL OFFICER)

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH 2015

PARTICULARS	FOR THE PERIOD ENDED ON 31-03-15	FOR THE PERIOD ENDED ON 31-03-14
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit (loss) before extraordinary items and Tax	6,22,28,676	3,74,73,286.18
Adjustments for:		
Depreciation	3,35,95,820	1,84,69,718.84
Amortization	5,84,293	5,84,293
ESOP Amortization	18,55,716	1,27,63,877
Interest on Income Tax	3,17,229	-
Interest expenses	10,71,12,968	6,42,34,270.31
Profit on sale of Investment	(1,88,23,854)	-
Profit on sale of Tangible Asset	(4,125)	-
Interest on current investments	(32,61,658.03)	(50,76,887.73)
Operating Profit (Loss) before working capital changes	**18,36,05,064**	**12,84,48,557**
Adjustments for:		
(Increase)/Decrease in inventories	(4,04,75,034)	3,65,32,098
(Increase)/Decrease in trade receivables	(20,90,89,799)	(17,48,42,473)
(Increase)/Decrease in other current assets	(8,70,106)	12,02,369
(Increase)/Decrease in loans and advances	(4,64,92,319)	(5,48,92,162)
Increase/(Decrease) in trade payables	7,63,48,056	1,10,12,706
Increase/(Decrease) in other liabilities	(12,38,86,915)	8,70,96,820
Increase/(Decrease) in provisions	36,058	6,69,966
Cash generated from operations	**(16,08,24,995)**	**3,52,27,881**
Direct taxes (paid)/refunded	(1,26,96,575)	(64,59,694)
Net Cash flow from (used)in operating activities	**(17,35,21,571)**	**2,87,68,187**
B.CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible fixed assets	(3,39,27,103)	(5,19,80,030)
Net effect of invest in Sigma Plastic	1,85,05,845	-
Sale of Investment (Moonlite Technochem Pvt Ltd)	5,35,34,190	2,18,61,274
Sale of tangible fixed assets	5,000	-
Other interest received	45,42,372	82,61,554
Long term loans and advances	(3,52,381)	-
Other Non-current activities net	5,70,252	-
Net cash flow from (used) in investing activities	**4,28,78,175**	**(2,18,57,203)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from short term borrowings	19,03,32,725	6,87,60,020
Proceeds from Long term borrowings	5,66,25,184	(54,41,541)
Interest Paid on bank borrowings	(10,71,12,968)	(6,42,34,270)
Share Capital	-	6,56,500
Other Long-term liabilities	2,92,445	-
Dividend paid	(50,84,794)	(49,08,713)
Dividend distribution tax paid on equity shares	(8,64,161)	(8,19,557)
Net cash flow from (used) in financing activities	**13,41,88,431**	**(59,87,560)**
Net increase (decrease) in cash and cash equivalents	**35,45,037**	**9,23,424**
Cash and Cash Equivalents at the beginning of the year	44,24,274	35,00,850
Cash and Cash Equivalents at the end of the year	**79,69,311**	44,24,274

As per our report of even date attached

For R S P H AND ASSOCIATES
Chartered Accountants
(FRN: 003013N)

For and on behalf of the Board of Directors

TARUN KUMAR BATRA
PARTNER
Membership No.: 094318

VIKAS GARG
(MANAGING DIRECTOR)
00255413

SUMER CHAND TAYAL
(DIRECTOR)
00255661

Place: NEW DELHI
Date: 30.05.2015

GAYATRI CHAWLA
(COMPANY SECRETARY)

ASHUTOSH KUMAR VERMA
(CHIEF EXECUTIVE OFFICER)

PANKAJ KUMAR GUPTA
(CHIEF FINANCIAL OFFICER)

NOTE 1:

- **Background and Nature of Operations**

Vikas GlobalOne Limited (VGL) is a Delhi based professionally managed Company incorporated on 30th November, 1984 under the Companies Act, 1956, having its registered office at Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026 and is actively engaged in the business of Manufacturing and Distribution of Specialty Polymers Compounds and Additives. The Company is listed in National Stock Exchange of India (NSE) and Bombay Stock Exchange (BSE).

The Company is engaged in the business of manufacturing and distribution of high end products used in Agricultural Pipes, Auto Parts, Wires and Cables, Artificial Leather, Footwear, Organic Chemicals, Polymers, Pharmaceuticals and Packaging industries while alongside acting as distributor of global conglomerates with niche in specialty chemicals and polymers.

Manufacturing plants of the Company are spread in various geographical locations across India, in the state of J&K and Rajasthan. This has been done keeping in mind the Strategic and Location advantages with regard to availability of raw material, tax incentives, subsidy grants as well as market potential for finished goods. These industrial units have speedy connectivity to Road, Rail and Air transport. The Company has built the plants with the best of the machineries and technical knowhow available from the world's leading suppliers. The manufactured products of the Company have been well received in the market and have further scope of greater development with increased production capacities. The products manufactured by the Company are environmental friendly.

- **Summary of Significant Accounting Policies**

The significant accounting policies adopted by the Company, in respect of the financial statements are set out below.

a) **Basis of Presentation:** These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 & other relevant provisions of the Companies Act, 2013 & guidelines issued by the SEBI. The accountings policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard require a change in the accounting policy hitherto in use.

b) **Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Hence, the differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

c) **Inventories**

i) Raw Material/Trading is valued at lower of cost OR net realizable value.
ii) Finished products are valued at lower of cost OR net realizable value. Cost being the weighted average material cost & includes cost of conversion & other cost incurred in bringing the

goods to their present location & condition. Closing balance of finished stock are accounted for on the basis of physically verified quantities.

iii) Packing Material, stores & spares parts are valued at lower of moving weighted average cost and net realizable value.

iv) Inventory on construction activities has been valued at cost incurred.

v) Obsolescence: Obsolete, slow moving & defective inventories are identified at the time of physical verification of inventories & wherever necessary provision is made for such inventories.

vi) Shortage / Excess of Packing Material, Stores & spares parts and finish goods arising from physical verification are charged/adjusted to consumption/production.

d) Prior Period Items: Significant items of Income and Expenditure which relates to prior accounting period are accounted in the statement of profit and loss under the head "**prior period expenses / income**" other than those occasioned by events occurring during or after the close of the year and which are treated as relatable to the current year.

e) Fixed Assets, Impairment: Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment of losses if any. The Company capitalizes all direct costs relating to the acquisition and installation of fixed assets. Advances paid towards the acquisition of fixed assets outstanding at each balance sheet date and the cost of fixed assets not ready to use before such date are disclosed under 'Capital Advances'.

f) Depreciation and Amortization:

· Depreciation on tangible asset is provided on Written Down Value Method (WDV) over the useful lives of assets estimated by the management. Depreciation on asset purchased/sold during the period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on Straight Line Basis, commencing from the date the asset is available to the Company for its use. The management estimates the useful lives for the fixed assets as follow:

• Building Office	60 Years
• Building Factory	30 Years
• Plant and Machinery	15 Years
• Office Equipment	5 Years
• Furniture and fixture	10 Years
• Electricity Fitting and Installation	10 Years
• Vehicles	
• Motor cycles, scooters	10 Years
• Motor cars	8 Years
• Computers	3 Years
• Lease Hold Land	Remaining useful live As per lease agreement

- Depreciation and amortization methods, useful lives and residual values are reviewed predictably including at each financial year end.

g) Impairment:

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. In assessing value in use,

the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If, at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount. Impairment losses previously recognized are accordingly reversed.

h) **Investments:** Investments are classified as long term or current investments. Long term investments are stated at cost and provision for diminution in their value, other than temporary, is recorded in the books of account. Current investments are stated at the lower of cost or fair value. 100 % Provision has been made in case the realizable value is uncertain.

i) **Revenue recognition:** Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of goods: - Revenue from sale of goods is recognized when significant risks and rewards of ownership of goods are transferred to the customers. Sales are net of sales return, free quantities delivered and trade discounts.

Interest: - Interest income from deposits and others is recognized on accrual basis (i.e. time proportion basis).

Construction Contract:-The Company follows complete contract method of accounting in respect of its construction activity. Under this method, the profit on unit sold is recognized only when the work in respect of the relevant unit is completed or substantially completed which is determined on technical estimations and the underlying sale deed is executed.

Profit on sale of Investment: - Profit on sale of investment is recognized on the date of transaction of sale and is computed with reference to the cost of investments.

Other Revenue Receipts: - Other revenue receipts are recognized on accrual basis (i.e. time proportion basis).

j) **Borrowing Costs:** Borrowing costs attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue in the year in which they are incurred.

k) **Earnings Per Share:** Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The Weighted average no of Equity shares outstanding during the year after adjusted for the events of bonus issue element in a right issue to equity shareholders, share split and reserve share split (consolidation of shares).

l) **Operating Leases:** Leases of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under operating leases are recognized as an expense on a straight-line basis over the lease term in accordance

with Accounting Standard 19 (AS 19) - Leases as notified under the Companies (Accounting Standards) Rules, 2006, as amended.

m) **Cash & Cash Equivalent:** Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

n) **Cash Flow Statement:** Cash Flows are reported using indirect method, whereby profit before tax is adjusted for efforts of transactions of non cash nature and any deferral or accruals of any past or future cash receipts or payments. The Cash Flows from regular revenue generating, financing and investing activity of the Company segregated.

o) **Employees' Retirement Benefits:**

- **Short Term Employee Benefits:**

  Short Term Employee Benefits are recognized as Expenditure in the profit and loss accounts of the year in which the related services are rendered.

- **Post Employment Benefits:**

- **Defined Contribution Plans:**

  Contribution payable by the Company to the Central Government authorities in respect of Provident fund, Family Pension fund and Employee State Insurance are defined plans. These contributions are recognized as expenses in the statement of Profit and Loss during the period in which the employee renders the related services. The Company does not have any further obligation in this respect beyond such contribution.

- **Defined Benefit Plans:**

  The Company provides for gratuity the liability with regard to gratuity plan are determine by Actuarial Valuation, performed by an independent Actuary at each balance sheet date. Gratuity are covered under the Gratuity Policy respectively, of Life Insurance Corporation of India (LIC).The Present Value of the Obligation is determined by using projected unit Credit method. Actuarial Gains and Loss rising on such valuation are recognized immediately in the profit and loss account.

p) **Taxes on Income:** Tax expense comprises of current tax and deferred tax.

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act 1961. Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement income and taxable income for the year. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred Tax Assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Unrecognized deferred tax assets of earlier periods are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which deferred tax assets can be realized.

q) **Provisions, Contingent Liabilities and Contingent Assets:** Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet

date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. Contingent liability is disclosed for:

i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or,
ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

r) Foreign Currency Transactions:

i). **Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction to the foreign currency amount.
ii). **Conversion:** Foreign currency monetary items are converted to reporting currency using the closing rate. Non monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency is reported using the exchange rates that existed when the values were determined.
iii). **Exchange Differences:** Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded, are recognized as income or expense in the year in which they arise except those arising from investments in non-integral operations.
iv). **Forward Exchange Contract:** In case of forward Exchange contract, difference between the forward rates and the exchange rate on the date of transaction is recognized as expenses or income over the life of the contract. Exchange difference on such contract is recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expenses for the year.

s) Government Grants: Government grants are recognized when there is reasonable assurance that the group will comply with the condition attaching to them and grants will be received. Revenue grants are recognized in the statement of Profit and loss account. Capital grants relating to Specific Fixed Assets are reduced from gross value of respectively fixed assets and other grant are credited to capital reserve account.

t) Employee Stock Option Scheme: The Company account for Equity Settled Stock Options as per accounting treatment prescribed by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and the guidance note on the Employees Share-Based Payments issued by the Institute of Chartered Accountant of India using the intrinsic value method. Earlier scheme was formulated under the guidelines issued by SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999.

Note No. 2 Share Capital

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Authorised : 260000000 (31/03/2014:159500000) Equity shares of Rs. 1/- par value	26,00,00,000	15,95,00,000
Issued : 254239675 (31/03/2014:101695870) Equity shares of Rs. 1/- par value	25,42,39,675	10,16,95,870
Subscribed and paid-up : 254239675 (31/03/2014:101695870) Equity shares of Rs. 1/- par value	25,42,39,675	10,16,95,870
Total	**25,42,39,675**	**10,16,95,870**

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares

₹ in rupees

	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	10,16,95,870	10,16,95,870	10,16,95,870	10,16,95,870
Issued during the Period (Bonus Issue)	15,25,43,805	15,25,43,805	-	-
Redeemed or bought back during the period	-	-	-	-
Outstanding at end of the period	**25,42,39,675**	**25,42,39,675**	**10,16,95,870**	**10,16,95,870**

Details of Shareholders holding shares more than 5% shareholding

PARTICULARS	AS AT 31-03-15		AS AT 31-03-14	
	No of Shares	%	No of Shares	%
Vikas Garg	5,33,62,250	20.99%	2,36,44,900	23.25%
Vikas Polymerland Private Limited	3,03,24,075	11.93%	1,03,29,630	10.16%
Goodlife Impex Private Limited	2,97,96,000	11.72%	1,19,70,000	11.77%

Right, Preferences and Restriction attached to Shares

Equity Shares

The Company has only one class of Equity having a par value Rs. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Bonus Shares:- The Company has allotted 15,25,43,805 fully paid Equity Shares of Face Value Rs. 1/- each during the Financial Year 2014-15, pursuant to bonus issue approved by the share holders in the Extra Ordinary General Meeting Held on 01/11/2014. The Record Date fixed by the Board of

Director was 15/11/2014. The Company announced 3 bonus shares for every 2 Equity Shares held and therefore 15,25,43,805 Equity Shares were issued as Bonus Share of Rs.1/- each as fully paid by utilization of Rs. 7,36,16,255 out of Securities Premium Account & Rs. 7,89,27,550 out of General Reserve & Surplus.

The Company formulated an Employee's Stock Option Scheme as per Note No. 45 during the financial year 2012-13. The Scheme provides that Employees are granted options to acquire the Equity Shares of the Company that vests in graded manner. The options may be exercised within a Specified Period. The options are granted at Rs. 1/- (i.e. Par Value of Share). The Shares issued under ESOP are as follows:

PARTICULARS	NO OF OPTIONS
Options Granted	3,695,000
Pricing Formula	Face Value
Options Outstanding, beginning of the Year	**1,830,500**
No of Options given to Employees in Second year (30% of total no of options)	784,500
Less-No of Options Exercised by Employees	Nil
No of Options Forfeited by Employees	99,000
Options Outstanding, end of the year	**17,31,500**

Note No. 3 Reserves and surplus

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Profit and Loss Account		
Opening Balance		
Add: Profit for the year	3,78,58,361	3,32,45,537
Less :Transfer to General Reserve	(26,50,085)	(2,72,96,582)
Less: Dividend Proposed	(1,27,11,984)	(50,84,794)
Less: Dividend Distribution Tax	(24,26,119)	(8,64,161)
Closing Balance	**2,00,70,172**	**-**
Securities Premium Account		
Opening Balance	7,36,16,255	6,95,00,000
Add: Addition during the year		41,16,255
Less : Deletion during the year	7,36,16,255	
Closing Balance	-	**7,36,16,255**
Capital Reserve*		
Opening Balance	9,65,934	9,65,934
Add: Addition during the year		
Less : Deletion during the year		
Closing Balance	**9,65,934**	**9,65,934**
General Reserve		
Opening Balance	22,45,17,669	19,72,21,087
Add: Addition during the year	26,50,085	2,72,96,582
Less: Reversal of Fixed Assets Expired Useful Life	(11,19,729)	-
Less: Appropriation towards bonus shares	(7,89,27,550)	-
Closing Balance	**14,71,20,475**	**22,45,17,669**
Employee stock option reserve**	1,08,56,505	1,14,77,235
Less : Deferred	(3,53,168)	(28,29,613)
Closing Balance	**1,05,03,337**	**86,47,622**
Balance carried to balance sheet	**17,86,59,918**	**30,77,47,479**

*Kindly refer Note No 47 of Note provide the details of the Capital Reserve
**Kindly refer Note No 45 in respect of Employee Stock Option

Note No. 4 Long-Term Borrowings

₹ in rupees

	As at 31st March 2015			As at 31st March 2014		
	Non-Current	Current Maturities	Total	Non-Current	Current Maturities	Total
Term Loan - From banks						
HDFC Vehicle Loan (Agreement No. 24353585) secured	45,066	2,54,144	2,99,210	2,99,210	2,28,332	5,27,542
HDFC- Vehicle Loan (Agreement No. 25941597) secured	1,21,206	1,90,963	3,12,169	3,12,169	1,71,583	4,83,752
ICICI Bank-LADEL00026826516 secured		1,13,836	1,13,836	1,13,836	1,02,730	2,16,566
ICICI Loan No. LADEL00017599702 secured					4,13,157	4,13,157
ICICI Loan No.- LADEEL00026874591 secured	2,11,315	12,55,497	14,66,812	14,66,812	11,46,768	26,13,580
ICICI Bank Loan No. LADEL00002038205 secured (Loan Taken for Business)	4,33,00,927	32,00,333	4,65,01,260			
BOB TL - 21000600000514 secured (Term Loan – I)				29,58,853	57,26,604	86,85,457
BOB TL- 21000600000515 secured (Term Loan – II)					42,16,683	42,16,683
OBC TL- 11167015000461 secured(Term Loan – III)	78,41,132	61,42,461	1,39,83,593	1,30,42,977	50,10,600	1,80,53,577
OBC TL- 08767025001865 secured (Term Loan – IV)	2,32,99,395	31,00,596	2,63,99,991			
	7,48,19,041	**1,42,57,830**	**8,90,76,871**	**1,81,93,857**	**1,70,16,457**	**3,52,10,314**
The Above Amount Includes						
Secured Borrowings	7,48,19,041	1,42,57,830	8,90,76,871	1,81,93,857	1,70,16,457	3,52,10,314
Amount Disclosed Under the Head "Other Current Liabilities" (Note No. 9)		(1,42,57,830)	(1,42,57,830)		(1,70,16,457)	(1,70,16,457)
Net Amount	**7,48,19,041**	**0**	**7,48,19,041**	**1,81,93,857**	**0**	**1,81,93,857**

HDFC - Vehicle Loan (Agreement No 24353585) was taken during 2013 year and carries interest @15.65% per annum. The Loan is repayable in 36 installments of Rs. 22,837 each along with interest from the date of Loan. The loan is secured by hypothecation of car of the Company.

HDFC - Vehicle Loan (Agreement No 25941597) was taken during 2013 year and carries interest @15.65% per annum. The Loan is repayable in 36 installments of Rs. 17,941 each along with interest from the date of Loan. The loan is secured by hypothecation of car of the Company.

ICICI Loan No - LADEL00017599702 was taken during 2010 year and carries interest @9% per annum. The Loan is repayable in 57 installments of Rs. 61,560 each along with interest from the date of Loan. The loan is secured by hypothecation of car of the Company. The Same Loan has been squared up During the Year.

ICICI Loan No - LADEL00026826516 was taken during 2013 year and carries interest @10.74% per annum. The Loan is repayable in 36 installments of Rs. 10,086 each along with interest from the date of Loan. The loan is secured by hypothecation of car of the Company.

ICICI Loan No - LADEL00026874591 was taken during 2013 year and carries interest @9.09% per annum. The Loan is repayable in 36 installments of Rs. 111,450 each along with interest from the date of Loan. The loan is secured by hypothecation of car of the Company

Term Loan-1 (Bank of Baroda) & **Term Loan –II** (Bank of Baroda) has been squared up During the Year.

Term Loan-III (Oriental Bank of Commerce) Closing balance limits Rs. 139.83 Lacs. The Term Loan is secured on the Plant and Machinery and Land and Building located at G-24-29 & 30, RIICO Industrial Area, Vigyan Nagar, Shahjahanpur, Dist. Alwar, Rajasthan owned by Vikas GlobalOne Limited. The loan was sanctioned on reviewed on 31.12.2014 on the existing term and conditions. . The Loan will be repayable in Equal Installments of Rs. 5.12 lacs per month. The rate of interest shall be BR+ 2%+.5%. The Period of Maturity from the Balance Sheet date is 29 months.

Term Loan-IV (Oriental Bank of Commerce) Closing balance limits Rs. 264 Lacs. The Term Loan is secured on the 1st exclusive charge by way of hypothecation on plant & machinery financed by OBC. The loan was reviewed on 31.12.2014 on the existing term and conditions. The Loan will be repayable in Equal Installments of Rs. 7.39 lacs per month. The rate of interest shall be BR+ 2%+.5%. The Period of Maturity from the Balance Sheet date is 60 months.

During the year the Company has acquired the balance 25% stake of its associate concern "Sigma Plastic Industries" on 1st April, 2014 and now the Company holds 100% stake in its earlier associate "Sigma Plastic Industries" and therefore the same has now become a proprietorship concern and the same has been merged in the Balance Sheet of the Company. By virtue of this event the Loan (Firm has taken term loan from ICICI Bank of Rs. 500 Lacs repayable in 120 EMI of Rs 717355/- each on 12th Nov 2013, this is secured against house No-10, Road No-4 East Punjabi Bagh New Delhi, the property in the name of the directors of the Company) become the part of capital structure of the Company and The Loan is in the process of transferring the name of the borrower from Sigma Plastic Industries to Vikas GlobalOne Limited and has not been transferred in the name of Company as on Balance Sheet Date.

Note No. 5 Deferred Tax

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Deferred tax liability		
Deferred tax liability depreciation	68,562	35,20,136
Gross deferred tax liability	**68,562**	**35,20,136**
Net deferred tax liability	**68,562**	**35,20,136**

Note No. 6 Other Long Term Liabilities

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Other Payables		
Provision For Gratuity (Long Term Portion)	16,68,685	13,76,240
	16,68,685	**13,76,240**
Total	**16,68,685**	**13,76,240**

Note No. 7 Provisions

₹ in rupees

Particulars	As at 31st March 2015			As at 31st March 2014		
	Long-term	Short-term	Total	Long-term	Short-term	Total
Provision for employee benefit						
Provision for gratuity (Short Term)		36,058	36,058			
		36,058	**36,058**			
Other provisions						
Provision for proposed equity dividend		1,27,11,984	1,27,11,984		50,84,794	50,84,794
Provision for Dividend Tax on proposed equity dividend		24,26,119	24,26,119		8,64,161	8,64,161
Current tax provision		2,16,50,610	2,16,50,610		49,16,367	49,16,367
		3,67,88,713	**3,67,88,713**		**1,08,65,322**	**1,08,65,322**
Total		**3,68,24,771**	**3,68,24,771**		**1,08,65,322**	**1,08,65,322**

Note No. 8 Short Term Borrowings

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Loans Repayable on Demands - From Banks		
Cash Credit Limit (Oriental Bank of Commerce) Secured	24,28,30,570	21,12,71,506
Cash Credit Limit (Bank Of Baroda) Secured	10,07,79,262	13,24,96,764
PCFC Limit (Oriental Bank Of Commerce) Secured	16,36,51,553	5,01,25,675
PCFC Limit (Bank of Baroda) Secured	7,97,23,911	
	58,69,85,296	**39,38,93,945**
The Above Amount Includes		
Secured Borrowings	58,69,85,296	39,38,93,945
Total	**58,69,85,296**	**39,38,93,945**

CASH CREDIT

The Company is availing a cash credit (Hypo) limit of Rs. 4,140 Lacs which include PCFC Limit of RS 1,900/-Lacs from **Oriental Bank of Commerce** against Hypothecation of stock, receivable, advance to suppliers and other current assets on pari passu basis with Bank of Baroda. No DP against stock and Book debts exceeding 180 days. Margin is 20% & The rate of interest is Bank Base Rate + 2% which at present is 12.25% p.a. Further the Company is also availing LC (Import) DA/DP basis non Fund Based Limit of Rs. 2,220 Lacs (which includes both side inter changeability LC to CC for Rs. 500 Lacs) procurement of Raw Material and spares. Cash Margin is 15% in the shape of FDR.

The Company is also availing Cash Credit limit of Rs. 1,800 Lacs from **Bank of Baroda** with a sub limit of PC/PCFC/FBP/FBD of Rs. 800 Lacs under the same Cash Credit limit. The limit is secured by way of hypothecation of stock, receivables & other current assets on pari passu basis on the Oriental Bank of Commerce. DP shall be permitted against receivable upto 180 days. Margin is 20% & Rate of interest is BR + 2% which is present 12.25%. Further the Company is availing Non Fund Based LC (Import/Inland/DP/DA/BG). Buyers Credit of Rs. 1,200 Lacs for procurement of raw material and spares. Cash Margin is 20% in the shape of FDR. The proposal of renewal cum enhancement is under process with Bank of Baroda.

Cash credit limit of Rs. 600 Lacs earlier sanctioned by Oriental Bank of Commerce in the account of sigma Plastic industries has been merged with above limit. No separate limit in that account shall be

allowed to Sigma Plastic Industries. Renewal cum enhancement has been done by Oriental Bank of Commerce and they merged their share of limit i.e. 60% of 600 Lacs 360 Lacs and Bank of Baroda's Proposal is under process as on Balance Sheet Date.

Further the limit is secured on following Collateral Properties:

1. Property bearing Khasra No. 14/5/2 6 min, 15/1/2, 9/2 & 10 min Vill Ghevra, Near Mundka Railway Crossing, Delhi owned by Ms. Seema Garg and Ms. Namita Garg.
2. Roof right of Property 34/1, Vikas Apartments, East Punjabi Bagh, New Delhi owned by Vikas Globalone Limited.
3. Industrial property at Industrial Growth Centre, Phase 1, Dist. Samba, J & K owned by Vikas Globalone Limited.
4. Land & building situated at Industrial Growth Centre, Phase-1, Dist. Samba, J & K owned by Sigma Plastic Industries, which has been merged with Vikas GlobalOne Ltd.
5. F-5, Vikas Apartment, 34/1, 1st Floor, East Punjabi Bagh, New Delhi owned by Ms. Seema Garg.
6. EM of industrial property at G-30 RIICO Industrial Area, Vigyan Nagar, Shahjahanpur Dist. Alwar, Rajasthan.
7. Property situated at Khasra no. 710/201 in Village Rithala, Delhi owned by Mr. Vivek Garg.
8. A-28 Khasra No. 12/10 and 13/6 Village Kamrudin Nagar Nangloi owned by Ms. Seema Garg and Ms. Usha Garg.
9. 770, Khasra No. 142/770, situated at Village Khanjawala, New Delhi owned by Ms. Usha Garg
10. B-1, 34/1, Vikas Apartment, Punjabi Bagh, New Delhi owned by Ms. Usha Garg.
11. Mortgage of Agricultural land situated at village Sultanpur Dabas, New Delhi owned by Vikas GlobalOne Limited.
12. EM of industrial property at G-24-29 & G-30 RIICO Industrial Area, Vigyan Nagar, Shahjahanpur Dist. Alwar Rajasthan.
13. Negative lien on plot of 27,840.91 Sq. Mt. at Dahej-II, Industrial Estate, Dist. Bharuch Gujarat.

Properties at S.No. 4 & 5 are charged in account of Sigma Plastic Industries. Since this concern has been merged with the Vikas Globalone Limited, the properties shall now be charged to the consortium.

Further limit is guaranteed by Personal guarantee of the following

1. Mr. Nand Kishore Garg
2. Mr. Vikas Garg
3. Mr. Vivek Garg
4. Ms. Seema Garg
5. Ms. Usha Garg
6. Ms. Namita Garg

Note No. 9 Trade Payables

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Sundry Creditors	31,43,71,473	23,80,23,417
Total	**31,43,71,473**	**23,80,23,417**

Note No. 10 Other Current Liabilities

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Current maturities of long-term debt(Note No. 4)	1,42,57,830	1,70,16,457
	1,42,57,830	1,70,16,457
Others payables		
Duties and Taxes	13,33,264	17,91,253
Advance received from customers	29,00,245	6,42,01,609
Expenses payable	44,75,396	52,47,469
Other current expenses and liabilities	19,62,532	6,33,18,020
	1,06,71,437	13,45,58,351
Total	2,49,29,267	15,15,74,808

Note No. 11 Fixed Assets Chart as at 31st March 2015

		GROSS BLOCK					DEPRECIATION						NET BLOCK	
PARTICULARS	Life	As at 31.03.2014	Addition on account of business acquisition	Addition	Deductions	As at 31.03.2015	As on 31.03.2014	Addition on account of business acquisition	for the year	Reversal from General Reserve	Deductions	As on 31.03.2015	As on 31.03.2015	As on 31.03.2014
Tangible Assets														
Leasehold Land	As per lease deed	3,05,10,056	4,87,880	-	-	3,09,97,936	-	-	4,07,809	-	-	4,07,809	3,05,90,127	3,05,10,056
Land		2,38,09,655	-	16,99,106	-	2,55,08,761	-	-	-		-	-	2,55,08,761	2,38,09,655
Building (Office)	60	44,50,484	-	-	-	44,50,484	6,40,872	-	1,87,389	-	-	8,28,261	36,22,223	38,09,612
Building (Factory)	30	5,50,04,147	18,13,211	1,00,56,593	-	6,68,73,951	78,63,988	3,77,738	52,16,746	-	-	1,34,58,473	5,34,15,479	4,71,40,159
Plant & Machinery	15	13,24,54,704	58,89,592	1,27,87,060	-	15,11,31,356	4,14,24,026	29,24,472	2,07,99,629	6,652	-	6,51,48,127	8,59,76,577	9,10,30,678
Furniture & Fittings	10	30,16,857	62,099	1,04,722	-	31,83,678	12,78,727	36,786	5,44,376	-	-	18,59,889	13,23,789	17,38,130
Vehicles	8/10	1,81,05,094	19,61,000	14,89,682	-	2,15,55,776	99,78,190	14,47,922	33,66,632	67,334	-	1,47,92,744	66,95,698	81,26,904
Office Equipments	5	75,98,658	22,99,476	7,57,486	17,500	1,06,38,120	38,86,376	11,12,635	23,41,098	7,75,294	16,625	73,23,484	25,39,342	37,12,282
Computers	3	43,13,268	20,260	4,16,817	-	47,50,345	31,94,427	18,328	7,32,142	2,70,449	-	39,44,897	5,34,999	11,18,841
Total (A)		**27,92,62,923**	**1,25,33,518**	**2,73,11,466**	**-**	**31,90,90,407**	**6,82,66,607**	**59,17,881**	**3,35,95,821**	**11,19,729**	**16,625**	**10,77,63,684**	**21,02,06,995**	**21,09,96,317**
Intangible Assets											-			
Goodwill	5	29,21,464	-	-	-	29,21,464	23,37,172	-	5,84,292	-	-	29,21,464	-	5,84,292
Total (B)		**29,21,464**	**-**	**-**	**-**	**29,21,464**	**23,37,172**	**-**	**5,84,292**	**-**	**-**	**29,21,464**	**-**	**5,84,292**
											-			
Total(Current Year)		**28,21,84,387**	**1,25,33,518**	**2,73,11,466**	**-**	**32,20,11,871**	**7,06,03,779**	**59,17,881**	**3,41,80,113**	**11,19,729**	**16,625**	**11,06,85,148**	**21,02,06,995**	**21,15,80,609**
As on 31.03.2014		23,02,04,357	-	5,19,80,030	-	28,21,84,387	5,15,49,767	-	1,90,54,012	-	-	7,06,03,779	21,15,80,609	17,86,54,590

Note No. 12 Non-current Investments

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Investments in partnership firms (Unquoted)		
Sigma plastic industries (Lower of cost and Market value)**	-	1,85,05,845
In Others		
LIC Group Insurance (Lower of cost and Market value)	3,55,046	3,44,060
Moonlite Technochem Private Limited (Lower of cost and Market value)* (100 % Subsidiary Company)		3,47,10,336
Gross Investment	**3,55,046**	**5,35,60,241**
Net Investment	**3,55,046**	**5,35,60,241**

* The Company has disposed off its 100% investment in the subsidiary Company Moonlite Technochem Pvt. Ltd. For Rs. 5.35 Cr. and has earned profit of Rs. 1.88 Cr. This has been included in other income under the head" Other Income".

**The Company has acquired the balance 25% stake of its associate concern "Sigma Plastic Industries" on 1st April, 2014 and now the Company holds 100% stake in its earlier associates "Sigma Plastic Industries" and therefore the Partnership Firm has been dissolved and merged in the Company.

Note No. 13 Loans and Advances

₹ in rupees

Particulars	As at 31st March 2015		As at 31st March 2014	
	Long-term	Short-term	Long-term	Short-term
Security Deposit				
Unsecured and considered good	34,23,533	15,87,062	30,71,152	1,33,72,226
	34,23,533	**15,87,062**	**30,71,152**	**1,33,72,226**
Other loans and advances (Unsecured & Consider Good)				
Advance to Suppliers *		10,22,68,866		7,07,64,283
Margin Money with Bank		5,78,67,882		4,18,91,379
Advance to Staff		9,43,209		11,61,862
Cenvat Credit Receivable		81,23,049		23,65,291
Tax deducted at source		29,99,504		43,21,631
MAT Credit		1,50,80,382		1,78,64,520
Advance income tax paid		10,00,000		10,00,000
PLA Excise		15,63,213		1,60,530
Receivable Govt. Dept.		2,85,92,420		1,93,50,834
Interest Receivable		17,21,668		30,02,380
		22,01,60,193		**16,18,82,710**
Total	**34,23,533**	**22,17,47,255**	**30,71,152**	**17,52,54,936**

***Advance to Suppliers** includes Rs. 4,63,57,517/- (Four Crores Sixty Three Lacs Fifty Seven Thousand Five Hundred and Seventeen to Moonlite Technochem Private Limited in which Director of Vikas Globalone Limited is also a Director and Rs. 5,96,135/- to Vikas Ploymer (India) in which Director of Vikas Globalone Limited is also a Partner

Particulars	As at 31st March 2015
Moonlite Technochem Pvt Ltd	**4,63,57,517**
Vikas Polymer (India)	**5,96,135**
Total	**4,69,53,652**

Note No. 14 Other Non-current Assets

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Other Assets		
Government Receivables	-	5,70,252
Total		**5,70,252**

Note No. 15 Inventories

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
(Valued at cost or NRV unless otherwise stated)		
Finished Goods	3,17,47,267	1,03,21,690
Raw Material	17,64,47,009	18,19,51,081
Goods under Work in Progress	3,86,093	25,98,335
Real Estate Inventory	2,66,16,539	3,87,27,233
Traded goods	57,79,275	48,87,269
Goods in Transit	3,79,84,458	-
Total	**27,89,60,642**	**23,84,85,608**

Note No. 16 Trade Receivables

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Exceeding six months		
Unsecured, Considered Good	2,58,55,908	2,86,11,837
Less : Provision for Doubtful Debts	-	-
Sub Total	**2,58,55,908**	**2,86,11,837**
Less than six months		
Unsecured, Considered Good	72,16,92,036	50,98,46,309
Less : Provision for Doubtful Debts	-	-
Sub Total	**72,16,92,036**	**50,98,46,309**
Total	**74,75,47,944**	**53,84,58,146**

Note No. 17 Cash and Cash Equivalents

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Balance with Banks		
Bank Current Account	52,01,473	22,11,410
Unpaid Dividend Account*	9,41,924	5,99,550
Total	**61,43,397**	**28,10,960**
Cash in hand		
Cash in hand	18,25,914	16,13,315
Total	**18,25,914**	**16,13,315**
Total	**79,69,311**	**44,24,275**

*There is no Amount in unpaid Dividend Account which is transferable to Investor Protection Fund Account

Note No. 18 Other current assets

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Other Assets		
Prepaid Expenses	23,55,962	14,85,856
Total	**23,55,962**	**14,85,856**

Note No. 19 Revenue from operations

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Sale of products	2,19,12,38,924	1,74,55,81,441
Other Operative Income		
Revenue franchise	2,13,71,409	2,46,71,153
	2,13,71,409	**2,46,71,153**
Other operating revenues		
Miscellaneous other operating revenues	32,498	45,00,000
	32,498	**45,00,000**
Gross revenue from operations	**2,21,26,42,831**	**1,77,47,52,594**

Sales of Product includes following transactions with the related party:

Particulars	As at 31st March 2015	As at 31st March 2014
Moonlite Technochem Private Limited	2,10,38,632	2,70,63,030
Vikas Polymers (India)	57,65,681	82,56,313

Note No. 20 Other income

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Interest Income and Commission	32,61,658	87,51,888
Job Work	10,38,713	8,80,850
Net gain on sale of long-term investments	1,88,23,854	
(Sale of Subsidiary)		
Other non-operating income		
Profit on disposal of tangible fixed assets	4,125	
Foreign exchange difference income	74,66,966	
Excise Refund	18,25,865	42,46,059
Rental income from property	4,66,634	
Other receipts	41,82,491	51,94,492
	1,39,46,080	**94,40,551**
Total	**3,70,70,306**	**1,90,73,289**

Note No. 21 Cost of material Consumed

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Inventory at the beginning		
Raw Material, WIP and Finished Goods	19,48,71,106	23,03,90,940
	19,48,71,106	23,03,90,940
Add: Opening Stock of Sigma Plastic Industries (due to acquisition)		
Raw Material, WIP and Finished Goods	933	-
	933	-
Add:Purchase		
Raw Material	1,25,87,82,675	81,47,34,479
	1,25,87,82,675	**81,47,34,479**
Less:-Inventory at the end		
Raw Material, WIP and Finished Goods	20,85,80,369	19,48,71,106
	20,85,80,369	**19,48,71,106**
Total	**1,24,50,74,345**	**85,02,54,313**

Details of inventory

Particulars	As at 31st March 2015	As at 31st March 2014
Raw Material		
Raw material, WIP & Finished Goods Inventory	20,85,80,370	19,48,71,106
	20,85,80,370	**19,48,71,106**
Total	**20,85,80,370**	**19,48,71,106**

Details of Major material consumed

₹ in rupees

Particulars	OPENING STOCK	OPENING STOCK of Sigma Plastic Industries	PURCHASES	CLOSING STOCK	CONSUMPTION
Raw Material					
Tin Alloy	93,34,140		8,07,87,465	28,48,116	8,72,73,489
2 Ethylhexyl Thiogycolate	38,60,382		6,37,35,536	1,76,21,107	4,99,74,812
Tinmate	14,63,413		6,66,99,398	2,85,482	6,78,77,329
PVC Compound	0		174262530	3493606	17,07,68,924
TPR Compound	40,63,568		31,31,23,981	1,10,90,663	30,60,96,886
Hydrogen Peroxide	31,22,556		1,34,29,438	16,11,469	1,49,40,525
RSO Refined Soyabean Oil	1,39,035		7,53,27,917	51,680	7,54,15,272
Styrene Butadiene Copolymer	3,54,37,347		7,68,06,711	9,39,476	11,13,04,581
Thermal Plastic Elastomer	0		1986630	0	19,86,630
Methyl Chloride (Gas)	2,54,877		44,80,700	7,93,129	39,42,448
Others	13,71,95,788	933	38,81,42,369	16,98,45,641	35,54,93,449
Total	**19,48,71,106**	**933**	**1,25,87,82,676**	**20,85,80,370**	**1,24,50,74,345**

Note No. 22 Purchase of stock-in-trade

₹ in rupees

Particulars	31st March 2015	31st March 2014
Purchase of Trading goods	49,42,21,506	60,68,96,999
Total	49,42,21,506	60,68,96,999

Purchase of Stock in Trade and Raw Material includes following transactions with the related party:

Particulars	31st March 2015	31st March 2014
Moonlite Technochem Private Limited	12,04,18,383.75	14,29,66,558
Vikas Polymers (India)	2,73,37,248	64,64,000

Note No. 23 Changes in inventories

₹ in rupees

Particulars	31st March 2015	31st March 2014
Inventory at the end of the year		
Traded Goods & Real Estate Inventory	1,80,25,202	2,92,43,890
	1,80,25,202	**2,92,43,890**
Inventory at the beginning of the year		
Traded Goods & Real Estate Inventory	2,92,43,890	2,43,56,621
Add :- Opening stock of sigma plastic industry(Earlier Associate Concern now 100 % Owned)	96,90,750	-
	3,89,34,640	**2,43,56,621**
(Increase)/decrease in inventories		
Traded Goods & Real Estate Inventory	2,09,09,438	(48,87,269)
	2,09,09,438	**(48,87,269)**

₹ in rupees

Particulars	OPENING STOCK	OPENING STOCK of Sigma Plastic Industries	CLOSING STOCK	CONSUMPTION
Industrial Chemicals- 2EHTG	45,45,152			45,45,152
Pet Resin	3,42,118		57,79,275	(54,37,157)
Plastic Granuals	-	65,25,000		65,25,000
PVC Resin	-	31,65,750		31,65,750
Rice	-			-
Land	2,43,56,621		1,22,45,927	1,21,10,694
Other	-	-		933
Grand Total	**2,92,43,890**	**96,90,750**	**1,80,25,202**	**2,09,09,438**

Note No. 24 Employee Benefit Expenses

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Salaries and Wages		
Salary including Employee Benefits	2,81,76,023	2,85,56,286
Wages including Employee Benefits	43,88,472	11,87,205
Contribution of Employer on Provident and Other Fund	3,70,938	3,00,692
Expenses on ESOP	18,55,716	52,12,783
Director Remuneration	15,18,000	3,60,000
	3,63,09,149	**3,56,16,966**
Staff welfare Expenses		
Staff Welfare Expenses	8,62,936	8,11,659
	8,62,936	**8,11,659**
Total	**3,71,72,085**	**3,64,28,625**

Note No. 25 Finance costs

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Interest		
Interest on long-term loans from banks	99,07,529	80,44,680
Interest on other borrowings	8,04,42,308	4,81,79,144
Other Financing Charges	1,67,63,131	80,10,446
	10,71,12,968	**6,42,34,270**
Total	**10,71,12,968**	**6,42,34,270**

Note No. 26 Depreciation and amortization expenses

₹ in rupees

Particulars	As at 31st March 2015	As at 31st March 2014
Depreciation on tangible assets	3,35,95,821	1,84,69,719
Amortisation of intangible assets	5,84,292	5,84,293
Total	**3,41,80,113**	**1,90,54,012**

Note No. 27 Other expenses

₹ in rupees

Particulars	31st March 2015	31st March 2014
A) Manufacturing & Other Direct Expenses		
Custom duty	2,06,75,258	1,68,29,404
Freight 3,50,18,075	1,89,52,199	
Loading and unloading expenses	15,51,392	22,08,054
Power and fuel	2,17,97,288	1,53,63,390
Demurrage and Inland haulage charges	1,94,79,955	1,27,60,595
Consumption of stores and spare parts	17,60,178	7,62,428
Other expenditure	4,19,414	4,16,047
Total Manufacturing & Other Direct Expenses	**10,07,01,560**	**6,72,92,117**
B) Other Administrative & Selling Expenses		
Legal and professional expenses	38,28,680	25,43,019
Expenses on Corporate Social Responsibilities	12,00,000	-
Conveyance expenses	10,19,630	9,35,502
Advertising expenses	24,53,858	21,75,416
Rent	8,20,647	6,83,752
Electricity expenses	11,54,261	9,84,335
Communication connectivity expenses	14,41,081	12,77,576
Travelling Expenses	35,89,710	18,65,993
Vehicle running expenses	7,66,074	9,64,083
Donations	4,20,500	3,08,100
Repairs and maintenance of plant and machinery	21,29,810	1,33,787
Repairs and maintenance of factory building	7,75,200	13,28,558
Freight	21,21,225	26,16,878
Security expenses	17,11,915	13,83,738
Rates and taxes	12,07,005	5,59,639
Insurance expenses	21,82,412	12,08,526
Printing and stationery	5,96,182	5,81,830
Directors sitting fees	1,40,000	1,00,000
Auditor's Remuneration	5,50,000	3,20,600
Foreign Exchange Fluctuation Expenses		57,10,078
Rebate and Discount	10,91,275	
ROC Fee	9,04,500	
Commission paid to other selling agents	15,94,109	4,23,843
Miscellaneous expenses	2,38,518	2,55,598
Prior period expenses	21,82,029	78,82,307
Other Interest	7,69,387	3,27,378
Other expenditure	1,07,36,249	45,91,665
Total Administrative & Other Selling Expenses	**4,56,24,257**	**3,91,62,201**
Total Other Expenses (A+B)	**14,63,25,817**	**10,64,54,318**

Current tax

₹ in rupees

Particulars	31st March 2015	31st March 2014
Current tax pertaining to current year	2,16,50,610	49,16,367
Total	**2,16,50,610**	**49,16,367**

Deferred tax

₹ in rupees

Particulars	31st March 2015	31st March 2014
Deferred Tax	(36,43,842)	1,18,162
Total	**(36,43,842)**	**1,18,162**

Excess/short provision relating earlier year tax

₹ in rupees

Particulars	31st March 2015	31st March 2014
Short Provision of tax pertaining to previous years	63,63,547	(4,03,309)
Total	**63,63,547**	**(4,03,309)**

Share Earnings from Associates

₹ in rupees

Particulars	31st March 2015	31st March 2014
Share earning from Partnership Firm - Sigma Plastic Industries	-	31,84,666
Total		**31,84,666**

Note No. 27(a) Other expenses: Auditor's Remuneration

₹ in rupees

Particulars	31st March 2015
Auditor's Remuneration	5,50,000
Total	**5,50,000**

Current tax: Current tax pertaining to current year

₹ in rupees

Particulars	31st March 2015	31st March 2014
Current Tax	1,24,50,558	49,16,367
Total	**1,24,50,558**	**49,16,367**

Note No. 28

The board of directors, subject to approval of the members has recommended a dividend of 5% of face value per Equity Share.

Note No. 29

Commitments

a) **Capital Commitment:** There are no contracts remaining to be executed on capital account and not provided for as at 31 March, 2015.

b) **Lease Commitment**: The Company has taken various premises on operating leases. The lease rental of ₹ 6,12,515/- (Previous year 12,81,500/-) has been charged to Profit and Loss Account for the year ended March 31, 2015. The underlying agreements are executed for a period generally ranging from one year to three years, renewable at the option of the Company and the lessor. There are no restrictions imposed by such leases and there are no sub leases

The minimum rental payments to be made in future in respect of these operating leases are as under:

MINIMUM LEASE RENTALS	AS AT 31-03-15	AS AT 31-03-14
Within one year	10,25,400	1,074,000
Later than one year, not later than five years	6,51,310	294,000
Total	**16,76,710**	**1,368,000**

Note No 30.

There is no significant event that has been taken place after the date of Balance Sheet.

Note No 31.

There is a Contingent Liability of ₹ 19.65 Lacs in the form of Bank Guarantee and 2,808.69 Lacs/- in respect of LC and duty saved against advance license is 203.73 Lacs/-. The Company has given Corporate Guarantee to the Bank of 1,600 Lacs/- for Moonlite Technochem Private Limited which was 100% Subsidiary of Vikas GlobalOne Limited and the investment in subsidiary was disposed off as per note no. 12. During the year the Company Moonlite Technochem Pvt Ltd has requested to bank to release the corporate guarantee of Vikas GlobalOne Ltd and the request is under process as on Balance Sheet date and the charge was pending as corporate guarantee as on Balance Sheet Date.

Note No 32. Details of pending Litigations are given below: -

₹ in rupees

Nature of Statute	Nature of Dues	Amount	Forum where dispute is pending
Income Tax Act	Income Tax Demand	31,44,000/-	ITAT
Custom Act	Custom Duty Demand	5,33,266/-	Custom Authorities
VAT	Vat Demand	88,000/-	VAT Authorities
VAT	Vat Demand	90,67,107/-	Special Commissioner Deptt. Of Trade & Taxes

Company has filed Civil Suit against ADM Agro Industries Kota and Akola Limited supplier of Soya Bean Oil in High Court Delhi **case No-CS OS No-198/214** of Amounting ₹.99,61,516/- due to poor supply of soya bean oil. Company has suffered a loss due to such poor quality of material supplied by them and non recovery of money from debtors and it also affect goodwill of the Company. The ADM Agro Industries Kota and Akola Limited has also filed winding up Petition against Company in High Court case no CO PET No-64/2014 due to non-payment of Rs 41,15,664/- along with interest at the rate of 18% from the due date of payment. The ADM Agro Industries Kota and Akola Limited has also filed a summary suit for recovery of debts in High Court, Summary Suit no – C S (OS) 3077/ 2014.

Note No 33.

The Company has purchased Leasehold Land for sum of .2,55,08,761/-, at D-2/CH/401-402, Dahej – II, Industrial Estate, District Bharuch, Gujarat. Though the Company has made the payment of the same, but the registration of lease deed is still under process and not registered in the name of the Company as at the Balance Sheet Date. A leasehold rights- leasehold land is amortized over the remaining useful life.

Note No 34.

Segment Reporting:-

The segment reporting of the Company has been prepared in accordance with Accounting Standard (AS-17) Accounting for Segment Reporting issued by The Institute of Chartered Accountant of India.

The Company has determined the following business segments as the primary segments for disclosure:

1) Chemical Division
2) Real Estate Division
3) Agro Division
4) Service Division

The geographical Segment consists of:

- Domestic (Sales to customers located in India)
- International (Sales to customers located outside India)

The above business segments have been identified and reported considering:

- The nature of the services
- The related risk and returns
- The internal financial reporting systems

Purchase directly attributable to segments is reported based on items that are individually identifiable to that segment.

Common allocable costs are allocated to each segment to that common cost.

₹ in Lacs

Particulars	31st March 2015	31st March 2014
Segment Revenue		
Chemical Division	19,494.89	16,867.38
Service Division	214.08	246.71
Agro Division	1,449.04	-
Real Estate Division	126	45
Total	**21284.01**	**17,159.09**
Segment Expenditure		
Chemical Division	18,040.84	16,010.54
Service Division	96.18	130.76
Agro Division	1332.01	-
Real Estate Division	121.56	0.72
Total	**19,590.59**	**16,142.02**
Segment Results		
Chemical Division	1454.05	856.84
Service Division	117.90	115.95
Agro Division	117.03	-
Real Estate Division	4.44	44.28
Total	**1693.42**	**1017.07**
Less : Interest	1071.13	642.34
Profit before Tax	**622.29**	**374.73**
Capital Employed		
Chemical Division	4,066.49	3,765.17
Real Estate Division	266.16	243.57
Total	**4332.65**	**4008.74**
Geographical Revenue		
Domestic Revenue	13,663.77	14,258.68
Export Revenue	7,620.24	2,900.40
Total Revenue	21284.01	17,159.08

Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis based on their relationship to the operating activities of the segment

Note No 35.

The Company had not received information from suppliers regarding their status under the "Micro, Small and Medium Enterprises Development Act 2006" and accordingly no disclosure regarding overdue outstanding of principal amount and interest thereon has been given.

Note No 36.

Goodwill: Goodwill arises upon the acquisition of subsidiaries, associates and Joint venture. Goodwill is amortized over the 5 years from the financial year in which the acquisition is accounted for. During the year a sum of Rs 584,393/- has been amortized and has been shown under the schedule of Fixed Assets "**Note No - 11**".

Note No 37.

In the opinion of the Management of the Company, all Current Assets, Loans and Advances appearing in the balance sheet as at March 31, 2015 have a value on realization in the ordinary course of the Company's business at least equal to the amount at which they are stated in the balance sheet. Certain balances shown under current assets, current liability, loans and advances and balances with banks, are subject to confirmation / reconciliation.

Note No 38.

In the opinion of the Management, no provision is required to be made against the recoverability of these balances except provided.

Note No 39. Employees Benefit Obligation:-

I. Defined Contribution Plan

During the year the Company has recognized the following amount in the statement of profit and loss under Employee benefit expense to provident fund under defined contributions plan of Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

Amount in rupees

Particulars	**31st March 2015**	**31st March 2014**
Employer's contribution to Provident Fund	3,70,938/-	3,00,692/-

II Defined Benefit Plan

Principal actuarial assumptions at the balance sheet date

Amount in rupees

Particulars	**Year ended 31st March 2015**	**Year ended 31st March 2014**
Retirement Age	60	60
Withdrawal Rates		
Upto 30 Years	3%	3%
31-44 Years	2%	2%
Above 44 Years	1%	1%
Discounting Rate	7.80%	8%
Expected rate of increase in salary	6%	6%
Mortality Table	Indian Assured Live Maturity 2006-08	-

(A) Changes in the Present Value of Obligation

Amount in rupees

Particulars	Gratuity Year Ended 31st March 2015	Gratuity Year Ended 31st March 2014
Present Value of obligation as at the beginning of the Period	13,76,240	10,63,234
Interest Cost	1,07,347	
Current Service Cost	4,09,394	2,96748
Benefits Paid / accrued		
Actuarial (gain)/loss on obligations	(1,88,238)	
LC Premium		16,258
Present value of obligation as at the End of the Period	17,04,743	13,76,240

(B) Changes in the fair Value of Plan Assets- Nil

(C) Reconciliation of Present value of Defined Benefit Obligation and the Fair value of Assets

Particulars	Gratuity Year Ended 31st March 2015	Gratuity Year Ended 31st March 2014
Present Value of obligation as at the End of the period	17,04,743	13,76,240
Fair Value of Plan assets as at end of the Period Un Funded Status	3,55,046	3,44,060
Unrecognized Actuarial (gains)/losses Unfunded Net Assets/ (liability) Recognize in Balance sheet	13,49,697	10,32,180

(D) Expense recognized in the Statement of Profit and Loss

Particulars	Gratuity Year Ended 31st March 2015	Gratuity Year Ended 31st March 2014
Current Service Cost	4,09,394	2,96,748
Past Service Cost		3,73,218
Interest Cost	1,07,347	
Curtailment Cost		
Actuarial (gain)/Loss on obligations	(1,88,238)	-
Total Expenses recognized in the Statement of Profit & Loss	3,28,503	6,69,966

(E) Constitution of Plan Assets- Movement in the liability recognized in the Balance sheet

Particulars	Gratuity Year Ended 31st March 2015	Gratuity Year Ended 31st March 2014
Present Value of obligation as at the beginning	13,76,240	7,06,274
Expenses Recognized in statement of		
Profit and Loss	3,17,517	6,69,966
Benefits Paid	-	-
Actual Return on Plan Assets	10,986	-
Acquisition Adjustments	-	
	-	
Present Value of Obligation as at the end	17,04,743/-	13,76,240

During the year ended 31st March 2015, the Company has made a provision of Rs 17,04,743/- in respect of provision for gratuity and defined benefits as per actuarial valuation made as per AS-15.

The Company has taken Group Gratuity Scheme for the employees from the LIC of India. Total Contribution payable is Rs 17,76,133/- is payable in next Financial Year.

The Actuarial data for Group Gratuity Scheme is as follows:

PARTICULARS	**Amount (in ₹)**
Initial Contribution	-
Additional Contribution on Existing Fund	12,96,593
Current Service Cost	4,54,711
LC Premium	24,829
Total Amount Payable	**17,76,133**

Note No 40.

As per the best estimate of the management, no provision is required to be made as per Accounting Standard 29 (AS 29) Provisions, Contingent Liabilities and Contingent Assets as notified under the Companies (Accounting Standards) Rules, 2006, as amended, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources, which would be required to settle the obligation.

Note No 41. Prior Period Items :-

₹ in lac

Particulars	**As at 31st March 2015**	**As at 31st March 2014**
Expenses:-		
Legal & Professional charges	1,14,106	34,155
Provident Fund / ESIC	39,609	-
Rent	63,000	-
Freight charges	15,05,228	188,000
Deferred Employee Compensation A/c	-	75,51,094
General Exp	1,02,829	85,699
Loading Unloading Charges	53,490	-
Salary	76,690	-
Export Charges	2,27,077	-
Total	**21,82,029**	**7,882,207**

Note No 42.

Disclosure in respect of Accounting Standard (AS) 18 "Related Party Disclosures" as notified under the Companies (Accounting Standards) Rules, 2006, as amended:

Names of related parties and description of relationship:

NATURE OF RELATIONSHIP	**NAME OF PARTY**
Company with common Director & Subsidiary till 10.08.2014	Moonlite Technochem Private Limited
Key Management Personnel	Mr. Vikas Garg (Managing Director) Mr. Vivek Garg (Whole Time Director) Mr. Ashutosh Kumar Verma (Whole Time Director) Mr. Ashutosh Kumar Verma (C.E.O) Mr. Pankaj Kumar Gupta (C.F.O) Ms. Gayatri Chawla (C.S.)
Relative of Key management Personnel	Mr. Nand Kishore Garg, Mrs. Usha Garg, Mrs. Seema Garg, Mrs Namita Garg, Mrs. Shashi Prabha Verma
Other Related Parties	Vikas Polymerland Private Limited, Vikas Polymer (India)

The following transactions were carried out during the year with related parties in the ordinary course of business:

₹ in lac

NATURE OF TRANSACTION with common	Company RELATIVE Director	KMP & Relates Parties	Other	TOTAL
Sales	210.38	-	57.66	**347.89**
Purchase	1204.18	-	273.37	**1477.55**
Sale of Investment (Moonlite Technochem Pvt Ltd)	-	16.06	-	**16.06**
Purchase of Investment (Sigma Plastic Industries)	-	13.90	-	**13.90**
Rent Paid	-	5.90	-	**5.90**
Director Remuneration	-	15.18	-	**15.18**
Salary to KMP	-	1.63	-	**1.63**
Salary	-	4	-	**4**
Receipt and Payment*	-	71.55	-	**71.55**
Reimbursement	2.30	-	-	**2.30**
TOTAL	**1,416.86**	**128.22**	**331.03**	**1955.96**

* The Company received and repaid Rs. 71.55 lacs as unsecured loan from Vivek Garg (Prop. of Suku Innovatives) at different dates.

PARTICULARS	Amounts (in ₹)
A. FIXED ASSETS	
Assets Purchased during the year	
Related party (in Form of Takeover of Sigma Plastic Isdustries)	66,15,367
Assets Sold during the year	
Related party	-
B. NON CURRENT INVESTMENT	
Subsidiaries	
Opening Balance	3,47,10,336
Disposed off during the year	3,47,10,336
Closing Balance	-
Associates	
Opening Balance	1,85,05,845
Purchased/Subscribed during the year	13,90,361
Withdraw/Merged During the year	1,98,96,206
Closing Balance	-
C. TRADE RECEIVABLES AS ON 31ST MARCH	
Subsidiaries	-
Associates	-
Other Related Party	-
D. ADVANCES TO SUPPLIERS GIVEN AS ON 31ST MARCH	
Subsidiaries	-
Associates	-
Other Related Party	4,69,53,652
E. ADVANCES RECEIVED FROM CUSTOMER AS ON 31ST MARCH	
Subsidiaries	-
Associates	-
Other Related Party	-

F. TRADE PAYABLE AS ON 31ST MARCH	
Subsidiaries	-
Associates	-
Other Related Party	-
G. REVENUE FROM OPERATION AS ON 31ST MARCH	
Subsidiaries	-
Associates	-
Other Related Party	-
H. CORPORATE GURANTEES GIVEN AS ON 31ST MARCH	
Subsidiaries	-
Associates	-
Other Related Party	160,000,000

In accordance with AS 18, disclosures in respect of transactions with identified related parties are given only for such period during which the relationship existed.

Note No 43.

Earnings Per Share:-

Basic earnings per share are computed by dividing the net profit/ (loss) attributable to equity shareholders, for the year by the weighted average number of equity shares outstanding during the year.

₹ in lac

Particulars	As at 31st March 2015	As at 31st March 2014
Net Profit/(Loss) After Tax as per Profit & Loss Account (in Rs)*	3,78,58,361	3,32,45,537
Weighted average no of shares outstanding during the year	25,42,39,675	10,16,95,870
Basic and diluted Earnings Per Share (in Rs)**	0.15	0.13
Nominal value per Equity Share (in Rs)	1	1

*During the period under consideration, the Company has announced 3 bonus shares for every 2 held, thus the capital of the Company has increased to Rs. 2542.39 Lacs from Rs. 1016.96 Lacs.
** As per accounting Standard - 20, Earning Per Share and Book Value per share, EPS of the previous period has been revised for make it comparable with the current year.

Note No 44. Deferred Tax:-

In compliance with Accounting Standard 22 (AS 22) - Accounting for Taxes on Income, as notified under the Companies (Accounting Standards) Rules, 2006, as amended, the Company has recognized deferred tax Asset (net) in the Profit and Loss Account of Rs. 36,43,842/- (Previous year Rs. -1,18,162/-) during the year ended March 31, 2015.

The breakup of Deferred Tax Liabilities into major components as at March 31, 2015 is as under:

Particulars	As at 31st March 2015	As at 31st March 2014
DEFERRED TAX LIABILITIES		
Arising on account of temporary differences due to:		
Excess of Book WDV of Fixed Assets over Tax WDV of Fixed Assets	68,562	3,520,136
Total	**68,562**	**3,520,136**

Note No 45.

In the AGM of the Company held on 28th September 2011, the members of the Company passed a resolution for introducing a Stock Compensation Plan called the Employees Stock Option Scheme,2011(ESOS 2011), for the benefit of employees of the Company. The resolution also accorded approval for the Board of Directors, to formulate the Scheme as per broad parameters outlined in the resolution, either directly or through a committee. Accordingly, a committee of directors called Compensation Committee was constituted. The Committee, after due deliberations and after studying the provisions of SEBI employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, has formulated the Employees Stock Option Scheme'2011(ESOS 2011). The Scheme has been approved by the Stock Exchange on 7th May 2012 (NSE) and 2nd May 2012 (BSE). The Compensation Committee at its meeting held on 2nd June 2012 has granted Stock Option to the eligible employees and accordingly the options granted shall vest over a period of 3 years, or as may be decided by the CC, as per schedule as under

Year from the date of Grant	Vesting of Options Granted
End of first Year	30 % of the Grant
End of Second Year	30 % of the Grant
End of third year	40 % of the Grant

There shall be a minimum period of one year between grant date and the vesting period for the first lot of vesting of granted options. The interval between the subsequent lots shall be one year.

PARTICULARS	**NO OF OPTIONS**
Option Granted	3,695,000
Pricing Formula	Face Value
Options Outstanding, beginning of the Year	1,830,500
No of Options given to Employees in Second year (30% of total no of options)	784,500
Less - No of Options Exercised by Employees	Nil
No of Options Forfeited by Employees	99,000
Options Outstanding, end of the year	**1,731,500**

Note No 46.

The Company has not entered into any foreign exchange derivative instruments during the year.

Note No 47.

The scheme of amalgamation was filed under section 391 read with section 394 of the Companies Act 1956 effective from April 1, 2007 for the amalgamation of the three transferor Companies a) Hulchul International Private Limited, b) Vikas Utilities Private Limited, c) South Delhi Projects Private Limited, With the transferee Company Vikas GlobalOne Limited (formally known as Vikas Profin Limited).The same has been approved by the High Court wide order no 18457/1 dated October 17, 2008. The amalgamation has been accounted for in the manner specified in the Scheme, The Surplus of ₹965,934/- arising out of amalgamation is shown under the head Capital Reserve Account.

Note No 48.

The Company has acquired balance 25% share of its associate concern "Sigma Plastic Industries" on 1st April, 2014 and now the Company holds 100% stake and thereby has taken over business of its earlier associate "Sigma Plastic Industries". The Financial Statements for the period 2014-15 include financials of Sigma Plastic Industries. Consequent to acquisition of business of Sigma Plastic Industries

all its liabilities and unsecured loans aggregating to . 95.27/- Lacs were taken over by the Company which has been duly refunded.

Note No 49.

Additional information to the extent applicable are as follows:-

A. Managerial remuneration:

Amount in ₹

Particulars	As at 31st March 2015	As at 31st March 2014
Salaries	15,18,000	3,60,000
Employer's Contribution to Provident Fund	-	-
TOTAL	**15,18,000**	**3,60,000**

B. Auditors remuneration:

Amount in ₹

Particulars	As at 31st March 2015	As at 31st March 2014
Audit Fees & Tax Audit	5,50,000	320,600

C. Expenses incurred in foreign currency during the year ended March 31, 2015 aggregates to:-

Amount in ₹

Particulars	As at 31st March 2015	As at 31st March 2014
Expenditures:-		
Purchase	51,55,06,231	41,00,90,370
Foreign Travelling	16,11,335	5,44,254
Interest Expenses	1,19,365	-
TOTAL	**51,72,36,931**	**41,06,34,624**

D. CIF value of imports:

Amount in ₹

Particulars	As at 31st March 2015	As at 31st March 2014
Raw Material Purchased	51,53,64,428	41,00,90,370
Capital Goods(Including Spares)	1,41,803	-
TOTAL	**51,55,06,231**	**41,00,90,370**

E. CIF value of export made during the year included in the sales amounting 76,20,23,719/- (Previous Year: 29,00,40,000 /-)

F. Activity in foreign currency during the year ended March 31, 2015 aggregates to:-

Amount in ₹

Particulars	As at 31st March 2015	As at 31st March 2014
Expenditures:-		
Purchase	51,55,06,231	41,00,90,370
Foreign Travelling	16,11,335	5,44,254
Interest Expenses	1,19,365	-
TOTAL	**51,72,36,931**	**41,06,34,624**
Earnings: -		
Sale of Goods	76,20,23,719	29,00,40,000
TOTAL	**76,20,23,719**	**29,00,40,000**

G. Details of foreign currency fluctuation gain for the year ended March 31, 2015 aggregates to:-

Amount in ₹

Particulars	As at 31st March 2015
From:-	
Purchase	-85,754
Sales	1,27,51,822
Bank Balance	-51,99,102
TOTAL	**74,66,966**

Note No 50.

Disclosures as required by Clause 32 of the Listing Agreement

Particulars	As at 31st March 2015	As at 31st March 2014
A. LOANS AND ADVANCES		
Loans and Advances given to Subsidiary		
- Moonlite Technochem Private Limited	-	-
Loans and Advances given to Associates		
- Sigma plastic Industries	-	-
B. CONSUMPTION OF RAW MATERIAL		
- Raw Material Consumed	1,24,50,73,411	85,02,54,313
C. DETAILS OF CONSUMTION OF IMPORTED & INDIGENOUS STOCK		
- Imported	46,60,22,631	23,69,82,325
- Indigenous	77,90,50,780	61,32,71,988
D. EARNING IN FOREIGN EXCHANGE		
- Sale of Goods	76,20,23,719	29,00,40,000

Note No 51.

Quantitative Details of Major material consumed in Manufacturing

Particulars	OPENING STOCK	PURCHASES	CLOSING STOCK	CONSUMPTION
Raw Material				
Tin Alloy	6,359	56,004	2,176	60,187
2 Ethylhexyl Thiogycolate	21,449	4,19,299	1,30,447	3,10,301
Tinmate	3,477	1,77,250	368	1,80,359
PVC Compound	0	2379821	45046	23,34,775
TPR Compound	43,304	28,09,788	1,00,528	27,52,564
Hydrogen Peroxide 60%50	78,064	3,44,450	37,616	3,84,898
RSO Refined Soyabean Oil	2,015	11,52,058	760	11,53,313
Styrene Butadiene Copolymer	2,36,109	5,26,506	7,040	7,55,575
Thermal Plastic Elastomer	0	12250	0	12,250
Methyl Chloride (Gas)	3,835	55,200	10,910	48,125
Others	12,41,751	1,93,27,841	16,05,568	1,89,64,024
Total	**16,36,363**	**2,72,60,467**	**19,40,459**	**2,69,56,371**

Quantitative Details of Traded Goods

Particulars	OPENING STOCK	OPENING STOCK OF Sigma Plastic Industries	Inwareds	Outwards	CLOSING STOCK	Stock/ Transfer Shortage
Industrial Chemicals-2EHTG	24800 kgs.					24800 kgs.
Pet Resin	3695 kgs.		132000 kgs.	47695 kgs.	88000 kgs.	
Plastic Granuals	-	45000 kgs	1676010 kgs.	1721010 kgs.		
PVC Resin	-	23450 kgs	1700150 kgs.	1723600 kgs.		
Rice	-	-	4180587 kgs.	4180587 kgs.		
Other	-	98 kgs.	585013 kgs.	585111 kgs.		
Grand Total	**28495 kgs.**	**68548 kgs.**	**8273760 kgs.**	**8258003 kgs.**	**88000 kgs.**	**24800 kgs.**

Note No 52.

The Company has a unit in Sitarganj (Uttrakhand) where Excise duty on manufacturing from Plastic scrap is **Nil** and the Company has not taken Excise Registration number in Sitarganj, though there is no impact of the same on the financial statements of the Company

Note No 53.

Pursuant to the extant provisions of the Companies Act 2013 (the 'Act'), effective from 1st April 2014, the Company has changed the method of depreciation and revised the estimated useful lives of its fixed assets, generally in accordance with Schedule II to the Act. Consequent to change of useful lives an amount of ₹. 11.20 Lacs representing Written Down Book Value of those assets whose useful life had already expired as on 1st April 2014 has been adjusted against General Reserve & Surpluses. Due to this change in method of charging Depreciation for the year ended 31st March, 2015 additional depreciation of . 133.29 Lacs has been charged to the profit and loss account and thereby the profit for the year has been reduced by such an amount.

Note No 54.

Discontinuing Operations

The Company was C & F agent of Lupin Limited from past number of years. During the year under consideration the Company has earned franchise revenue and profit (before allocation of common expenditure) till December 2014 of . 214.08 Lacs and 117.90 Lacs (P.Y. 246.71 lacs and 115.95 lacs) respectively which is shown under Service Division in Segmental reporting. The Company has discontinued its service division activities and the carrying and forwarding agreement has been terminated with Lupin Limited w.e.f. 31/12/2014. Therefore there will be no revenue from franchise business in service division from Lupin Limited.

Note No 55.

Corporate Social Responsibility

The Company is covered u/s 135 of Companies Act 2013, the details of the expenditure on corporate social responsibility activity is as under:

a. Gross amount required to be spent by the Company during the year : 10,31,232

b. Amount spent during the year: . 12,00,000

For R S P H AND ASSOCIATES
Chartered Accountants
(FRN: 003013N)

For and on behalf of the Board of Directors

VIKAS GARG	SUMER CHAND TAYAL
(MANAGING DIRECTOR)	(DIRECTOR)
00255413	00255661

TARUN KUMAR BATRA
PARTNER Membership

No.: 094318

Place: NEW DELHI	GAYATRI CHAWLA	ASHUTOSH KUMAR	PANKAJ KUMAR GUPTA
Date: 30.05.2015	(COMPANY SECRETARY	(CHIEF EXECUTIVE OFFICER)	(CHIEF FINANCIAL OFFICER)

VIKAS GLOBALONE LIMITED

(CIN: L65999DL1984PLC019465)
Registered Office: Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026
Ph No.: 011-43144444, Fax: 011-43144488, e-mail id: investors@vikasglobal.in

ATTENDANCE SLIP

(To be presented at the entrance)

30th ANNUAL GENERAL MEETING ON WEDNESDAY, 30th SEPTEMBER 2015 AT 11.30 A.M. AT Haryana Maitri Bhawan, Pitampura, New Delhi-110034

Name of Shareholder/Proxy Holder.....

DP ID No.....

Client ID No.....

Shareholder's Folio No. .....

No. of Shares held.....

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 30th ANNUAL GENERAL MEETING ON WEDNESDAY, 30th SEPTEMBER 2015 AT 11.30 A.M. AT Haryana Maitri Bhawan, Pitampura, New Delhi-110034

.....

Member's/Proxy Signature

NOTES:-

1. Only shareholder/Proxy holder can attend the meeting

VIKAS GLOBALONE LIMITED

(CIN: L65999DL1984PLC019465)
Registered Office: Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026
Ph No.: 011-43144444, Fax: 011-43144488, e-mail id: investors@vikasglobal.in

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s):_____

Registered Address:_____

E-mail ID:_____

Folio/ DP ID - Client ID No.:_____

I/We being the member(s) of _____ shares of Vikas GlobalOne Limited hereby appoint:

(1) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(2) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(3) Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on 30th September 2015 at the registered office of the Company at Haryana Maitri Bhawan, Pitampura, New Delhi-110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	Optional*	
Ordinary Business:		**For**	**Against**
1.	Adoption of Audited Financial Statements for the year ended March 31, 2015.		
2.	Declare Final Dividend @5% i.e. Rs. 0.05/- (Five Paisa) per share		
3.	Re-appointment of Mr. Vikas Garg as a Director, who retires by rotation		
4.	Ratify the Appointment of M/s. RSPH & Associates, Chartered Accountants, as Auditors.		
Special Business:			
5.	Authority to Directors to borrow in excess of the Paid Up Capital and free reserves upto Rs. 250 Crores.		
6.	Ratify and confirm the remuneration to Niraj Kumar Vishwakarma & Associates, Cost Auditor		
7.	Appointment of Shri. Manoj Singhal as Independent Director for a period of five years		
8.	Appointment of Shri. Pradip Kumar Banerji as Independent Director for a period of five years		
9.	Appointment of Shri. Sumer Chand Tayal as Independent Director for a period of five years		
10.	Appointment of Shri. Jagdish Capoor as Independent Director for a period of five years		
11	Authority to Directors to invest money upto Rs. 50 Crores.		
12	Appointment of Mrs. Vibha Mahajan as Independent Director for a period of five years		
13	Approval for change of name of Company from Vikas GlobalOne Limited to Vikas EcoTech Limited.		
14	Alteration of Articles of Association of the Company consequent to Change of Name of Company.		
15	Appointment of Mr. Ashutosh Kumar Verma as Whole time Director of the Company		

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2015

Signature of shareholder _____ Revenue Stamp

Signature of Proxy holder _____

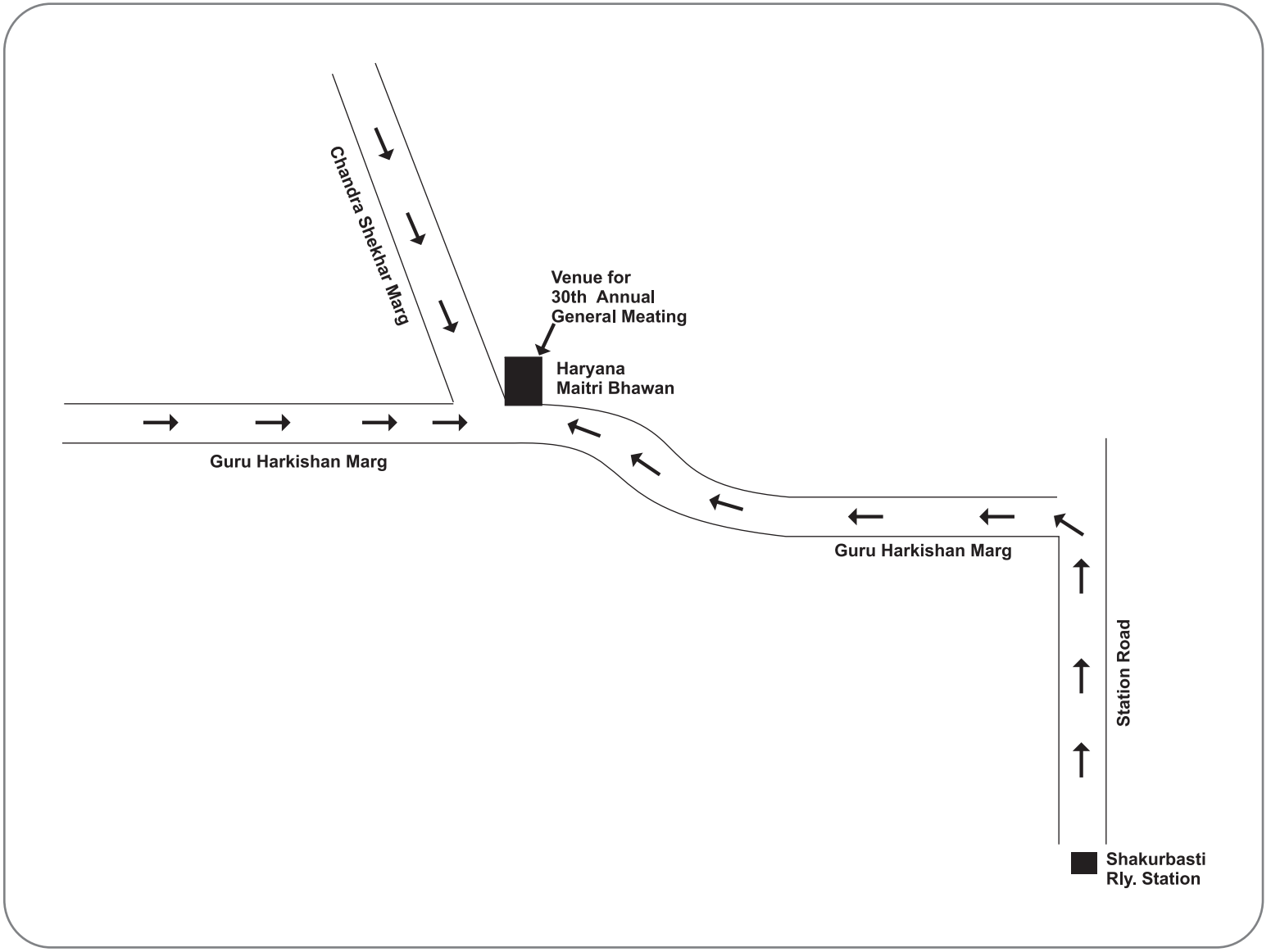
Affix Re 1

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.

*5. It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

6. Please complete all details including details of member(s) in above box before submission.


Chandra Shekhar Marg
Venue for
30th Annual
General Meating
Haryana
Maitri Bhawan
Guru Harkishan Marg
Guru Harkishan Marg
Station Road
Shakurbasti
Rly. Station