

VIKAS ECOTECH LIMITED

(Formerly Vikas GlobalOne Limited)

(CIN: L65999DL1984PLC019465)

Registered Office: Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026

Ph No.: 011-43144444, Fax: 011-43144488, e-mail id: investors@vikasecotech.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Vikas Ecotech Limited will be held at 11.00 a.m. on Wednesday, 23rd November, 2016 at 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi -110026 to transact the following business:

SPECIAL RESOLUTION:

1) To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 26,00,00,000/- (Rupees twenty-six crores only) divided into 26,00,00,000 (twenty-six crores) Equity Shares of Re.1/- (Rupee One only) each be and is hereby increased to Rs. 32,00,00,000/- (Rupees Thirty-two crores only) divided into 32,00,00,000 (Thirty-two crores) Equity Shares of Re.1/- (Rupee One only) each.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty-two crores only) divided into 32,00,00,000 (Thirty-two crores) Equity Shares of Re.1/- (Rupee One) each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction, limitation or conditions and to vary regulation of the Company as may be necessary to give effect to the same.”

2) To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 2,00,00,000 (Two Crore) Equity Shares of Re.1/- (Rupee One) each to the following persons being the investors:

Sr. No.	Name of Applicant	Number of Warrants Applied
1.	Kalpana Commosales LLP	50,00,000
2.	Nikhilesh Traders LLP	50,00,000
3.	Rooprekha Textile LLP	50,00,000
4.	Dam Commosales LLP	50,00,000
Total		2,00,00,000

for cash at a price of Rs.17/- (Rupees seventeen only) per share (face value Re.1/- and a premium of Rs.16/- per share) on a preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extra-Ordinary General Meeting i.e. 23rd November, 2016.”

“RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company.”

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

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

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect and in particular to settle any question, difficulty or doubt that may arise with regard to offer, issue, allotment and utilization of the issue proceeds of the Equity Shares of the Company as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

- 3) 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 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations/ guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the ‘Board’, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 2,30,00,000 Optionally Fully Convertible Warrants (OFCWs) of Rs.17/- (Rupees seventeen only) each to the following persons being the investors:

Sr. No.	Name of Applicant	Number of Warrants Applied
1.	Shri Lal Mahal Limited	1,00,00,000
2.	Alankit Assignments Limited	50,00,000
3.	Cubical Financial Services Limited	50,00,000
4.	Ninad Fiscal Services LLP	16,00,000
5.	Niktin Trading LLP	14,00,000
Total		2,30,00,000

with a currency of not exceeding 18 months from the date of issue and/ or allotment of the OFCWs, each OFCW entitling the holder thereof to exercise its option to apply for and be issued and allotted one fully paid Equity Share of the face value of Re.1/- (Rupee One only) each in the Company at any time upto a period not exceeding 18 months from the date of allotment of the OFCWs.

“RESOLVED FURTHER THAT the OFCWs shall be allotted in one or more tranches within a period of fifteen days from the date of passing of this special resolution; provided that where the allotment of the OFCWs is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, the allotment shall be completed within a period of fifteen days from the date of such approval or such other extended period as may be permitted under the applicable SEBI Preferential Issue Guidelines.”

“RESOLVED FURTHER THAT an amount of Rs. 4.25 (Rupees four and paise twenty-five only) per OFCW shall be payable on or before the date of allotment of the OFCWs, which shall be adjusted against the price payable subsequently for acquiring the Equity Shares by exercising the option for conversion with the balance amount being payable at the time of conversion, and the said amount of Rs. 4.25 (Rupees four and paise twenty-five only) per OFCW shall be forfeited in case the option to acquire Equity Shares is not exercised.”

“RESOLVED FURTHER THAT the OFCWs and the equity shares allotted upon conversion of such OFCWs shall be subject to lock-in of a total period of one/ three years from the date of allotment of the OFCWs or such reduced period as maybe permitted under applicable SEBI Guidelines from time to time.”

“RESOLVED FURTHER THAT Equity Shares of the face value of Re.1/- (Rupee One only) each to be issued and allotted upon conversion of the OFCWs shall be issued at a price of Rs.17/- (Rupees seventeen only) per share (face value Re.1/- and premium of Rs.16/- per share), which price is calculated in accordance with the guidelines for the preferential issues issued by SEBI under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 with the relevant date being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. 23rd November, 2016.”

“RESOLVED FURTHER THAT the Equity Shares allotted on conversion of OFCWs in terms of this resolution shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with the then existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding if any, held by the allottees prior to this preferential allotment of OFCWs, shall be under lock-in from the relevant date upto a period of six months from the date of preferential allotment or such other period as may be applicable.”

“RESOLVED FURTHER THAT in the event of the Board deciding at any time and from time to time to issue and allot, prior to the allotment of Equity Shares upon the exercise of option for conversion of OFCWs, any Equity Shares to the Members of the Company, either on the basis of rights issue, bonus issue and/ or any other financial instrument, which could be converted into or exchanged with Equity Shares at a later date, Convertible Debentures or other securities resulting in increase in the issued capital of the Company by way of rights issue, the Board shall reserve and set aside an adequate number of Equity Shares/ Convertible Debentures/ securities/ financial instruments to be offered, issued and allotted to the holders of the OFCWs herein offered and further that in the event of issue of bonus shares, Board be and is hereby authorized to capitalize and transfer such sum out of the amount standing to the credit of the Shares/ Securities Premium Account and/ or General Reserve/ Free Reserves as may be determined required to be applied for allotment of new Equity Shares of Re.1/- (Rupee One only) each as fully paid Bonus Shares to the holders of the OFCWs, who shall exercise their option to convert the OFCWs into Equity Shares.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect and in particular to settle any question, difficulty or doubts that may arise with regard to offer, issue, allotment and utilization of the issue proceeds of the OFCWs and Equity Shares arising on conversion thereof as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

**For & on behalf of the Board
Vikas EcoTech Limited**

**Date: 27th October, 2016
Place: New Delhi**

**(Vikas Garg)
(Managing Director)**

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) Proxies in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 3) Explanatory Statements pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed.
- 4) Electronic copy of the EGM notice is being sent to all the members, whose e-mail IDs are registered with the Company/ Depository participant(s) for communication purposes. For members, who have not registered their email address, physical copies of the EGM notice are being sent in the permitted mode.
- 5) Members may also note that EGM notice will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.

- 6) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 7) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours on all working days except Saturdays and Sundays and public holidays, up to and including the date of the EGM of the Company.
- 8) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- 9) The voting period commences on 20th November, 2016 (09.00 a.m.) and ends on 22nd November, 2016 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th November, 2016, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 22nd November, 2016 (05.00 p.m.). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 10) The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- 11) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 12) The process and manner for remote e-voting is as under:
 - I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles. (vii) Select "EVEN" of "Vikas EcoTech Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to akpolic@gmail.com or investors@vikasecotech.com. with a copy marked to evoting@nsdl.co.in.
 - II. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy:

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

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

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

14. General Instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up Equity Share capital of the Company as on the cut-off date i.e. 16th November, 2016.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th November, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/ RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no. 1800-222-990.
- VI. The Company has appointed Mr. Anil Kumar Popli, Practicing Company Secretary, as Scrutinizer, for conducting the voting process in a fair and transparent manner.
- VI. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than forty-eight hours of the conclusion of the EGM i.e. 25th November, 2016 a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.vikasecotech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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

Following explanatory statement sets out all the material facts relating to the special business mentioned in the notice dated 27th October, 2016 convening the Extra-Ordinary General Meeting on 23rd November, 2016.

Item No. 1

The existing Authorised Share Capital of the Company is Rs. 26,00,00,000/- (Rupees twenty-six crores) divided into 26,00,00,000 (twenty-six crores) Equity Shares of Re.1/- (Rupee one only) each whereas the Issued, Subscribed and Paid-up Share Capital is Rs. 25,42,39,675/- (Rupees twenty-five crores forty-two lacs thirty-nine thousand six hundred seventy-five only). Since it is proposed to issue further share capital on preferential basis, the Issued, Subscribed and Paid-up capital may exceed the existing Authorised Share Capital. Hence, it is proposed to increase the Authorised Share Capital upto Rs. 32,00,00,000/- (Rupees thirty-two crores only) divided into 32,00,00,000 (thirty-two crores) Equity Shares of Re.1/- each. Consequent upon increase in the Authorised Share Capital, the existing Clause V of the Memorandum of Association will have to be amended suitably.

Pursuant to the provisions of Section 61 read with Section 13 of the Companies Act, 2013, the Authorised Share Capital can be increased and the Memorandum of Association can be amended with approval of the members of the Company by special resolution.

A copy of the Memorandum of Association of the Company is open for inspection by the members during normal business hours except on Saturdays, Sundays and public holidays, at the Registered Office of the Company.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their respective shareholding, if any, in the Company.

Item No.2

As per Section 62 and Section 42 of the Companies Act, 2013 ('the Act') read with the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as 'SEBI (ICDR) Regulations') and other applicable provisions of the applicable laws, approval of the members is required for issuance of 2,00,00,000 (two crores) Equity Shares of Re.1/- (Rupee 1/- only) each on preferential basis, whether the proposed allottee is the member of the Company or not.

Disclosure under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter VII of SEBI (ICDR) Regulations:

(i) Object of the issue

The proceeds of the Preferential Issue of Equity Shares are proposed to be utilized to meet long term need based working capital, general corporate purpose and such other purpose as the Board may decide.

(ii) The total number of shares to be issued

The Company proposes to issue and allot upto 2,00,00,000 Equity Shares of Re.1/- each in one or more tranches.

(iii) Price at which the allotment is proposed

The Equity Shares to be issued and allotted will be of the face value of Re.1/- each and will be issued at a premium of Rs.16/- per share.

(iv) Basis on which the price has been arrived

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended till date. The Equity Shares issued and allotted in terms of the special resolution as set-out in item no.2 of the accompanying notice, shall rank pari passu in all respect with the existing Equity Shares. The entire amount of Rs.17/- per share will be payable on or prior to the date of allotment.

(v) Relevant date with reference to which the price has been arrived

The relevant date for the purpose of the preferential offer as above shall be the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e.24th October, 2016.

(vi) The class or classes of persons to whom the allotment is proposed to be made

The shares shall be issued and allotted to the investors as indicated in para (viii) herein below.

(vii) Intention of promoters, directors or key managerial personnel to subscribe the offer

Neither the directors and/or the key managerial personnel of the Company, nor the promoters and/or any member of the promoter group, are being allotted Equity Shares.

(viii) Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by them shall be:

Name of the Allottee	No. of shares to be allotted	% of shareholding after issue of capital & after conversion of proposed OFCWs into Equity Shares
Kalpana Commosales LLP	50,00,000	1.68
Nikhilesh Traders LLP	50,00,000	1.68
Rooprekha Textile LLP	50,00,000	1.68
Dam Commosales LLP	50,00,000	1.68

(ix) Proposed time within which the allotment shall be completed

The proposed allotment of Equity Shares shall be completed within a period fifteen days from the date of passing of the special resolution in one or more tranches; provided that when allotment of any Equity Shares is required any approval of any regulatory authority or the Central Government, such allotment shall be completed within fifteen days from the receipt of such approval.

(x) The change in control if any, of the Company that would occur consequent to preferential offer

There shall be no change in control of the Company pursuant to the issue of Equity Shares.

(xi) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

(xii) The shareholding pattern of the Company before and after the Preferential Allotment

As per Annexure 1.

(xiii) Others

The certificate of the Statutory Auditors of the Company to the effect that the Preferential Issue of Equity Shares is being made in accordance with the requirement contained in the Chapter VII of the SEBI (ICDR) Regulations shall be placed before the shareholders at the meeting.

As it is proposed to issue and allot the aforesaid Equity Shares on Preferential Basis, approval of the members of the Company by special resolution is required to be obtained pursuant to the provisions of Section 42 and Section 62 of the Companies Act and Chapter VII of the SEBI (ICDR) Regulations.

The Board recommends passing of the resolution as a Special Resolution.

None of the Directors, key managerial personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution.

Item No.3

As per Section 62 and Section 42 of the Companies Act, 2013 ('the Act') read with the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as 'SEBI (ICDR) Regulations') and other applicable provisions of the applicable laws, for any issue of securities, which is convertible into Equity Shares, needs to be approved by the shareholders by way of a special resolution.

Disclosure requirement under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter VII of SEBI (ICDR) Regulations:

(i) Object of the issue

The proceeds of the Preferential Issue of Optionally Fully Convertible Warrants (OFCWs) are proposed to be utilized to meet long term need based working capital, general corporate purpose and such other purpose as the Board may decide.

(ii) Pricing of the issue

The Equity Shares of the Company are 'frequently traded shares' as per Regulation 71A of the SEBI (ICDR) Regulations. Accordingly, the issue of Equity Shares arising out of exercise of OFCWs issued on preferential basis shall be made in accordance with Regulation 76 of the ICDR Regulations i.e. at a price not less than higher of the following:

- a. The average of the weekly high and low of the closing prices of the related Equity Shares quoted on the recognized stock exchange during the twenty-six weeks preceding the Relevant Date; OR
- b. The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date.

Accordingly, OFCWs are being issued at a price of Rs.17/- per OFCWs.

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the rec-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

(iii) Relevant date with reference to which the price has been arrived

The relevant date for the purpose of the preferential offer as above shall be the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e. 24th October,2016.

(iv) The class or classes of persons to whom the allotment is proposed to be made

The OFCWs shall be issued and allotted to the investors as indicated in para (vi) herein below.

(v) Intention of promoters, directors or key managerial personnel to subscribe the offer

Neither the directors and/or the key managerial personnel of the Company, nor the promoters and/or any member of the promoter group, are being allotted Equity Shares.

(vi) Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by them shall be:

Name of the Allottee	No. of shares to be allotted	% of shareholding after issue of capital & after conversion of proposed OFCWs into Equity Shares
Shri Lal Mahal Limited	1,00,00,000	3.36
Alankit Assignments Limited	50,00,000	1.68
Cubical Financial Services Limited	50,00,000	1.18
Ninad Fiscal Services LLP	16,00,000	0.54
Niktin Trading LLP	14,00,000	0.47

(vii) Proposed time within which the allotment shall be completed

The proposed allotment of OFCWs shall be completed within a period fifteen days from the date of passing of the special resolution in one or more tranches; provided that when allotment of any Equity Shares is required any approval of any regulatory authority or the Central Government, such allotment shall be completed within fifteen days from the receipt of such approval.

(viii) Terms of OFCWs to be issued to the allottees

- a. At any time after the date of allotment of the OFCWs but on or before the expiry of 18 months from the date of allotment of the OFCWs, the proposed allottee(s) of the OFCWs will be entitled in one or more tranches, to apply for and obtain allotment of one Equity Share of the face value of Re.1/- (Rupee one only) each of the Company at a premium of Rs.16/- (Rupees sixteen only) for each OFCWs.
- b. An amount of Rs. 4.25 (Rupees four and paise twenty-five only) per OFCW equivalent to 25% of the price of OFCWs/ equity shares to be issued on conversion of each OFCWs calculated in accordance with SEBI (ICDR) Regulations will be payable by the proposed OFCWs allottee(s) on or before the date of allotment of OFCWs. This amount will be adjusted against the price payable subsequently for acquiring the Equity Shares by exercising the option for converting OFCWs into Equity Shares and in case the option to acquire Equity Shares is not exercised, the said amount of Rs. 4.25 per OFCWs will be forfeited.
- c. The OFCWs and Equity Shares to be issued and allotted on conversion thereof, shall be subject to lock-in of a total period as mentioned in the respective resolution or such other reduced period as may be permitted under the applicable SEBI Guidelines as amended from time to time.
- d. The Equity Shares issued pursuant to an exercise of OFCWs shall rank pari passu in all respect including with respect to dividend, with the then fully paid-up Equity Shares of the Company.

(ix) The change in control if any, of the Company that would occur consequent to preferential offer

There shall be no change in control of the Company pursuant to the issue of Equity Shares and OFCWs to be issued and allotted on conversion thereof.

(x) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

(xi) The shareholding pattern of the Company before and after the Preferential Allotment

As per Annexure 1.

(xii) Others

The certificate of the Statutory Auditors of the Company to the effect that the Preferential Issue of OFCWs is being made in accordance with the requirement contained in the Chapter VII of the SEBI (ICDR) Regulations shall be placed before the shareholders at the meeting.

As it is proposed to issue and allot the aforesaid OFCWs on Preferential Basis and the same is convertible into Equity Shares, approval of the members of the Company by special resolution is required to be obtained pursuant to the provisions of Section 42 and Section 62 of the Companies Act and Chapter VII of the SEBI (ICDR) Regulations.

The Board recommends passing of the resolution as a Special Resolution.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested financially or otherwise in this resolution.

**For & on behalf of the Board
Vikas EcoTech Limited**

Date: 27th October, 2016

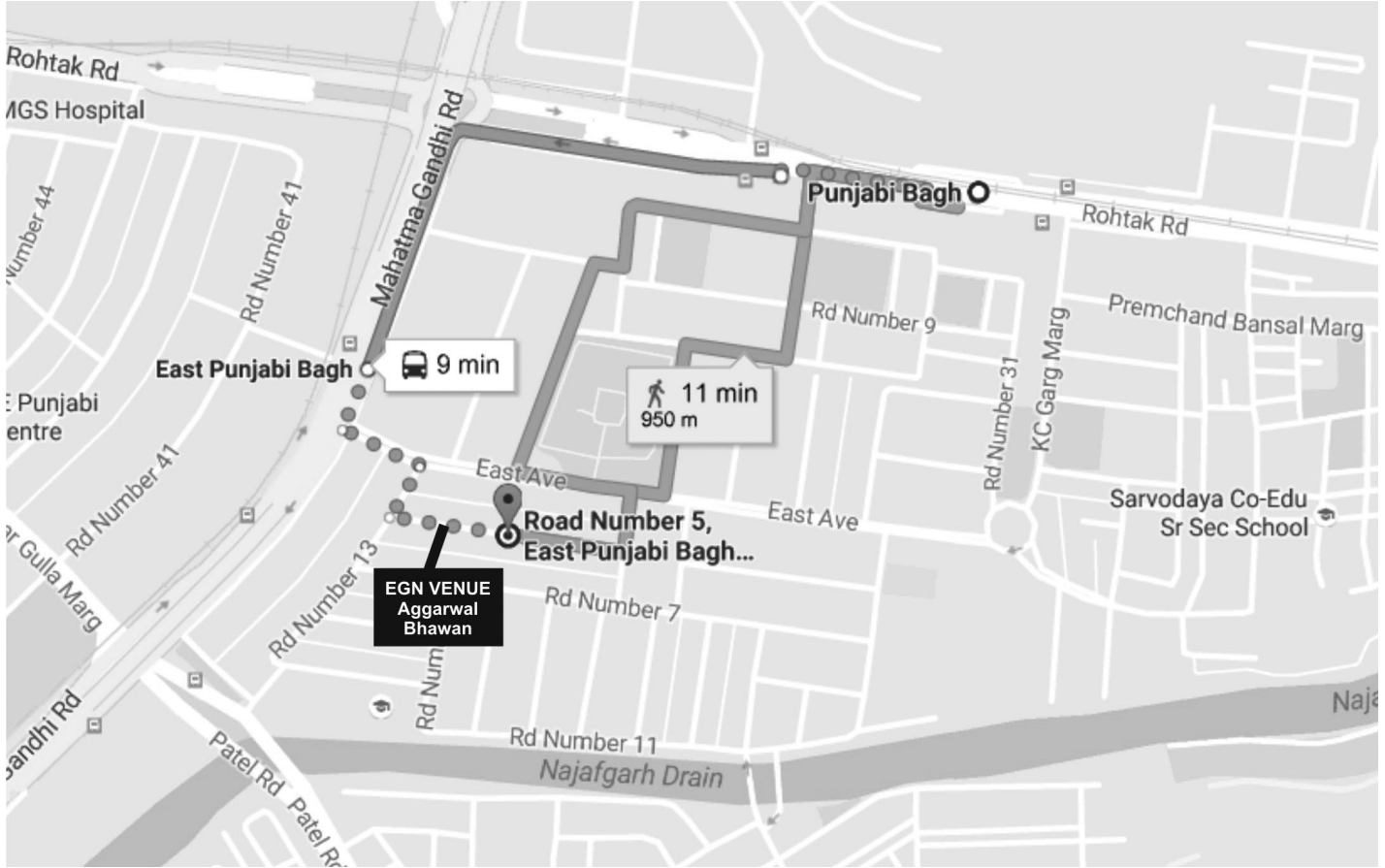
Place: New Delhi

**(Vikas Garg)
(Managing Director)**

ANNEXURE-1

The pre issue and post issue shareholding pattern of the Company –

Sr. No.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters' holding –				
	Individual	69512805	27.34	69512805	23.39
	Body Corporate	41106140	16.17	41106140	13.83
	Sub Total (A)	110618945	43.51	110618945	37.22
B	Non-Promoters' Holding–				
	Public	116753198	45.92	116753198	39.28
	Body Corporate	26867532	10.57	69867532	23.51
	Sub Total (B)	143620730	56.49	186620730	62.78
	GRAND TOTAL (A+B)	254239675	100.00	297239675	100.00



VIKAS ECOTECH LIMITED

(Formerly Vikas GlobalOne Limited)

(CIN: L65999DL1984PLC019465)

Registered Office: Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026
Ph No.: 011-43144444, Fax: 011-43144488, e-mail id: investors@vikasecotech.com

PROXY FORM

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

Name of the member(s):.....
Registered Address:.....
E-mail ID:.....
Folio/ DP ID - Client ID No.:.....

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

(1) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(2) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(3) Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting On Wednesday, 23rd November, 2016 at 11.00 A.M. at 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi-110026 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Special Business:			
1.	Increase in Authorised share capital from Rs. 26,00,00,000/- to Rs. 32,00,00,000/-		
2.	Allotment of 2,00,00,000 Equity shares on Preferential basis @ Rs. 17 per share		
3.	Allotment of 2,30,00,000 Optionally Fully Convertible Warrants on Preferential basis @ Rs. 17 per share		

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

Signed this _____ day of _____ 2016

Signature of shareholder _____ Revenue Stamp

Affix
Re 1

Signature of Proxy holder _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
- *5. It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.

