

NOTICE

Notice is hereby given that the 32nd ANNUAL GENERAL MEETING of the Shareholders of Vikas EcoTech Limited (Formerly Vikas GlobalOne Limited) (CIN L65999DL1984019465) will be held on Thursday, 28th September, 2017 at 5/2, Agarwal Bhawan, Jaidev Park, New Delhi-110026 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, 2017 including the audited Balance Sheet as at March 31, 2017, 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. ₹ 0.05/- (Five Paise) per share for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Shri. Ashutosh Kumar Verma, Director, who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Statutory 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 30, 2016, the appointment of M/s KSMC & Associates, Chartered Accountants (Firm Registration No. 003565N) as the auditors of the Company to hold office till the conclusion of Thirty-Sixth annual general meeting of the Company to be held in the year 2021, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them.

SPECIAL BUSINESS

5. 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 ₹ 1,10,000/- (Rupees One Lac Ten Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses for the Financial year ending 31.03.2018, to M/s. JSN & Co., 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."

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

"RESOLVED THAT the resolution passed by the members at an Extra-ordinary General Meeting held on 15th February, 2017 be and is hereby amended wherever appears by substituting from

"RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding if any, held by the allottee prior to this preferential allotment shall be under lock-in from the relevant date upto a period of six months from the date of preferential allotment"

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in for a period of one year from the date of allotment of Equity Shares or such reduced period as may be permitted under application SEBI Guidelines as amended from time to time." to as under:

"RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding if any, held by the allottee prior to this preferential allotment shall be under lock-in from the relevant date upto a period of six months from the latest trading approval received."

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in for a period of one year from the date of trading approval or such reduced period as may be permitted under application SEBI Guidelines as amended from time to time."

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

"RESOLVED THAT Shri. Kapil Gupta who was appointed by the Board of Directors as an additional Director of the Company with effect from 29th May 2017 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."

8. 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. Devender Kumar Garg as a Whole-Time Director (finance) of the Company for a period of 3 years with effect from 11th August, 2017, 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. Devender Kumar Garg, 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. Devender Kumar Garg, 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 EcoTech Limited

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

Place: New Delhi
Date: 11.08.2017

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

In connection with the proposed appointment of Mr. Kapil Gupta as Independent Director not liable to retire by rotation, the Board of Directors have reviewed the declarations made by Mr. Kapil Gupta confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that Mr. Kapil Gupta fulfils the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company.

5. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

In connection with the proposed appointment of Mr. Devender Kumar Garg as Whole-time Director (Finance) liable to retire by rotation, the Board of Directors have reviewed the declarations made by Mr. Devender Kumar Garg confirming that he meets the criteria of the Companies Act, 2013 and the Board is of the opinion that Mr. Devender Kumar Garg fulfils the conditions specified in the Act and the rules made thereunder

6. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2017, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the Registered Office of the Company or by e-mail to cs@vikasecotech.com
7. Final Equity Dividend for the Financial Year ended March 31, 2010, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) in October 2017. Members who have not en-cashed their dividend warrants for Final Dividend issued by the Company for the financial year ended March 31, 2010 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agents. Members may further note that, pursuant to Section 124 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all Shares on which Dividend remains unclaimed for 7 (seven) consecutive years or more are liable to be transferred to IEPF-Suspense Account. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and Shares transferred to IEPF can be claimed from the Fund after following process prescribed in the said Rules.
8. Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants(s) for communication. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2016-17 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.vikasecotech.com
9. Members are requested to notify immediately about any change in their address/e-mail address/ dividend mandate/bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agents, M/s Alankit Assignments Limited at their office at 4E/2, Jhandewalan Extension, New Delhi-110055. Members holding Shares of the Company in physical form are requested to register their e-mail address with the Registrar and Share Transfer Agents of the Company to receive all communications including Annual Report and Notice of Meeting(s) by e-mail, by sending appropriate communication on info@alankit.com
10. The Register of Members and Share Transfer Books shall remain closed from 22nd September 2017 to 28th September 2017 (Both days inclusive) for the purpose of payment of dividend (if declared) and for the 32nd Annual General Meeting of the Company.
11. 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.
12. 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.
13. The dividend on Equity Shares, if declared, at the Annual General Meeting, will be credited/paid between 29th September, 2017 to 28th October, 2017 to those members whose names appear on the Company's Register of Members on September 21st, 2017; 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.

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 Regulation 44 of SEBI (Listing Obligation

and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 Monday, 25th September, 2017 (09.00 a.m.) and ends on Wednesday, 27th September, 2017 (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 21st September, 2017, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 27th September, 2017 (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 EcoTech 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, investors@vikasecotech.com, 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 'Download' 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 21st September, 2017.
- 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. 21st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@vikasecotech.com/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 "Polling 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 along with the report of the Scrutinizer shall be placed on the website of the Company at www.vikasecotech.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

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. JSN & Co., Cost Accountants for conducting cost audit of 'all applicable products and group of products; at a remuneration of ₹ 1,10,000/- (Rupees One Lac Ten Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses for the Financial year ending 31.03.2018.

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. 6

According to SEBI ICDR Regulations the lock-in period for the pre-preferential shareholding and shares issued shall under lock-in from the date of latest trading approval received from stock exchanges, Accordingly the resolution passed by members in Extra-ordinary General Meeting held on 15.02.2017 shall be amended.

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. 7

The Board of Directors of the Company has, on the recommendation of Nomination and Remuneration Committee, appointed Shri. Kapil Gupta as Additional Director with effect from 29th May, 2017. Brief profile of Shri. Kapil Gupta is annexed to this Notice. In terms of Section 161(1) of the Companies Act, 2013 Shri. Kapil Gupta 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 Shri Kapil Gupta 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. 8

Your Company, at the meeting of Board of Directors held on 29th May, 2017, based on recommendation of Nomination & Remuneration Committee of the Board of Directors, approved appointment of Mr. Devender Kumar Garg as Whole-time Director (Finance) 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. Devender Kumar Garg as Whole-time Director (Finance) of the Company.

Requisite consent has been received 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. Devender Kumar Garg as the Whole-time director shall be valid for a period of 3 years from 11th August, 2017.

2. Remuneration

Salary: ₹ 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.

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

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

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

**Place: New Delhi
Date: 11.08.2017**

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