

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIKAS MULTICORP LIMITED WILL BE HELD ON THURSDAY, 26<sup>TH</sup> SEPTEMBER, 2019 AT 11:30 A.M. AT HARYANA MAITRI BHAWAN, SAINIK VIHAR, PITAMPURA NEW DELHI 110034 TO TRANSACT THE FOLLOWING BUSINESSES AS:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including the audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss with Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors' thereon.
2. To appoint a Director in place of Mr. Vikas Garg (DIN 00255413), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s Goyal Nagpal & Co., Chartered Accountants as Statutory Auditors of the Company

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, M/s Goyal Nagpal & Co., Chartered Accountants (FRN 018289C) be and is hereby appointed as the Auditors of the Company for a term of five years i.e. to hold office from conclusion of this Annual General Meeting till conclusion of 29<sup>th</sup> Annual General Meeting of the Company at such remuneration and other terms and conditions as may be determined by the Board of Directors."

**SPECIAL BUSINESS:**

4. Appointment of Ms. Meena Bansal (DIN: 08400953) as an Independent Director of the Company.

To consider and if thought fit, to pass 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, the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Meena Bansal (DIN 08400953), who was appointed by the Board of Directors as an additional Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for Five consecutive years with effect from 1<sup>st</sup> July, 2019, subject to fulfilment of criteria of Independence at all times and such terms and conditions including remuneration by way of sitting fee as applicable to Independent Directors of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors shall be authorised to do all such acts, deeds and things as may be necessary to give effect to above resolution."

5. Appointment of Mr. Vivek Garg (DIN: 00255443) as Managing Director of the Company and approval of his remuneration

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made there under, the approval of the members of the Company be and is hereby accorded to the appointment and designation of Mr Vivek Garg (DIN 00255443) as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> July, 2019 at an annual remuneration equivalent to 5% of the net profits of the Company for the financial year as calculated under Section 198 of the Companies Act, 2013 with the authority to the Board of Directors to decide his remuneration including making any periodical increase as they may deem fit and proper, provided that the overall remuneration of Mr. Vivek Garg as Managing Director of the Company shall not exceed Rs. 60,00,000/- per annum at any point of time and limits prescribed under Schedule V in case of inadequacy of profits."

**RESOLVED FURTHER THAT** the Board of Directors shall be authorised to do all such acts, deeds and things as may be necessary to give effect to above resolution.

6. To Consolidate the Face Value of the Equity Shares of the Company and consequential alteration of Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under (including any modification or re-enactment thereof), and in terms of Article 58 of the Articles of Association of the Company, and subject to the such approval(s), consent(s), permission(s) and sanction(s) as may be necessary or, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred as “the Board” which term shall be deemed to include any Committee thereof or any such officer of the Company as the Board may deem fit), approval of the members of the Company be and is hereby accorded for alteration of entire authorised, issued, subscribed and paid up share capital of the Company by consolidation of face value of Equity Shares of the Company from Re. 1/- (Rupee One) each to Rs. 10/- (Rupees Ten) each so that every 10 (ten) equity shares with nominal value of Re. 1 (Rupee One) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of Rs. 10 (Rupees Ten) each and approval of members is also accorded to the consequent alteration of Capital clause of Memorandum of Association of the Company and accordingly, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

“V. The Authorized Share Capital of the Company is Rs. 67,00,00,000/- (Rupees Sixty Seven Crores) divided into 6,70,00,000 (Six Crore Seventy Lac) Equity Shares of Rs. 10/- (Rupees Ten) each.”

**RESOLVED FURTHER THAT** the Board of Directors/Committee(s) of the Board thereof, shall not issue fractional share certificate(s) resulting from aforesaid consolidation and instead consolidate all such fractional entitlement(s), if any, and there upon issue and allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/ Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times may be decided by the Board/ Committee(s), and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s).

**RESOLVED FURTHER THAT** for members holding equity shares in physical form as on the Record Date, the share certificates for such equity shares be treated as cancelled from the Record Date and that fresh share certificates be issued for the fully paid consolidated Equity Shares to such members in accordance with the Companies (Share Capital and Debenture) Rules, 2014 and for members holding equity shares in dematerialised form as on the Record Date, their respective beneficiary accounts be credited with consolidated fully paid up equity shares in lieu of equity shares held as on the Record Date.

**RESOLVED FURTHER THAT** the shares referred to above shall in all respect rank *paripassu* with the existing fully paid up equity shares of the Company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted *paripassu* from the date of allotment of new shares

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

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

**Date: 12.08.2019**

**Place: New Delhi**

**Deepanshu Arora  
Company Secretary  
M. No A44595**

**F-125A Dilshad Colony, Delhi-110095**

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE 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 SHALL, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
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. The facility for voting through ballot paper shall be made available at the Annual General Meeting (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.
3. Corporate members intending to send their authorized representatives to attend the Meeting are advised to send an advance copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the AGM through email at [info@vikasmulticorp.com](mailto:info@vikasmulticorp.com) or by post at the registered office of the Company. The authorised representative shall carry the certified true copy of the Board Resolution at the AGM venue and hand over the same with attendance slip to be eligible to vote at the meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Vikas Garg, Director retire by rotation at this Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommend his re-appointment. Disclosures pertaining to Directors proposed to be appointed /re-appointed including their brief profile pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are provided as 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. Annual Report for financial year 2018-19 is being sent to all the Members in electronic form whose e-mail addresses are registered with the Company / Depository Participant(s) for the purpose of communication. To the Members who have not registered their e-mail address, the Annual Report for the financial year 2018-19 is being sent physically. Annual Report for financial year 2018-19 of the Company shall also be available at the Company's Corporate Website at [www.vikasmulticorp.com](http://www.vikasmulticorp.com) and at the registered office of the Company along with documents available for inspection on any working day during office hours. Members desirous of receiving a copy of Annual Report may write to the Company or its Registrar and Share Transfer Agent
7. The Company has appointed Mr. Teena Rani, Practicing Company Secretary, Partner, MSTR & Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting process and voting through ballot paper at the Annual General Meeting in a fair and transparent manner and she has communicated his willingness to be appointed and will be available for same purpose.
8. Members attending the meeting are requested to bring with them the attendance slip attached to the Notice duly filled in and signed and handover the same at the entrance of the hall.
9. Members who wish to obtain information on the Financial Statements for the year ended 31st March, 2019, 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@vikasmulticorp.com](mailto:cs@vikasmulticorp.com).
10. In terms of provisions of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective 1st April, 2019 transfer of shares in physical form is no longer permitted, accordingly, members holding shares in physical form are requested to get their holdings dematerialised.
11. 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-110005. 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

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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 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. 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 e-voting will commence on Monday, 23<sup>rd</sup> September, 2019 at 09.00 a.m. and will remain open till Wednesday, 25<sup>th</sup> September, 2019 at 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 19<sup>th</sup> September, 2019, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after Wednesday, 25<sup>th</sup> September, 2019 at 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. 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 through ballot paper and those 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.

**Process and Manner of Voting through electronic means:**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are given below:**

**How to Log-into NSDL e-Voting website?**

- 1. Visit the e-Voting website of NSDL. <https://www.evoting.nsdl.com/>
- 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- 4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the.pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on Forgot User Details/Password (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password** (If you are holding shares in physical mode)option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" for the "**Vikas Multicorp Limited**"
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akpolic@gmail.com](mailto:akpolic@gmail.com) with a copy marked to [evoting@nsdl.co.in](http://evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password](#)” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

**Date: 12.08.2019**

**Place: New Delhi**

**Deepanshu Arora  
Company Secretary  
M. No A44595  
F-125A Dilshad Colony, Delhi-110095**

**Statement pursuant to section 102(1) of the Companies Act, 2013 and under Secretarial Standards on general meetings (SS-2)**

**Item No. 4**

Ms. Meena Bansal (DIN 08400953), aged 29, was appointed as Independent Director by the Board on 1st July, 2019 on the basis of the recommendations of Nomination and Remuneration Committee, as Independent Director of the Company for a period of five years commencing from 1st July, 2019 subject to the approval of shareholders.

She is a Chartered Accountant by qualification and has good experience in area of financial accounting, audit and taxation. She has been an independent professional and has remained active in Industry for around 12 years.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director of the Company. Ms. Meena Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has given his consent to act as a Director and a declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Ms. Meena Bansal possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is independent of the management.

Copy of the letter for appointment of Ms. Meena Bansal as an Independent Director setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

The details of Ms. Meena Bansal as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 are provided in Annexure to this Notice.

Except Ms. Meena Bansal, being an appointee, none of the other Directors and Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

The Board of Directors recommends the Ordinary Resolution for your approval.

**Item No. 5**

Mr. Vivek Garg (DIN 00255443), aged 44, was appointed as Additional Director and designated him as Managing Director by the Board on 1<sup>st</sup> July, 2019 on the basis of the recommendations of Nomination and Remuneration Committee for a period of five years commencing from 1<sup>st</sup> July, 2019 to 30<sup>th</sup> June, 2024 subject to the approval of shareholders.

Mr. Vivek Garg is a Commerce graduate from Delhi University and has vast experience in field of organization building and has been active in Industry for around 16 years.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Managing Director of the Company. Mr. Vivek Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The details of Mr. Vivek Garg as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 are provided in Annexure to this Notice.

**The Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is as under:**

**1. General Information**

Nature of Industry	Trading & Manufacturing
Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing company)			
Financial Performance	Particulars	18-19	17-18	16-17
	Total Revenue (in Lakhs)	21582.35	6674.16	10051.25
	PAT	(0.029)	0.13	0.25
Foreign investments or Collaborators, if any	Not Applicable			

## 2. INFORMATION ABOUT THE MANAGING DIRECTOR

Mr. Vivek Garg, aged around 44 years, is a Commerce Graduate. He has vast experience of more than 16 years of industry and business acumen of polymer and petro chemical products. He is instrumental to the day to day working and operations of the Company.

## 3. REMUNERATION PROPOSED

The remuneration proposed for Mr. Vivek Garg shall be paid on monthly basis as may be decided by the Board within the upper limit of Rs. 5,00,000/ per month (i.e.Rs. 60,00,000/- per annum) inclusive of all allowances and perquisites.

The remuneration payable to the Managing Director has been benchmarked with the remuneration being drawn by similar positions in industry and has been considered by the Nomination and Remuneration Committee of the Company as appropriate or rather on lower side as compared to industry.

The Managing Director have no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company in the Company or any of the group concern.

## 4. OTHER INFORMATION

- Reasons of loss or inadequate profits: The Company has remained a profit making organisation and recently have gone through with corporate restructuring, the financials of the Company have thus been prepared and represented after taking effect of said merger and thus the loss.
- Steps taken or proposed to be taken for improvement: The Company remains committed to generating superior returns for its stakeholders. The corporate restructuring has resulted in Company acquiring 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' and amalgamation of the same with the Company. The said merger would result in business synergies and profitability.
- Expected increase in productivity and profits in measurable terms: Mr. Vivek Garg has vast experience in management, business and Polymer Industry. Accordingly, his appointment as Managing Director shall be in the interest of the Company and its efficiency.

Except Mr. Vivek Garg and Mr. Vikas Garg, none of the other Directors and Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

The Board of Directors recommends the Ordinary Resolution for your approval.

## Item No. 6

The Equity Shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. In order to improve the value of shares for the benefit of Shareholders of the Company. The Board of Directors at their meeting held on 12<sup>th</sup> August, 2019 have approved, subject to approval of Shareholders, alteration of entire authorised, issued, subscribed and paid up share capital of the Company by consolidation of face value of Equity Shares of the Company from Re. 1/- (Rupee One) each to Rs. 10/- (Rupees Ten) each so that every 10 (ten) equity shares with nominal value of



Re. 1 (Rupee One) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of Rs. 10 (Rupees Ten) each from the Record Date as may be fixed for the said purpose.

The shareholders may please note that presently the nominal value of each equity share of the Company is Re.1/- (Rupees One) per share and consequent to the consolidation, it will be enhanced to Rs.10/- (Rupee Ten) per share and accordingly the shareholding (number of shares held) would be adjusted in the hands of shareholders. The date on which this consolidation would become effective, will be decided by the Board and will be notified through the Stock Exchanges and Newspaper Advertisement.

Consequent to above, the Memorandum of Association of the Company shall be amended by alteration of Capital clause. Presently, the Authorized Share Capital of the Company is Rs. 67,00,00,000/- (Rupees Sixty Seven Crores) divided into 67,00,00,000 (Sixty Seven Crore) Equity Shares of Re. 1/- (Rupee One) each. Clause V of Memorandum of Association is accordingly proposed to be altered by amended and substituted as follows:

“V. The Authorized Share Capital of the Company is Rs. 67,00,00,000/- (Rupees Sixty Seven Crores) divided into 6,70,00,000 (Six Crore Seventy Lac) Equity Shares of Rs. 10/- (Rupees Ten) each.”

The Board of Directors/Committee(s) of the Board thereof, shall not issue fractional share certificate(s) resulting from aforesaid consolidation and instead consolidate all such fractional entitlement(s), if any, and there upon issue and allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/ Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times may be decided by the Board/ Committee(s), and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s).

In terms of the provisions of Section 13 read with Section 61 of the Companies Act 2013, approval of the Shareholders is required for consolidation of face value of equity shares of the Company as above and consequent alteration of Memorandum of Association. Therefore, the said resolutions are herewith placed for your approval. Your Board recommends the proposal as set out in the Resolution provided under item no. 6 for your approval as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company is in any way interested in the Resolution, except in capacity as shareholders of the Company to the extent of their shareholding and the shareholding of their relatives in the Company.

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

**Date: 12.08.2019**

**Place: New Delhi**

**Deepanshu Arora  
Company Secretary  
M. No A44595  
F-125A Dilshad Colony, Delhi-110095**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Resolution No.	2	4	5
<b>Name of Director</b>	<b>Mr. Vikas Garg</b>	<b>Ms. Meena Bansal</b>	<b>Mr. Vivek Garg</b>
<b>Appointed as</b>	Non Executive Director	Independent Director	Managing Director
<b>Director Identification Number (DIN)</b>	00255413	08400953	00255443
<b>Age</b>	46 Years	29 Years	44 years
<b>Date of Appointment at current Designation / Date of first appointment on the Board</b>	June 7, 2013	July 1, 2019	July 1, 2019
<b>Profile / Qualifications &amp; Experience</b>	Mr. Vikas Garg is a Commerce graduate from Delhi University. He has enriched experience of over 18 years in the field of Chemical and Petrochemicals Products.	Ms. Bansal is a Chartered Accountant by qualification and has good experience in area of financial accounting, audit and taxation.  She has been an independent professional and has remained active in Industry for around 12 years.	Mr. Vivek Garg is a Commerce graduate details on his experienced are forming part of explanatory statement to the notice.
<b>Names of listed other entities in which the person also holds the directorship</b>	Vikas Ecotech Limited	None	Vikas Ecotech Limited
<b>Chairmanship/Membership of Committees in companies in which position of Director is held</b>	Mr. Vikas Garg is member of following committees of Vikas Ecotech Limited i. CSR Committee ii. Stakeholders' Relationship Committee iii. Executive Committee	Nil	Mr. Vivek Garg is member of following committees of Vikas Ecotech Limited i. Stakeholders' Relationship Committee ii. Executive Committee
<b>Shareholding in the Company</b>	19,14,28,436	Nil	1550
<b>Relationship between Directors</b>	Brother of Mr. Vivek Garg, Managing Director of the Company	Not related to any of the Directors	Brother of Mr. Vikas Garg, Non-Executive Director of the Company
<b>Remuneration paid / proposed</b>	As applicable to Non- Executive Director/ Independent Directors comprises payment of Sittings fees for attending the meetings of Board of Directors and its committees as approved by the Board from time to time.		Not exceeding Rs.60,00,000/-per Annum

**VIKAS MULTICORP LIMITED**  
**Regd. Office: G-1 34/1, East Punjabi Bagh,**  
**New Delhi, West Delhi- 110026**  
**CIN: U25111DL1995PLC073719**

**Email ID:- [info@vikasmulticorp.com](mailto:info@vikasmulticorp.com) Website:- [www.vikasmulticorp.com](http://www.vikasmulticorp.com)**

**Telephone No.:- +91-11-40450110**

Sr. No.....

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING –THURSDAY, 26<sup>th</sup> SEPTEMBER, 2019 at 11:30 A.M**

<b>DP ID*</b>		<b>NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER/PROXY</b>
<b>Client ID* / Folio No.</b>		
<b>No. of Share(s)</b>		

I/We certify that I/We am/are registered shareholder/proxy of the Company.

I/We hereby record my/our presence at the Annual General Meeting of the Company on **Thursday, 26<sup>th</sup> September, 2019 at 11:30 A.M at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi-110034.**

.....  
**Signature**

Note: Please complete this and hand it over at the entrance of the hall.

\* Applicable for shares held in electronic form.

**No Gift / Gift Coupon / Refreshment Coupon will be distributed at the Meeting.**

.....

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**PROXY FORM**

**Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of  
the Companies (Management and Administration) Rules, 2014**

**ANNUAL GENERAL MEETING –THURSDAY, 26<sup>th</sup> SEPTEMBER, 2019 at 11:30 A.M**

Name of the member(s): Registered address:		e-mail Id: Folio No./Client Id*: DP Id*:	
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I/We being the member(s) holding..... shares hereby appoint:

- (1) Name ..... Address ..... e-mail ID  
..... or falling him/her;
- (2) Name ..... Address ..... e-mail ID  
..... or falling him/her;
- (3) Name ..... Address ..... e-mail ID  
.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on-**Thursday, 26<sup>th</sup> September at 11:30 A.M at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi-110034** and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	For <sup>#</sup>	Against <sup>#</sup>
1.	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019		
2.	To appoint a Director in place of Mr.Vikas Garg (DIN 00255413), who retires by rotation and being eligible, offers himself for re-appointment		
3.	Appointment of M/s Goyal Nagpal & Co., Chartered Accountants as Statutory Auditors of the Company		
4.	Appointment of Ms. Meena Bansal (DIN: 08400953) as an Independent Director of the Company		
5.	Appointment of Mr. Vivek Garg (DIN: 00255443) as Managing Director of the Company and approval of his remuneration		
6.	To Consolidate the Face Value of the Equity Shares of the Company and consequential alteration of Memorandum of Association of the Company.		

\*Applicable for shares held in electronic form.

Signed this ..... day of ..... 2019

**Signature**

Affix one Rupee Revenue Stamp
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**Signature of proxy holder(s)**

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before 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) <sup>#</sup>This is only optional. Please put 'X' or '√' in the appropriate column against the resolutions indicated in the Box. If you leave 'For/ or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems appropriate.**
- (5) Appointing a proxy does not prevent a member from attending the meeting in person, if he so desire.**
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be mentioned.**