

**VIKAS WSP LIMITED**

B-86/87, Udyog Vihar, RICO, Industrial Area

Sriganganagar - 335 002 / INDIA

CIN : L24139HR1988PLC030300

E-mail : [vikasvegan@yahoo.com](mailto:vikasvegan@yahoo.com), website : [www.vikaswsp.com](http://www.vikaswsp.com)

Telephone : 91(154)2494512/2494552 Fax : 91(154)2494361/2475376



**September 02, 2020**

**To**  
**The General Manager,**  
**Corporate Relation Department,**  
**The Stock Exchange, Mumbai,**  
**P.J.Towers, Dalal Street,**  
**Mumbai – 400001**

**Sub:** - Submission of 32<sup>nd</sup> AGM Notice cum Annual Report for F.Y. 2019-2020 of **VIKAS WSP Limited**

**Ref:-**Vikas WSP Limited

**Scrip Code:** - 519307

**ISIN No.** - INE706A01022

**Ref.: -** Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Dear Sir/ Madam,**

This is to inform you that the 32<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held on Monday, 28<sup>th</sup> September, 2020 through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the business as set out in the notice convening the said Annual General Meeting which is e-mailed to the shareholders of the Company.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find attached herewith the Annual Report of the Company for the financial year 2019-2020 along with the Notice of 32<sup>nd</sup> Annual General Meeting. Notice of the AGM along with Annual Report for the Financial year 2019-2020 is enclosed and is also being sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s). The



requirement of sending physical copy of Notice and Integrated Report to the members has been dispensed with vide the aforementioned circulars.

The Company is offering e-voting facility to its members to transact the businesses set forth in the Notice. The facility to exercise vote by electronic means (i.e. e-voting/ e-voting at the AGM) on all resolutions as set out in the Notice will be provided to the members holding shares either in physical or electronic form as on the cut-off date i.e. Monday, September 21, 2020. The e-voting will commence on Friday, September 25, 2020 at 10:00 A.M. and will end on Sunday, September 27, 2020 at 5.00 P.M. (both days inclusive).

The Annual Report and Notice of 32<sup>nd</sup> Annual General Meeting are also available on the Company's website as per following Details.

1. Annual Report- <http://vikaswspltd.in/data/shareholder-meeting/agm-2020/Annual%20Report-Vikas%20WSP%20Limited-2019-2020.pdf>
2. Notice of 32<sup>nd</sup> Annual General Meeting- <http://vikaswspltd.in/data/shareholder-meeting/agm-2020/Notice%20of%20AGM-28.09.2020.pdf>

We request you to take the same on record.  
Thanking You,

**Yours Faithfully,  
For VIKAS WSP LIMITED**

(BAJRANG DASS AGGARWAL)  
DIN: 00036553,  
Managing Director  
123, Vinoba Basti,  
Sriganganagar, Rajasthan-335001



**Encl. A/a**



*The World of Water Soluble Polymers*

No Question about quality....

## ANNUAL GENERAL MEETING

On Monday, 28 September, 2020

at 11.00 A.M.

VIKAS WSP LIMITED

32<sup>ND</sup>  
ANNUAL  
REPORT  
2019-20

<b>BOARD OF DIRECTORS</b>	<b>Audit Committee</b>	
	<b>NAME OF MEMBER/ CHAIRPERSON</b>	<b>DESIGNATION</b>
<b>Mr. Bajrang Dass Aggarwal</b> Chairman Cum Managing Director	Mrs. Kamini Jindal	Executive Director, Member
<b>Mrs. Bimla Devi Jindal</b> Executive Director	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Member
<b>Mrs. Kamini Jindal</b> Executive Director	Mr. Ram Awtar Mittal	Non-Executive - Independent Director, Chairperson
<b>Mr. Neeraj Chhabra</b> Non-Executive Independent Director	Mr. Gunjan Kumar Karn	Company Secretary
<b>Mr. Kishan Lal</b> Non-Executive Independent Director	Mr. Umesh Bansal	Chief Financial Officer
<b>Mr. Ram Awtar Mittal</b> Non-Executive Independent Director		
<b>Mr. Vishnu Bhagwan</b> Non-Executive Independent Director		
<b>COMPANY SECRETARY &amp; HEAD COMPLIANCE OFFICER</b> Gunjan Kumar Karn	<b>Stakeholder Relationship Committee</b>	
	Mr. Bajrang Dass Aggarwal	Executive Director, Member
	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Chairperson
<b>Chief Financial Officer</b> Umesh Bansal	Mr. Ram Awtar Mittal	Non-Executive - Independent Director, Member
<b>Statuary Auditor</b> M/s S. Prakash Aggarwal & Co., Chartered Accountants 4-A-6-Jawahar Nagar, Sri Ganganagar-335001	<b>Nomination and Remuneration Committee</b>	
	Mr. Bajrang Dass Aggarwal	Executive Director, Chairperson
	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Member
	Mr. Ram Awtar Mittal	Non-Executive - Independent Director, Member
<b>Secretarial Auditor</b> <b>M/s S Vivek &amp; Associates</b> , Practicing Company Secretary 7/19, 3rd Floor, West Patel Nagar, New Delhi-110008	<b>Corporate Social Responsibility (CSR) Committee</b>	
	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Chairperson
	Mrs. Bimla Devi Jindal	Executive Director, Member
	Mr. Bajrang Dass Aggarwal	Executive Director, Member
	Mr. Gunjan Kumar Karn	Company Secretary
<b>Internal Auditor</b> M/s Sanjay Goyal & Associates, Chartered Accountants 4-A-6-Jawahar Nagar, Sri Ganganagar-335001	<b>Risk Management Committee</b>	
	Mr. Bajrang Dass Aggarwal	Executive Director, Chairperson
	Mrs. Bimla Devi Jindal	Executive Director, Member
	Mr. Kamini Jindal	Executive Director, Member
<b>Bankers</b> Punjab National Bank, Union Bank of India, Bank of India	<b>Registered Office</b>	
	Railway Road, Siwani, Haryana-127046 <b>Email Id:-</b> <a href="mailto:csgunjanvikaswspltd1984@gmail.com">csgunjanvikaswspltd1984@gmail.com</a>	
<b>REGISTRAR AND SHARE TRANSFER AGENTS</b> Link Intime India Private Limited Noble Heights, 1 <sup>st</sup> Floor, Plot Nh 2 C-1 Block LSC, Near Savitri Market Janakpuri, New Delhi - 110058 Tel. No.: +91-11-41410592-94, Fax No.: +91-11-41410591 E Mail: <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>	<b>Administrative/Corporate Office</b> B-86/87, RIICO, Udyog Vihar, Industrial Area, Sri Ganga Nagar-335002 <b>Email Id:</b> <a href="mailto:csgunjanvikaswspltd1984@gmail.com">csgunjanvikaswspltd1984@gmail.com</a>	
	<b>PLANTS</b> Sri Ganganagar (Rajasthan) Siwani	
	<b>Website:</b> <a href="http://vikaswspltd.in">vikaswspltd.in</a>	
	<b>Corporate Identification Number (CIN)</b> L24139HR1988PLC030300	

### BOARD OF DIRECTORS



Bajrang Dass Aggarwal  
Chairman Cum  
Managing Director



Bimla Devi Jindal  
Executive Director



Kamini Jindal  
Executive Director



Neeraj Chhabra  
Non-Executive  
Independent Director



Ram Awtar Mittal  
Non-Executive  
Independent Director



Kishan Lal  
Non-Executive  
Independent Director



Vishnu Bhagwan  
Non-Executive  
Independent Director\*

• **Mr. Vishnu Bhagwan Resigned with effect from 23.04.2019**

**NOTICE**  
**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 32<sup>nd</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIKAS WSP LIMITED WILL BE HELD ON MONDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2020 AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") WITHOUT THE IN-PERSON PRESENCE OF SHAREHOLDERS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT RAILWAY ROAD, SIWANI, HARYANA-127046.**

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") by way of circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 (hereinafter referred to as "Circulars") permitted companies to hold their general meetings through video conferencing (VC) or other audio visual means (OAVM) for the year 2020. In keeping with government advisories on Covid-19 and considering the current extra-ordinary circumstances, which are not conducive to a safe conduct of the AGM with physical attendance of stakeholders, the Board of Directors has approved conduct of the 32<sup>nd</sup> Annual General Meeting through Video Conferencing and other audio visual means (OAVM) (hereinafter referred to as "VC/OAVM"). Notice is hereby given that the following business will be transacted at the AGM:

**ORDINARY BUSINESS:**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

**1. TO CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 AND THE REPORT OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON:**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Statement of changes in equity and the Cash Flow Statement of the Company for the financial year ended March 31, 2020 annexed with notes to the financial statements with reports of the Board of Directors ("the Board") and Auditors thereon be and are hereby considered and adopted."

**2. TO APPOINT A DIRECTOR IN PLACE OF Mr. BAJRANG DASS AGGARWAL (DIN-00036553), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof), **Mr. BAJRANG DASS AGGARWAL (DIN-00036553)**, who retires by rotation and being eligible, offered himself for reappointment, be and is hereby reappointed as a director of the Company, liable to retire by rotation."

**3. RE-APPOINTMENT OF M/s S. PRAKASH AGGARWAL & Co, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY AND TO FIX ITS REMUNERATION**

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), **M/s S. Prakash Aggarwal & Co., Chartered Accountants (Firm Registration no. 06105C) and Membership No.-074813**, who have been appointed as Statutory Auditors at the 27<sup>th</sup> Annual General Meeting to hold office up to the date of ensuing Annual General Meeting, be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee and the Board of Directors in consultation with the Auditors for each of the financial year."

**SPECIAL BUSINESS**

**4. APPROVAL FOR RELATED PARTY TRANSACTIONS.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if



any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or reenactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and Vikas Proppant & Granite Limited, Vegan Colloids Limited, Vikas Chemi Gums (India) Limited and Vikas Dall and General Mills (Partnership firm) (a related party) for Sale and Purchase of goods in its absolute discretion on the terms as agreed/may be agreed between Board of Directors and Vikas Proppant & Granite Limited, Vegan Colloids Limited, Vikas Chemi Gums (India) Limited and Vikas Dall and General Mills (Partnership firm) and as briefly mentioned in the explanatory statement to this resolution.

**"RESOLVED FURTHER THAT** Mr. Bajrang Dass Aggarwal, Managing Director of the Company be and are hereby individually authorized to sign any document or agreement for above proposed transactions on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution."

##### **5. RE-APPOINTMENT OF MANAGING DIRECTOR**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. B D Aggarwal DIN 00036553 as Managing Director of the Company for a period of five years with effect from September 30, 2020.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of ` 36,00,000/- (Rupees Thirty Six Lacs only) per annum to Mr. B D Aggarwal, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

##### **Registered Office**

Railway Road  
Siyani Haryana -127046

##### **CIN:-**

L24139HR1988PLC030300

##### **EmailId:-**

[csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com)

##### **By order of the Board**

**Bajrang Dass Aggarwal**  
Chairman and  
Managing Director  
DIN:- 00036553  
123, Vinoba Basti,  
Sriganganagar 335001

##### **NOTES**

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. Information regarding particulars of the Director to be appointed and the Director seeking appointment/ re-appointment as required under Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings are also annexed as Annexure-A and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered

for the purpose of disclosure does not include the directorships held in foreign companies. The Committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under Regulation 18 & 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit and Risk Management Committee and Stakeholders' Relationship Committee respectively of Indian public limited companies.

3. In view of the continuing lockdown restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.
4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Act are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to attend the AGM, by e-mail to [csviveksharmakk@gmail.com](mailto:csviveksharmakk@gmail.com) with a copy marked to the Company at [csqunjanvikaswspltd1984@gmail.com](mailto:csqunjanvikaswspltd1984@gmail.com) and to its RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
6. Pursuant to the Provision of Section 139 of The Companies Act, 2013 and Rules made there under, the first term of the appointment of the current statuary Auditor of the Company **M/s S. Prakash Aggarwal & Co.,** Chartered Accountants (Firm Registration no. 06105C) and Membership No.- 074813 expires at the conclusion of this Annual General Meeting. They were appointed by the shareholders at the 32<sup>nd</sup> Annual General Meeting to hold office for a period of Five Years until the conclusion of the 37<sup>th</sup> Annual General Meeting, subject to

ratification by shareholders at each Annual General Meeting.

The Members are now requested to re-appoint **M/s S. Prakash Aggarwal & Co.,** Chartered Accountants (Firm Registration no. 06105C) and Membership No.- 074813 as Statutory Auditors of the Company for a Second term of 5 (Years) consecutive years to hold office from the conclusion of this meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting subject to ratification by the Members at every Annual General Meeting to be held hereafter and to fix their remuneration.

#### **Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report**

7. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
8. Members holding shares in physical mode who have still not registered their email ID with the Company can temporarily get their email IDs registered with the Company's Registrar and Share Transfer Agents, Link In time India Pvt Ltd, by using the link: <https://linkintime.co.in/emailreg/emailregister.html> and Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.

9. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on [csqunjanvikaswspltd1984@gmail.com](mailto:csqunjanvikaswspltd1984@gmail.com)

#### **Procedure for joining the 32<sup>nd</sup> AGM through VC / OAVM**

10. Link Intime will be providing facility for voting through remote e-Voting, for participation in the 32<sup>nd</sup> AGM through VC/OAVM facility and e-Voting during the 32<sup>nd</sup> AGM.
11. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come-first-served basis.

12. Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the "**Company**" and '**Event Date**' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

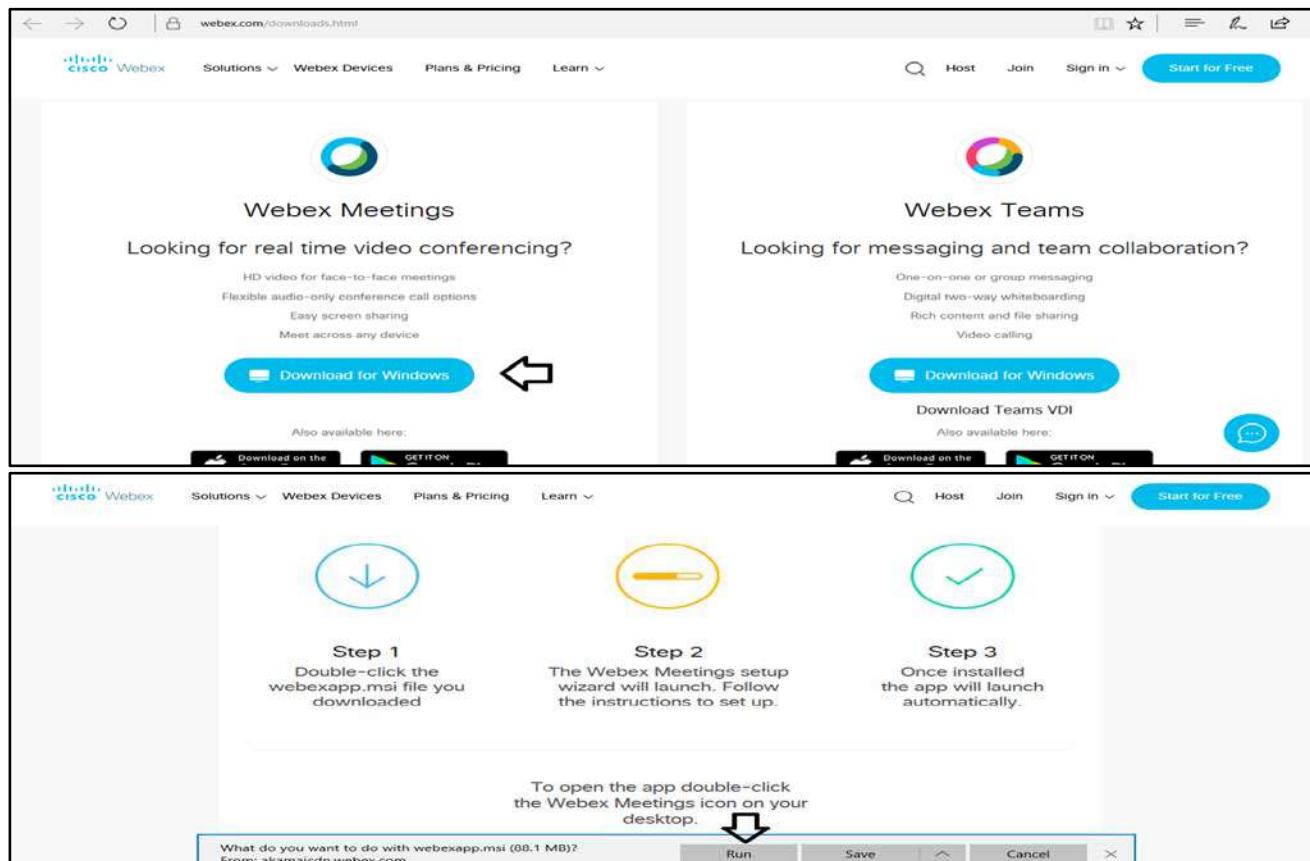
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) contact on: - Tel: 022-49186175.

#### **Annexure**

#### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

**VIKAS**

**Step 1**  
Double-click the webexapp.msi file you downloaded.

**Step 3**  
Once installed app will launch automatically.

**Step 1**  
Double-click the webexapp.msi file you downloaded.

**Step 3**  
Once installed app will launch automatically.

<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now.</b>
<b>1 (A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

**Step 1**  
Double-click the webexapp.msi file you downloaded.

**Step 3**  
Once installed app will launch automatically.

or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Event Information:

Event status:

Date and time:

Duration:

Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:

Last name:

Email address:

Event password:

[Join by browser NEW!](#)

If you are the host, [start your event](#).

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**Procedure to raise questions / seek clarifications with respect to Annual Report at the ensuing 32<sup>nd</sup> AGM:**

14. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com).

Questions / queries received by the Company till 5.00 p.m. on Friday, September 25, 2020 shall only be considered and responded during the AGM.

15. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

**Procedure for remote e-Voting and e-Voting during the AGM**

16. All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

17. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members are provided with the following alternatives by which they may cast their votes:

**(i) Remote e-voting**

The remote e-Voting platform will be provided by the Company's Registrar & Share Transfer Agents- Link Intime India Pvt. Ltd. (LIIPL) and the e-voting period will commence on Friday, September 25, 2020 at 10.00 A.M. and will end on Sunday, September 27, 2020 at 5.00 P.M. The remote e-Voting module will be disabled by Link Intime for voting thereafter. Instructions and information relating to e-Voting are as follows:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. NOTE: If members are holding shares in demat form and have registered on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier event of any company then they can use their existing password to login.

Those who are first time users of LIIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID: Enter your User ID

- Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Members holding shares in physical form shall provide Event No + Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) shall use the sequence number provided to you, if applicable.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Members holding shares in CDSL demat account shall provide either 'C' or 'D', above
  - Members holding shares in NSDL demat account shall provide 'D', above
  - Members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
  - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
  5. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
  6. E-voting page will appear.
  7. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
  8. After selecting the desired option i.e. Favour / against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
  9. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL

at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund /Corporate Body' login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case members have a valid registered email address, Password will be sent to his / her registered e-mail address.
- Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, members can login any number of time till they have voted on the resolution(s) for a particular "Event". Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000

**18. General Guidelines for shareholders:**

- a) Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a 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 authorised to vote, to the Scrutinizer at [csviveksharmakk@gmail.com](mailto:csviveksharmakk@gmail.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
- b) Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
  - c) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Monday, September 21, 2020.
  - d) Mr. Vivek Sharma, Proprietor of **M/s. S VIVEK & ASSOCIATES**, Practicing Company Secretaries (Membership No. A 56155, COP: 20906), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
  - e) 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 electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
  - f) The results shall be declared not less than forty – eight (48) hours from conclusion of the AGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company [www.vikaswspltd.in](http://www.vikaswspltd.in) 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 BSE Limited.

#### **19. Documents open for inspection:**

- (a) All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com) for inspection of said documents; and
- b) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for

inspection by the members during the AGM at <http://www.vikaswspltd.in>

#### **19. Procedure for registration of e-mail address and bank details by shareholders:**

##### **(i) For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID / PAN, mobile number and e-mail id. In case of any query, a member may send an email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

##### **i. For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

##### **ii. Registration of email id for shareholders holding physical shares:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) on their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e-mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query,



a member may send an e-mail to RTA at rnt.  
[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification

#### **(ii) Registration of Bank Details for physical shareholders:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the email/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

#### **Others**

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
21. As per Regulation 40 of Listing Regulations, securities of listed companies can only be transferred in dematerialized form, with effect from 1st April, 2019, except in case of request of transmission or transposition of securities. In

view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are urged for converting their holding to demat form. Members may contact the Company or Link Intime India Pvt. Ltd. for any assistance in this regard.

#### **Registered Office**

Railway Road  
Siwani Haryana -127046

#### **CIN:-**

L24139HR1988PLC030300

#### **Email Id:-**

[csgunjanvikaswsp ltd1984@gmail.com](mailto:csgunjanvikaswsp ltd1984@gmail.com)

#### **By order of the Board**

**Bajrang Dass Aggarwal**  
Chairman and  
Managing Director  
DIN:- 00036553  
123, Vinoba Basti,  
Sriganganagar 335001

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4 of the accompanying Notice

#### **ITEM NO. 4**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with following related party,

- (i) Vikas Proppant & Granite Limited
- (ii) Vegan Colloids Limited
- (iii) Vikas Chemi Gums(India) Limited
- (iv) Vikas Dall and General Mills (Partnership firm)

the Company must obtain prior approval of the Board of Directors and in case the transaction value exceeds the limit specified in the act, prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;

5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

#### **ITEM NO. 5**

Mr. Bajrang Dass Aggarwal is the promoter Director of the Company. He has been serving as a Chairman & Managing Director to the Company since its incorporation. Now pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, company wants to re-appoint Mr. Bajrang Dass Aggarwal as Managing

Director of the Company for 5 years i.e. for 2020. As a Promoter and Managing Director, Mr. Bajrang Dass Aggarwal has a vast knowledge and experience in the field of Guar Gum industry. The teams and remuneration of the managing Director will be as per the policy laid down by Nomination and Remuneration Committee i.e. Nomination and Remuneration Policy.

The remuneration will be in terms of provisions of company act, 2013 and other applicable provisions in this regards.

Mr. Bajrang Dass Aggarwal is a well known and trusted name for Guar Gum Industry. He is one of the most respected business personalities in India. Not only for guar crop harvesting farmers he is a helping hand but also to others, may it be on farming end or educational end. He has introduced new standards in management, efficiency and corporate social responsibility to an industry he has helped transform.

#### **Registered Office**

Railway Road  
Siwani Haryana -127046

#### **CIN:-**

L24139HR1988PLC030300

#### **Email Id:-**

csgunjianvikaspltd1984@gmail.com

#### **By order of the Board**

**Bajrang Dass Aggarwal**  
Chairman and Managing  
Director  
DIN:- 00036553  
123, Vinoba Basti,  
Sriganganagar 335001

**Place:** Siwani

**Date:** 02-09-2020

#### **Annexure-A**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)

Name of the Director	Bajrang Dass Aggarwal
Date of birth	15-05-1954
Date of Appointment	22-06-1988
Qualification	Bachelor's Degree in Commerce.
Experience in Specific functional areas	Sh. Bajarang Dass Aggarwal having 35 years long experience in Guar Gum Industry. He is the main Promoter of the Company.
No. of Equity Shares held in the Company as on March 31, 2020	1,69,77,332 Equity Shares
Terms & Conditions of reappointment	As per Company's Appointment and Remuneration Policy
Remuneration last drawn during the year FY 2019-2020 (Rs. in lakhs)	36.00
No. of meetings of Board attended during the year	17
Directorship held in other Companies as on March 31, 2020	1. Vikas Proppant & Granite Limited
Relationship with any other director inter-se and KMPs of the Company	Husband of Mrs. Bimla Devi Jindal (Director) Father of Mrs. Kamini Jindal( Director)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Director of Vikas Proppant & Granite Limited Member of <b>Risk Management Committee</b> and <b>Corporate Social Responsibility Committee</b> in Vikas Proppant & Granite Limited

## DIRECTORS' REPORT TO THE MEMBERS

**Dear Shareholders,**

Your Directors present the 32<sup>nd</sup> Annual Report on the business and operations of the Company, together with the Audited Annual Financial Statements for the financial year ended March 31, 2020.

### **1. FINANCIAL HIGHLIGHTS**

In compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company has prepared its standalone financial statements as per Indian Generally Accepted Accounting Principles (IGAAP) for the F.Y. 2019-2020. The Standalone financial highlights of the Company operations are as follows:

<b>Standalone Financial Highlights (IGAAP)</b>	<b>(Amount in Lakhs)</b>	
<b>Particulars</b>	<b>2019-2020</b>	<b>2018-2019</b>
Revenue from operations	75,762.81	79,997.99
Other Income	0.08	3016.50
<b>Total Income</b>	<b>75,762.89</b>	<b>83,014.49</b>
Total expenditure	73,842.51	78,377.90
Finance cost	416.27	2,107.61
Depreciation and amortization expenses	3,435.45	3,454.48
<b>Profit before tax</b>	<b>1,920.38</b>	<b>4,636.59</b>
Exceptional Items	-	-
Profit after Exceptional Items	1,920.38	4,636.59
Tax expenses	-214.45	(55.57)
<b>Profit After Tax</b>	<b>2,134.83</b>	<b>4,692.16</b>
Other Comprehensive Income	-144.79	-114.41
<b>Profit for the year</b>	<b>1,990.04</b>	<b>4,577.75</b>

### **2. STATE OF COMPANY AFFAIRS**

The highlights of affairs of the Company are as follows:-

- Revenue from operations decreased from Rs. 79,997.99 Lacs to Rs. 75,762.81 Lacs.
- Profit before Tax decreased from Profit of Rs. 4,636.59 Lacs to Profit of Rs. 1,920.38 Lacs.
- Net Profit decreased from a Profit of Rs. 4,577.75 Lacs to a net Profit of Rs. 1,990.04 Lacs.

### **3. IMPACT OF COVID-19:**

The World Health Organization (WHO) declared Coronavirus (COVID-19) as a pandemic and the said pandemic has resulted into different phases of lockdowns in many countries across the world. COVID-19 is seen having an unexpected impact on people and economies globally.

The outbreak of Novel Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Vikas WSP Limited has been closely monitoring the COVID-19 situation, with

the safety of our employees and business continuity for our customers and partners our top priority. We regularly communicate best practice advisories, and have put in place precautionary measures to protect our employees and ensure business continuity for us and our customers including:

- The implementation of work from home for all employees, with the exception of some essential roles that need to be conducted from an office or on location for critical network maintenance. In these cases, all necessary arrangements have been made to ensure their safety and protection.
- The cancellation of all business trips, meetings and events, which will be carried out virtually instead.

Due to COVID-19 outbreak, for containing the spread of COVID-19 pandemic in the country, for the well-being of the employees & workers of the Company and also for complying with the directives issued by the Central and State Governments, your Company's operations at the registered office and corporate office and plant were closed from 24<sup>th</sup> March, 2020 to 20<sup>th</sup>

April, 2020. Based on the required permission(s), your Company resumed partially the production activities w.e.f. 20<sup>th</sup> April, 2020. The operations at the Company's corporate office also resumed w.e.f. 20<sup>th</sup> April, 2020 based on the guidelines issued by Central and State Governments after taking necessary precautionary measures w.r.t. health and safety of employees and workers of the Company for prevention and containment of COVID-19.

As a result of the above pandemic, the profitability of the Company for the financial year ended 31<sup>st</sup> March, 2020 is impacted. However, the impact is not significant. The impact of Covid-19 pandemic on the business of the Company has been described in detail in the Management Discussion and Analysis Report under the heading 'Overall review of the Company, Vikas WSP Limited'.

#### **4. RESERVES AND SURPLUS**

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2020.

#### **5. DIVIDEND**

The Board of Directors (the "Board") has not recommended any dividend for the financial year ended March 31, 2020.

#### **6. SHARE CAPITAL**

During the year, there was no change in the Company's issued, subscribed and paid-up equity share capital as on March 31, 2020, it stood at Rs. 20,44,39,600 divided into 20,44,39,600 equity shares of Re.1 each.

#### **7. REVISION OF FINANCIAL STATEMENTS:**

None of Financial Statements of the Company, pertaining to previous financial years were revised during the financial year under review.

#### **8. BOARD MEETINGS**

During the financial year ended March 31, 2020, 17 (Seventeen) meetings of the Board of Directors were held as against the statutory minimum requirement of 4 (Four) meetings as per provision of Section 173 of Companies Act, 2013 and Secretarial Standard. None of the two Board Meetings have a gap of more than 120 days between them. The dates of board meeting are mentioned below:

<b>S. No.</b>	<b>Types of Meeting</b>	<b>Date</b>
1.	Board Meeting	16.04.2019
2.	Board Meeting	23.04.2019

3.	Board Meeting	02.05.2019
4.	Board Meeting	24.05.2019
5.	Board Meeting	03.06.2019
6.	Board Meeting	17.06.2019
7.	Board Meeting	13.07.2019
8.	Board Meeting	06.08.2019
9.	Board Meeting	14.08.2019
10.	Board Meeting	04.09.2019
11.	Board Meeting	14.11.2019
12.	Board Meeting	31.12.2019
13.	Board Meeting	27.01.2020
14.	Board Meeting	05.02.2020
15.	Board Meeting	14.02.2020
16.	Board Meeting	03.03.2020
17.	Board Meeting	13.03.2020

For other details of Board Meetings and committee meetings, members may refer to the Corporate Governance Report attached separately to this report.

#### **9. COMMITTEES OF BOARD AND NUMBER OF BOARD COMMITTEES**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

1. Audit Committee
2. Nomination and remuneration committee.
3. Stakeholders Relationship Committee
4. Risk Management Committee
5. Corporate Social Responsibility ('CSR') Committee

All the recommendations made by Committees of Board including the Audit & Risk Management Committee were accepted by the Board. A detailed update on the Board, its composition, detailed charter including terms and reference of various Board Committees, number of Board and Committee meetings held during F.Y. 2019-2020 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this Report.

#### **10. DISCLOSURE ON AUDIT COMMITTEE**

Vikas WSP Limited has a qualified and independent Audit Committee. During the year under review there was no change in the composition of Audit Committee.

The Company complies with the provisions related to Audit Committee and SEBI (LODR) Regulations, 2015 and Section 177 of the

Companies Act, 2013. The composition of the Audit Committee as on March 31, 2020 is as under:

S. No.	Name of Committee members	DIN	Category
1.	Mrs. Kamini Jindal	05268741	Executive Director, Member
2.	Mr. Neeraj Chhabra	06467189	Non-Executive - Independent Director, Member
3.	Mr. Ram Awtar Mittal	02303734	Non-Executive - Independent Director, Chairperson

All Members of the Committee are financially literate. For more details thereof kindly refer to the section 'Committees of the Board - Audit Committee', in the Corporate Governance Report.

The Committee has adequate powers to play an effective role as required under the provisions of the Act and Listing Regulations. During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Audit Committee.

#### **11. STAKEHOLDERS RELATIONSHIP COMMITTEE & NOMINATION AND REMUNERATION COMMITTEE:**

Pursuant to Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee and Stakeholder's Relationship Committee constituted by the Board of Directors to deal with the matters as specified in the reference given to the respective committees.

The details of roles, powers and meetings of the Committees held during the financial year under review along with attendance of members thereof and status of grievances received from various stakeholders during the financial year are furnished in the Corporate Governance Report Section of the Board' Report.

#### **12. RISK MANAGEMENT**

Risk management is embedded in Vikas WSP Limited operating framework. The Company

believes that managing risks goes hand-in-hand with maximizing returns. To this effect there is a robust process in place to identify key risks across the Group and prioritize relevant action plans to mitigate these risks. Risk Management framework is reviewed periodically by the Board and the Audit & Risk Management Committee, which includes discussing the management submissions on risks, prioritizing key risks and approving action

plans to mitigate such risks.

The Company has a duly approved Risk Management Policy. The objective of this policy is to have a well-defined approach to risk. The Policy lays broad guidelines for the appropriate authority so as to be able to do timely identification, assessment and prioritization of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risk identified, so as to make sure that risks are adequately compensated or mitigated.

The Internal Audit function is responsible to assist the Audit & Risk Management Committee on an independent basis with a full status of the risk assessments and management.

Operationally, risk is being managed at the top level by Management Boards and at operating level of Executive Committee of circles in India.

Detailed discussion on Risk Management forms part of Management Discussion & Analysis under the section 'Risks and Concerns', which forms part of this Annual Report. At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

#### **13. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company did not made any provision for CSR in the Reported financial year 2018-19 due to financial losses. However, the management is already under process to implement a medical education facility in the local area and the earlier year CSR Amount will be used in this program. The Current years calculation sheet for CSR amount is annexed as **Annexure-I to this report.**

#### **14. FUTURE PROSPECTS**

The Demand for Guar Gum is increasing in the food segment. The Company's R&D is constantly involved in developing new guar

products for food and other industrial applications for the effective control of processing problems and the same is conducive in expanding global guar polymers market. International market for certified organic guar polymer is also increasing. Taking all these prospects together, the demand for guar polymers is bound to increase in the years ahead. So the future prospects are expected to be better.

#### **15. DISCLOSURE OF COMMISSION PAID TO MANAGING OR WHOLE TIME DIRECTORS**

There is no commission paid or payable by your company to the Managing Director or the whole time director.

#### **16. INTERNATIONAL QUALITY STANDARDS AND THEIR CERTIFICATIONS-**

##### **(A) An ISO 9001:2000 - Certified Company-**

100% EOUs of the Company have been certified as ISO 9001:2000 by DNV – a Norwegian Company. So the Company is meeting all the quality control parameters as set out by DNV.

##### **(B) Hazards Analysis of Critical Control Points (HACCP)-**

The products manufactured by the Company are also used in the food production as thickening and binding agent. The end customers of the Company are multinational (MNC's) food producers' viz. Nestle (Friskies), Mars (Master Food), Heinz, Sara Lee, Unilever, and CSM. To source their key raw materials, these MNC's prefer HACCP certified vendors. Employing HACCP in the production system one can check the following contaminations:

Physical	Chemical	Microbial
----------	----------	-----------

##### **(C) Good Manufacturing Practices (GMP)**

Company's 100% EOUs are certified WHO Good Manufacturing Practices (WHO-GMP). Guar Polymers produced using GMP is included in the Food Chemical Codex (FCC) and approved for food use. Therefore, GMP ensures the customers that the products are manufactured in good and hygienic conditions.

#### **17. DIRECTORS**

At the ensuing Annual General Meeting, Mr. Bajrang Dass Aggarwal (DIN:- 00036553),

Director of the Company is liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible, offers himself for reappointment as director in 32<sup>nd</sup> AGM of the Company. The Board of Directors recommended the reappointment for the consideration for the shareholders in ensuring AGM.

#### **18. KEY MANAGERIAL PERSONNEL**

Pursuant to the provision of Section 203 of the Companies Act, 2013, the Company has also the designated key managerial personnel of the Company. The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Bajrang Dass Aggarwal	Managing Director
Mr. Gunjan Kumar Karn	Company Secretary
Mr. Umesh Bansal	Chief Financial Officer

#### **19. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no significant events, changes occurred between the end of the financial year and till the date of this report which would materially affect the financial position of the Company.

#### **20. BOARD EVALUATION**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the

performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

## **21. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet with the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013 and Regulation 25 of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

The Board of Directors of the Company consists of four independent Directors namely

- (i) Sh. Neeraj Chhabra
- (ii) Sh. Ram Awtar Mittal
- (iii) Sh. Kishan Lal
- (iv) Sh. Vishnu Bhagwan\*

• Sh. Vishnu Bhagwan resigned with effect from 23.04.2019

The above three Directors of the Company gave statement pursuant to section 149 of the Companies Act, 2013 at the Board Meeting held on April 16, 2019 for the year 2019-2020. The same was considered and approved by the Board. The Statements is annexed as **Annexure-II to this report.**

## **22. SEPARATE MEETING OF INDEPENDENT DIRECTOR**

The Company has convened and held a separate meeting of Independent Director on

25.05.2019, 16.08.2019, 15.11.2019 & 15.02.2020 during the period under review.

## **23. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company strives to maintain an appropriate combination of executive, non-executive and independent Directors subject to Minimum of 3 and Maximum of 12 Directors including at least one Women Director in compliance with the legal requirements.

The Nomination and Remuneration Committee of the Company leads the process for Board Appointment in accordance with the requirements of the Companies Act, 2013, SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and other applicable regulations or policy guidelines.

During the previous year under review the Company has adopted the Nomination and Remuneration Policy for Directors, KMPs and Other Employees. The policy is available on website of the Company i.e. [www.vikaswspltd.in](http://vikaswspltd.in). The Nomination and Remuneration policy of the Company is attached in Annexure III to this Report.

## **24. EXTRACT OF ANNUAL RETURN**

In terms of provisions of Section 92 and Section 134(3) (a) of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the extracts of Annual Return of the Company in Form MGT-9 is annexed herewith as **Annexure-IV** to this report. An extract of the annual return of the Company has been placed on the website of the Company and can be accessed under the investor information section.  
<http://vikaswspltd.in/data/shareholder-meeting/agm-2020/MGT-9-Vikas%20WSP%20Limited-2020.pdf>

## **25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V thereto, Management Discussion and Analysis Report has been appended separately, which forms part of this Report and the Annual Report as **Annexure-V.**

## **26. CORPORATE GOVERNANCE**

Corporate Governance is the application of best Management Practices, Compliance of Laws in true letter and spirit and adherence to ethical

standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders i.e. shareholders, management, employees, customers, vendors, regulators

and the community at large. Your company places prime importance on reliable financial information, integrity, transparency, empowerment and compliance with the law, in letter and spirit.

The regulators have also emphasized on the requirement of good corporate governance practices in corporate management. Your Company also takes proactive approach and revisits its governance and practices from time to time so as to meet business and regulatory requirements.

At Vikas WSP Limited, Corporate Governance is more a way of business than a mere legal obligation. Besides complying with the prescribed Corporate Governance practices as per the Listing Regulations the Company has voluntarily adopted various practices of governance confirming to highest ethical and responsible standard of business, globally benchmarked.

Compliance of Corporate Governance provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year 2018-2019 has been provided in the Corporate Governance Report.

A Certificate from **M/s S Vivek & Associates**, Practicing Company Secretary of the Company, confirming compliance of Corporate Governance, as stipulated under the Listing Regulations, is annexed as **Annexure-VI to this report**.

Certificate of the CFO, 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 auditors and the Audit committee in terms of Regulation 17 of the Listing Regulations is attached in the Corporate Governance report, and is annexed as **Annexure-VII to this report**.

The Corporate Governance Report, inter-alia, contains the following disclosures:

- Details of Board & Committee Meetings
- Composition of Sustainability & Corporate Social Responsibility Committee
- Whistle Blower Policy (Vigil Mechanism)

- Appointment & Remuneration Policy (for Directors, Key Managerial Personnel, Senior Management and other Employees of the Company) pursuant to the provision of Section 178 of the Act read Regulation 19 of the Listing Regulations)
- Performance Evaluation criteria of the Board, its Committees & individual Directors

## **27. DIRECTOR RESPONSIBILITY STATEMENT**

In terms of Section 134(3)(c) read with Section 134(5), your directors state that the audited financial statements of the Company for the financial year 2019-2020 are in full conformity with the requirements of the Companies Act, 2013 and have been audited by its Statutory Auditors.

Your directors further state that: -

- In the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards had been followed and there is no material departure from the same;
- 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 ended March 31, 2020 and of the profit of the Company for the year ended on that date;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on the 'going concern basis';
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

## **28. LOANS, GUARANTEES AND INVESTMENT**

During the financial year 2019-2020 under review, the Company has not given any loan or guarantee or made any investment in terms of Section 186 of the Companies Act, 2013.

## **29. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

## **30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO**

In terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, a statement containing details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in the manner as prescribed under the Companies (Accounts) Rules, 2014, is given in **Annexure - VIII** hereto and forms part of this Report.

## **31. FIXED DEPOSITS**

During the year under review, the Company had not invited or accepted any fixed deposits from public under Chapter V of the Companies Act, 2013 and the Rules made thereunder.

## **32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT AFTER THE BALANCE SHEET DATE**

There are no material changes and Commitments affecting the Financial Position of the Company between the end of Financial Year and date of this report.

## **33. PARTICULARS OF EMPLOYEES**

Disclosures relating to remuneration of Directors u/s 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is Annexed as **Annexure IX** to this report. The information, as required to be provided in terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of Companies (Appointment and Remuneration OF Managerial Personnel) Rules, 2014 is annexed as **Annexure-IX to this report.**

## **34. ANNUAL BOARD EVALUATION AND FAMILIARIZATION PROGRAMME FOR BOARD MEMBERS**

A note on the familiarization programme adopted by the Company for orientation and training of the Directors, and the Board evaluation process undertaken in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations is provided in the Report on Corporate Governance, which forms part of this Report.

## **35. INDEPENDENT DIRECTOR FAMILARISATION PROGRAMME**

The Company has arranged a familiarization program for Independent Directors of the Company and details has been provided on Company website on the following link:-  
<https://vikaswspltd.in/investor-information>

## **36. VIGIL MECHANISM**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company has established a vigil mechanism under section 177(9) of Companies Act, 2013 and Regulation 22 of the **SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)**

**REGULATIONS, 2015** and has adopted the "Vigil Mechanism/Whistle Blower Policy" of the Company. As per the policy objective, the Company encourages its employees who have concerns about suspected misconduct, to come forward and express these concerns without fear of punishment or unfair treatment. A vigil mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/Chairman of the Audit Committee in exceptional cases. Such policy is made available on the website of the Company  
<http://vikaswspltd.in/wp-content/uploads/2019/08/VIGIL-MECHANISM-AND-WHISTLE-BLOWER-POLICY.pdf>

## **37. RELATED PARTY TRANSACTIONS**

During the year under review, the Board has adopted a policy to regulate the transactions of the Company with its related parties. As per

policy, all related party transactions require prior approval of the Audit Committee and Board of Directors of the Company. Prior approval of the shareholders of the Company is also required for certain related party transactions as prescribed under Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The said policy is available on the Company's website viz. [www.vikaswsp ltd.in](http://www.vikaswsp ltd.in)

The details of all related party transaction are provided in **Annexure X** to the report.

#### **38. FAILURE TO IMPLEMENT ANY CORPORATE ACTION**

There were no instances where the Company failed to implement any corporate action within the specified time limit.

#### **39. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS**

There has been no significant and material order passed by any regulator, courts or tribunals impacting the going concern status and operations of the Company in future.

#### **40. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

No case was filed, to be disposed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the financial year under review.

At Vikas WSP Limited, all employees are of equal value. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, political opinion, national extraction, social origin, sexual orientation or age.

At Vikas WSP Limited, every individual is expected to treat his/her colleagues with respect and dignity. This is enshrined in values and in the Code of Ethics & Conduct of Courtesy. The Direct Touch (Whistle-Blower & Protection Policy) policy provides a platform to all employees for reporting unethical business practices at workplace without the fear of reprisal and help in eliminating any kind of misconduct in the system. The policy also includes misconduct with respect to discrimination or sexual harassment.

The Company also has in place 'Prevention of Sexual Harassment Policy'. This Anti-Sexual

Harassment policy of the Company is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All

employees (permanent, contractual, temporary and trainees) are covered under this policy.

An Internal Complaints Committee (ICC) is in place to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year:

1.	No. of complaints received	Nil
2.	No. of complaints disposed off	Nil

#### **41. SUSPENSION OF SECURITIES OF THE COMPANY**

The Equity Shares of the Company have not been suspended from the trading.

#### **42. INDUSTRIAL RELATIONS**

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

#### **43. STATUTORY AUDITORS:**

**M/s S. Prakash Aggarwal & Co**, Chartered Accountants (FRN 06105C ) were appointed as Statutory Auditors of the Company, for a term of consecutive five years, i.e. from the conclusion of 27<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting by the shareholders of the Company.

Since, the term of the Statutory Auditors is coming to an end at the ensuing Annual General Meeting, approval of shareholders is sought as set out at Item No. 3 of the notice of this Annual General Meeting for reappointment of **M/s S. Prakash Aggarwal & Co**, Chartered Accountants, Sri Ganganagar as Statutory auditors of the Company for a period of five consecutive years i.e. from the conclusion of the 32<sup>nd</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting. They have confirmed that they are not disqualified from being re-appointed as Auditors of the Company.

Accordingly, the appointment of **M/s S. Prakash Aggarwal & Co, Chartered Accountants** as the Company's Statutory Auditors, is placed for approval of the members. The Company has received a certificate from **S.P. Agarwal** to the effect that their appointment, if made, shall be in accordance with the provisions of Section 141 of the Companies Act, 2013. The first year of audit will be of the financial statements for the year ending March 31, 2021.

The Auditors' Report for the financial year ended March 31, 2020 report does not contain any reservation, qualification or adverse remark. The notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

#### **44. SECRETARIAL AUDITORS**

The Company had appointed **M/s. S Vivek & Associates**, Company Secretaries, to conduct its Secretarial Audit for the Financial Year ended March 31, 2020. The Secretarial Auditors have submitted their report for compliance of the provisions of applicable Corporate Laws and other applicable Laws on the Company. The Report on Secretarial Audit

is self-explanatory on compliances and attached as **Annexure-XI-A** to this report.

Secretarial Compliance Report Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, in addition to secretarial audit, Annual Secretarial Compliance Report given by **M/s. S Vivek & Associates**, Company Secretaries on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder is annexed as **Annexure-XI-B**.

Further, pursuant to above said SEBI circular, listed entities shall additionally, on an annual basis, require a check by the Practicing Company Secretary on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder, consequent to which, the Practicing Company Secretary shall submit a report to the listed entity in the manner specified in this circular. The Company has obtained annual secretarial compliance report from Vivek Sharma of **M/s. S Vivek & Associates**, Company Secretaries for the financial year ended march 31, 2020 and same

has been submitted to the stock exchanges within the stipulated time, copy of which is appended to the Report on Annual Report.

#### **45. INTERNAL AUDIT & FINANCIAL CONTROL**

The Company had appointed **M/s Sanjay Goyal & Associates** as an internal auditor of the Company for the financial year 2019-2020. They conducted their audit on quarterly basis. The Board of Director considers its recommendations and plan Company's further strategies accordingly. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions are taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

#### **46. APPRECIATION**

Your Directors wish to place on record their sincere appreciation of the efforts and dedicated services of all the employees who have contributed by staying with the Company in the tough period.

#### **47. CFO CERTIFICATION**

The Certificate required under Regulation 17(8) of the Listing Regulations, duly signed by the CFO of the Company was placed before the Board. The same is provided as **Annexure VII to this report**.

#### **48. GREEN INITIATIVES**

Electronics copies of the Annual Report 2018-19 and the Notice of the 31<sup>st</sup> Annual General Meeting are sent to all members whose email addresses are registered with the Company/depository participants. For members who have not registered their email address, physical copies are sent in the permitted mode.

#### **49. CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known

as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in).

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

#### **50. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN COMPANIES SECURITIES**

Your company has formulated code of conduct for prevention of Insider Trading in Company's Securities ("Code") in accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015. The Objective of this code is to protect the interest of Shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Designated Persons. **Mr. Gunjan Kumar Karn**, Company Secretary and Compliance Officer of the Company are authorized to act as Compliance officer under the Code.

#### **51. SECRETARIAL STANDARDS**

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

#### **52. HONoured LISTING ON NSE PLATFORM**

First half of 2019-20 has been considered as a year of success and achievements. In one of a circular issued by National Stock Exchange Limited, dated, August 16, 2019, Saturday, have honoured and permitted Vikas WSP Limited and securities of other 13 Companies to trade and admitted to deal on the exchange. Such circular was effective from Monday, August 19, 2019.

Various Points would have been considered by the National Stock Exchange Limited before honouring 14 such Companies including Vikas WSP Limited. Our Company has always complied with all the Compliances that were applicable and had always complied with all the Corporate Governance requirements.

Vikas WSP Limited is thankful to the National Stock Exchange Limited for such honoured Listing.

NSE Symbol: VIKASWSP ISIN: INE706A01022  
 (Download ref. No.: NSE/CML/41893 and circular ref. no.: 0693/2019)  
[https://www.nseindia.com/content/circulars/CM\\_L41893.pdf](https://www.nseindia.com/content/circulars/CM_L41893.pdf)

#### **53. GENERAL:**

The Board of Directors confirm that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the financial year 2019-20:

- (i) Issue of equity shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares or Stock options) to employees of the Company;
- (iii) non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014;

#### **(iv) ACKNOWLEDGEMENTS**

The Board of Directors places on record its appreciation for the support, assistance and co-operation received from Government, Regulators and the bankers to the Company, i.e. Union Bank of India, Punjab National Bank and Union Bank of India.

The Board is thankful to the shareholders for their support to the Company. The Board is also thankful to the employees of the Company for their co-operation and unstinted dedication to duty leading to cordial industrial relations during the year under review.

**For and on behalf of the Board of Directors**  
**SD/-**  
**Bajrang Dass Aggarwal**  
**Chairman cum Managing Director**  
**(DIN: - 00036553)**

**Place: 02.09.2020**

**Date: Sri Ganganagar**

**ANNEXURE I**
**CSR POLICY**
**1. A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY.**

The Company has been actively participating in Social activities. The Company believes in giving to the society in which it operates. We believe that to succeed, an organization must maintain highest standards of corporate behavior towards its employees, consumers and societies. We are of the opinion that CSR underlines the objective of bringing about a difference and adding value in our stakeholders' lives.

**OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN**

**CSR** activities of the Company will have the following thrust areas:

- ❖ To promote the education of the children, the Company is actively participating and holding programmes for motivating the students about their education. The Company is currently distributing the scholarship for their basic as well as higher education and these will also be continued in the upcoming years. To promote medical education, the Company is also undertaking a project of establishing Medical College.
- ❖ To reduce the poverty and to encourage the cultivation basic resources like seeds are provided to the farmers for giving them economical support.
- ❖ To promote gender equality, empowering women, and facilitate the old age.
- ❖ To take initiatives for the protection of environment and to maintain the ecological balance.
- ❖ To protect the national heritage and take steps for its development.
- ❖ To practice all the works that will help in eradicating hunger, poverty, and malnutrition.

**REFERENCE TO THE WEB-LINK TO THE CSR POLICY**

The Company policy is available on Company's website [www.vikasguardum.com](http://www.vikasguardum.com) The link is provided as below <http://www.vikaswspltd.in>

**2. THE COMPOSITION OF THE CSR COMMITTEE**

The Company has formulated a CSR Committee under section 135 (1) and Rules made thereunder a committee. Its composition is as follows:-

- |                      |        |
|----------------------|--------|
| 1. B.D. Aggarwal     | Member |
| 2. Neeraj Chhabra    | Member |
| 3. Bimla Devi Jindal | Member |

	Current Year (Lacs)	Pervious Year (Lacs)
3. Average net profit of the Company for last three financial years	-760.11	-9836.80
4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	-15.20	-196.74
5. Details of CSR spent during the financial year.		
a) Total amount to be spent for the financial year;	Nil	Nil
b) Amount unspent	202.74	202.74
c) Manner in which the amount spent during the financial year is detailed below:-		

S. No.	Particulars	(1)	TOTAL
(1)	CSR project or activity identified	Distribution of Guar seeds	
(2)	Sector in which the project is covered	Reducing poverty by Providing resources to the poor farmers like seeds and contributing in increasing income	
(3)	Projects or Programme 1. Local area or other 2. Specify the state and district where projects or programs was undertaken	Local Sri Ganganagar, Rajasthan	
(4)	Amount outlay (budget project or Programme wise)	Nil	Nil
(5)	Amount spent on the project or Programme Sub Heads; (1) Direct expenditure on projects or programmes (2) Overheads	Nil	Nil
(6)	Cumulative expenditure up to the reporting period	Nil	Nil

Sd/-  
Bajrang Dass Aggarwal

Bajrang Dass Aggarwal

(Managing Director) Chairman of CSR Committee

## DECLARATION OF INDEPENDENCE

April 16, 2019

To  
The Board of Directors  
Vikas WSP Limited  
Siwani.

**Sub: Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act, 2013.**

I, **Mr. Ram Awtar Mittal**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:-

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
- Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;

- is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
- a firm of auditors or Company secretaries in practice or cost auditors of the Company or
- any legal or a consulting firm that has or had any transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;
- holds together with my relatives 2% or more of the total voting power of the Company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
- I am not less than 21 years of age.

### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence

and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,  
Yours faithfully,  
Sd/-  
RAM AWTAR MITTAL  
DIN: 02303734  
H. No.- 9, Sec-6  
Bahadurgarh-124507

**April 16, 2019**

**To**  
**The Board of Directors**  
**Vikas WSP Limited**  
**Siwani.**

**Sub:** Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act,

I, **Mr. Neeraj Chhabra**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
  - Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
  - none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
  - Neither me nor any of my relatives:
    - holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;
    - is or has been an employee or proprietor or a partner, in any of the

three financial years immediately preceding the financial year of;

- a firm of auditors or Company secretaries in practice or cost auditors of the Company or any legal or a consulting firm that has or had any transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;
- holds together with my relatives 2% or more of the total voting power of the Company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
  - I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
  - I am not less than 21 years of age.

#### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship/ transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking you,  
Yours faithfully,**

Sd/-  
Neeraj Chhabra  
DIN: 06467189  
RCP Tal Colony Q. No.- 34  
Suratgarh, Sri Ganaganagar

**April 16, 2019**

**To**  
**The Board of Directors**  
**Vikas WSP Limited**  
**Siwani.**

**Sub:** Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act,

I, **Mr. Kishan Lal**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
- Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

- a firm of auditors or Company secretaries in practice or cost auditors of the Company or any legal or a consulting firm that has or had any transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;
- holds together with my relatives 2% or more of the total voting power of the Company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
- I am not less than 21 years of age.

#### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking you,  
Yours faithfully,**

**Sd/-  
Kishan Lal  
DIN: 01878703  
A-3, Jamna Lal Bajaj Marg  
C-Scheme, Jaipur.**

**April 16, 2019**

To  
**The Board of Directors**  
**Vikas WSP Limited**  
**Siwani.**

**Sub:** Declaration of independence under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and sub-section (6) of section 149 of the Companies Act,

I, **Mr. Vishnu Bhagwan**, hereby certify that I am a Non-executive Independent Director of Vikas WSP Limited, Place and comply with all the criteria of independent director as envisaged in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I was not a promoter of the Company or its associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company.
- Apart from receiving director sitting fees, I have no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or during the two immediately preceding financial years or during the current financial year;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - holds or has held the position of a key managerial personnel or is or has been employee/executive of the Company or any of the three financial years immediately preceding the financial year;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

- a firm of auditors or Company secretaries in practice or cost auditors of the Company or any legal or a consulting firm that has or had any transaction with the Company, its amounting to 10% or more of the gross turnover of such firm;
- holds together with my relatives 2% or more of the total voting power of the Company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
- I am not less than 21 years of age.

#### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking you,  
Yours faithfully,  
Sd/-**

Vishnu Bhagwan  
DIN: 00605506  
B-39 Madhuban Colony  
New Delhi.

## **NOMINATION AND REMUNERATION POLICY**

### **PURPOSE**

The Company has formed Nomination and Remuneration Policy U/s 178(1) of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. This policy has been formulated for determining the qualification, Positive attributes of Executive Directors, Non-Executive Directors, Independent Director and Key Managerial Persons of the Company.

### **DEFINITIONS**

**"ACT"** the act shall mean Companies Act, 2013.

**"COMMITTEE"** the committee shall mean Nomination and Remuneration Committee under Section 178 (1) of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

**"BOARD"** the Board shall mean Board Of Directors of Vikas WSP Limited.

**"COMPANY"** means the Company Vikas WSP Limited

**"KEY MANAGERIAL PERSONNEL"** means

- (i) Managing Director or Chief Executive Officer or manager and in their absence, a whole-time director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer:

Such other officer as may be prescribed

**"SENIOR MANAGEMENT"** means Senior Management means personnel of the Company who are members of its core management team excluding the Board of Directors including Functional Heads.

### **NOMINATION AND REMUNERATION COMMITTEE**

The Company has formed a committee under section 178(1) of Companies Act, 2013 Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Committee consists of three members namely:

Bajrang Dass Aggarwal	Executive Director, Member
Neeraj Chhabra	Non-Executive – Independent Director, Member
Ram Awtar Mittal	Non-Executive – Independent Director, Chairperson

### **ROLE OF THE COMMITTEE**

The Committee has been formulated to perform the following works: -

1. The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in Companies Act, 2013 and rules made there under and all other provisions applicable, if any and recommend to the Board their appointment and removal. It shall carry out evaluation of every director's performance.
2. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. To carry out evaluation of every Director's performance.
4. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
5. To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **CRITERIA FOR APPOINTMENT OF DIRECTOR**

Any person who wishes to be appointed as a Director of the Company needs to fulfill the following criteria: -

1. His appointment must not be in Contravention of any provision of Companies Act, 2013 and rules made there under or under any other applicable laws, if any.
2. The appointment shall be subject to applicable Regulation of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
3. The person who wishes to be appointed as a Director must have relevant experience in the industry similar to the business of the Company or hold relevant qualification in this regard. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

4. The Director will be eligible for appointment only if he has attained the age of twenty one years.

#### **INDEPENDENT DIRECTOR**

The Independent Director must fulfill the following criteria:-

1. His appointment must not be in Contravention of Section 149 of the Companies Act, 2013 and rules made there under and all the applicable laws, if any.
2. The appointment shall be subject to applicable Regulation of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
3. He shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, or other disciplines related to the Company's business,

#### **TERM/TENURE**

##### **1. Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive 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.

##### **2. Independent Director: -**

- a) 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 on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) 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.

However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be

eligible for appointment for one more term of 5 years only.

- c) 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 or such other number as may be prescribed under the Act.

#### **REMOVAL**

Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable Act, rules and regulations there under, 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 in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### **Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

##### **General:**

- A. 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.
- B. 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 Act.
- C. 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.

- D. 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:**

**a) 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/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

**b) 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 Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**c) 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 Act 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:**

### **a) Remuneration / Commission:**

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

### **b) 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 Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

### **c) Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**d)** Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:

- I. The Services are rendered by such Director in his capacity as the professional; and
- II. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

## **IMPLEMENTATION**

- A. The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- B. The Committee may Delegate any of its powers to one or more of its members.

**Annexure-IV****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2020**

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:-**

<b>1</b>	<b>CIN</b>	L24139HR1988PLC030300
<b>2</b>	<b>Registration Date</b>	22.06.1988
<b>3</b>	<b>Name of the Company</b>	Vikas WSP Limited
<b>4</b>	<b>Category/Sub-category of the Company</b>	Company Limited by Shares
<b>5</b>	<b>Address of the Registered office</b>	Railway Road, Siwani, Haryana -127046
<b>6</b>	<b>Address of the Corporate Office &amp; contact details</b>	B-86/87,RIICO, Udyog Vihar, Industrial Area, Sri Ganga Nagar-335002
<b>7</b>	<b>Whether listed Company</b>	Yes, Bombay Stock Exchange
<b>8</b>	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	<b>Link Intime India Pvt. Limited</b> <b>Address:</b> - 44, Community Centre, 2 <sup>nd</sup> Floor, Near PVR Naraina, Phase-I, Naraina Industrial Area, New Delhi – 110028 <b>TEL. NO.</b> 011-41410592

**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)

<b>S. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/service</b>	<b>% to total turnover of the Company</b>
1	Guar Polymers	13023230, 13023220	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>S. NO</b>	<b>NAME AND ADDRESS OF THE COMPANY</b>	<b>CIN/GLN</b>	<b>HOLDING/ SUBSIDIARY / ASSOCIATE</b>	<b>% of shares held</b>	<b>Applicable Section</b>
1	Not applicable				

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**A. Category-wise Share Holding**

S. No	Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the end of the year - 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	36507164	0	36507164	'17.8572	29757164	0	29757164	'14.5555	'-3.3017
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	36507164	0	36507164	'17.8572	29757164	0	29757164	'14.5555	'-3.3017
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	36507164	0	36507164	'17.8572	29757164	0	29757164	'14.5555	'-3.3017
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	10000	10000	'0.0049	0	10000	10000	'0.0049	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	1000	0	1000	'0.0005	1000	0	1000	'0.0005	'0.0000
(f)	Financial Institutions / Banks	852538	0	852538	'0.4170	891857	0	891857	'0.4362	'0.0192
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	853538	10000	863538	'0.4224	892857	10000	902857	'0.4416	'0.0192
[2]	Central Government/ State Government(s)/ President of India									
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>'0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>'0.0000</b>	<b>'0.0000</b>



[3]	Non-Institutions								
(a)	Individuals								
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	66810164	8919982	75730146	'37.0428	81331697	3384482	84716179	'41.4382
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	63513927	2343000	65856927	'32.2134	67943206	339000	68282206	'33.3997
(b)	NBFCs registered with RBI	12575	0	12575	'0.0062	5650	0	5650	'0.0028
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000
(e)	Any Other (Specify)								
	Trusts	51500	4000	55500	'0.0271	50700	4000	54700	'0.0268
	Foreign Nationals	2000	0	2000	'0.0010	2000	0	2000	'0.0010
	Hindu Undivided Family	7036185	0	7036185	'3.4417	10662793	0	10662793	'5.2156
	Non Resident Indians (Non Repat)	734747	0	734747	'0.3594	538057	0	538057	'0.2632
	Non Resident Indians (Repat)	1380035	0	1380035	'0.6750	2234779	0	2234779	'1.0931
	Overseas Bodies Corporates	57000	0	57000	'0.0279	57000	0	57000	'0.0279
	Clearing Member	4081486	0	4081486	'1.9964	607547	0	607547	'0.2972
	Bodies Corporate	12122297	0	12122297	'5.9295	6618668	0	6618668	'3.2375
	Sub Total (B)(3)	155801916	11266982	167068898	'81.7204	170052097	3727482	173779579	'85.0029
	Total Public Shareholding (B) =(B)(1)+(B)(2)+(B)(3)	156655454	11276982	167932436	'82.1428	170944954	3737482	174682436	'85.4445
	Total (A)+(B)	193162618	11276982	204439600	'100.0000	200702118	3737482	204439600	'100.0000
(C)	Non Promoter - Non Public								
	(C1) Shares Underlying DRs								
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000
	(C2) Shares Held By Employee Trust								
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000
	Total (A)+(B)+(C)	193162618	11276982	204439600	'100.0000	200702118	3737482	204439600	'100.0000

#### B) Shareholding of Promoter-

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the end of the year - 2020			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	Bajrang Dass Aggarwal	23727332	'11.6060	'8.2845	16977332	'8.3043	'8.2845	'-3.3017
2	Bimla Devi Jindal	12774832	'6.2487	'0.0000	12774832	'6.2487	'0.0000	'0.0000
3	Kamini Jindal	5000	'0.0024	'0.0000	5000	'0.0024	'0.0000	'0.0000
	<b>Total</b>	36507164	'17.8572	'8.2845	29757164	'14.5555	'8.2845	'-3.3017

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

S. No.		Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
	Name & Type of Transaction	No. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	BAJRANG DASS AGGARWAL	23727332	11.6060			23727332	11.6060
	Transfer			31 May 2019	(3000000)	20727332	10.1386
	Transfer			14 Jun 2019	(3000000)	17727332	8.6712
	Transfer			04 Oct 2019	(750000)	16977332	8.3043
	AT THE END OF THE YEAR					16977332	8.3043
2	BIMLA DEVI JINDAL	12774832	6.2487			12774832	6.2487
	AT THE END OF THE YEAR					12774832	6.2487
3	KAMINI JINDAL	5000	0.0024			5000	0.0024
	AT THE END OF THE YEAR					5000	0.0024

**Note:**

1. Paid up Share Capital of the Company (Face Value Rs. 1.00) at the end of the year is 204439600 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS_DATE
1	BIMLA DEVI JINDAL	IN30094010051152	ABSPJ6495R	12774832	31/03/2019
2	BIMLA DEVI JINDAL	IN30094010051152	ABSPJ6495R	12774832	31/03/2020
3	BAJRANG DASS AGGARWAL	IN30133019413414	ACHPJ9024A	23727332	31/03/2019
4	BAJRANG DASS AGGARWAL	IN30133019413414	ACHPJ9024A	16977332	31/03/2020
5	KAMINI JINDAL	IN30133021799814	AMIPJ8101H	5000	31/03/2019
6	KAMINI JINDAL	IN30133021799814	AMIPJ8101H	5000	31/03/2020

**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

STATEMENT SHOWING CHANGES IN HOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF

PERSONS BELONGING TO THE CATEGORY 'OTHER THAN PROMOTER'

SERIAL NO.	Name of Shareholders	No. of shares held before the change(30/03/2019)	% of shareholding before the change	Change in share holding in number of shares	Change in Percentage to Previous holdings (31/03/2020)	Change in Percentage based on Capital(31/03/2020)	Increase/ Decrease	No. of shares held after change(31/03/2020)	% of shareholding after the change	No. of Pledge Shares after the change	Reason For change	PAN	RE-MARKS
1	HANUMAN PRASAD GOYAL	0	'0.0000	1700000	'0.0000	'8.3154	Increase	1700000	'8.3154	1700000		ABVPG7484Q	

2	MUNNI DEVI GOYAL	0	'0.0000	1700000	'0.0000	'8.3154	Increase	1700000	'8.3154	1700000		AEJPG4271J	
3	NAVEEN GOYAL	0	'0.0000	3400000	'0.0000	'1.6631	Increase	3400000	'1.6631	3400000		BABPG8637D	
4	DAVENDER MITTAL (HUF)	0	'0.0000	2755969	'0.0000	'1.3481	Increase	2755969	'1.3481	0		AAEHD4906Q	
5	SHIVANSHU GUPTA	0	'0.0000	1883000	'0.0000	'0.9211	Increase	1883000	'0.9211	0		AIDPG4474H	
6	BABU LAL	0	'0.0000	1238047	'0.0000	'0.6056	Increase	1238047	'0.6056	0		AAWPL3121H	
7	ANUBHAV GUPTA	0	'0.0000	1157758	'0.0000	'0.5663	Increase	1157758	'0.5663	0		AKFPG7341D	
8	GOURAV .	204000	'0.1823	839724	'411.6294	'0.4107	Increase	1043724	'0.5105	0		BULPG4710P	
9	KRISHNA KIRTIKUMAR MANGAL	0	'0.0000	945199	'0.0000	'0.4623	Increase	945199	'0.4623	0		AKEPM1113G	
10	R. S. SHARES & SECURITIES LTD	96555	'0.0863	824178	'853.584	'0.4031	Increase	920733	'0.4504	0		AAACR1214J	
11	RAJENDER PRASAD NUTHAKKI	0	'0.0000	859964	'0.0000	'0.4206	Increase	859964	'0.4206	0		AAAHN4027J	
12	PURSHOTTAM GANESH GOKHALE	636240	'0.5686	163900	'25.7607	'0.0802	Increase	800140	'0.3914	0		AFEPG7553H	
13	DINESH KUMAR KHANDELWAL	300000	'0.2681	400000	'133.3333	'0.1957	Increase	700000	'0.3424	0		AALPK1917H	
14	GIAT NANDAN JAIN	560180	'0.5006	110000	'19.6365	'0.0538	Increase	670180	'0.3278	0		AAEHG2045R	
15	UNITED INDIA INSURANCE COMPANY LIMITED	593100	'0.5300	0	'0.0000	'0.0000	No changes	593100	'0.2901	0		AAACU5552C	
16	ISH PUNYANI	555555	'0.4965	37000	'6.66	'0.0181	Increase	592555	'0.2898	0		ABTPP1324N	
<b>Total:</b>		2945630	'2.6324					51560369	'25.2203				

List of promoters and non-promoter Top 10 shareholder/s of the previous week, who are not in the Top 10 list of the current week

SERIAL NO.	Name	No .of shares(30/03/2019)	No .of shares(31/03/2020)	PAN
1	VANDANA SECURITIES PVT LTD	1882235	0	AAACV1058L
2	SHRI PARASRAM HOLDINGS PVT.LTD.	998893	211978	AAACS4487J
3	MASTER CAPITAL SERVICES LTD	905267	59553	AABCM1406A
4	ANCHI DEVI JINDAL	514000	514000	ACTPD7109C
5	SHAREKHAN LIMITED	486150	222128	AAECS5096H
6	RAVI JAIN	466649	516649	AAIHR1381K
7	GLOBE CAPITAL MARKET LTD	425204	28400	AAACG4267G
8	R SS INVESTMENTS PVT LTD	378842	375325	AACCR0364F
9	JOGINDER SINGH DHODI	343328	0	AAJPD5027B
10	KARVY STOCK BROKING LTD	309639	31594	AABCK5190K
11	MOHAMMED SHAFI	302948	502948	AETPS0539K

**E) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Shareholding of each Directors and each Key Managerial Personnel	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
	<b>At the beginning of the year</b>	<b>36637164</b>	<b>17.92</b>	<b>36637164</b>	<b>17.92</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) -	(6731518)	(3.29 )	(6731518)	(3.29 )
	<b>At the end of the year</b>	<b>29905646</b>	<b>14.63</b>	<b>29905646</b>	<b>14.63</b>

**V. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1552926000	-	-	1552926000
ii) Interest due but not paid	214191000	-	-	214191000
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1767117000</b>			<b>1767117000</b>
Change in Indebtedness during the financial year				
* Addition	-	-	-	
* Reduction	(213112000)	-	-	(213112000)
<b>Net Change</b>	<b>(213112000)</b>	-	-	<b>(213112000)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	1356491000	-	-	1356491000
ii) Interest due but not paid	197514000	-	-	197514000
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1554005000</b>			<b>1554005000</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	B.D. Aggarwal	Bimla Devi Jindal	Kamini Jindal	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36,00,000	9,00,000	12,00,000	57,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-

### B. Remuneration to other directors

S. No.	Particulars of Remuneration	Ram Awtar Mittal	Vishnu Bhagwan	Kishan Lal	Neeraj Chhabra	Total Amount
1	Independent Directors					
	Fee for attending board committee meetings	750000	57500	750000	540000	2790000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	750000	57500	750000	540000	2790000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	750000	57500	750000	540000	2790000
	<b>Total Managerial Remuneration</b>	<b>750000</b>	<b>57500*</b>	<b>750000</b>	<b>540000</b>	<b>2790000</b>

\*Sh. Vishnu Bhagwan resigned with effect from 23.04.2019

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

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	C.S.(Gunjan Kumar Karn)	C.F.O.(Umesh Bansal)	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Not applicable	11,85,000	12,00,000	23,85,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>Not applicable</b>	<b>11,85,000</b>	<b>12,00,000</b>	<b>23,85,000</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made,if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

## MANAGEMENT DISCUSSION & ANALYSIS

### INDUSTRY STRUCTURE & DEVELOPMENT

The Company VIKAS WSP was established in 1988. The Company is one of the India's foremost guar gum powder (GGP) manufacturer, supplying to all sectors of the food industry with an extensive range of quality products. Besides food, the Company also offers guar gum for technical applications such as pet food, oil drilling and fracturing, textile printing, paper making, etc. Per annum production capacity of all grades guar gum powder is 58800 MT. The Company is committed to provide its customers overall services and values that is the best. It has contributed significantly to our national output, employment and exports.

### FUTURE OUTLOOK, OPPORTUNITIES AND THREATS

Your Company is world's leading provider of guar gum polymers, knows how much traceability means to food and pharmaceutical producers. It offers a complete and trustworthy range of guar polymers world-wide and can fully prove their origins. Traceability serves both regulatory and consumer requirements. The Company is known for proven production processes, advanced quality systems and reliable supplies. These are the reasons that your Company has abducted most of the expanding market of guar polymers. Company's R&D has a gimlet-eye on the application problems and their solutions which goes a long way in expanding its business in all segments in the years ahead. Currently, your Company is the sole producer of "Certified Organic guar polymers" and the same is an opportunity for the Company to spread its wings in markets where none existed before. Threats – Guar is a xerophytes plant and the rain pattern of the monsoons in the Indian arid zone – mainly Western desert of Rajasthan provides ideal

growing conditions. The need for just the right amount of rain at the right time leaves the guar crop heavily dependent on the annual rainfall pattern and causes occasional wide swings in guar supply and prices. With the emergence of irrigated guar seeds, dependency of guar crop on monsoon has been minimized. Now its crop is irrigated with canal water at the right time that increased its per hectare yield greatly.

### COMPANY'S PERFORMANCE

During the current year under review your Company has achieved a total turnover of Rs. 75,762.89 lakhs as compared to Rs. 83,014.49 lakhs in the previous year during the year under review the Company has net profit of Rs. 2,134.82 lakhs.

### FOREIGN EXCHANGE EARNINGS

Your Company remains committed to enlarging Foreign Exchange Earnings. Earnings from exports create growing value for the Indian Economy and also serve to benchmark the competitiveness of your Company's operations with global standards.

The VIKAS WSP's contribution to Foreign Exchange Earning from agro exports is a measure of your Company's growing contribution to the rural economy.

### BUSINESS SEGMENT

As the Company is dealing only in Guar derivatives and Guar Polymers, therefore, segment wise detail is not required to incorporate.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company is having adequate internal control systems and procedures which commensurate with the size of the Company. All the departments of the Company are following the established rules and regulations for internal control systems. Company established a Internal Control Audit Department which ensure that the internal control systems are properly followed by all the concerned departments of the Company.

### HUMAN RESOURCES/INDUSTRIAL RELATIONS

Beyond Balance Sheet, Company's singly biggest asset is its Human Resource. The Company is of firm belief that the human resources are the driving force towards progress and success. The Company continued its policy of attracting and recruiting best available talents so that it can face business challenges ahead. The Company also offers attractive compensation packages to retain and motivate its professionals so that they can infuse their best efforts. The industrial relation continues to be cordial during the year.

Though the statement and views expressed in the above said report are on the basis of certain assumptions and expectations of future events, but

actual results may differ from whatever is stated in the annual report.

#### **COVID-19 IMPACT ON THE COMPANY**

The outbreak of the COVID-19 pandemic, followed by the lockdowns in the country, has affected the business operations of the Company. The Ministry of Home Affairs vide order No. 40-3/2020 dated March 24, 2020 notified the first ever nationwide lockdown in India to restrict the spread of COVID-19 pandemic. As a result of continuous lockdowns, the Company's operations were suspended from March 24, 2020 to April 20, 2020. On receipt of necessary approvals / permissions and after considering the Advisories & Guidelines issued by Central & State Governments, availability of labour and logistical constraints, your Company resumed partially the production activities w.e.f. April 20, 2020. The operations at the Corporate office of the Company also resumed w.e.f. April 20, 2020.

Due to continuous lockdowns in the country, your Company has suffered the estimated loss of production for the month of March, 2020 and during the 1st quarter of F. Y. 2020-21. As a result of which, the revenue and profitability of the Company is impacted.

The Company is taking all necessary precautionary measures for mitigating the impact of pandemic on the business of the Company and also for complying with all the government advisories and guidelines with respect to containment of Covid-19 pandemic. The Company is focused on maintaining better liquidity position and closely monitoring the supply chain to ensure that the manufacturing facilities operate smoothly.

Until the Covid-19 pandemic is fully controlled, your Company is focusing on the safety of its employees, workers and the smooth functioning of its manufacturing/ production facilities. The agriculture sector is expected to perform well during this challenging scenario on account of governments' support and is encouraged by the positive monsoon predictions. The demand for Company's product is good in the market and it is also expected to rise considering favorable monsoon season. However, the Company may face challenges in meeting the demand of its customers in the near future because the production levels are impacted due to non-availability of the required workforce at the production facilities and also due to disturbed supply chain on account of Covid-19 situation.

It is difficult to estimate the future impact of Covid-19 pandemic on the business operations of the Company considering the future spread of Covid-19, government rules & regulations, containment efforts and various relief measures for industries announced / to be announced by the government(s).

## ANNEXURE-VI

### CORPORATE GOVERNANCE

The Directors of the Company are pleased to present the Company's report on Corporate Governance for the year ended March 31, 2020.

Corporate Governance is more than set of processes and compliances at Vikas WSP Limited. It underlines the role that we see for ourselves for today, tomorrow and beyond.

The following report on Corporate Governance, reflecting ethos of Vikas WSP Limited and its continuous commitment to ethical business principles across its operations, lays down the best practices and the procedures adopted by the Company in line with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and internationally followed standards of corporate governance.

The Securities and Exchange Board of India ('SEBI') on 28th March 2018 has accepted some of the recommendations of Kotak Committee on Corporate Governance. Subsequently, on 9th May 2018 the SEBI has amended (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

### COMPANY'S PHILOSOPHY

Our name and logo reflects our philosophy and policy. "Vikas" means development; in terms of thought and deed. Vikas is a Shining Star in red, over an oval encompassing our name, is our constant reminder to out-shine others.

Vikas WSP Limited would like to be known as an 'excellent' Company in terms of the quality of governance, the products it manufactures and trades in, in Customer Services, in fair dealings with its stakeholders and in the standards of individual and Company performance. The Company has a strong legacy of fair, transparent and ethical governance practices. We believe good governance is an essential ingredient of good business, good governance and good business have many things in common; participatory decision making, accountability, responsiveness, transparency, effectiveness and efficiency among others.

For us good governance and good business is not a destination but a continuing journey which is lead by strong, efficient and competent board. The norms and processes of Corporate Governance reflect our commitment to disclose timely and

accurate information regarding our financial and operational performance, as well as the Company leadership and governance structure. Over the years, our stakeholder commitment has enhanced the respect and recall of our brand nationally and internationally. Our Global stature has enabled us to attract best industry talent and financial resources to translate our short term and long term strategies into a viable business blueprint.

Our governance conforms to global standards through continuous evaluation and benchmarking. It is based on the following broad tenets whereby the Company:

- Adopts transparent procedures and practices and arrives at decisions based on adequate information.
- Ensure compliance with regulatory and fiduciary requirements in letter and spirit.
- Offers high Levels of Disclosures to disseminate Corporate, financial and operational information to all stakeholders.
- Adopts policies on tenure of Directors, rotation of Auditors and a Code of Conduct for Directors and Senior Management.
- Creates various Committees for Audit & Risk Management, HR and Nomination, Corporate Social Responsibility, Employee Stock Option Plans and Stakeholders' Relationship.
- Ensures complete and timely disclosure of relevant financial and operational information to enable the Board to plan an effective role in guiding strategies.
- Offers a formal induction schedule and provide familiarization programme for new Board Members that enable them to meet individually with the top management team, customers etc.
- Review regularly and establishes effective meeting practices that encourage active participation and contribution from all members.
- Ensures independence of Directors in reviewing and approving corporate strategy, major business plans and activities.
- Keeps in place a well-defined corporate structure that establishes checks, balances and delegates decision making to appropriate levels in the organization, though the Board always remains in effective control of Affairs.

#### 1. BOARD OF DIRECTORS

The current policy of the Company is to have an executive Chairman who is also the Managing Director. There are a total of seven directors in the

board of which independent directors consists of 57.15 %. All Directors except Nonexecutive Directors have long experience in the Guar Gum Industry. None of the Non-executive Directors is responsible for day-to-day affairs of the Company.

Our Board of Directors ('Board') shapes the long-term vision and policy approach to steadily elevate the quality of Governance in our organization. We follow a defined guideline and an established framework of corporate governance. The objective is to emerge as a market leader in our industry, nationally and internationally with focus on creating greater value for all those who have a stake in our progress directly or indirectly. At the same time, the Board puts a lot of emphasis on creating a

global talent pool and helping protect the environment by following green practices and technologies.

#### **Classification of Board:**

S. No.	Category	Number of Directors	% to total number of Directors
1.	Executive Director	3	42.85%
2.	Independent Director	4	57.15%
<b>Total</b>		<b>7</b>	<b>100%</b>

The Composition and category of Directors in the Board of the Company are: -

S. No.	Name of the Director	Category	Total number of director-ship	Total number of membership of the Board Committees		Total number of chairmanship of the Board Committees	
				Membership in Audit/ Investor Grievance Committees	Membership in other Committees	Chairmanship in Audit/ Investor Grievance Committees	Chairman-ship in other Committees
1.	Mr. Bajrang Dass Aggarwal	Chairman cum Managing Director	4	1	2	-	-
2.	Mrs. Bimla Devi Jindal	Executive Director	4	-	2	-	-
3.	Mrs. Kamini Jindal	Executive Director	4	1	1	-	-
4.	Mr. Neeraj Chhabra	Independent Director	2	2	2	1	1
5.	Mr. Kishan Lal	Independent Director	1	-	-	-	-
6.	Mr. Vishnu Bhagwan*	Independent Director	2	-	1	-	-
7.	Mr. Ram Awtar Mittal	Independent Director	1	2	1	1	-

#### **Notes: -**

While considering the total number of directorships, directorships in private companies have also been included.

- Mr. Vishnu Bhagwan Resigned with effect from 23.04.2019**

#### **Details of Board meeting held during the financial year 2019-2020.**

During the financial year 2019-2020, 17 (Seventeen) board meetings were held and the gap between two meetings did not exceed four months. The dates on which said meetings were held are as follows:

S. No.	Types of Meeting	Date
1.	Board Meeting	16.04.2019
2.	Board Meeting	23.04.2019
3.	Board Meeting	02.05.2019
4.	Board Meeting	24.05.2019
5.	Board Meeting	03.06.2019
6.	Board Meeting	17.06.2019
7.	Board Meeting	13.07.2019

8.	Board Meeting	06.08.2019
9.	Board Meeting	14.08.2019
10.	Board Meeting	04.09.2019
11.	Board Meeting	14.11.2019
12.	Board Meeting	31.12.2019
13.	Board Meeting	27.01.2020
14.	Board Meeting	05.02.2020
15.	Board Meeting	14.02.2020
16.	Board Meeting	03.03.2020
17.	Board Meeting	13.03.2020

Detailed Agenda notes and the information's required to be given in terms of Companies Act, 2013, Listing Regulations and Secretarial Standards were circulated to the Board.

The necessary quorum was present for all the meetings.

S. No.	Name of Director	Number of Board Meeting Attended	Attendance at the last AGM held on September 28, 2019
1.	Mr. Bajrang Dass Aggarwal	17	Yes
2.	Mrs. Bimla Devi Jindal	17	No
3.	Mrs. Kamini Jindal	17	No
4.	Mr. Neeraj Chhabra	17	Yes
5.	Mr. Kishan Lal	17	No
6.	Mr. Ram Awtar Mittal	17	Yes
7.	Mr. Vishnu Bhagwan	1	No

#### LIMIT ON THE NUMBER OF DIRECTORSHIPS

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven Listed Companies or in case he/she is serving as a Whole-Time Director in any Listed Company, does not hold such position in more than three Listed Companies

#### BRIEF PROFILE OF DIRECTORS

The Board of Directors comprises of highly renowned professionals drawn from diverse fields. They bring with them wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. Brief profile of the Company's Board of directors is as under:

#### Mr. Bajrang Dass Aggarwal (Managing Director & Chairman)

**Mr. Bajrang Dass Aggarwal** is a well-known and trusted name for Guar Gum Industry. He is one of the most respected business personalities in India. Not only for guar crop harvesting farmers he is a helping hand but also to others, may it be on farming end or educational end. He has introduced new standards in management, efficiency and corporate social responsibility to an industry he has helped transform.

**Mr. Bajrang Dass Aggarwal** is the Founder & Promoter and current Chairman and Managing Director of the Company. In the year 1988, **VIKAS WSP LIMITED** was formed out of his efforts. It is because of his efforts only that today, **VIKAS WSP LIMITED** is a large guar gum exporting Company in India.

Under his leadership, **VIKAS** has achieved significant improvements in the areas of guar gum manufacturing quality and production of Organic Guar Gum.

#### Mrs. Bimla Devi Jindal (Whole Time Director)

Mrs. Bimla Devi Jindal, wife of **Mr. Bajrang Dass Aggarwal** belonging to the promoter group is a Whole Time Director in the Company. She has been appointed by the Board in 2005.

She holds a Bachelor's Degree in Commerce. She belongs to a leading Guar Gum Industrialist family. Her long term experience and association with Guar Gum industry is helping and enlightening the glory paths of **VIKAS**.

#### Mrs. Kamini Jindal (Executive Director)

Mrs. Kamini Jindal, belonging to promoter group is an Executive Director in the Company. She has been appointed by the Board in 2012. Ms. Kamini Jindal is a person with excellent academic background and possesses good educational qualifications. She is Master of Art and Master of Philosophy. She is the youth diva in the board of the Company. She is the daughter of Mr. Bajrang Dass Aggarwal and Bimla Devi Jindal, from her childhood she has taken keen interest in the working of the VIKAS. Her long term association with Guar Gum Industry has brought immense value to the board.

#### Mr. Kishan Lal (Independent Director)

Mr. Kishan Lal, Independent Director of the Company has been appointed by the Board as an additional Director w.e.f. 27.10.2007. He holds a Master Degree in science. He is the former Director

General of Police, Government of Rajasthan. Mr. Kishan Lal is having a long term experience to enforce the law & orders. A highly disciplined personality with vast knowledge of legal aspects ultimately results in value addition to the efficiency and effectiveness of the Board.

#### **Mr. Ram Awtar Mittal (Independent Director)**

Mr. Ram Awtar Mittal, Independent Director of the Company has been appointed by the Board as an additional Director w.e.f. 11.08.2008. He has retired from Indian Revenue Services and having long experience in Accounts, Audit and taxation. Presently, he is chairman of the audit committee in the Company. A keen observer of minute details of facts and figures, his observations is helping in growth and expansion of the Company.

#### **Mr. Neeraj Chhabra (Independent Director)**

Mr. Neeraj Chhabra, Independent Director of the Company has been appointed by the Board as an Additional Director w.e.f. 04.01.2013. Mr. Neeraj Chhabra is a person with excellent academic background and possesses good educational qualifications. He is post graduate in Pharmacy. Having vast knowledge about chemical aspects, his expertise is leading Company on high quality manufacturing guar gum powder.

#### **Mr. Vishnu Bhagwan (Independent Director)**

Mr. Vishnu Bhagwan, Independent Director of the Company has been appointed by the board as an additional Director w.e.f. 27.10.2010. He was a member of the Indian Administration Service (IAS). Also he is master in arts and philosophy. Moreover, he is a graduate in LLB. Having vast knowledge of legal aspect, his professionalism is being reflected in Company decisions.

#### **REMUNERATION POLICY**

##### **Remuneration Policy for Executive Director:**

Subject to the approval of the Members and other approvals as may be required under the Companies Act, 2013, the remuneration of Managing Director is decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee previously known as Compensation Committee. In determining the remuneration, the committee takes into consideration the size of the Company's operations and the onerous responsibility required to be shouldered by the incumbent, the remuneration paid by comparable concerns and the performance of the Company. Their respective annual salaries are as under:

S. No	Name of the Director	Salary (Rs.)
1.	Mr. Bajrang Dass Aggarwal	36,00,000
2.	Mrs. Bimla Devi Jindal	9,00,000
3.	Mrs. Kamini Jindal	12,00,000

#### **REMUNERATION POLICY OF INDEPENDENT DIRECTOR:**

In recognition of the contribution and the time spent on the Company's business and taking into consideration the size and the complexity of the Company's operation the remuneration of Independent directors is fixed after the approval duly taken from shareholders in the Annual General Meeting. Their respective annual remuneration will not be more than as under:

S. No.	Name of the Director	Salary (Including sitting fees and disbursement) (Rs.)
1.	Ram Awtar Mittal	7,50,000
2.	Kishan Lal	7,50,000
3.	Neeraj Chhabra	5,40,000
4.	Vishnu Bhagwan	7,50,000 (57500*)

- **Mr. Vishnu Bhagwan Resigned with effect from 23.04.2019**

#### **INFORMATION SUPPLIED TO THE BOARD**

The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda which is backed by comprehensive background information. Since the year 2011-12, as a part of green initiative, the Company is holding and convening its Board (including Committee) meetings and General Meeting.

The information pertaining to mandatory items as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, along with other business issues, is regularly provided to the Board, as part of the agenda papers at least 7 days in advance of the Board meetings (except for certain unpublished price sensitive information which is circulated at shorter notice).

#### **POST MEETING FOLLOWS UP SYSTEM:**

The Company has an effective post Board meeting follow up procedure. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board.

The Board has established procedures to periodically review Compliance Report pertaining to all laws applicable to the Company as well as steps

taken by the Company to rectify instances of non-compliance.

**SUCCESSION PLAN:** The Board of Directors has satisfied itself that plans are in place for orderly succession for outgoing Members of the Board of Directors and Senior Management Personnel.

#### **Roles and Responsibilities of Board Members**

**Vikas WSP Limited** has laid down a clear policy defining the structure and role of Board Members. The policy of the Company is to have a Executive Chairman – presently Mr. Bajrang Dass Aggarwal, a Chief Financial Officer (CFO) – presently Mr. Umesh Bansal, and an optimum combination of Executive and Non-Executive Promoter/ Independent Directors. The duties of Board Members as a Director have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act, the last being Independent Directors specific. There is a clear demarcation of responsibility and authority amongst the Board Members.

❖ **The Chairman:** His primary role is to provide leadership to the Board in achieving goals of the Company in accordance with the charter approved by the Board. He is responsible for transforming the Company into a world-class organization that is dedicated to the well-being, not only within India but across the globe, apart from leaving a fortunate legacy to posterity. Also, as the Chairman of the Board he is responsible for all the Board matters. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter-alia, includes:

- provide leadership to the Board & preside over all Board & General Meetings.
- achieve goals in accordance with Company's overall vision.
- ensure that Board decisions are aligned with Company's strategic policy.
- oversee and evaluate the overall performance of Board and its Members.
- ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- monitor the core management team.

❖ **The CFO and Executive Directors** are responsible for implementation of corporate strategy, brand equity planning, external contacts and other Management matters which are approved by the Board. They are also responsible for achieving the annual and long term business plans. Their role, inter-alia, includes:

- crafting of vision and business strategies of the Company.
- clear understanding and accomplishment of Board set goals.
- responsible for overall performance of the Company in terms of revenues & profits and goodwill.
- acts as a link between Board and Management.
- ensure compliance with statutory provisions under multiple regulatory enactments.

❖ **Non-Executive Directors** (including Independent Directors) play a critical role in balancing the functioning of the Board by providing Independent judgements on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances etc.

Their role, inter-alia, includes:

- impart balance to the Board by providing independent judgement.
- provide feedback on Company's strategy and performance.
- provide effective feedback and recommendations for further improvements.

#### **Board Membership Criteria**

The Nomination and Remuneration Committee in consultation with Directors/others determine the appropriate characteristics, skills and experience for the Board as a whole, as well as its individual Members. The selection of Board Members is based on recommendations of the Nomination and Remuneration Committee.

The skill profile of Independent Board Members is driven by the key performance indicators defined by the Board, broadly based on:

- independent Corporate Governance.
- guiding strategy and enhancing shareholders' value.
- monitoring performance, Management development & compensation.
- control & compliance.

## **Board Support and Role of Company Secretary in Overall Governance Process**

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed, investors' queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws.

The process for the Board and Committee meetings provides an effective post meeting follow-up, review and reporting of decisions taken by the Board and Committee members at their respective meetings. Important decisions taken at Board and Committee meetings are communicated promptly to the concerned departments. Action taken reports (ATRs) on decisions taken or recommendations made by the Board/Committee members at the previous meeting(s) are circulated at the next meeting.

Mr. Gunjan Kumar Karn is Chief Compliance Officer.

## **CODE OF CONDUCT**

The Board of Directors has approved a Code of Business Conduct and Ethics which is applicable to the Members of the Board and all employees in the Management grade. The code has been posted on the Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in)

The code lays down the standard of conduct which is expected to be followed by the concerned Directors and the designated employees in their business dealings and in particular on matters relating to conflict of interests, bribery and corruption, integrity of accounting and financial reporting, fair competition, Corporate Social Responsibility, concern for sustainable development, concern for occupational health and safety, use of licensed software, email and internet and corporate communications.

All the board members and senior management personnel have confirmed compliance with the code.

Commitment to ethical professional conduct is a must for every employee, including Board Members and Senior Management Personnel of Vikas WSP Limited. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work.

The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors

including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Code of Conduct is available on the website of the Company [www.vikasguargum.com](http://www.vikasguargum.com). All Board Members and Senior Management personnel affirm compliances with the Code of Conduct annually. A declaration signed by the Chief Financial Officer (CFO) to this effect is placed at the end of this report.

## **2. Committees of the Board**

The Board of Directors has constituted following five Board Committees and every Committee has an important role to play within terms of its reference. The Committee Meetings are duly convened and held as considered appropriate from time to time. The process and procedure related to the Board Meetings are also applicable and followed in the Committee Meetings.

- (a) Audit Committee,
- (b) Nomination and Remuneration Committee,
- (c) Stakeholder Relationship Committee,
- (d) Corporate Social Responsibility Committee,
- (e) Risk Management Committee,

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

### **(a) AUDIT COMMITTEE (REGULATION 18 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations").

The Board has amended and enhanced the terms of reference of the Audit Committee. The current charter of the Audit Committee is in line with international best practices as well as the regulatory requirements mandated by Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Composition is as below:-

S. No.	Name	Designation
1.	Mr. Ram Awtar Mittal	Non-Executive - Independent Director, Chairperson
2.	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Member
3.	Mrs. Kamini Jindal	Executive Director, Member

Mr. Ram Awtar Mittal has been appointed as chairman of this committee. He has sound knowledge in finance, taxation and accounts and has long experience in this industry.

Some of the important functions performed by the Committee are:

#### **Financial Reporting and Related Processes**

Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public. The terms of reference includes the following, as is mandated under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013:

- ❖ recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- ❖ approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ❖ 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) modified opinion(s) in the draft audit report;
- ❖ reviewing, with the management, the quarterly financial statement before submission to the board for approval;
- ❖ reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- ❖ approval or any subsequent modification of transactions of the Company with related parties;
- ❖ scrutiny of inter-corporate loans and investments;
- ❖ valuation of undertakings or assets of the Company wherever it is necessary;
- ❖ evaluation of internal financial controls and risk management systems;
- ❖ reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ❖ 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;
- ❖ discussion with internal auditors of any significant findings and follow up there on;
  - ❖ 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;
  - ❖ 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;
  - ❖ to look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of nonpayment of declared dividends) and creditors;
  - ❖ to review the functioning of the whistle blower mechanism;
  - ❖ approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - ❖ carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
  - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..

**The composition of the Audit Committee and the details of meetings attended by its members are given below:**

The composition of the Audit Committee is in compliance with the requirements under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on date, it consists of three members, all of them including the Chairman are non-executive independent directors. All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. The Committee invites Chief Financial Officer and Financial Controller of the Company and representative(s) of the Statutory Auditors to attend the meetings of the Audit Committee on a regular basis.

S. No	Name of Member	Designation	Attended			
			24.05. 2019	14.08. 2019	14.11. 2019	14.02. 2020
1.	Mr. Ram Awtar Mittal	Chairman	Yes	Yes	Yes	Yes
2.	Mrs. Kamini Jindal	Member	Yes	Yes	Yes	Yes
3.	Mr. Neeraj Chhabra	Member	Yes	Yes	Yes	Yes

The minutes of the meetings of the audit committee are placed before the Board and the Company is following the recommendations of the audit committee.

**Audit Committee Report for the year ended March 31, 2020**

**To the Board of Directors of Vikas WSP Limited,**

The Committee comprises of Two Independent Directors. The Management is responsible for the Company's internal financial controls and financial reporting process. The Independent Auditors are responsible for performing an Independent audit of the Company's financial statements in accordance with the Indian GAAP and for issuing a report thereon. The Committee is responsible for overseeing the processes related to financial reporting and information dissemination.

In this regard, the Committee discussed with the Company's Statutory Auditors the overall scope for their audit. The Committee also discussed the result of examinations made by Internal Auditors, their evaluation of the Company's internal financial controls and the overall quality of financial reporting. The Management also presented to the Committee the Company's financial statements and also represented that the Company's financial

statements had been drawn in accordance with the Indian GAAP.

Based on its review and discussions conducted with the Management and the Independent Auditors, the Audit Committee believes that the Company's financial statements are presented in conformity with Indian GAAP in all material aspects.

The Committee has also reviewed Statement of contingent liabilities, management discussion and analysis, financial statements of company, Directors' responsibility statement, financial results and draft audit/ limited review report thereon, financial statements and draft Auditors' report, approval (including modification, if any) and review of Related Party Transactions and scrutinized inter corporate loans of the Company. The Risk assessment and minimization procedures were also reviewed. During the year, the Committee also approved amendments in the Policy on Related Party Transactions, evaluated the Internal Financial Control & Risk Management System of the Company. Complaints received under Whistle-Blower Policy/ Vigil Mechanism were also monitored by the Committee. The Committee affirms that in compliance with the Whistle-Blower Policy/ Vigil Mechanism no personnel had been denied access to the Audit Committee.

The Committee has appointed **M/s Sanjay Goyal & Associates**, Chartered Accountants as Internal Auditors of the Company for the period from 01.04.2019 to 31.03.2020 and discussed and approved their audit plan. The Committee appointment of **M/s S. Prakash Aggarwal & Co.**, Chartered Accountants, Sri Ganga Nagar as Statutory Auditors of the Company, to carry out audit of the accounts of the Company for the Financial Year 2019-2020.

To conclude, the Committee is sufficiently satisfied that it has complied with the responsibilities as outlined in the Audit Committee's responsibility statement.

**Place:** Sri Ganga Nagar      **Mr. Ram Awtar Mittal**  
**Date :** 02.09.2020              **Chairman**  
**Audit Committee**

#### **(b) NOMINATION AND REMUNERATION COMMITTEE (REGULATION 19 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

The Board of Directors has constituted Nomination and Remuneration Committee, pursuant to the requirements of Section 178 of the Act read with rules notified thereunder and

Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee's composition and terms of reference meet with the requirements of the above mentioned provisions. The Company Secretary acts as the Secretary of the Committee.

#### **(I) TERMS OF REFERENCE**

The terms of reference includes the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
2. To formulate criteria for valuation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria to be formulated by the Committee, recommend to the Board their appointment and removal.
5. To identify whether to extend or continue the term of appointment of independent directors, on the basis of the report of performance evaluation of independent directors;

#### **(II) COMPOSITION, MEETINGS AND ATTENDANCE**

The committee consists of following members.

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mr. Bajrang Dass Aggarwal	Executive Director, Member
2.	Mr. Ram Awtar Mittal	Non-Executive - Independent Director, Chairperson
3.	Mr. Neeraj Chhabra	Non-Executive - Independent Director, Member
4.	Mr. Gunjan Kumar Karn	Company Secretary

During F.Y. 2019-2020, the Committee met four times i.e. May 24, 2019, August 14, 2019, November 14, 2019 and February 14, 2020.

The attendance of members at the meetings held during F.Y. 2019-2020, are given below:

S. No Member	Name of Member	Designation	Attended			
			24.05. 2019	14.08. 2019	14.11. 2019	14.02. 2020
1.	Mr. Bajrang Dass Aggarwal	Chairman	Yes	Yes	Yes	Yes
2.	Mr. Ram Awtar Mittal	Member	Yes	Yes	Yes	Yes
3.	Mr. Neeraj Chhabra	Member	Yes	Yes	Yes	Yes
4.	Mr. Gunjan Kumar Karn	Company Secretary	No	Yes	Yes	Yes

### (III) PERFORMANCE EVALUATION

The Act states that the formal annual evaluation needs to be done by the Board of its own performance and that of its Committees and individual directors, based on the criteria recommended by the Nomination and Remuneration Committee. Regulation 17 (10) read with Schedule II to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Act provides that the performance evaluation of the Independent Directors shall be done by the entire Board, including the director being evaluated, on the criteria formulated by the said Committee. Indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality.

Performance of the Board and Board Committees were evaluated on various parameters such as structure, Composition, quality, diversity, experience, competences, performance of specific duties and obligation, quality of decision making and over all Board effectiveness.

Performance of individual Directors was evaluated on parameters, such as meeting attendance, participation and contribution, responsibility towards stakeholders and independent judgement.

The Chairman and the Managing Director were evaluated on certain additional parameters, such as performance of the Company, leadership, relationships, communication, recognition and awards received by the Company.

Some of the performance indicators based on which the Independent Directors were evaluated include:

- Devotion of Sufficient Time and attention towards professional obligations for

independent Decision making and for acting in the best interest of the Company.

- Providing strategic guidance to the Company and help in determining important policies with a view to ensure long-term viability and strength.
- Bringing external expertise and independent judgement that contributes objectivity in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

### (IV) REMUNERATION POLICY

The Nomination and Remuneration Committee of the Company has formed Policy on Nomination and Remuneration to determine the remuneration of Directors, Key Managerial Personell, and Independent Directors of the Company. The policy consists of followings:- Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- a) **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/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b) **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 Act and if it is not able to comply with such provisions, then with the previous approval of the Central Government.
- c) **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 Act 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 him unless permitted by the Central Government.

**Remuneration to Non-Executive / Independent Director:**

**a) 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 Act.

**b) 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 Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**c) Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**d) Any remuneration paid to Non-Executive /Independent Directors for services rendered, which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:**

- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

**e) Details of remuneration of Directors**

The details of remuneration of director is provided in director's report annexure i.e. MGT-9.

**V) ROLES AND RESPONSIBILITIES OF THE COMMITTEE**

**HR Related**

- ❖ Formulation and recommendation to the Board, a policy relating to remuneration of Directors, Key Managerial Personnel and other employees.
- ❖ Determine the compensation (including salaries and salaries adjustments, incentives /benefits, bonuses) and performance targets of the Chairman and of the Managing Directors.

- ❖ In the event of no profit or inadequate profit, to approve the remuneration payable to managerial persons, taking into account the Company's financial position, industry trends, appointee qualification, experience, past performance, past remuneration while bringing objectivity in determining the remuneration package, while striking a balance between the Company's interest and shareholders.
- ❖ Attraction and retention strategies for employees.
- ❖ Review employee development strategies.
- ❖ Assess the learning and development needs of the Directors and recommend learning opportunities, which can be used by Directors to meet their needs for development.
- ❖ Review all human resource related issues, including succession plan of key personnel.
- ❖ The Committee shall also consider any other key issues / matters as may be referred by the Board, or as may be necessary in view of Regulation 19 of the Listing Regulations or any other statutory provisions.

**ESOP Related**

- Formulation of ESOP plans and decides on future grants.
- Formulation of terms and conditions on following under the present ESOP Schemes of the Company with respect to:
  - ❖ Quantum of options to be granted under ESOP Scheme(s) per employee and in the aggregate under a plan.
  - ❖ Performance conditions attached to any ESOP Plan.
  - ❖ Conditions under which options vested in employees may lapse in case of termination of employment due to misconduct.
  - ❖ Exercise period within which the employees should exercise the option, and that option would lapse on failure to exercise the option within the exercise period.
  - ❖ Specified time period within which the employee must exercise the vested options in the event of termination or resignation of an employee.
  - ❖ Right of an Employee to exercise all the options vested in him at one time or at

- ❖ various points of time within the exercise period.
- ❖ Procedure for making a fair and reasonable adjustment to the number of options and to the exercise price, in case of right issues , bonus issues and other corporate actions.
- ❖ Grant, vest and exercise of option in case of Employees, who are on long leave, and the procedure for cashless exercise of options.
- ❖ Any other matter which may be relevant for administration of ESOP schemes from time to time.
  - To frame suitable policies and processes to ensure that there is no violation of SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
  - Other key issues as may be referred by the Board.

#### **Nomination Related**

- ❖ Formulate the criteria / policy for appointments of Directors, Senior Management, which shall, inter-alia, include qualification, positive attributes, diversity and independence of a Director.
- ❖ Review and recommend the structure, size and composition (including the skills , knowledge , experience and diversity ) of the Board and Board Committees.
- ❖ Evaluate the balance of skills, knowledge, experience and diversity on the Board for description of the role and capabilities, required for a particular appointment.
- ❖ Identify and recommend to the Board, persons who are qualified to become Directors and who may be appointed in Senior Management, including Key Managerial Personnel, in accordance with the criteria laid down and their removal thereof.
- ❖ Identify and nominate for the approval of the Board, candidates to fill Board vacancies, as and when they arise.
- ❖ Review succession planning for executive and non- Executive Directors and other Senior Executives particularly the Chairman, Managing Directors.
- ❖ Recommend suitable candidate for the role of Lead Independent Director.

- ❖ Formulation of criteria for evaluation of Independent Directors and the Board.
- ❖ Conduct an annual evaluation of the overall effectiveness of the Board, the committee of the Board and the performance of each Director.
- ❖ Review the Terms of Reference of all committees of the Board, including itself on an annual basis, and recommend any changes to the Board.

The roles and responsibilities of the Committee are in accordance with the requirements as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

#### **Nomination and Remuneration Committee Report for the year ended March 31, 2020**

To the Board of Directors of Vikas WSP Limited,

The Nomination and Remuneration Committee comprises of two Non- Executive Independent Directors and One Executive Promoter Director. The main responsibility of the Committee is to incentivize and reward Executive performance that will lead to long-term enhancement of shareholder performance. Further the Committee is also responsible for formulating policies as to remuneration, performance evaluation, Board diversity, etc. in line with Companies Act, 2013 and SEBI Listing Regulations.

The Committee conducted the performance evaluation of Directors for the Financial Year 2019-2020. The Committee was also provided information on compensation policies for employees and the information to decide on grant of options to various employees.

**Place:** Sri Ganga Nagar

**Date :** 02.09.2020

**Ram Awtar Mittal**

Chairman

Nomination and  
remuneration committee

#### **(c) STAKEHOLDER RELATIONSHIP COMMITTEE**

In compliance with the Regulation 20 of the Listing Regulations, requirements and provisions of Section 178 of the Companies Act, 2013, the Company has a Stakeholders' Relationship Committee. The Committee comprises three members including two Independent Directors. Mr. Neeraj Chhabra, non-Executive Independent Director is the Chairman of the Committee.

The Company Secretary acts as a Secretary to the Committee. The committee specifically redresses the grievances of the shareholders.

#### **Key Responsibilities of the Stakeholders' Relationship Committee**

The key responsibilities of the Stakeholders' Relationship Committee include the following:

- Formulation of procedures, in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time.
- Consider and resolve the complaints / grievances of security holders of the Company, including complaints related to transfer of shares, nonreceipt of balance sheet and non-receipt of declared dividend.
- Dematerialize or re-materialize the share certificate.
- Approve the transmission of shares or other securities arising as a result of death of the sole / any of joint shareholders.
- Sub-divide, consolidate and / or replace any share certificates of the Company.
- Issue Duplicate Share certificates in Lieu of the original certificates of the Company.
- Approve, register and refuse to register transfer / transmission of shares.
- To further delegate all or any of the power to any other employees, officers, representative, consultants, professional(s), or agent(s).
- Oversee & review, all matters connected with the transfer of securities of the Company.
- Oversee the performance of the Company's Registrar and Share Transfer Agent.
- Recommend methods to upgrade the standard of services to the investors.
- To deal with the Company's unclaimed / undelivered shares, as prescribed in the relevant Regulation of the Listing Regulations.
- To do all such acts, deeds and things as may be necessary in this regard.
- to open/ close bank account(s) of the Company for depositing share/ debenture applications, allotment and call monies, authorize operation of such account(s) and issue instructions to the Bank from time to time in this regard.
- to look into redressal of shareholders' and investors' complaints like transfer of shares, non- receipt of annual report, non- receipt of declared dividends, etc.

- any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

The meetings of the Committee are generally held as and when deemed necessary, to review and ensure that all investor requests / grievances are redressed within stipulated time period.

#### **Meetings, Attendance and Composition of Stakeholders' Relationship Committee**

#### **The Stakeholders' Relationship Committee presently comprises of the following Members:**

S. No.	Name of Member / Chairman & Company Secretary	Designation
1.	Mr. Neeraj Chhabra	Non-Executive -Independent Director, Chairman
2.	Mr. Ram Awtar Mittal	Non-Executive - ndependent Director, Member
3.	Mr. Bajrang Dass Aggarwal	Executive Director, Member
4.	Mr. Gunjan Kumar Karn	Company Secretary

During Financial Year 2019-2020, the committee met Four times i.e. May 24, 2019, August 14, 2019, November 14, 2019 and February 14, 2020. The composition and the attendance of members at the meetings held during F.Y. 2019-2020, are given below:

S. No.	Name of Director	Designation	Attended			
			24.05.2019	14.08.2019	14.11.2019	14.02.2020
1.	Mr. Neeraj Chhabra	Chairman	Yes	Yes	Yes	Yes
2.	Mr. Ram Awtar Mittal	Member	Yes	Yes	Yes	Yes
3.	Mr. Bajrang Dass Aggarwal	Member	Yes	Yes	Yes	Yes
4.	Mr. Gunjan Kumar Karn	Company Secretary	No	Yes	Yes	Yes

In order to provide efficient services to investors and for speedy redressal of the complaints, the Committee has delegated the power of approving transfer and transmission of shares and other matters like split up / sub-division and consolidation of shares, issue of new certificates on rematerialization, subdivision, consolidation and exchange, subject to a maximum of 10,000 shares per case and for dematerialization upto a maximum of 40,000 shares per case, jointly to any two of Mr. Bajrang Dass Aggarwal, Managing Director and Mr. Gunjan Kumar Karn, Company Secretary with help of Registrar and Share transfer Agent (Link in time Private Limited).

### **COMPLIANCE OFFICER**

Mr. Gunjan Kumar Karn, Company Secretary acts as the Compliance officer of the Company for complying with the requirements of the Listing Regulations and requirements of securities laws, including SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **NATURE OF COMPLAINTS AND REDRESSAL STATUS**

During F.Y. 2019-2020, the complaints and queries received by the Company were general in nature, which include issues relating to non-receipt of dividend warrants, re-validation of Dividend warrant, shares, annual reports and others, which were resolved to the satisfaction of the shareholders.

### **Stakeholders' Relationship Committee Report for the year ended March 31, 2020**

To the Board of Directors of Vikas WSP Limited,  
The Stakeholders' Relationship Committee comprises of four Members.

The main responsibility of the Committee is to ensure cordial investor relations and supervise the mechanism for redressal of investor grievances pertaining to transfer of shares, nonreceipt of annual report, non-receipt of declared dividends etc. It performs the functions of transfer/transmission/ remat/ demat/ split-up/sub-division and consolidation of shares, issue of duplicate share certificates and allied matter(s).

The Committee approved all cases of transfer, cases of transmission, cases of re-materialization, cases of dematerialization, cases of sub-division, case of consolidation, cases of name deletion (due to death) and cases of issue of duplicate share certificates.

The Committee facilitate the issuance of duplicate share certificates and transfer/ transmission/ consolidation/ subdivision/ remat of more than 10,000 shares per case/ demat of more than 40,000 shares per case, within the prescribed timelines.

The Committee also reviewed the status of investors' grievances on quarterly basis. The Company received all complaints during the year all of which were redressed. As at the close of the Financial Year there were three complaints pending for redressal.

### **Place:**

Sri Ganga Nagar

**Date :** 02.09.2020

### **NEERAJ CHHABRA**

Chairman

Stakeholders' Relationship Committee

The details of grievances received from the shareholders during the year 2019-2020 are as follows:-

<b>Sr. No</b>	<b>Complaint received through</b>	<b>No of complaints</b>	<b>Status</b>
1	SEBI(Score)	1	Resolved
2	BSE	0	Resolved
3	RTA	0	Resolved
4	Investor	39	Resolved
<b>TOTAL</b>		<b>40</b>	

### **(d) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The Company is required u/s 135 of Companies Act, 2013, to spend at least 2% of the average net profit made by the Company during the three preceding Financial year on CSR activities provided in schedule VI and constitute Corporate Social Responsibility (CSR) Committee for this purpose.

The Committee Consist of three members Mr. Bajrang Dass Aggarwal, Mr. Neeraj Chhabra, Mrs. Bimla Devi Jindal, Mr. Gunjan Kumar Karn, Company Secretary of the Companies Acts as a Secretary of the committee.

<b>S. No.</b>	<b>Name of Director / Company Secretary</b>	<b>Designation</b>	<b>Attended</b>			
			<b>24.05.2019</b>	<b>14.08.2019</b>	<b>14.11.2019</b>	<b>14.02.2020</b>
1.	Mr. Neeraj Chhabra	Chairman	Yes	Yes	Yes	Yes
2.	Mr. Bajrang Dass Aggarwal	Member	Yes	Yes	Yes	Yes
3.	Mrs. Bimla Devi Jindal	Member	Yes	Yes	Yes	Yes
4.	Mr. Gunjan Kumar Karn	Company Secretary	No	Yes	Yes	Yes

### **(e) RISK MANAGEMENT COMMITTEE**

The Company has formed a risk management committee under Regulation 17 & 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations"). The Committee is required to identify the risks involved in the Company and to ensure a proper reporting of the risks to the Board of Directors, so that they can form their business strategies as per that.

During the Financial Year 2019-2020, the Committee met four times on 24.05.2019, 14.08.2019, 14.11.2019 and 14.02.2020.



The details of attendance of Members are given below:

The Committee consist of three members namely:-

S. No.	Name of Director	Designation	Attended			
			24.05.2019	14.08.2019	14.11.2019	14.02.2020
1.	Mr. Bajrang Dass Aggarwal	Chairman	Yes	Yes	Yes	Yes
2.	Mrs. Kamini Jindal	Member	Yes	Yes	Yes	Yes
3.	Mrs. Bimla Devi Jindal	Member	Yes	Yes	Yes	Yes

The Committee has laid down a policy known as Risk Management policy for identification of risk involved.

The role of the Committee is as under:

1. Preparation of Risk Management Plan, reviewing and monitoring the same on regular basis.
2. To update Risk Register on quarterly basis.
3. To review critical risks identified by Joint Chief Risk Officer(s) and Management Committee of the Company on quarterly basis.
4. To report key changes in critical risks to the Board on quarterly basis.
5. To report critical risks to Audit Committee in detail on yearly basis.
6. To perform such other functions as may be deemed or prescribed fit by the Board.

#### **Risk Management Committee Report for the year ended March 31, 2020**

#### **To the Board of Directors of Vikas WSP Limited,**

- (a) The Committee consists of one Independent Director, two Executive Directors, one Promoter Non-Executive Director and two KMPs being Non- Board Members.
- (b) The primary responsibility of the Committee is to prepare the Risk Management Plan of the Company and to review and monitor the same on regular basis.
- (c) During the Financial Year 2017-18, the Committee identified and assessed the risks faced by the Company and procedures to mitigate the same. The risks were assessed categorically under the broad heads of high, medium and low risks with high and medium risks sub categorized as critical and low risks as non-critical

**Place:**

Sri Ganga Nagar  
**Date :** 02.09.2020

**Mr. Bajrang Dass Aggarwal**

Chairman  
RISK MANAGEMENT  
COMMITTEE

#### **Independent Directors' Meeting**

During the year under review, the Independent Directors met on four times on 25.05.2019, 16.08.2019, 15.11.2019 and 15.02.2020., inter alia, to discuss:

1. Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
2. Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

#### **3. MANAGEMENT**

##### **Management Discussion and Analysis**

The Annual Report has a detailed chapter on Management Discussion and Analysis, which forms part of this report.

#### **4. DISCLOSURES**

##### **Related Party Transactions**

The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Listing Regulations.

The policy has been disclosed on the website of the Company at [www.vikaswspltd.in](http://www.vikaswspltd.in). Web link for the same is [http:// www.vikaswspltd.in](http://www.vikaswspltd.in)

All Related Party Transactions are approved by the Audit Committee prior to the transaction. The Audit Committee has, after obtaining approval of the Board of Directors, laid down the criteria for granting omnibus approval, which forms part of the Policy on Related Party Transactions. Related Party Transactions of repetitive nature are approved by the Audit Committee on omnibus basis for one Financial Year at a time. The Audit Committee satisfies itself regarding the need for omnibus approval and ensures compliance with the requirements of Listing Regulations and the Companies Act, 2013. All omnibus approvals are reviewed by the Audit Committee on a quarterly basis.

Details of all Related Party Transactions have been provided in the annexure of Board Report in form AOC-2

### **Disclosure of accounting treatment in preparation of financial statements**

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

### **Details of non-compliance by the Company**

Vikas WSP Limited has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last three years.

Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

### **Code for Prevention of Insider-Trading Practices**

The Company has in place a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the Management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of Vikas WSP Limited and cautioning them of the consequences of violations. The Company Secretary has been appointed as the Compliance Officer.

### **Whistle-Blower Policy / Vigil Mechanism**

The Company promotes ethical behavior in all its business activities and in line with the best international Governance practices, Vikas WSP Limited has established a system through which Directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's Code of

Conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all Directors, employees/business associates have direct access to the Chairman of the Audit Committee, and also to a three-member Direct Touch team established for this purpose.

The Direct Touch team comprises one senior woman member so that women employees of the Company feel free and secure while lodging their complaints under the policy. The Whistle- Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the Management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in)

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. The Committee has, in its Report, affirmed that no personnel have been denied access to the Audit Committee.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has framed Vigil Mechanism for detecting the fraud activities, if any, going on. The Policy provides for complete procedure to report any malpractice in the Company. It also ensures the protection to the employee who report against the fraud. The complete details of policy are provided on the website of the Company [www.vikaswspltd.in](http://www.vikaswspltd.in) .

### **CFO Certification**

As required under Regulation 17(8) of the Listing regulation with the Stock Exchanges, the Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2020 which is annexed to this Report.

## **LEGAL COMPLIANCE REPORTING**

The Board of Directors reviews in detail, on a quarterly basis, the report of compliance with respect to all applicable laws and regulations. The Company has developed a very comprehensive Legal Compliance System, which drills down from the MD to the Executive-level person (who is primarily responsible for compliance) within the Company. The process of compliance reporting is fully automated, using the enforce compliance tool. System-based alerts are generated until the user submits the monthly compliance report, with provision for escalation to the higher-ups in the hierarchy. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

## **5. SHAREHOLDERS**

### **APPOINTMENT / RE-APPOINTMENT OF DIRECTORS**

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, **Mr. BAJRANG DASS AGGARWAL (DIN- 00036553)**, Director will retire by rotation at the ensuing AGM, and being eligible, offer themselves for re-appointment in accordance with provisions of the said Act.

A brief resume of the Directors proposed to be re-appointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

Your Directors recommend their re-appointment at the ensuing AGM.

The brief CVs of the above Director are given below

### **Mr. BAJRANG DASS AGGARWAL (MANAGING DIRECTOR)**

**Mr. Bajrang Dass Aggarwal** is a well-known and trusted name for Guar Gum Industry. He is one of the most respected business personalities in India. Not only for guar crop harvesting farmers he is a helping hand but also to others, may it be on farming end or educational end. He has introduced new standards in management, efficiency and corporate social responsibility to an industry he has helped transform.

**Mr. Bajrang Dass Aggarwal** is the Founder & Promoter and current Chairman and Managing Director of the Company. In the year 1988, **VIKAS WSP LIMITED** was formed out of his efforts. It is

because of his efforts only that today, **VIKAS WSP LIMITED** is a large guar gum exporting Company in India.

Under his leadership, **VIKAS** has achieved significant improvements in the areas of guar gum manufacturing quality and production of Organic Guar Gum.

## **6. MEANS OF COMMUNICATION WITH SHAREHOLDERS**

Quarterly, Half yearly and yearly Financial Results - The Company's quarterly results, in the format prescribed by the Stock Exchanges, are approved and taken on record by the Board within the prescribed time frame and sent immediately to Stock Exchanges on which the Company's shares are listed.

The quarterly unaudited financial results are generally published in the English and Vernacular newspapers. These results are published in Financial Express and Business Standard in all editions and in two newspapers of regional language and also submitted to Stock Exchanges to enable them to put them on their websites. The Results are also placed at Company website [www.vikaswsp.com](http://www.vikaswsp.com).

Details of publication of financial results for the year under review are given below:

<b>S. No.</b>	<b>Description</b>	<b>Date</b>
1.	Audited Financial Results for the quarter/ Financial Year ended March 31, 2019	24.05.2019
2.	Unaudited Financial Results for the quarter ended June 30, 2019	14.08.2019
3.	Unaudited Financial Results for the quarter/ half year ended September 30, 2019	14.11.2019
4.	Unaudited Financial Results for the quarter / nine months ended December 31, 2019	14.02.2019
5.	Audited Financial Results for the quarter/ Financial Year ended March 31, 2020	26.06.2020

## **7. Annual Report**

Physical copy of the Annual Report for F.Y. 2019-2020, containing inter-alia, salient features of the audited Financial Statements, Director's Report (including Management Discussion and Analysis and Corporate Governance Report) was sent to all

shareholders who had not registered their email ids for the purpose of receiving documents/communication from the Company in electronic mode.

Full version of the Annual Report for F.Y. 2019-2020 containing inter alia, audited Financial Statements, Directors Report (including Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Report) was sent via email to all shareholders who have provided their email ids and is also available at the Company's website at [www.vikaswspltd.in](http://www.vikaswspltd.in)

#### **8. Website:**

The Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in) contains a separate section 'Investor' for use of investors. The quarterly, half yearly and annual financial results on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website.

The details of unclaimed dividends upto the Financial Year ended 31.03.2020 are also available in the Investor section, to help shareholders to claim the same. In addition various downloadable

forms required to be executed by the shareholders have also been provided on the website.

On-line Annual Reports and Share price tools are also provided in the Investor Section. Share price tools include, inter-alia, share graphs, historical share price data and share series. Communication to shareholders on email: As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, etc. were sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar and Transfer Agents (RTA). This helped in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

**Exclusive email ID for investors:** The Company has designated the email id [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com) exclusively for investor servicing, and the same is prominently displayed on the Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in)

#### **9. DATE, VENUE & TIME FOR THE LAST THREE ANNUAL GENERAL MEETING**

Details of the last three General Body Meetings held are given below

<b>Financial Year</b>	<b>Date</b>	<b>AGM No.</b>	<b>Category</b>	<b>Venue</b>	<b>Time</b>	<b>No. of Special Resolution</b>
2016-2017	30.09.2017	29 <sup>th</sup>	Annual General Meeting(AGM)	In the local area of Regd. Office of the Company at Railway Road, Siwani – 127046 (Haryana)	10.00 A.M.	4
2017-2018	29.09.2018	30 <sup>th</sup>	Annual General Meeting(AGM)	In the local area of Regd. Office of the Company at Railway Road, Siwani – 127046 (Haryana)	10.00 A.M.	1
2018-2019	28.09.2019	31 <sup>st</sup>	Annual General Meeting(AGM)	In the local area of Regd. Office of the Company at Railway Road, Siwani – 127046 (Haryana)	10.00 A.M.	4

Special resolutions taken up in the last three AGMs and passed with requisite majority are mentioned hereunder:

#### **September 30, 2017**

1. Approval for Related Party Transaction.
2. To ratified the resolutions passed for issuance of Equity Shares on Preferential basis to other than Promoter in Extra Ordinary General Meeting which was held on 21.04.2017 in compliance the regulation 73(1)(e) of the

SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009.

3. To Issue up to 25,00,000 Equity Shares on a Preferential basis to Qualified Investor (other than Promoter).
4. To Issue up to 85,00,000 Equity Shares on a Preferential basis to Promoter.

#### **September 29, 2018**

1. Approval for Related Party Transaction

#### **September 28, 2019**

1. Approval for Related Party Transaction

2. Re-Appointment of Mr. Ram Awtar Mittal (DIN: 02303734) as an Independent Director
3. Re-Appointment of Mr. Kishan Lal (DIN: 01878703) as an Independent Director
4. Re-Appointment of Mr. Neeraj Chhabra (Din: 06467189) as an Independent Director

#### **Postal Ballot**

During the year under review, two resolutions were passed through Postal Ballot. Details are given below.

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the details of the special resolution and ordinary resolution passed during financial year 2019-20 by way of Postal Ballot are as follows

#### **1. Notice Dated 17.06.2019 following resolution passed by Postal Ballot**

- (i) Increase the Authorised Share Capital of the company (Ordinary Resolution)
- (ii) Alteration in the Capital Clause of the Memorandum of Association (Special Resolution)
- (iii) Issue 11,45,00,000 Equity Shares on Preferential basis to the Promoter (Special Resolution)
- (iv) Issue 28,55,00,000 Equity Shares on Preferential basis to the Qualified Investor(Other than Promoter) (Special Resolution)

The aforesaid resolution was passed with requisite majority.

The Board of Directors had appointed **Mr. Vivek Sharma**, Practicing Company Secretary, as the Scrutinizer to conduct the aforesaid postal ballot exercise in a fair and transparent manner. During the conduct of the postal ballot, the Company had in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provided e-voting facility to its shareholders to cast their votes electronically through the **Insta Vote(Link in Time India Limited)** e-voting platform. Postal ballot forms and business reply envelopes were sent to shareholders to enable them to cast their vote in writing on the postal ballot. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules. The scrutinizer submitted his report, after completion of the scrutiny; the results of voting by Postal Ballot were announced by the Company on 07<sup>th</sup> March, 2020 and were sent to the Exchange and displayed on the Company's website.

of dispatch and other requirements as mandated under the Act and applicable Rules. The scrutinizer submitted his report, after completion of the scrutiny; the results of voting by Postal Ballot were announced by the Company on 18<sup>th</sup> July, 2019 and were sent to the Exchange and displayed on the Company's website.

#### **2. Notice Dated 05.02.2020 following resolution passed by Postal Ballot**

- (i) Increase the Authorised Share Capital of the Company and Alteration in the Capital clause of Memorandum of Association of the Company. (Ordinary Resolution)
- (ii) Issue 12,00,00,000 Equity Shares on Preferential basis to the Promoter.(Special Resolution)
- (iii) Issue 28,00,00,000 Equity Shares on Preferential basis to the Qualified Investor(Other than Promoter).(Special resolution)

The aforesaid resolution was passed with requisite majority.

The Board of Directors had appointed **Mr. Vivek Sharma**, Practicing Company Secretary, as the Scrutinizer to conduct the aforesaid postal ballot exercise in a fair and transparent manner. During the conduct of the postal ballot, the Company had in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provided e-voting facility to its shareholders to cast their votes electronically through the **Insta Vote(Link in Time India Limited)** e-voting platform. Postal ballot forms and business reply envelopes were sent to shareholders to enable them to cast their vote in writing on the postal ballot. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules. The scrutinizer submitted his report, after completion of the scrutiny; the results of voting by Postal Ballot were announced by the Company on 07<sup>th</sup> March, 2020 and were sent to the Exchange and displayed on the Company's website.

#### **COMPLIANCE WITH MANDATORY REQUIREMENTS**

The Company has complied with all applicable mandatory requirements of the Listing Regulations as on 31.03.2020. Quarterly Compliance Report on Corporate Governance, in the prescribed format, duly signed by the Mr. Gunjan Kumar Karn, Company Secretary Cum Compliance Officer is submitted regularly to the Stock Exchanges where the shares of the Company are listed.

## **DETAILS OF COMPLIANCES WITH THE NON-MANDATORY REQUIREMENTS OF REGULATION 27 OF THE LISTING REGULATIONS**

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements Regulation 27(1) of the Listing Regulations:

### **1) Maintenance of the Chairman's Office**

The Company maintains the office of Executive Chairman.

### **2) Shareholders Rights**

The Company has a policy of announcement of the audited quarterly results. The results, as approved by the Board of Directors (or Committee thereof) are first submitted to Stock Exchanges within 30 minutes under Regulation 30 of the Listing Regulations of the approval of the results. The Quarterly, Half yearly and yearly unaudited/Audited financial statements are published in newspapers and uploaded on Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in) and Clipping of Advertisement also Sent to Stock Exchange.

### **3) Modified opinion(s) in Audit Report**

The Auditors have raised no qualifications on the financial statements of the Company.

### **4) Separate posts of Chairman and CFO**

The positions of the Chairman of the Board and the Managing Director & Chief Executive Officer of the Company are held by separate individuals.

### **5) Reporting of Internal Auditors**

The Internal Auditors of the Company report directly to the Audit Committee.

### **GREEN INITIATIVES BY MCA**

In compliance with the provisions of Section 20 of the Companies Act, 2013 and as a continuing endeavour towards the 'Go Green' initiative, the Company proposes to send all correspondence / communications through email to those shareholders who have registered their email id with their depository participant's / Company's registrar and share transfer agent. In case the shareholders desire to receive a printed copy of such communications, they send a requisition to the Company. The Company forthwith sends a printed copy of the communication to the shareholder.

### **GENERAL SHAREHOLDER INFORMATION**

These information's are furnished herein below:-

### **Company Registration Details**

The Company is registered in Haryana, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs (MCA) is L24139HR1988PLC030300

### **Annual General Meeting**

**Date:** 28.09.2020

**Time:** 11:00 AM

**Venue:** Railway Road, Siwani, Haryana-127046

### **Financial Calendar**

The financial year of the Company is 1 April 2019 to 31 March 2020.

For the Financial Year ended March 31, 2020, results were announced on:

- First Quarter : 24.05.2019
- Half Yearly : 14.08.2019
- Third Quarter : 14.11.2019
- Fourth Quarter and Annual : 14.02.2020

### **Financial Results**

- ❖ The quarterly/yearly results of the Company are published in leading and widely circulated English dailies viz. (1) The Financial Express – All Editions (English) (2) Business Standard-All Edition (Hindi Edition).
- ❖ The Company's financial/quarterly results are displayed on the Company's website at [www.vikaswspltd.in](http://www.vikaswspltd.in).

### **Book Closure**

Date of Book Closure is from 22 September 2020 to 28 September 2020 (both days inclusive) for the purpose of Annual Book Closure.

### **Registered Office**

Railway Road, Siwani, Haryana-127046

### **Listing**

The Company is Listed on Bombay Stock Exchange.

The annual listing fees for the Financial Year 2020-2021 to BSE has been paid.

### **Vikas WSP Limited Code**

**ISIN No:** INE706A01022

**Scrip Code:-** 519307

In respect of transfer of physical shares, shareholders are advised to contact the Share Transfer Agent of the Company. Shares received for physical transfer are generally registered within a period of 15 days from the date of receipt.



As on March 31, 2020, the Distribution of our shareholding was as following: -

**DISTRIBUTION SCHEDULE AS ON MARCH 31, 2020**

Share or Debenture holding of nominal value		Share / Debenture Holders		Share / Debenture Amount	
Rs.		Number	% to total	Amount in Rs.	% to total
(1)		(2)	(3)	(4)	(5)
Upto 500		24481	54.39	5209067	2.55
501 - 1000		8785	19.52	8010210	3.92
1001 - 2000		4220	9.38	6990268	3.42
2001 - 3000		1979	4.40	5312699	2.60
3001 - 4000		1066	2.37	3952034	1.93
4001 - 5000		1036	2.30	4990909	2.44
5001 - 10000		1594	3.54	12196134	5.97
10001 & Above		1850	4.11	157778279	77.18
<b>Total</b>		<b>45011</b>	<b>100.00</b>	<b>204439600</b>	<b>100.00</b>

Category	Nos. of shares held	% to Total
Promoters	2,97,57,164	14.56
Mutual Funds/	10000	0.00
Foreign Portfolio Investors	1000	0.00
Financial Institutions/ Banks	891857	0.44
Individual share capital upto Rs. 2 Lacs	94432402	46.19
Individual share capital in excess of Rs. 2 Lacs	58565983	28.65
NBFCs registered with RBI	5650	0.00
Any Other	20775544	10.16
<b>TOTAL</b>	<b>204439600</b>	<b>100.00</b>

**Shareholding of persons having more than 5% of Shares**

S. No.	Name of shareholder	No. of shares held	% of shares
1	Bajrang Dass Aggarwal	1,69,77,332	8.30
2	Bimla Devi Jindal	1,27,74,832	6.25
3	Hanuman Prasad Goyal	17000000	8.32
4	Munni Devi Goyal	17000000	8.32

**Dematerialization of shares**

Over 98.17 % of the listed Equity Shares have been dematerialized. Trading in equity shares of the Company in dematerialized form became mandatory from May 31, 1999. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Vikas WSP Limited has entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

- As on March 31, 2020, 98.17 % shares of the Company were held in dematerialized form.
- The equity shares of the Company are frequently traded at Bombay Stock Exchange Ltd.

Dematerialization of Shares - Process For convenience of shareholders, the process of getting the shares dematerialized is given hereunder

- a. Demat account should be opened with a Depository Participant (DP).
- b. Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- c. DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- d. DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is **LINK INTIME INDIA PRIVATE LIMITED**.
- e. RTA will process the DRF and confirm or reject the request to DP/ Depositories.
- f. Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

**Consolidation of folios and avoidance of multiple mailing**

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to

consolidate their holdings under one folio. Members may write to the Registrars & Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

#### **Service of documents through Email**

In terms of provisions of the Companies Act, 2013 service of documents on members by a Company is allowed through electronic mode. Further, as per Listing Regulations, Listed Companies shall supply soft copies of full annual reports to all those shareholders who have registered their e-mail addresses for the purpose. Accordingly, the Company proposes to send documents like shareholders meeting notice/other notices, Audited Financial Statements, Directors' Report, Auditor's Report or any other document, to its members in electronic form at the email address provided by them and/or made available to the Company by their depositories. This will definitely help in prompt receipt of communication, reduce paper consumption and save trees as well as avoid loss of documents in transit.

Members who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/updated either with their depositories or by writing to the Company.

#### **Stock Market Rate on BSE (Re.1/- per Share)**

<b>Month</b>	<b>High</b>	<b>Low</b>
April, 2019	23.25	15.85
May, 2019	25.08	13.95
June, 2019	16.02	10.05
July, 2019	14.99	10.00
August, 2019	13.35	9.20
September, 2019	11.89	9.90
October, 2019	12.53	9.75
November, 2019	10.50	8.82
December, 2019	10.27	8.70
January, 2020	9.56	6.87
February, 2020	9.60	6.31
March, 2020	7.23	4.10

Diagrammatical presentation of monthly high low of stock price at Bombay Stock Exchange Ltd., Mumbai. Share Transfer System/ Dividend and other related matters.

#### **SHARE TRANSFER**

Share transfer in physical form are processed and the share certificates are generally returned to the transferees within a period of 15 days from the date of receipt of transfer provided the transfer

documents lodged with the Company are complete in all respects.

All share transfer and other communications regarding share certificates, change of address, dividends, etc should be addressed to Registrar and Transfer Agents. Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by officers of the Company is placed at every Committee Meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges.

#### **NOMINATION FACILITY FOR SHAREHOLDING**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for members in respect of shares held by them. Members holding shares in physical form may obtain nomination form on request. Members holding shares in dematerialized form should contact their Depository participants (DP) in this regard.

#### **MANDATORY REQUIREMENT OF PAN**

SEBI vide its circular dated 20<sup>th</sup> April 2018 has mandated compulsory registration of PAN and Bank Account for all Shareholders in following cases:

- ❖ Transferees and Transferors PAN Cards for transfer of shares
- ❖ Transfer of shares to Legal Heirs/ Nominees
- ❖ For Dematerialization of shares
- ❖ Issuance of Duplicate Share certificates.

Shareholders are requested to keep record of their specimen Signature before lodgement of shares with the Company to obviate possibility of differences in signature at a later date.

#### **PAYMENT OF DIVIDEND THROUGH ELECTRONIC CLEARING SERVICE (NECS)**

The Company provides the facility for remittance of dividend to the members through NECS. To

facilitate dividend payment through NECS. Members who hold shares in Demat mode should inform their Depository Participants and such of the members holding shares in physical form should inform Company of the core banking account number allotted to them by their bankers. In case where the core banking account number is not intimated to the Company/Depository Participant, the Company will issue dividend warrants to the members.

#### **PENDING INVESTOR'S GRIEVANCES**

Any member/investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary on [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com) or in physical form at the administration office of the Company with a copy of the earlier correspondence.

#### **RECONCILIATION OF SHARE CAPITAL AUDIT**

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

**M/s S Vivek & Associates**, an Independent firm of Practicing Company Secretary, carries out the Reconciliation of Share Capital Audit as mandated by SEBI, and reports on the reconciliation of total issued and listed Capital with that of total share capital admitted / held in dematerialized form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof is submitted to the Stock Exchanges, where the Company's shares are listed and is also placed before the Stakeholders' Relationship Committee of the Board.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

#### **UNCLAIMED/UNPAID DIVIDENDS AND SHARES:**

Pursuant to the provisions of Section 124 & 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit,

Transfer and Refund) Rules, 2016 the Dividend which remains unclaimed/unpaid for a period of Seven (7) years from the date of transfer shall be transferred to Investor Education and Protection Fund (IEPF) Authority.

Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, with the Ministry of Corporate Affairs.

The Company has been writing periodical reminders to all the Shareholders as whose Dividends are lying unpaid in the Unpaid Dividend Account. Members who have not encashed their Dividend for the Financial Year 2010-11 & 2011-2012 and onwards are therefore, requested to make their claims to the Company immediately.

#### **PROCEDURE FOR CLAIMING REFUND OF SHARES AND UNCLAIMED DIVIDENDS FROM IEPF I.E. AFTER SHARES / UNCLAIMED DIVIDENDS ARE TRANSFERRED BY THE COMPANY**

Once shares / unclaimed dividends are transferred by the Company to the IEPF, members may still claim refund of shares and unclaimed dividends from IEPF by making an application to IEPF in Form IEPF - 5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The provisions of the Act relating to IEPF, IEPF Rules and notifications are available on the aforesaid website.

#### **ADDRESS FOR CORRESPONDENCE: -**

For share transfer / dematerialization of shares, payment of dividend and any other query relating to the shares.

**LINK INTIME INDIA PRIVATE LIMITED**  
Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2, LSC, C-1  
Block, Near Savitri Market, Janakpuri,  
New Delhi-110058  
(Phone: +91 11 49411000  
E-mail id : delhi@linkintime.co.in  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**For queries of Analysts, FIIs, Institutions, Mutual Funds, Banks and others**  
**Chief Compliance Officer**

**Mr. Gunjan Kumar Karn**  
**Compliance Officer**  
B-86/87, Udyog Vihar RIICO Industrial Area,  
Sri Ganganagar- 335001  
**Ph. No.-0154-2494512, 9821873674, 8860858625**  
**E-mail:** [csgunjanvikaswspltd1984@gmail.com](mailto:csgunjanvikaswspltd1984@gmail.com)

Company's Registered and Administration Office Address:

<b>Admin. Office</b>	<b>Regd. Office</b>
B-86/87, Udyog Vihar, RIICO Industrial Area	
Sri Ganganaagar- 335001	Railway
<b>Ph. No.-0154-2494512</b>	Road,
<b>E-mail:csgunjanvikaswspltd1984@gmail.com</b>	Siwani
<b>Website: www.vikaswspltd.in</b>	127046
	(Haryana)

#### **REGISTRAR & TRANSFER AGENT**

Securities and Exchange Board of India (SEBI) vide Regulation 7 of the Listing Regulations, has recently mandated that where the total number of security holders of the Company exceeds one lac, the Company shall register with SEBI as a Category II share transfer agent for all work related to share registry. The Company had appointed **LINK INTIME INDIA PRIVATE LIMITED** for both segments, physical and electronic, much before this was mandated by SEBI. The Company has appointed **LINK INTIME INDIA PRIVATE LIMITED** as its Registrar. As required under Regulation 7(3) of the Listing Regulations, the Company has filed a certificate issued by RTA and the Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by RTA registered with SEBI i.e. **LINK INTIME INDIA PRIVATE LIMITED**.

#### **Details of the RTA are given below**

##### **LINK INTIME INDIA PRIVATE LIMITED**

Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2,  
LSC, C-1 Block, Near Savitri Market,  
Janakpuri, New Delhi-110058  
(Phone: +91 11 49411000  
E-mail id : delhi@linkintime.co.in  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

#### **CODE OF CONDUCT**

In compliance with Regulation 17 of the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for all Directors and Senior Management personnel. The code is available on the Company's website [www.vikaswspltd.in](http://www.vikaswspltd.in). The Code is applicable to all Board members and Senior Management personnel who directly report to the Chairman, the Managing. The Code is circulated to all Board members and Senior Management Personnel and its compliance is affirmed by them annually.

Besides, the Company also procures a quarterly confirmation of material financial and commercial transactions entered into by Senior Management

personnel with the Company that may have a potential conflict of interest.

A declaration signed by the Managing Director, regarding affirmation of the compliance with the Code of Conduct by Board Members and Senior Management for the financial year ended March 31, 2020, is annexed as **Annexure XII** to this report.

Along with the Code of Conduct for the Board members and Senior Management, the Company has also laid down a Code of Conduct for its employees. As a process, an annual confirmation is also sought from all employees. All employees are expected to confirm compliance to the code annually. Regular training programmes / self-certifications are conducted across locations to explain and reiterate the importance of adherence to the code.

#### **INSIDER TRADING**

In compliance with the SEBI regulation on prevention of insider trading, the Company has established systems and procedures to regulate and monitor insider trading by designated person and has formulated a code on insider trading for designated persons, who may have access to the Company's price sensitive information. The Code lays down procedures to be followed and disclosures to be made, while trading in the Company's shares.

The Company follows highest standards of transparency and fairness in dealing with all stakeholders and ensures that no insider shall use his or her position with or without knowledge of the Company to gain personal benefit or to provide benefit to any third party.

#### **CERTIFICATE FROM SECRETARIAL AUDITOR PURSUANT TO SCHEDULE V OF THE LISTING REGULATIONS**

A certificate has been received from **M/s. S Vivek & Associates**, Company Secretaries, pursuant to Schedule V of the Listing Regulations, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The same is annexed as **Annexure XIII** to this report.

#### **COMPLIANCE WITH THE MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS**

The Board of Directors periodically reviews the compliance of all applicable laws. The Company has



complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing

Regulations. It has obtained a Certificate from **M/s. S Vivek & Associates**, Company Secretaries, the Company's Secretarial Auditors and the same is attached to the Board's Report.

## CERTIFICATE ON CORPORATE GOVERNANCE

**To  
The Members Of  
VIKAS WSP LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Vikas WSP Limited ('the Company') for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that the compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. 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 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 the aforesaid provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2020 exceptThe listed entity had delayed file the disclosures of Related party transactions u/r 23.

We further state that Mr. Ram Awtar Mittal, Mr. Neeraj Chhabra & Mr. Kishan Lal were re-appointed as an Independent Director for the first term of five years commencing from April 01, 2014 to March 31, 2019 and here reappointment of these Independent Directorshas been made in a board meeting held on May 02, 2019, for a further term of five (5) consecutive years i.e. from April 01, 2019 to March 31, 2024, subject to the approval of members".

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 **S VIVEK & Associates**  
**Company Secretaries**

**Place: New Delhi**  
**Date: 25.08.2020**  
**UDIN:A056155B000613690**

**Vivek harma**  
**M. No.-56155**  
**C P No.: 20906**

**Annexure VII****CFO CERTIFICATION****CERTIFICATION BY CFO/MD UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015****To****The Board of Directors****Vikas WSP Limited**

Dear members of the Board,

We, **Mr. Bajrang Dass Aggarwal**, Managing Director, and **Mr. Umesh Bansal**, Chief Financial Officer of Vikas WSP Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit & Risk Management Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies
- (d) We have indicated to the auditors and the Audit & Risk Management Committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Bajrang Dass Aggarwal**  
Managing Director

**Umesh Bansal**  
Chief Financial Officer

**Place:** - Sri Ganganagar  
**Date:**-02.09.2020

**Annexure VIII**
**ANNEXURE TO DIRECTOR'S REPORT**
**A. (a) CONSERVATION OF ENERGY:-**

As a part of ongoing energy saving programme your Company has engaged an efficient team to examine the possibility of energy conservation at all operation levels, especially on higher load machines. Sincere efforts are being made to improve the power factor and reduce the overall energy consumption.

The Company has taken the following steps towards energy conservation:-

- (1) Frequent checking of the capacitors;
- (2) Replacement of high power factor electric motors;
- (3) Timely greasing of the bearings of all the heavy machines;
- (4) Installation of servo stabilizer to boost the voltage;
- (5) The detail of total energy consumption are as under:

**A. Electricity**
**Year 2019-2020**

Purchased units	KWH	1073864
Total amount	Rs. (in millions)	9.45
Rate/Unit	Rs.	8.80

**B. HSD Oil**

Quantity of HSD	Liter	10000
Total Cost	Rs. (in millions)	7.24
Average Rate/Liter	Rs.	72.40

**C. LPG**

Quantity	Cylinders	820
Total Cost	Rs. (in millions)	2.06
Average Rate/Cylinder	Rs.	2510.28

**B. FOREIGN EXCHANGE EARNING & OUTGOING:**

Activities relating to exports, initiative taken to increase exports, development of new markets of its manufactured goods and export plans:

Your Company is the country's leading manufacturer exporter of guar water-soluble polymers. The Company has always given utmost priority to earn valuable foreign exchange in the larger interest of the nation.

	<b>Rs. In lacs</b>
Total foreign exchange earnings during the year	375.72
Total foreign exchange used during the year	0.00
Net foreign exchange earned during the year	375.72

**ANNEXURE- IX**
**Details under section 197(12) Details of Remuneration**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Detail</b>
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	As per annexure (a)
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	No increment has taken place during the financial year 2019-2020 except Company Secretary (50%).
3.	The percentage increase in the median remuneration of employees in the financial year;	No increment has taken place during the year 2019-2020.
4.	The number of permanent employees on the rolls of Company;	700
5.	The explanation on the relationship between average increase in remuneration and Company performance	The remuneration increase is subject to a fixed percentage every year and shall be subject to performance of employee.
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The Company has not increased the any remuneration of KMP's during the year 2019-2020.
7.	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies.	Price earnings ratio was 2.32 on 31.03.2019 and it decrease to 0.97 on 31.03.2020 due to Profit during the year. The public issue price of the shares was Re 1/- and the Current market quotation of the shares of the Company is Rs.4.50/-
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	No, increase has taken place in the salary of the employees as well as Managerial personnel's.
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company;	The Managerial personnel's are paid an aggregate remuneration of Rs. <b>80,85,000</b> P.A. and the Remuneration is increased very nominal Amount. However Profit of the Company is Rs. 1990.04 Lakhs
10.	The key parameters for any variable component of remuneration availed by the directors	The directors are not entitled to any variable remuneration
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable
12.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, The remuneration is as per the remuneration policy of the Company.

**Annexure – (a)**
**RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR**

<b>Sr. No</b>	<b>Name</b>	<b>Designation</b>	<b>Salary(PA)</b>	<b>Ratio</b>
1.	Bajrang Dass Aggarwal	Chairman & Managing Director	36,00,000	24.64:1
2.	Bimla Devi Jindal	Director	9,00,000	2.05:1
3.	Kamini Jindal	Director	12,00,000	8.21 : 1

**Annexure - X**

**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 arm's length transaction under third proviso thereto.

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

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	Not applicable
b)	Nature of contracts/arrangements/transaction	Not applicable
c)	Duration of the contracts/arrangements/transaction	Not applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not applicable
e)	Justification for entering into such contracts or arrangements or transactions'	Not applicable
f)	Date of approval by the Board	Not applicable
g)	Amount paid as advances, if any	Not applicable
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 contracts or arrangements or transactions at Arm's length basis.**

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	1. Vikas Proppant & Granite Ltd, 2. Vegan Colloids Limited, 3. Vikas Chemi Gums (India) Limited 4. Vikas Dall & General Mill
b)	Nature of contracts /arrangements / transaction	Sale/ Purchase
c)	Duration of the contracts / arrangements /transaction	2019-2020
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	All the transactions will be related to the ordinary course of Business and will be on Arm length price and subject to the approvals required.

**Annexure XI-A**
**Form No. MR-3**
**SECRETARIAL AUDIT REPORT**

For the Financial Year Ended on March 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**TO**  
**The Members**  
**VIKAS WSP LIMITED**  
**RAILWAY ROAD**  
**SIWANI-127046 (INDIA)**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIKAS WSP 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 Company's 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 covering the financial year ended on March 31, 2020 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:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2020 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'):-
  - (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the audit period)
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the audit period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the audit period)
- (vi) The Management has identified and confirmed the following other laws as specifically applicable to the Company;
  - (a) Payment of Wages Act, 1936 and rules made thereunder;
  - (b) The Minimum Wages Act, 1948 and rules made thereunder;
  - (c) Employees' State Insurance Act, 1948 and rules made thereunder;

- (d) The Employees' provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder;
- (e) The Payment of Bonus Act, 1965 and rules made thereunder;
- (f) Payment of Gratuity Act, 1972 and rules made thereunder;
- (g) Air (Prevention and Control of Pollution) Act, 1981;
- (h) Water (Prevention and Control of Pollution) Act, 1974;
- (i) Factory Act, 1948;
- (j) Food Safety and Standard Act, 2006

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of the Board of Directors and General Meetings;
- (ii) The Listing agreements entered into by the Company with Bombay Stock Exchange read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Companies Act, 2013 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation;

#### **Observation-**

1. The Company is not regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Goods and Service Tax, sales tax, service tax, value added tax, custom duty, Excise Duty, Cess and any other material statutory dues applicable to it , and there have been delays in large number of cases.
2. Mr. Ram Awtar Mittal,Mr. Neeraj Chhabra & Mr. Kishan Lal were re-appointed as an Independent Director for the first term of five years commencing from April 01,2014 to March 31, 2019 and here reappointment of these Independent Directors has been made in a board meeting held on May 02, 2019, for a further term of five (5) consecutive years i.e. from April 01, 2019 to March 31, 2024, subject to the approval of members".

#### **We further report that: -**

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at a shorter notice, 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.

All decisions of the Board Meetings and Committee Meetings thereof were carried out with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** 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.

**We further report that** during the audit period, the company has following specific event/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**FOR S VIVEK & ASSOCIATES  
Company Secretaries**

**VIVEK SHARMA**  
**Date: August 25, 2020**  
**Place: New Delhi**  
**UDIN:A056155B000613635**

CP No.: 20906  
ACS: 56155

#### **NOTE:**

This Report is to be read with our letter of even date which is annexed as 'ANNEXURE- A' and forms an integral part of this Report.

#### **Annexure-A**

**TO**  
**The Members**  
**VIKAS WSP LIMITED**  
**RAILWAY ROAD**  
**SIWANI-127046 (INDIA)**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial and other laws records/compliance is the responsibility of the management of the Company. Our

responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR S VIVEK & ASSOCIATES  
Company Secretaries**

**VIVEK SHARMA**

CP No.: 20906

ACS: 56155

**Date: August 25, 2020**

**Place: New Delhi**

**UDIN:A056155B000613635**

**Annexure XII****DECLARATION**

I hereby confirm that the Company has received from all the members of the Board and Senior Management, for the financial year ended March 31, 2020, a confirmation that they are in compliance with the Company's Code of Conduct.

For **Vikas WSP Limited**

**Bajrang Dass Aggarwal**  
Managing Director

**Date:** September 02, 2020

**Place:** Sri Ganganagar

**Annexure XIII**

**CERTIFICATE OF  
NON-DISQUALIFICATION OF  
DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015)

**To**  
**The Members,**  
**Vikas WSP Limited**

**Railway Road**  
**Siwani, Haryana 127046**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **VIKAS WSP LIMITED** having CIN (L24139HR1988PLC030300) and having registered office at Railway Road, Siwani, Haryana 127046 and (hereinafter referred to as the Company) produced before us by the Company for the purpose of Issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March, 31 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	DIN	Name of Director	Date of Appointment
1	00034997	BIMLA DEVI JINDAL	10/06/2005
2	00036553	BAJRANG DASS AGGARWAL	22/06/1988
3	01878703	KISHAN LAL	27/10/2007
4	02303734	RAM AWTAR MITTAL	11/08/2008
5	05268741	KAMINI JINDAL	16/07/2012
6	00605506	VISHNU BHAGWAAN	27/10/2007*
7	06467189	NEERAJ CHHABRA	04/01/2013

\*Mr. Vishnu Bhagwaan has been ceased from directorship with effect from 23/04/2019

\*\*Mr. Ram Awtar Mittal, Mr. Neeraj Chhabra & Mr. Kishan Lal was re-appointed as an Independent Director in board meeting held on 02/05/2019 subject to approval of members and which was appointed in AGM held on 28/09/2019.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate "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 S VIVEK & Associates  
Company Secretaries**

**VIVEK SHARMA**

**M. No: 56155**

**CP No: 20906**

**UDIN: A056155B000613723**

## INDEPENDENT AUDITOR'S REPORT

### To The Members of **Vikas WSP Limited** Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **Vikas WSP Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Responsibility of Management for the Standalone 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

#### Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements

as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit

evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would

reasonably be expected to outweigh the public interest benefits of such communication.

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.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as

amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For S. Prakash Aggarwal & Co**  
 Chartered Accountants  
 ICAI Firm Registration No.06105C

**Som Prakash Aggarwal**  
 Partner  
 Membership No. 74813

**Place:** Sri Ganganagar  
**Date:** 26 June 2020  
**UDIN No:** 20074813AAAADK7455

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (b) Some of the property, plant and equipment were physically verified during the year by the Management in accordance with a program of verification, which in our opinion provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noted on such verification.
  - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land which are freehold, are held in the name of the Company as at the balance sheet date.
  - ii. The Inventory has been physically verified by the management during the year . In our opinion the frequency of verification is reasonable. As informed no material discrepancies were noticed on physical verification carried out during the year.
  - iii. As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained
- under Section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- iv. Based on information and explanation given to us, the Company has not granted any loans or made any investments in or provided any guarantees or security, to parties covered under section 185 and section 186 of the Act.
  - v. According to the information and explanations given to us, the Company has not accepted any deposit during the year and does not have any outstanding unclaimed deposits as at March 31, 2020 and therefore, reporting under clause (v) of the Order is not applicable.
  - vi. The Central Government has not prescribed the maintenance of cost records for any of the products of the Company under sub-section (1) of Section 148 of the Act and the rules framed there under.
  - vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company is not regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employee's state insurance, income tax, Goods & Services tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues, as applicable to it, and there have been delay in large number of cases.
  - (b) According to the information and explanation given to us, dues in respect of provident fund and goods and service tax, which were outstanding at the year end for a period of more than six months from the date they were became payable are as follows :

Name of the statute	Nature of the dues	Amount (in lacs)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	TDS	46.20	F.Y. 2016-17	Between Apr-Mar 2017	Not paid
		48.57	F.Y. 2017-18	Between Apr-Mar-2018	Not paid
		96.97	F.Y. 2018-19	Between Apr-Mar-2019	Not paid
		13.72	F.Y. 2019-20	Between Apr-Sep-2019	Not paid
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident fund	156.61	F.Y. 2017-18	Between Apr-Mar 2018	Not paid
		184.16	F.Y. 2018-19	Between Apr-Mar 2019	Not paid
		92.19	F.Y. 2019-20	Between Apr-Sep 2019	Not paid
Employees' State Insurance Act, 1948		34.11	F.Y. 2018-19	Between Apr-Mar 2019	Not paid
		26.87	F.Y. 2019-20	Between Apr-Sep 2019	Not paid

- (c) According to the information and explanation given to us, the dues outstanding with respect to,income tax, service tax on account of any dispute are as follows:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount (in lacs)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Income tax Act, 1961	Income tax	30.72	A.Y. 1995-96	Hon'ble High Court of Punjab & Haryana
Income tax Act, 1961	Income tax	13,137.82	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
Income tax Act, 1961	Income tax	2,377.05	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
Income tax Act, 1961	Income tax	2,627.56	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
Service Tax Act, 1994	Service tax	897.81	F.Y. 2006-07 to 2010-11	Custom, Excise and Service Tax Appellate Tribunal

viii. The Company has not taken any loans or borrowings from financial institutions and government or issued any debentures. Further, the Company has defaulted in repayment of loans or borrowings to banks as per detail given below (also refer note no. 33):

<b>Name of the bank</b>	<b>Principal</b>	<b>Interest</b>	<b>Period of default</b>
	Rs in lacs	Rs in lacs	
<b>Punjab National Bank</b>			
Packing credit limit	460.31		Less than 180 days
Interest on above		47.76	Less than 180 days
<b>A</b>	<b>460.31</b>	<b>47.76</b>	
<b>Bank of India</b>			
Packing credit limit	4,656.30		More than 360 days
Foreign documentary bill purchase/discounting facility			
Interest on above		1,919.52	More than 360 days
		0	More than 180 days
		0	Less than 180 days
<b>B</b>	<b>4,656.30</b>	<b>1,919.52</b>	
<b>Union Bank of India</b>			
Packing credit limit	3,948.19		More than 360 days
Foreign documentary bill purchase / discounting facility	3,248.81		More than 360 days
Interest on above		531.64	More than 360 days
		0	More than 180 days
		0	Less than 180 days
<b>C</b>	<b>7,197.00</b>	<b>531.64</b>	
<b>Grand total A+B+C</b>	<b>12,313.61</b>	<b>2,498.912</b>	

- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, no managerial remuneration has been paid by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has entered into non-cash transactions with its directors or persons connected with him. The Company has complied with provision of section 192 of Companies Act, 2013.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S. Prakash Aggarwal & Co  
Chartered Accountants**  
Firm Registration No.06105C

**Som Prakash Aggarwal**  
Partner  
Membership No.74813  
UDIN No-20074813AAAADK7455



## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Vikas WSP Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial

reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at

March 31, 2019, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For S. Prakash Aggarwal & Co**

### **Chartered Accountants**

Firm Registration No.06105C

### **Som Prakash Aggarwal**

Partner

Membership No.74813

**Place:** Sri Ganganagar

**Date:** 26 June, 2020

**UDIN No-**20074813AAAADK7455



**VIKAS WSP LIMITED**  
**Balance Sheet as at March 31, 2020**

	Note No.	As at March 31, 2020	As at March 31, 2019	INR in Lacs
<b>ASSETS</b>				
<b>Non-current assets</b>				
a) Property, plant and equipment	3	63,406.03	66,839.79	
b) Capital work-in-progress	3	1,156.33	1,109.28	
c) Other intangible assets	3	1.03	2.72	
d) Financial assets	4			
i) Other financial assets		266.08	266.08	
e) Other non-current assets	5	28,330.38	28,329.38	
<b>Total Non-current assets</b>		<b>93,159.85</b>	<b>96,547.25</b>	
<b>Current assets</b>				
a) Inventories	6	7,303.17	10,099.78	
b) Financial assets	7			
i) Trade receivables		60,560.79	52,525.12	
ii) Cash and cash equivalents		106.18	56.99	
iii) Bank balances other than (ii) above		77.92	77.92	
c) Other current assets	8	7,966.91	7,753.74	
<b>Total current assets</b>		<b>76,014.97</b>	<b>70,513.55</b>	
<b>TOTAL ASSETS</b>		<b>1,69,174.82</b>	<b>1,67,060.80</b>	
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity share capital	9	2,044.40	2,044.40	
b) Other equity	10	1,12,462.63	1,10,472.61	
<b>Total equity</b>		<b>1,14,507.03</b>	<b>1,12,517.01</b>	
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
a) Provisions	11	788.31	576.47	
b) Deferred tax liabilities (net)	12	(604.19)	46.56	
<b>Total non-current liabilities</b>		<b>184.12</b>	<b>623.04</b>	
<b>Current liabilities</b>				
a) Financial liabilities	13			
i) Borrowings		13,564.91	15,529.26	
ii) Trade payables		7,727.98	9,022.88	
iii) Other financial liabilities		10,219.00	7,097.75	
b) Other current liabilities	14	20,178.88	19,951.23	
c) Provisions	15	22.75	19.94	
d) Current tax liabilities	15	2,770.16	2,299.66	
<b>Total current liabilities</b>		<b>54,483.68</b>	<b>53,920.73</b>	
<b>Total liabilities</b>		<b>54,667.80</b>	<b>54,543.76</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,69,174.82</b>	<b>1,67,060.76</b>	

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For S. Prakash Aggarwal & Co**  
Chartered Accountants  
Firm Registration No.06105C

For and on behalf of the Board of Directors of Vikas WSP Limited

**S.P. Aggarwal**  
Partner  
M.No. : 74813

**B.D. Aggarwal**  
Managing Director

**Bimla Devi Jindal**  
Director

Place: Sriganganagar  
Date: June 26, 2020  
UDIN No-20074813AAAADK7455

**Gunjan Kumar Karn**  
Company Secretary

**Umesh Bansal**  
Chief Financial Officer

**VIKAS WSP LIMITED**
**Statement of Profit and Loss for the year ended March 31, 2020**

<b>Particulars</b>	<b>Notes</b>	<b>INR in Lacs</b>	
		<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
<b>Income</b>			
Revenue from operations	16	75,762.81	79,997.99
Other income	17	-	4.22
Other gains	17	0.08	3,012.28
<b>Total income</b>		<b>75,762.89</b>	<b>83,014.49</b>
<b>Expenses</b>			
Cost of material consumed	18	67,167.31	68,688.82
Change in inventory of finished goods	19	254.90	(46.41)
Excise duty on sale of goods	20	-	-
Employee benefit expenses	21	2,167.25	3,503.19
Finance costs	22	416.27	2,107.61
Depreciation and amortisation expense	23	3,435.45	3,454.48
Other expenses	24	401.33	670.21
<b>Total expenses</b>		<b>73,842.51</b>	<b>78,377.90</b>
<b>Profit/(Loss) before tax</b>		<b>1,920.38</b>	<b>4,636.59</b>
Income tax (credit)/expense	25		
- Current tax [Minimum Alternate Tax ('MAT')]		470.49	1,325.80
- MAT credit entitlement		-	-
- Deferred tax		(684.94)	(1,381.37)
<b>Profit/(Loss) for the year</b>		<b>2,134.82</b>	<b>4,692.16</b>
Other comprehensive income	26		
<i>Items that will not be reclassified to profit or loss</i>			
- Remeasurement of post employment benefit obligations		(110.61)	(87.40)
- Income tax relating to these items		(34.18)	(27.01)
<b>Other comprehensive income for the year, net of tax</b>		<b>(144.79)</b>	<b>(114.41)</b>
<b>Total comprehensive income for the year</b>		<b>1,990.03</b>	<b>4,577.75</b>
Earning/(Loss) per equity share (Basic and Diluted)	27	0.97	2.32

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For S. Prakash Aggarwal & Co**  
Chartered Accountants  
Firm Registration No.06105C

For and on behalf of the Board of Directors of Vikas WSP Limited

S.P. Aggarwal  
Partner  
M.No. : 74813

B.D. Aggarwal  
Managing Director

Bimla Devi Jindal  
Director

Place: Srigananagar  
Date: June 26, 2020  
UDIN No-20074813AAAADK7455

Gunjan Kumar Karn  
Company Secretary

Umesh Bansal  
Chief Financial Officer



**VIKAS WSP LIMITED**  
**Cash flow statement for the year ended March 31, 2020**

	For the year ended March 31, 2020	INR in Lacs For the year ended March 31, 2019
<b>Cash flow from operating activities</b>		
Loss before income tax	1,920.38	4,636.59
<b>Adjustments for:</b>		
Depreciation and amortisation expense	3,435.45	3,454.48
(Gain)/loss on disposal of Capital work-in-progress/ property, plant and equipment	-	(1,244.23)
Interest income	-	(4.22)
Finance costs	416.27	2,107.61
Unrealised Foreign Exchange (gain)/loss	(0.08)	(1,768.05)
Provision for Gratuity	214.70	223.45
<b>Change in operating assets and liabilities</b>		
other non-current financial assets	-	(3.80)
other non-current assets	(1.00)	(1,770.72)
<b>financial assets (current)</b>		
- trade receivables	(8,035.66)	(7,472.42)
- inventories	2,796.61	(189.10)
other current assets	(213.17)	3,150.89
<b>financial liabilities (current)</b>		
- trade payables	(1,294.90)	(3,823.52)
- other financial liabilities	3,121.25	719.69
other current liabilities	227.65	1,532.16
employee benefit obligations	(110.61)	-
<b>Cash generated from operations</b>	<b>2,476.87</b>	<b>(451.19)</b>
Direct taxes paid		
<b>Net cash flow (used in) /generated from operating activities</b>	<b>2,476.87</b>	<b>(451.19)</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment/ Intangible assets/capital work-in-progress	(47.05)	(56.25)
Proceeds from sale of capital work-in-progress/property, plant and equipment (net)	-	2,405.95
Interest received	-	4.22
<b>Net cash generated from investing activities</b>	<b>(47.05)</b>	<b>2,353.92</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of equity shares	-	1,431.00
Share application money (money refundable)	-	(250.00)
Finance cost paid	(416.27)	(427.75)
Repayment of short-term borrowings	(1,964.35)	(2,634.62)
<b>Net cash flow generated from/ (used in) financing activities</b>	<b>(2,380.62)</b>	<b>(1,881.37)</b>
Cash and cash equivalents at the beginning of the financial year	56.99	35.64
<b>Net (decrease)/ increase in cash and cash equivalents</b>	<b>49.20</b>	<b>21.35</b>
<b>Cash and cash equivalents at end of the year</b>	<b>106.19</b>	<b>56.99</b>
Cash and cash equivalents include		
<b>Balances with banks:</b>		
In current accounts	16.23	18.11
Cash in hand	89.96	38.88
	<b>106.19</b>	<b>56.99</b>

As per our report of even date.

**For S. Prakash Aggarwal & Co**  
Chartered Accountants  
Firm Registration No.06105C

**For and on behalf of the Board of Directors of Vikas WSP Limited**

**S.P. Aggarwal**  
Partner  
M.No. : 74813

**B.D. Aggarwal**  
Managing Director

**Bimla Devi Jindal**  
Director

Place: Srigananagar  
Date: June 26, 2020  
UDIN No-20074813AAADK7455

**Gunjan Kumar Karn**  
Company Secretary

**Umesh Bansal**  
Chief Financial Officer

## **NOTE NO. 1 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS**

### **I) CORPORATE INFORMATION**

The Company Vikas WSP Limited was established in 1988. The Hindi word "Vikas" means "Development" and WSP Stands for "Water Soluble Polymers". The Company is one of India's foremost guar gum powder (GGP) manufacturer, supplying to all sectors of the food industry with an extensive range of quality products. Besides food, the company also offers guar gum for technical applications such as pet food, oil drilling, textile printing, mining paper, etc.

The Company has its registered office at Railway Road, Siwani, Haryana and its corporate office at Sri Ganganagar, Rajasthan, India.

### **II) SIGNIFICANT ACCOUNTING POLICIES**

#### **a. BASIS OF PREPARATION:**

The financial statements have been prepared in accordance with Indian Accounting Standards (hereafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards (Ind AS)) Rules, 2015 and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis.

The accounting policies are applied consistently to all period presented in the financial statements, including the preparation of the opening Ind AS balance sheet as at 1st April 2016 being the date of transition to Ind AS. The financial statements up to year ended 31 March 2020 were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

#### **b. USE OF ESTIMATES**

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of

financial statements and the results of operation during the reported period.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

#### **c. OPERATING CYCLE FOR CURRENT AND NON-CURRENT CLASSIFICATION**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the company has determined its operating cycle as 12 months for classification of its assets and liabilities as current and non-current.

#### **d. PROPERTY, PLANT AND EQUIPMENT**

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related

acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

#### **e. DEPRECIATION/AMORTISATION ON FIXED ASSETS**

Depreciation on Fixed Assets is provided on straight-line method in accordance with life of assets specified in Part C of Schedule II to the Companies Act, 2013 as per details given below:

<b>SI. No.</b>	<b>Nature of Assets</b>	<b>Estimated useful life in years</b>
1	Freehold buildings	25-60 years
2	Machinery	8-15 years
3	Furniture, fittings and equipment	8-10 years

#### **AMORTISATION**

Expenses incurred on Computer Software are amortized on straight line basis over a period of three years.

#### **ASSETS ACQUIRED IN SATISFACTION OF CLAIMS**

Assets acquired in satisfaction of claim has been accounted at fair value of the assets acquired and is marked down by a subsequent reduction in the Net Realisable Value, if any.

#### **f. IMPAIRMENT OF NON-FINANCIAL ASSETS**

Non-financial assets other than inventories and non-current assets held for sale are reviewed at each balance sheet date to determine whether there is any indication. If any such indication exists or when annual impairment testing for an asset required, the company estimates the asset's recoverable amount. The recoverable amount is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flow that is largely independent of those from other assets or group of assets.

When the carrying amount of an assets or CGU exceeds its recoverable amount, the assets is considered impaired and is written down to its recoverable amount.

#### **g. STOCK IN TRADE / SECURITIES FOR SALE**

Stock in trade is valued at weighted average cost or net realisable value whichever is lower.

#### **h. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, balances in current accounts with scheduled banks and bank deposits.

#### **i. REVENUE RECOGNITION**

Revenue in respect of sale of goods is recognized when risk and reward of ownership are transferred. The sale are accounted net of goods and service tax. Further goods returned or rejected are accounted in the year of return/rejection.

#### **j. TAXES ON INCOME**

Current tax is determined on the basis of the amount of tax payable in respect of taxable income for the year.

Deferred tax is calculated at tax rates that have been enacted or substantively enacted at the Balance Sheet date and is recognized on timing differences, being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence, are recognized and carried forward only to the extent that there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

#### **k. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

#### **I. FINANCIAL INSTRUMENTS**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **Financial Assets**

###### **Initial Measurement:**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the

acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### **Subsequent Measurement:**

Subsequent measurement is determined with reference to the classification of the respective financial assets and the contractual cash flow characteristic of the financial assets, the company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss.

#### **Financial Assets carried at amortised cost**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

#### **Financial Assets at fair value through other Comprehensive Income (FVOCI)**

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial Assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL Debt instruments included within the FVTOCI category are measured at fair value with all changes recognized in profit and loss. However currently the company does not have any financial instrument in this category.

#### **Equity Investment**

All equity investments in scope of Ind AS 109 are measured at fair value except unquoted equity investments which are stated at cost. Equity instruments which are held for trading are classified as at FVTPL. For other equity instruments, the company decides to classify the same either as at FVTOCI or FVTPL. The company makes such

election on an instrument by instruments basis. The Classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, all fair value changes on the instrument, excluding dividends are recognized in other comprehensive income. There is no recycling of the amount from other comprehensive income to profit and loss even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

#### **De-recognition of Financial Assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

#### **Financial Liabilities**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

- Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at fair value.

- Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor

fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

- De-recognition of Financial Liabilities

Financial Liabilities are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gains/(losses).

#### **Offsetting Financial Instruments**

Financial Assets and Financial Liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis; to realise the assets and settle the liabilities simultaneously.

#### **m. FAIR VALUE MEASUREMENT**

The Company measures financial assets and financial liability at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation Techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation Techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation and other relevant documents.

#### **n. EARNING PER SHARE**

	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
Weighted average number of shares at the end of the year.	2044.40	1972.07
Profit for the year (Excluding OCI)	1990.03	4,577.75
Basic and Diluted EPS	0.97	2.32

- o. The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act have not been made.
- p. Comparative financial information (i.e. the amounts and other disclosures for the previous year presented above as corresponding figures), is included as an integral part of the current year's Financial Statements and is to be read in relation to the amounts and other disclosures relating to the current year. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

**q. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

**Financial Risk Factors**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

**Market Risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

**Interest Rate Risk**

The Company has financial liabilities which are at fixed interest rates and is therefore not exposed to the risks associated with the effects of fluctuation in interest rates.

**Foreign Exchange Risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As the company does not deal in forex transaction, there is not foreign risk.

**Credit Risk**

Credit Risk represents the potential loss that the Company would incur if counter parties fail to perform pursuant to the terms of their obligations to the Company. The Company limits its credit risk by carrying out transactions. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. There is no risk in terms of Bank Balances, since the counterparty is a reputable bank with high quality external credit ratings.

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.


**VIKAS WSP LIMITED**
**Statement of changes in equity for the year ended March 31, 2020**

I) Equity share capital	(INR in lacs)
Balance as at April 1, 2018	Amounts 1,944.40
Changes in equity share capital during the year [refer note 9 (iii)]	100.00
<b>Balance as at March 31, 2019</b>	<b>2,044.40</b>
<b>Balance as at March 31, 2020</b>	<b>2,044.40</b>

**II) Other equity**
**For the year ended March 31, 2020**

Particulars	Reserves and surplus				INR in Lacs Total equity
	Retained earnings	Capital reserves	Securities premium reserve	General reserve	
As at April 1, 2019	48,819.92	101.72	36,424.22	25,126.75	1,10,472.61
Profit for the year	1,990.03	-	-	-	1,990.03
Transactions with owners in their capacity as owners					
Proceeds from issue of equity shares [refer note 9 (iii)]	-	-	-	-	-
Other comprehensive income	-	-	-	-	-
Total comprehensive income	50,809.95	101.72	36,424.22	25,126.75	1,12,462.64
<b>As at March 31, 2020</b>	<b>50,809.95</b>	<b>101.72</b>	<b>36,424.22</b>	<b>25,126.75</b>	<b>1,12,462.64</b>

**For the year ended 31 March, 2019**

Particulars	Reserves and surplus				INR in Lacs Total equity
	Retained earnings	Capital reserves	Securities premium reserve	General reserve	
As at April 1, 2018	44,242.17	101.72	35,093.22	25,126.75	1,04,563.86
Profit for the year	4,577.75	-	-	-	4,577.75
Transactions with owners in their capacity as owners					
Proceeds from issue of equity shares [refer note 9 (iii)]	-	-	1,331.00	-	1,331.00
Other comprehensive income	-	-	-	-	-
Total comprehensive income	48,819.92	101.72	36,424.22	25,126.75	1,10,472.61
<b>As at March 31, 2019</b>	<b>48,819.92</b>	<b>101.72</b>	<b>36,424.22</b>	<b>25,126.75</b>	<b>1,10,472.61</b>

**VIKAS WSP LIMITED**  
Notes to the financial statements for the year ended March 31, 2020

3(a) Property, plant and equipment								(INR in lacs)	3(c) Intangible assets	
Particulars		Leasehold land	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total	Computer software
<b>Gross Block</b>										
Original Costs as at April 1, 2018	2,068.07	42,307.37	1,650.11	70,959.77	67.53	268.60		88.51	1,17,409.96	9.96
Additions during the year	-	-	-	-	-	-	-	-	-	-
Sales/Adjustments	1,161.00	-	-	-	-	-	-	-	1,161.00	-
<b>Original Cost as at March 31, 2019</b>	<b>907.07</b>	<b>42,307.37</b>	<b>1,650.11</b>	<b>70,959.77</b>	<b>67.53</b>	<b>268.60</b>		<b>88.51</b>	<b>1,16,248.96</b>	<b>9.96</b>
<b>Accumulated Depreciation</b>										
As at April 1, 2018	-	-	564.49	45,087.04	32.63	189.04		83.16	45,956.36	5.57
Charge for the year	-	-	49.92	3,372.69	6.69	22.69		0.82	3,452.81	1.67
Sales/Adjustments	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>-</b>	<b>-</b>	<b>614.41</b>	<b>48,459.73</b>	<b>39.32</b>	<b>211.73</b>		<b>83.98</b>	<b>49,409.17</b>	<b>7.24</b>
<b>Net Block</b>										
As at March 31, 2019	907.07	42,307.37	1,035.70	22,500.04	28.21	56.87		4.53	66,839.79	2.72
<b>Gross Block</b>										
Original Costs as at April 1, 2019	907.07	42,307.37	1,650.11	70,959.77	67.53	268.60		88.51	1,16,248.96	9.96
Additions during the year	-	-	-	-	-	-	-	-	-	-
Sales/Adjustments	-	-	-	-	-	-	-	-	-	-
<b>Original Cost as at April 1, 2019</b>	<b>907.07</b>	<b>42,307.37</b>	<b>1,650.11</b>	<b>70,959.77</b>	<b>67.53</b>	<b>268.60</b>		<b>88.51</b>	<b>1,16,248.96</b>	<b>9.96</b>
<b>Accumulated Depreciation</b>										
As at April 1, 2019	-	-	614.41	48,459.73	39.32	211.73		83.98	49,409.17	7.24
Charge for the year	-	-	50.03	3,356.32	6.68	20.22		0.52	3,433.76	1.69
Sales/Adjustments	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>-</b>	<b>-</b>	<b>664.44</b>	<b>51,816.05</b>	<b>46.00</b>	<b>231.95</b>		<b>84.50</b>	<b>52,842.93</b>	<b>8.93</b>
<b>Net Block</b>										
As at June 30, 2019	907.07	42,307.37	985.67	19,143.72	21.54	36.65		4.01	63,406.03	1.03

**Notes**

- (i) There are restrictions on transferability of freehold land having an original cost of Rs. 27,857.47 lacs (previous year Rs. 27,857.47 lacs) for 20 years from the date of acquisition i.e. March 12, 2008. This free hold land was purchased by the Company from Government of Rajasthan under Indira Gandhi Canal Project vide document number 17041/90 and the same is registered in the name of the Company through the necessary mutation in the revenue records is pending. Further, there are restrictions on freehold land and having an original cost of Rs. 11,407.80 lacs (previous year Rs. 11,407.80 lacs) for 10 years from the date of acquisition i.e. March 15, 2010.

(ii) Refer note 36(a)(iii) for details of assets under pledge as security for loans taken from the bank.

**3(b) Capital work-in-progress**

	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Capital work in progress	1,156.33	1,109.28	1,053.03



Notes of the financial statements for the year ended March 31, 2020

	As at March 31, 2020	As at March 31, 2019
<b>Non current asset:</b>		
<b>4 Financial assets</b>		
Other financial assets (security deposits)	266.08	266.08
	<b>266.08</b>	<b>266.08</b>
<b>5 Other non-current assets</b>		
Capital advances	20.43	19.43
Service tax deposited under protest	509.95	509.95
Advances other than capital advances:		
- Claim receivable (refer note 32)	27,800.00	27,800.00
	<b>28,330.38</b>	<b>28,329.38</b>
<b>Current assets:</b>		
<b>6 Inventories</b>		
(At lower of cost and net realisable value)		
Raw materials	6,417.92	8,921.88
Finished goods:		
- In stores	274.41	529.31
- In transit	-	-
Packing material	61.75	62.10
Stores and spares	549.09	586.49
	<b>7,303.17</b>	<b>10,099.78</b>
<b>7 Financial assets</b>		
<b>i) Trade receivables#</b>		
<b>Unsecured, considered good unless otherwise stated</b>		
Debts recoverable	60,560.79	52,525.12
	<b>60,560.79</b>	<b>52,525.12</b>
# includes dues from related parties (refer note 34)		
<b>ii) Cash and cash equivalent</b>		
<b>Balances with banks:</b>		
in current accounts	16.23	18.11
Cash on hand	89.96	38.88
	<b>106.18</b>	<b>56.99</b>
<b>iii) Bank balances other than (ii) above</b>		
Unclaimed dividend account (refer note 14)	77.92	77.92
	<b>77.92</b>	<b>77.92</b>
<b>8 Other current assets</b>		
<b>Advances other than capital advances:</b>		
<b>Unsecured, considered good unless otherwise stated</b>		
Advance to suppliers^	6,992.54	6,865.78
Advance recoverable in cash or kind	784.15	714.43
Advance tax and tax deducted at source	2.43	2.43
VAT & GST credit receivable	187.80	171.11
<b>Unsecured, considered doubtful</b>		
Advances to suppliers	150.00	150.00
Less: Provisions for doubtful advances	(150.00)	(150.00)
<b>Total other current assets</b>	<b>7,966.92</b>	<b>7,753.74</b>

# includes dues from related parties (refer note 34)

Notes of the financial statements for the year ended March 31, 2020

	INR in Lacs	
	As at March 31, 2020	As at March 31, 2019
<b>9 Equity share capital</b>		
<b>Authorised Share Capital</b>		
750,000,000 (previous year 287,500,000) equity shares of Re.1 each	7,500.00	2,875.00
	<b>7,500.00</b>	<b>2,875.00</b>
<b>Issued, subscribed and Paid up capital</b>		
204,439,600 (previous year 204,439,600) equity shares of Re.1 each, fully paid up)	2,044.40	2,044.40
	<b>2,044.40</b>	<b>2,044.40</b>
<b>(i) Movements in equity share capital</b>		
	Number of shares (in lacs)	Equity share capital (par value) (Rs. in lacs)
As at April 1, 2018	1,944.40	1,944.40
Add: Issue of equity shares during the year Under ESOP-2017 [refer note (iii) below]	100.00	100.00
<b>Balance as at March 31, 2019</b>	<b>2,044.40</b>	<b>2,044.40</b>
As at April 1, 2019	2,044.40	2,044.40
<b>As at March 31, 2020</b>	<b>2,044.40</b>	<b>2,044.40</b>

**(ii) Terms/Rights attached to equity shares**

The Company has one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Details of shareholders holding more than 5% shares in the company #**

	March 31, 2020		March 31, 2019	
	Number of shares (in lakhs)	% holding	Number of shares (in lakhs)	% holding
B D Aggarwal	169.77	8.30%	237.32	11.61%
Bimla Devi Jindal	127.74	6.25%	127.74	6.25%
Hanuman Prasad Goyal	170.00	8.32%	170.00	8.32%
Munni Devi Goyal	170.00	8.32%	170.00	8.32%
Naveen Goyal	34.00	1.66%	77.10	3.77%

# As per the records of the company, including register of members

**(v)** The Company has not issued/allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash or by way of bonus shares during the period of five year immediately preceding the reporting date. Further, no shares of any class were bought back during the period of five year immediately preceding the reporting date.

	As at March 31, 2020	As at March 31, 2019
Retained earnings	50,809.93	48,819.90
Capital reserve	101.72	101.72
Securities premium reserve	36,424.22	36,424.22
General reserve	25,126.75	25,126.77
<b>Total reserves and surplus</b>	<b>1,12,462.63</b>	<b>1,10,472.61</b>

- a) Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.
- b) Capital Reserve: this Reserve represents grants of capital nature.
- c) Securities Premium Account: this Reserve represents the premium on issue of shares and can be utilized in accordance with the provision of the Companies Act, 2013.
- d) General Reserve: this Reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. There same can be utilized by the Company in accordance with the provisions of the Companies Act, 2013.



Notes of the financial statements for the year ended March 31, 2020

	As at March 31, 2020	As at March 31, 2019
<b>Non-Current Liabilities</b>		
<b>11 Provisions</b>		
Provision for defined benefit obligations :		
Provision for gratuity (refer to note 31)	788.31	576.47
	<b>788.31</b>	<b>576.47</b>
<b>12 Deferred tax liabilities (net)</b>		
<b>Deferred tax liabilities</b>		
Difference in written down value of fixed assets	2,920.60	3,564.83
<b>Deferred tax assets</b>		
Provision for gratuity	(270.73)	(208.39)
Provision for doubtful loan and advances	(50.07)	(52.41)
Disallowances under section 43b of Income tax Act, 1961	(804.78)	(858.26)
Minimum alternate tax credit entitlement	(2,399.22)	(2,399.21)
	<b>(604.19)</b>	<b>46.56</b>
<b>12(a) Deferred tax assets</b> is recognized to the extent that it is probable that future taxable profits will be available against which carried forward tax losses can be utilised. The cumulative unabsorbed business losses amount to Rs. ___ lacs (March 31, 2019: Rs. 5079.06 lacs) and cumulative unabsorbed depreciation of Rs. ___ lacs (March 31, 2019 Rs. 6946.59 lacs) on which no deferred tax asset has been recognised in accordance with accounting principles laid under Ind AS for recognition of deferred tax assets. Further, these losses are available to offset for maximum period of eight years from the date of incurrence of loss.		
<b>12(b) Movement in deferred tax balances</b>	<b>Opening as at April 1, 2019</b>	<b>Recognised in profit and loss</b>
<b>Deferred tax liabilities</b>		<b>Closing as at March 31, 2020</b>
Difference in written down value of fixed assets	3,564.83	(644.23)
<b>Deferred tax assets</b>		
Provision for gratuity	(208.39)	(62.34)
Provision for doubtful loan and advances	(52.41)	2.34
Disallowances under section 43b of Income tax Act, 1961	(858.25)	53.47
	(1,119.05)	(6.53)
	<b>2,445.78</b>	<b>(650.76)</b>
Minimum alternate tax credit entitlement	(2,399.21)	0.00
	<b>(2,399.21)</b>	<b>0.00</b>
<b>Movement in deferred tax balances</b>	<b>Opening as at April 1, 2018</b>	<b>Recognised in profit and loss</b>
<b>Deferred tax liabilities</b>		<b>Closing as at March 31, 2019</b>
Difference in written down value of fixed assets	3,922.66	(357.83)
<b>Deferred tax assets</b>		
Provision for gratuity	(129.07)	(79.32)
Provision for doubtful loan and advances	(51.91)	(0.50)
Disallowances under section 43b of Income tax Act, 1961	(1,267.34)	409.09
	(1,448.32)	329.27
	<b>2,474.34</b>	<b>(28.56)</b>
		<b>2,445.78</b>
<b>13 Current liabilities</b>	<b>As at</b>	<b>As at</b>
<b>Financial liabilities</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
<b>i) Borrowings (refer to note 33)</b>		
Secured:		
from banks		
Export packing credit	8,902.47	10,879.37
Foreign documentary bills purchased	3,248.81	3,248.81
Unsecured loans		
from director	913.63	901.08
from other	500.00	500.00
	<b>13,564.91</b>	<b>15,529.26</b>

Notes of the financial statements for the year ended March 31, 2020

	As at March 31, 2020	As at March 31, 2019
<b>ii) Trade and other payables</b>		
Trade payables		
- to micro, small and medium enterprises (refer to note 28)**		
- to others	7,727.98	9,022.88
	<b>7,727.98</b>	<b>9,022.88</b>
<b>iii) Other Financial Liabilities</b>		
Salary and bonus payable	2,314.59	1,118.82
Interest accrued on borrowings (refer note 33)	1,975.14	2,141.91
Other payables	5,929.28	3,837.02
	<b>10,219.00</b>	<b>7,097.75</b>
<b>**includes dues to related parties (refer note 34)</b>		
<b>14 Other current liabilities</b>		
Book over draft	3.72	33.19
Unclaimed dividend	77.26	77.26
Share application money (money refundable)	850.00	850.00
Statutory dues (including interest thereon)	19,247.90	18,990.78
	<b>20,178.88</b>	<b>19,951.23</b>
<b>15 (a) Provisions</b>		
Provision for employee benefits:		
- Provision for gratuity (refer to note 31)	22.75	19.94
	<b>22.75</b>	<b>19.94</b>
<b>15 (a) Current tax liabilities</b>		
Provision for income tax		
- Minimum alternate tax payable	2,770.16	2,299.66
	<b>2,770.16</b>	<b>2,299.66</b>
	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
<b>16 Revenue from operations</b>		
Sale of products	75,762.81	79,997.99
Other operating revenue	-	-
<b>Total revenue</b>	<b>75,762.81</b>	<b>79,997.99</b>
<b>17 Other income and other gains/(losses)</b>		
<b>a) Other income</b>		
Interest income from financial assets	-	4.22
<b>Total other income</b>	<b>-</b>	<b>4.22</b>
<b>(b) Other gains</b>		
Net gain on disposal of property, plant and equipment	-	1,244.23
Foreign exchange gain	0.08	1,768.05
<b>Total other gains/(losses)</b>	<b>0.08</b>	<b>3,012.28</b>



Notes of the financial statements for the year ended March 31, 2020

		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>18</b>	<b>Cost of material consumed</b>		
	<b>Raw material consumed</b>		
	Opening stock	8,921.88	8,770.51
	Add: purchases	64,631.98	68,800.42
		<b>73,553.86</b>	<b>77,570.93</b>
	Less: Closing stock	6,417.92	8,921.88
	<b>Cost of raw material consumed</b>	<b>67,135.94</b>	<b>68,649.05</b>
	<b>Packing material consumed</b>		
	Opening stock	62.10	62.10
	Add: purchases	31.03	39.77
		<b>93.12</b>	<b>101.86</b>
	Less: closing stock	61.75	62.10
	<b>Cost of packing material consumed</b>	<b>31.37</b>	<b>39.77</b>
	<b>Total cost of material consumed</b>	<b>67,167.31</b>	<b>68,688.82</b>
<b>18a</b>	<b>Details of raw material consumed</b>		
	Guar	63,851.92	66,250.28
	Guar split	3,276.04	2,385.01
	Other	7.98	13.76
		<b>67,135.94</b>	<b>68,649.05</b>
<b>19</b>	<b>Changes in inventories of finished goods</b>		
	Opening balance	529.31	482.89
	-Finished goods		
	<b>Total opening balance</b>	<b>529.31</b>	<b>482.89</b>
	Closing balance		
	-Finished goods	274.41	529.31
	<b>Total closing balance</b>	<b>274.41</b>	<b>529.31</b>
	<b>Change in inventory of finished goods</b>	<b>254.90</b>	<b>(46.41)</b>
<b>20</b>	<b>Excise duty on sale of goods</b>		
	Excise duty		-
<b>21</b>	<b>Employee benefits expense</b>		
	Salaries and other allowances	2,128.15	3,486.08
	Contribution to provident and other funds	145.11	97.87
	Staff welfare expenses	4.60	6.64
	<b>Total employee benefit expense</b>	<b>2,277.86</b>	<b>3,590.59</b>
<b>22</b>	<b>Finance costs</b>		
	Interest on financial liabilities	416.27	2,107.61
	<b>Finance costs expenses in profit or loss</b>	<b>416.27</b>	<b>2,107.61</b>
<b>23</b>	<b>Depreciation and amortisation expenses</b>		
	Depreciation on property, plant and equipment [refer note 3(a)]	3,433.76	3,452.81
	Amortisation of intangible assets [refer note 3(c)]	1.69	1.67
	<b>Total depreciation and amortisation expenses</b>	<b>3,435.45</b>	<b>3,454.48</b>

Notes of the financial statements for the year ended March 31, 2020

		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>24</b>	<b>Other expenses</b>		
	Consumption of stores and spares	40.26	6.86
	Repairs and maintenance		
	- Machinery	0.16	-
	- Building	2.89	4.36
	Power and fuel	162.66	294.70
	Rent (refer to note 35)	-	-
	Rates and taxes	11.67	-
	Insurance	1.61	15.35
	Travelling and conveyance	33.82	68.31
	Other manufacturing expenses	7.77	35.85
	Bank charges	12.12	41.93
	Port handling charges	3.20	20.07
	Legal and professional (refer Note 24 a)	24.79	60.31
	Foreign exchange fluctuation loss	0.07	-
	Laboratory and testing charges	0.30	0.73
	Freight	28.72	61.76
	Miscellaneous expenses (refer note 24 b)	71.29	59.97
	<b>Other expenses</b>	<b>401.33</b>	<b>670.21</b>
<b>24a</b>	<b>Legal and professional expenses include payment to auditor</b>		
	<b>As auditor*:</b>		
	Audit fee	5.00	5.00
	Limited review	2.25	2.25
	Tax audit	0.75	0.75
		<b>8.00</b>	<b>8.00</b>
	* exclusive of GST		
<b>24b</b>	(i) During the current year The Company has no liability towards the Corporate Social responsibility expenditure.		
	(ii) Rs. Nil (Previous Year Rs. 4,82,212) spent towards various schemes of Corporate Social responsibility as prescribed under Section 135 of the Companies Act, 2013.		
	<b>Income tax (credit)/expense</b>		
	<b>Current tax</b>		
	- Current tax for the year (Minimum alternate tax)	470.49	1,325.80
	- Adjustments for current tax of prior periods		
<b>25</b>	<b>Total current tax expense</b>	<b>470.49</b>	<b>1,325.80</b>
	<b>Deferred tax</b>		
	- (Decrease) /increase in deferred tax liabilities	(650.76)	(28.57)
	- Minimum alternate tax credit entitlement	-	(1,325.80)
	<b>Total deferred tax expense/(benefit)</b>	<b>(650.76)</b>	<b>(1,354.37)</b>
		<b>(180.27)</b>	<b>(28.57)</b>
	<b>Effective tax reconciliation</b>		
	<b>Profit/(Loss) before tax</b>	<b>1,920.38</b>	<b>4,636.59</b>
<b>25(a)</b>	Deferred tax credit in profit and loss as per effective tax rate	576.11	1,390.98
	Impact of Loss of tax benefit due to permanent disallowances of certain items under income tax	-	452.02
i)	Impact of Deferred tax not recognised on unabsorbed losses and depreciation/amortisation on prudence basis	(576.11)	(1,843.00)
ii)	Impact of benefit from previously unrecognised deferred taxes on disallowances under section 43b of Income Tax Act, 1961 in view of unabsorbed losses on prudence basis		
iii)	Impact of other miscellaneous items	(180.27)	(28.57)
	<b>Expected tax after adjustments</b>	<b>(180.27)</b>	<b>(28.57)</b>
iv)	<b>As per statement of profit and loss</b>		
	Tax (credit)/charged to profit and loss		
	- Current tax [Minimum Alternate Tax ('MAT')]	470.49	1,325.80
	- MAT credit entailment	-	-
	- Deferred tax	(650.76)	(1,354.37)
		<b>(180.27)</b>	<b>(28.57)</b>

Notes of the financial statements for the year ended March 31, 2020

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>26 Other comprehensive income</b>		
<i>Items that will not be reclassified to profit or loss:</i>		
Remeasurement of post employment benefit obligations	(110.61)	(87.40)
Income tax relating to these items	(34.18)	(27.01)
	<b>(144.79)</b>	<b>(114.41)</b>
<b>27 Earnings/(Loss) per equity share</b>		
<b>(Basic and diluted***)</b>		
Earnings/(Loss) attributable to equity shareholders' (for basic and diluted earning	1,990.03	4,577.75
Total number of shares outstanding as at the year end	20,44,39,600.00	19,44,39,600
Weighted average number of equity shares for basic and diluted earnings per share (face value of Re.1 per share)	20,44,39,600.00	19,72,06,723
	<b>0.97</b>	<b>2.32</b>
<b>***Owing to net loss attributable to equity shareholders, there is no dilutive effect of potential equity share</b>		
<b>28 Detail of dues to micro and small enterprises defined under the MSMED Act 2006</b>		
Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue Principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly, there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.		
<b>29 Contingent liabilities</b>	<b>As at</b>	<b>As at</b>
<b>Claims against the company not acknowledged as debts</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
a) Income Tax matters, disputed and under appeal	5,035.33	5,035.33
b) Service Tax matters, disputed and under appeal	1,387.81	1,387.81
	<b>6,423.14</b>	<b>6,423.14</b>
The above amounts includes demand from tax authorities for various matters. The Company has preferred appeals on these matters and the same are pending with appellate authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. Considering the facts of the all above matters, no further provision is considered necessary by management.		
<b>30 Capital and other commitments</b>		
<b>Capital commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is Rs. 11.95 lacs (previous year Rs. 11.95 lacs).		
<b>31 Post-employment benefit plans</b>		
i) The Company has a defined benefit gratuity plan. Gratuity is payable to all eligible employees of the Company on retirement or separation from the Company after completion of five years of service with the company.	<b>For the year ended</b>	<b>For the year ended</b>
	<b>March 31, 2020</b>	<b>March 31, 2019</b>
<b>a. Changes in defined benefit obligation</b>		
<b>Liability at the beginning of the year</b>	596.41	372.96
Interest cost	45.63	95.22
Current service cost	58.41	130.68
Actuarial (gain)/loss	110.61	(2.45)
<b>Liability at the end of the year</b>	<b>811.06</b>	<b>596.41</b>
<b>b. Amount recognised in the balance sheet</b>		
<b>Liability at the beginning of the year</b>	596.41	372.96
Expenses for the year	214.65	223.45
<b>Liability at the end of the year</b>	<b>811.06</b>	<b>596.41</b>
<b>c. Expenses recognised in the statement of Profit and Loss</b>		
Current service cost	58.41	130.68
Interest cost	45.63	95.22
Net actuarial (gain)/loss recognised in the year	110.61	(2.45)
<b>Net benefit expenses</b>	<b>214.65</b>	<b>223.45</b>

Notes of the financial statements for the year ended March 31, 2020

	<u>For the year ended</u>	<u>For the year ended</u>		
	March 31, 2016	March 31, 2017	March 31, 2018	March 31, 2019
<b>d. Experience adjustments</b>				
Defined benefit obligation	210.49	289.90	372.96	596.41
Deficit	210.49	289.90	372.96	596.41
Experience adjustment on plan liabilities (loss)/gain	17.19	2.34	174.01	(3.24)
<b>e. Planned benefit obligation bifurcation at the end of the year</b>			<b>As at</b>	<b>As at</b>
Current liability (amount due with in one year)			March 31, 2020	March 31, 2019
Non-current liability (amount due over one year)			22.75	19.94
			788.31	576.47
			<b>811.06</b>	<b>596.41</b>
<b>f. The principal assumptions used in determining the post employment defined benefit obligation are as given below:</b>				
Discount rate				7.65%
Salary escalation rate (p.a.)				8.00%
Expected average remaining working life of employees (years)				23.34
The discount rate is based on the market yields of Government bonds as at the balance sheet date for the estimated term of the obligation.				
The salary escalation rate takes into account inflation, seniority, promotion and other relevant factors.				
<b>g. Demographic assumption</b>			<b>As at</b>	<b>As at</b>
			March 31, 2020	March 31, 2019
1. Retirement Age			60 years	60 years
2. Mortality rate			IALM (2012-14)	IALM (2006-08)
3. Leaving service :			Withdrawal rate	Withdrawal rate
Upto 30 years			3%	3%
31-44 years			2%	2%
Above 44 years			1%	1%
<b>h. Sensitivity Analysis of the defined benefit obligation.</b>				
<b>i) Impact of the change in discount rate</b>				
Present Value of Obligation at the end of the period				
1) Impact due to increase of 0.50%			(62.97)	(45.36)
2) Impact due to decrease of 0.50 %			70.06	50.45
			<hr/> 7.09	<hr/> 5.09
<b>ii) Impact of the change in salary increase</b>				
Present Value of Obligation at the end of the period				
1) Impact due to increase of 0.50 %			68.45	49.63
2) Impact due to decrease of 0.50 %			(62.16)	(45.04)
			<hr/> 6.29	<hr/> 4.59
<b>i. Maturity Profile of Defined Benefit Obligation</b>				
<b>Year</b>				
Apr 2019- Mar 2020			-	19.94
Apr 2020- Mar 2021			22.75	12.08
Apr 2021- Mar 2022			17.67	12.91
Apr 2022- Mar 2023			18.58	12.43
Apr 2023- Mar 2024			16.64	13.21
Apr 2024-Mar 2025			25.60	12.83
Apr 2025-Mar 2026			16.08	513.01
Apr 2026 onwards			693.73	-



Notes of the financial statements for the year ended March 31, 2020

**j. Description of Risk Exposures:**

- i) Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -
  - a) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
  - b) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
  - c) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability
  - d) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
  - e) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.
- ii) During the year the Company has recorded an expense of Rs 109.07 lacs (previous year Rs. 97.18 lacs) towards provident fund, a defined contribution plan.
  - iii) Leaves are encashed at the end of the year and not carried forwarded
  - iv) Post employment benefits are determined by an Independent Actuary on overall basis and hence have not been separately provided for key management personnel.

**32 Settlement Claim**

The Company had filed a legal suit in US Court of law against M/s Economy Polymers and Chemicals, USA ("Economy Polymers") in the month of November 2013 for non performance of purchase orders issued by Economy Polymers. During the year 2014-15, the Company had entered into a settlement for USD 80 Million, Equivalent Rs.494,82.62 lacs with Economy Polymers against their claim for compensation. The Company had recognized Rs.474,46.08 lacs in the Statement profit and loss and balance of Rs. 2036.54 lacs has been adjusted against outstanding receivable for seed distribution from Economy Polymers as per the settlement agreement. In turn, to discharge to the Company's liability towards non-performance of agreements for purchase of material for Economy Polymers, the Company had settled with suppliers for Rs.385,00.00 lacs. The same had been recognized in the statement of profit and loss during the financial year 2014-15 on accrual basis.

However, subsequent to payment of USD 40 million (Equivalent INR 24965.80 lacs), in July 2015 Economy Polymers stopped paying the balance instalments due as per the aforesaid settlement agreement . Consequently, due to non recovery of the said dues to the extent of USD 40 million approximately INR 26,028.00 lacs, the Company has filed a court case against Economy Polymers in United States District court for the Southern District of Texas Houston Division, for recovery of balance USD 40 million (Equivalent INR 26028.00 lacs) . Considering the ongoing litigation the receivable has been classified under other non-current assets.

- 33 (a) (i)** The Company has been availing various export credit facilities amounting Rs.12,151.28 lacs (previous year Rs.14128.18 lacs) for Export from Punjab National Bank, Union Bank of India and Bank of India under consortium. The aforementioned credit facilities of the Company were classified as Non-Performing Assets (NPA) in June 2016. However during the current year The Company has repaid loan Rs. 19.76 lacs to Punjab National Bank.

In accordance with the prudential norms for banks by the Reserve Bank of India, the lender banks have not charged interest on aforementioned export credit facilities extended to the Company upon the classification of the export credit facilities of the Company as NPA. Accordingly the Company is not making provision for interest on bank borrowings.

- 33 (a) (ii)** The rate of interest on the working capital loans from banks ranges between 10% p.a. to 12% p.a. depending upon the prime lending rate of the banks, wherever applicable, and the interest rate spread agreed with the banks. The unsecured loans of the Company are interest free and repayable within 12 months, upon demand by the lender.

Notes of the financial statements for the year ended March 31, 2020

**33a (iii) Nature of security and terms of repayment for secured borrowings**

	<b>2020</b>	<b>2019</b>	<b>Nature of security</b>
	<b>Sanctioned limited</b>	<b>INR in lacs</b>	
<b>Punjab National Bank</b>			
Packing credit limit	3,000	3,000	<b>secured by:</b> <ul style="list-style-type: none"> <li>a) pari passu charge with consortium members on inventory including stores and spares not relating to plant &amp; machinery, bills receivable and book debts and all other movables, both present and future and</li> <li>b) charge created pari passu basis on equitable mortgage of Industrial Land and Building of the Company at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar and hypothecation of plant &amp; machinery installed at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar.</li> <li>c) additional securities by way of equitable mortgage of Industrial land and building of the Company situated at F-88/89, Udyog Vihar, RIICO Industrial Area, Sriganganagar and SP-82, IGC Khara, Bikaner.</li> <li>d) additional securities by way of equitable mortgage of Industrial plot no. E-255 to 257 of the Company at Agro Food Park, RIICO, Sriganganagar and Industrial Plot at F 92, Industrial Area, Udyog Vihar, Phase - I, Hanumangarh Road, Sriganganagar.</li> <li>e) Mrs. Bimla Devi Jindal, Mr. B.D. Agarwal and Mrs. Kamini Jindal, directors of the Company have also provided their personal guarantees.</li> </ul>
Foreign documentary bill purchase/ discounting facility	3,000	3,000	
<b>Bank of India</b>			
Packing credit limit	4,000	4,000	<b>secured by:</b> <ul style="list-style-type: none"> <li>a) pari passu charge with consortium members on inventory including stores and spares not relating to plant &amp; machinery, bills receivable and book debts and all other movables, both present and future and</li> </ul>
Foreign documentary bill purchase/ discounting facility	2,000	2,000	<ul style="list-style-type: none"> <li>b) mortgage of immoveable assets of the Company at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar and hypothecation of plant &amp; machinery installed at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar.</li> <li>c) Mrs. Bimla Devi Jindal, Mr. B.D. Agarwal and Mrs. Kamini Jindal, directors of the Company have also provided their personal guarantees.</li> </ul>
* However, maximum limit is capped at Rs.5,100 lacs			
<b>Union Bank of India</b>			
Packing credit limit	5,000	5,000	<b>secured by:</b> <ul style="list-style-type: none"> <li>a) pari passu charge with consortium members on inventory including stores and spares not relating to plant &amp; machinery, bills receivable and book debts and all other movables, both present and future and mortgage of immoveable assets of the Company at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar and</li> </ul>
Foreign documentary bill purchase/ discounting facility	5,000	5,000	<ul style="list-style-type: none"> <li>b) hypothecation of plant &amp; machinery installed at SP-241 and B-86/87 Udyog Vihar, RIICO Industrial Area, Sriganganagar.</li> <li>c) The company has provided additional security by way of mortgage of land and building of the Company situated at G-1-237, F-90 and B-85, Udyog Vihar, RIICO Industrial Area, Sriganganagar.</li> <li>d) Mrs. Bimla Devi Jindal, Mr. B.D. Agarwal and Mrs. Kamini Jindal, directors of the Company have also provided their personal guarantees.</li> </ul>
<b>22,000      22,000</b>			

**\*Except PNB, the limits are not available to the Company subsequent to classification of its accounts as NPA**  
Further, Directors of the Company have pledged his 169,36,900 (previous year 169,36,900) shares of the Company with Punjab National Bank, leader bank for loans taken by the Company.



Notes of the financial statements for the year ended March 31, 2020

**33(b) Detail of defaults existing as at the Balance sheet date March 31, 2020**

Name of the bank	Principal	Interest	Period of default
<b>Punjab National Bank</b>	Rs in lacs	Rs in lacs	
Packing credit limit	460.31		Less than 180 days
Interest on above		47.76	Less than 180 days
<b>A</b>	<b>460.31</b>	<b>47.76</b>	
<b>Bank of India</b>			
Packing credit limit	4,656.30		More than 360 days
Foreign documentary bill purchase/discounting facility		1,919.52	More than 360 days
Interest on above		-	More than 180 days
		-	Less than 180 days
<b>B</b>	<b>4,656.30</b>	<b>1,919.52</b>	
<b>Union Bank of India</b>			
Packing credit limit	3,948.19	-	More than 360 days
Foreign documentary bill purchase/discounting facility	3,248.81	-	More than 360 days
Interest on above		531.64	More than 360 days
		-	More than 180 days
		-	Less than 180 days
<b>C</b>	<b>7,197.00</b>	<b>531.64</b>	
<b>Grand total A+B+C</b>	<b>12,313.61</b>	<b>2,498.92</b>	

**Detail of defaults existing as at Balance sheet date (March 31, 2019)**

Name of the bank	Principal	Interest	Period of default
<b>Bank of India</b>	Rs in lacs	Rs in lacs	
Packing credit limit	4,656.30		More than 360 days
Foreign documentary bill purchase/discounting facility		1,923.40	More than 360 days
Interest on above		311.12	More than 180 days
		-	Less than 180 days
<b>A</b>	<b>4,656.30</b>	<b>2,234.52</b>	
<b>Union Bank of India</b>			
Packing credit limit	3,948.19	-	More than 360 days
Foreign documentary bill purchase/discounting facility	3,248.81	-	More than 360 days
Interest on above		531.64	More than 180 days
		-	Less than 180 days
<b>B</b>	<b>7,197.00</b>	<b>531.64</b>	
<b>Grand total A+B</b>	<b>11,853.30</b>	<b>2,766.16</b>	

Notes of the financial statements for the year ended March 31, 2020

#### **34 Related party disclosures**

##### **Transactions with related parties are summarised below :**

Transactions which have taken place during the year

##### **1) Name of Key management personnel and their relatives (KMP)**

- Mr. B. D. Agarwal - Managing Director
- Mrs. Kamini Jindal - Director
- Mrs. Bimla Devi Jindal - Director
- Mr. Gunjan Kumar Karn - Company Secretary
- Mr. Umesh Bansal - Chief Finance Officer

##### **2) Entities controlled by KMPs**

- Vikas Proppant & Granite Limited
- Vikas Dall and General Mills (Partnership firm)
- Vikas Chemi Gums India Limited
- Vegan Colloids Limited

##### **Transactions with related parties**

###### **(a) sales/purchases of goods and services**

The following are the sales and purchase during the reporting period in relation to transactions with related parties:

###### **Entities controlled by key management personnel**

###### **Sales:**

- Vikas Chemi Gums (India) Limited
- Vikas Dall and General Mill

###### **Purchase of raw material**

- Vikas Chemi Gums (India) Limited
- Vikas Dall and General Mill

	<b>For the year ended March 31, 2020</b>	<b>INR in Lacs For the year ended March 31, 2019</b>
<b>Sales:</b>		
- Vikas Chemi Gums (India) Limited	22,743.03	39,436.54
- Vikas Dall and General Mill	12,447.68	19,697.90
	<hr/>	<hr/>
	35,190.71	59,134.45
<b>Purchase of raw material</b>		
- Vikas Chemi Gums (India) Limited	45,838.38	31,904.01
- Vikas Dall and General Mill	6,753.40	14,554.10
	<hr/>	<hr/>
	52,591.78	46,458.11

###### **(b) Salary #**

- Mr. B D Agarwal	36.00	36.00
- Mrs. Bimla Devi Jindal	9.00	9.00
- Mrs. Kamini Jindal	12.00	12.00
- Mr. Gunjan Kumar Karn	11.85	6.00
- Mr. Umesh Bansal	12.00	12.00
	<hr/>	<hr/>
	<b>80.85</b>	<b>75.00</b>

###### **(c) Interest free unsecured loans from director**

- Mrs. Bimla Devi Jindal	913.63	901.08
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###### **(d) Trade receivables**

- Vikas Proppant & Granite Limited	8,856.26	8,856.26
- Vikas Chemi Gums India Ltd	1,134.28	26,120.97
- Vegan Colloids Limited	917.21	917.21
- Vikas Dall and General Mill	7,118.64	1,417.02

###### **Total receivables from related parties**

<b>18,026.39</b>	<b>37,311.46</b>
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###### **(e) Advances to suppliers**

- Vikas Chemi Gums India Ltd	4205.66	4,205.66
- Vikas Proppant & Granite Limited	2250.00	2,250.00
	<hr/>	<hr/>
	<b>6,455.66</b>	<b>6,455.66</b>

###### **(f) Payables**

- Mr. B.D. Agarwal	33.91	10.76
- Mrs. Bimla Devi Jindal (includes unsecured loan)	928.85	916.30
- Mrs. Kamini Jindal	42.09	31.29
- Mr. Gunjan Kumar Karn	9.26	-
- Mr. Umesh Bansal	20.98	10.45
	<hr/>	<hr/>
	<b>1,035.10</b>	<b>968.80</b>

###### **Shares pledged by certain directors for loan taken by**

###### **the Company**

- B D Agarwal	1,69,36,900	1,69,36,900
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Notes of the financial statements for the year ended March 31, 2020

\* The aforesaid director of the Company have pledged his 169,39,600 shares of the Company with Punjab National Bank, leader bank for loan taken by the Company.

#Post employment benefits are determined by an Independent Actuary on overall basis and hence have not been separately provided for key management personnel.

### 35 Operating leases

- a. The Company has not taken any assets on an operating lease basis.
- b. Lease payments recognised in the Statement of Profit & Loss for the year is Rs. Nil (Previous year Rs. Nil)

### 36 Segment information

As per Ind AS 108, Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Accordingly, segmental reporting is performed on the basis of geographical location of customer which is also used by the chief operating decision maker of the company for allocation of available resources and future prospects.

Geographical segments at the Company primarily comprise customers located in US, Europe, India (Domestic) and others. Income in relation to segments is categorized based on items that are individually identified to those segments. It is not practical to identify the expenses, fixed assets used in the Company's business or liabilities contracted, to any of the reportable segments, as the expenses, assets and liabilities are used interchangeably between segments. Accordingly, no disclosure relating to total segment results, total segment assets and liabilities have been made. There are no assets/liabilities outside India specific to any segment.

Particulars	INR in Lacs	
	Year ended March 31, 2020	Year ended March 31, 2019
<b>Segment Revenue</b>		
United States of America	217.39	1,365.24
Europe	131.97	-
Domestic	75,387.09	78,553.80
Unallocated - (Exports)	26.36	78.95
<b>Total</b>	<b>75,762.81</b>	<b>79,997.99</b>
<b>Add :</b>		
Unallocable revenue	0.08	3,016.50
<b>Less :</b>		
Finance cost	416.27	2,107.61
Depreciation and amortization	3,435.45	3,454.48
Unallocable expenditure	69,990.79	72,815.81
<b>Loss before tax</b>	<b>1,920.39</b>	<b>4,636.60</b>
Tax (credit)/expenses	(214.44)	(55.58)
Other comprehensive income	-	-
<b>Profit after tax</b>	<b>2,134.83</b>	<b>4,692.18</b>

**37(a)** The Company has 2 customers that individually account for more than 10% of segment sales in USA. In domestic segment there are 3 customers that account for more than 10% of the sales.

**37(b)** The Company sells only Guar based products and that is the only product line of the Company.

### 38 Financial instruments by category

Particulars	March 31, 2020		March 31, 2019	
	FVTPL	Amortised cost*	FVTPL	Amortised cost*
<b>Financial assets</b>				
Other financial assets (non current)	-	266.08	-	266.08
Trade receivables	-	60,560.79	-	52,525.12
Cash and cash equivalents	-	106.18	-	56.99
Bank balance other than above	-	77.92	-	77.92
Other financial assets (current)	-	7,966.91	-	7,753.74
<b>Total financial assets</b>	<b>-</b>	<b>68,977.89</b>	<b>-</b>	<b>60,679.85</b>
<b>Financial liabilities</b>				
Borrowings (current)	-	13,564.91	-	15,529.26
Trade payables	-	7,727.98	-	9,022.88
Other financial liabilities	-	10,219.00	-	7,097.75
<b>Total financial liabilities</b>	<b>-</b>	<b>31,511.89</b>	<b>-</b>	<b>31,649.89</b>

Notes of the financial statements for the year ended March 31, 2020

For instruments measured at amortised costs, carrying value represents best estimate of the fair value.

#### **Derivative instruments and unhedged foreign currency exposure**

The Company has no outstanding derivative instrument at the year end. The amount of foreign currency exposure that are not hedged by derivative instruments or otherwise are as under -

	<b>March 31, 2020</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>	<b>March 31, 2019</b>
	<b>Foreign Currency (in lacs)</b>	<b>Amount in INR (in lacs)</b>	<b>Foreign Currency (in lacs)</b>	<b>Amount in INR (in lacs)</b>
<b>Trade receivables in foreign currency</b>				
Foreign currency (USD)	-	-	1.20	83.44
<b>Claim receivable in foreign currency</b>				
Foreign currency (USD)	400.00	27,800.00	400.00	27,800.00
	<b>400.00</b>	<b>27,800.00</b>	<b>401.20</b>	<b>27,883.44</b>

#### **Financial risk management objectives and policies**

The Company's principal financial liabilities other than derivatives, comprises trade and other payables, security deposits, employee liabilities. The Company's principal financial assets include trade and other receivables, inventories and cash and short-term deposits/ loan that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's senior management is supported by a Risk Management Compliance Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

#### **I. Market risk**

##### **Foreign currency sensitivity**

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. Foreign currency risk sensitivity is the impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The following tables demonstrate the sensitivity to a reasonably possible change in USD with all other variables held constant.

	<b>Change in USD rate</b>	<b>Effect on profit before tax Rs. in lacs</b>
		<b>Rs. in lacs</b>
<b>For balance outstanding as at March 31, 2020</b>	+5%	1,390.00
	-5%	(1,390.00)
<b>For balance outstanding as at March 31, 2019</b>	+5%	1,394.17
	-5%	(1,394.17)

#### **II. Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables.

The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the Balance Sheet date.

##### **A. Trade receivables**

An impairment analysis is performed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in the financial statements. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. Owing to the payment records of customers the Company does not foresee any credit risk.

##### **B. Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy.



Notes of the financial statements for the year ended March 31, 2020

**March 31, 2020**

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Other financial assets (non current)	266.08	-	266.08
Trade receivables	60,560.79	-	60,560.79
Cash and cash equivalents	106.18	-	106.18
Bank balance other than above	77.92	-	77.92
Other financial assets (current)	7,966.90	-	7,966.91

**March 31, 2019**

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Other financial assets (non current)	266.08	-	266.08
Trade receivables	52,525.12	-	52,525.12
Cash and cash equivalents	56.99	-	56.99
Bank balance other than above	77.92	-	77.92
Other financial assets (current)	7,753.74	-	7,753.74

### III. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. All current the financial liabilities of the Company are current in nature as disclosed in the financial statements.

### 39. Investor Education and Protection Fund

There are no amounts, required to be transferred, to Investor Education and Protection Fund by the Company.

### 40. Long term and Derivative Contracts

The Company is not dealing in derivatives and has no foreseeable losses on account of derivatives or other long term contracts, which requires provision under applicable laws or accounting standards on long-term contracts and derivative contracts.

**For S. Prakash Aggarwal & Co**  
Chartered Accountants  
Firm Registration No.06105C

**For and on behalf of the Board of Directors of Vikas WSP Limited**

**S.P. Aggarwal**  
Partner  
**M.No. : 74813**

**B.D. Aggarwal**  
Managing Director

**Bimla Devi Jindal**  
Director

Place: Sriganganagar  
Date: June 26, 2020  
UDIN No-20074813AAAADK7455

**Gunjan Kumar Karn**  
Company Secretary

**Umesh Bansal**  
Chief Financial Officer

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## VIKAS WSP LIMITED

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