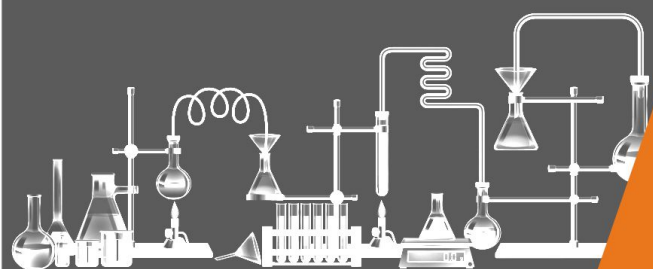




**VIKAS ecOTECH LTD.**  
(CIN - L65999DL1984PLC019465)

# 35<sup>th</sup> ANNUAL REPORT 2019-20



**"A leading provider of high-end speciality chemicals to customers across the world. Passionate about finding innovative solutions to the most pressing environment and safety challenges of our times."**

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## CORPORATE INFORMATION

| CHAIRMAN   |   |
|--|---|
| Mr. Gyan Prakash Govil, Independent Director   |   |
| KEY MANAGERIAL PERSONNEL   | NON-EXECUTIVE & INDEPENDENT   |
| Mr. Vikas Garg, Managing Director  | Mr. Vivek Garg, Non-Executive Director  |
| Mr. Suresh Kumar Dhingra, Executive Director   | Ms. Reena Sharma, Independent Director  |
| Mr. Dinesh Bhardwaj, Chief Executive Officer   | Mrs. Vibha Mahajan, Independent Director  |
| Mr. Amit Dhuria, Chief Financial Officer   | Mr. Ravi Kumar Gupta, Independent Director  |
| Mr. Prashant Sajwani, Company Secretary  |   |
| STATUTORY AUDITORS   | REGISTERED OFFICE   |
| M/s KSMC & Associates<br>G-5, Vikas Apartments, 34/1, East Punjabi Bagh,<br>New Delhi-110026       | Vikas Apartments, 34/1, East Punjabi Bagh,<br>New Delhi-110026.<br>Website:www.vikasecotech.com   |
| INTERNAL AUDITORS  | MANUFACTURING PLANTS  |
| M/s. Jha Gunjan & Associates<br>S- 191, School Block Shakarpur , East Delhi<br>Delhi -110092       | <b>JAMMU &amp; KASHMIR</b><br>Industrial Growth Centre,<br>Phase-I, SIDCO Complex<br>Dist. Samba-184121, Jammu & Kashmir  |
| COST AUDITORS  | <b>RAJASTHAN</b><br>G-24-30, and F-7 & F- 8, Vigyan Nagar, RIICO Industrial Area,<br>Shahjahanpur, Dist, Alwar-301706, Rajasthan.<br><br><b>KANDLA SEZ</b><br>Shed No. 350 A-II, Sector-IV, Kandla Specific Economic Zone,<br>Kandla.<br><br><b>NOIDA NSEZ</b><br>SDF J-06, Noida Phase-II, Noida Specific Economic Zone,<br>NSEZ, Noida, Distt. Gautam Budh Nagar. Noida |
| M/s JSN & Co.<br>E-47A, Qutub Vihar, Phase-1, New Delhi-110071.                                    |   |
| SECRETARIAL AUDITORS   |   |
| M/s. Kumar G & Co.<br>A-127, Rampratha Colony Near Anand Vihar Terminal<br>New Delhi-201011        |   |
| REGISTRAR & SHARE TRANSFER AGENT   |   |
| Alankit Assignments Limited<br>Alankit Heights , 3E/7 Jhandewalan Extension<br>New Delhi - 110055, |   |
| BOARD COMMITTEES & ITS COMPOSITION   |   |
| AUDIT COMMITTEE  |   |
| Mr. Ravi Kumar Gupta,  | Chairman  |
| Mr. Gyan Prakash Govil   | Member  |
| Mr. Vivek Garg   | Member  |
| STAKEHOLDERS RELATIONSHIP COMMITTEE  |   |
| Mr. Gyan Prakash Govil   | Chairman  |
| Mr. Vivek Garg   | Member  |
| Mr. Vikas Garg   | Member  |
| NOMINATION AND REMUNERATION COMMITTEE  |   |
| Mr. Ravi Kumar Gupta   | Chairman  |
| Mr. Gyan Prakash Govil   | Member  |
| Mr. Vivek Garg   | Member  |
| CORPORATE SOCIAL RESPONSIBILITY COMMITTEE  |   |
| Mr. Ravi Kumar Gupta   | Chairman  |
| Mr. Gyan Prakash Govil   | Membe   |
| Mr. Vikas Garg   | Member  |



## NOTICE

Notice is hereby given that the 35<sup>TH</sup> ANNUAL GENERAL MEETING of the Shareholders of **Vikas EcoTech Limited** will be held on Tuesday, 29<sup>th</sup> September, 2020 at 11:30 A.M. through **Video Conferencing/ Other Audio Visual Means (OAVM) facility** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2020 including the audited Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss with Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors' thereon.
2. To appoint a Director in place of Shri. Vivek Garg (DIN:00255443), Director, who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

#### **Approval of Remuneration of Cost Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves the remuneration of Rs. 1,20,000/- per annum plus taxes & reimbursement of out of pocket expenses payable to M/s. JSN & Co., Cost Accountants (Registration No. 455) who was appointed by the Board as a Cost Auditor of the Company to conduct audit of cost records maintained by the Company for Financial year 2020-2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

- 4 **Appointment of Mr. Suresh Kumar Dhingra (DIN : 03513272) as Whole Time Director**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Articles of Association of the Company, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Suresh Kumar Dhingra (DIN : 03513272), as the Whole Time Director of the Company for a term of five consecutive years effective from 13<sup>th</sup> February, 2020 until 12<sup>th</sup> February, 2025 (both days inclusive) for a overall maximum remuneration upto Rs. 25,00,000/- per annum subject to such periodical increase and on such other terms and conditions as applicable to the other employees of the Company, and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Suresh Kumar Dhingra.

**RESOLVED FURTHER THAT** in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things



as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 5. **Appointment of Ms. Reena Sharma (DIN: 08543662) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Reena Sharma(DIN: 08543662), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 14<sup>th</sup> November, 2019 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company for a consecutive period of 5 years w.e.f from 14<sup>th</sup> November, 2019 to 13<sup>th</sup> November, 2024 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 6. **Members approval for borrowing under Section 180 (1) (c) of the Companies Act, 2013**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 250 crore (Rupees Two Hundred and Fifty Crore only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

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

#### 7. **Members approval for securing the borrowings of the Company under Section 180(1)(a) of the Companies, Act, 2013**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of

banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 250 crore (Rupees Two Hundred and Fifty Crore only).

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

8. **Members approval to make loan and investment exceeding the ceiling prescribed under Section 186 of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and in supersession of the resolution passed earlier, if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crore (Rupees One Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

9. **Members approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under Section 185 of the Companies Act, 2013**

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 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.





**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

**10. Members approval for Related Party Transactions under section 188 of the Companies Act, 2013**

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Company’s policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company (‘Board’) to enter into contract(s)/ arrangement(s)/ transaction(s) with a related party(s) within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase and sale of goods and material for the production of the Company (as detailed in the Statement annexed to the Notice), as the Board may deem fit, up to a maximum aggregate value of Rs. 50 crore at arm’s length basis and in the ordinary course of business, for the Financial Year 2020-21.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or to any other Officer(s)/Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

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

**Sd/-  
Vikas Garg  
Managing Director  
DIN: 00255413**

**Place: New Delhi  
Date: 25.08.2020**

**NOTES:**

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.

The deemed venue for thirty-fifth e-AGM shall be the Registered Office of the Company at East Punjabi Bagh, New Delhi-110026.

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting.

For the purpose of quorum before the commencement of the meeting till its conclusion, the members or the authorized representative present through Video Conferencing shall be counted.

The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 11:00 A.M to 11.45 A.M. and will be available for 1,000 members on a firstcome first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by dropping emails either on [cs@vikasecotech.com](mailto:cs@vikasecotech.com) or on [investor@vikasecotech.com](mailto:investor@vikasecotech.com), mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.

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

In connection with the proposed appointment of Mr. Suresh Kumar Dhingra as Whole-Time Director, and Ms. Reena Sharma as the independent director, the Board of Directors have reviewed the eligibility of both the prospective appointees and declaration made by Ms. Reena Sharma confirming fulfillment of the criteria of her independence as provided in Section 149(6) of the Companies Act, 2013. Further, the Board is of the opinion that both Ms. Suresh Kumar Dhingra and Ms. Reena Sharma are eligible to be appointed as the Whole-Time Director and Independent Director respectively.

A copy of the Financial Statements along with the Auditor's Report, Board's Report, Corporate Governance Report and such other matters necessary for the shareholders is annexed to the notice in the Annual Report.

Equity Dividend for the Financial Year ended March 31, 2013, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) in October 2020. Members who have not en-cashed their dividend warrants for Final Dividend issued by the Company for the financial year ended March 31, 2013 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agents. Members may further note that, pursuant to Section 124 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all Shares on which Dividend





remains unclaimed for 7 (seven) consecutive years or more are liable to be transferred to IEPF- Suspense Account along with the shares on which such amount has remain unpaid. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and Shares transferred to IEPF can be claimed from the Fund after following process prescribed in the said Rules.

Members are requested to notify immediately about any change in their address / e-mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agents, M/s Alankit Assignments Limited at their office at 4E/2, Jhandewalan Extension, New Delhi-110005. Members holding Shares of the Company in physical form are requested to register their e-mail address with the Registrar and Share Transfer Agents of the Company to receive all communications including Annual Report and Notice of Meeting(s) by e-mail, by sending appropriate communication on [info@alankit.com](mailto:info@alankit.com).

The Register of Members and Share Transfer Books shall remain closed from 23<sup>rd</sup> September 2020 to 29<sup>th</sup> September 2020 (Both days inclusive) for the 35<sup>th</sup> Annual General Meeting of the Company.

The Company has appointed M/s Kumar G & Co., a Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and through poll at the Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 35<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@vikasecotech.com](mailto:cs@vikasecotech.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@vikasecotech.com](mailto:cs@vikasecotech.com). These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



## THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system which shall be accessible from any remote location ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The voting period begins on **Friday, 25<sup>th</sup> September, 2020 (09.00 A.M.)** and ends on **Monday, 28<sup>th</sup> September, 2020 (05.00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, 22<sup>nd</sup> September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

The shareholders should log on to the e-voting website **www.evotingindia.com**.

Click on "Shareholders" module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

### OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at **www.cdslindia.com** from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

| For Shareholders holding shares in Demat Form and Physical Form |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.            |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB)          | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the **VIKAS ECOTECH LIMITED**

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **info@alankit.com**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **info@alankit.com**

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the EGM/AGM.

If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **cs@vikasecotech.com** and **kumargpankaj@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com** or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

The Chairman shall, at the AGM through Video Conferencing, at the end of discussion on the resolutions on which voting is to be held, allow voting through e-voting for all those members who are present at the AGM through video conferencing but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting through e-voting, will unblock the votes cast through remote e-voting done prior to the date of meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NO. 3****Ratification of Remuneration of Cost Auditor of the Company**

The Board of Directors at its Meeting held on 11<sup>th</sup> May, 2020, upon the recommendation of the Audit Committee, approved the appointment of M/s. JSN & Co., Cost Accountants (Registration No. 455), to conduct the audit of the Cost records of the Company on a remuneration of Rs. 120,000 per annum (Rupees One Lakh Twenty Thousand only) plus taxes & reimbursement of out of pocket expenses for the financial year ending 31st March, 2021.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any.

**ITEM NO. 4****Appointment of Mr. Suresh Kumar Dhingra (DIN : 03513272) as Whole-time Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on 13<sup>th</sup> February, 2020, appointed Mr. Suresh Kumar Dhingra as Whole Time Director of the Company in accordance with Section 161 of the Act. He holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

The Board of Directors recommends appointment Mr. Suresh Kumar Dhingra as Whole Time Director of the Company. Mr. Suresh Kumar Dhingra has given his consent to act as Whole Time Director of the Company and brief profile and other details of him is provided as part of this notice as Annexure A.

The main terms and conditions relating to the appointment and remuneration of Mr. Suresh Kumar Dhingra as Whole Time Director of the Company are as follows:

**Period:**

For a period of 5 years i.e., from 13<sup>th</sup> February, 2020 until 12<sup>th</sup> February, 2025 (both days inclusive)

**Nature of Duties:**

The Whole Time Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

**Other Terms of Appointment :**

The Whole Time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

The terms and conditions of the re-appointment of the Whole Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.

All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director unless specifically provided otherwise.

The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months'



notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole Time Director.

The terms and conditions of appointment of Whole Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

**Remuneration :** Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Suresh Kumar Dhingra based on the recommendations of the Nomination and Remuneration Committee ('NRC') but subject to maximum ceiling of Rs. 25 lacs per annum

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Suresh Kumar Dhingra, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

The profile and specific areas of expertise of Mr. Suresh Kumar Dhingra are provided as annexure to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Suresh Kumar Dhingra as Whole Time Director as set out above. The Board recommends the Resolution set forth in Item No. 4 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Suresh Kumar Dhingra, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any.

**ITEM NO. 5**

**Appointment of Ms. Reena Sharma (DIN: 08543662) as an Independent Director**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Reena Sharma(DIN 08543662) as Additional Director of the Company with effect from 14<sup>th</sup> November, 2019 in accordance with Section 161 of the Act. She holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Non-executive Independent Director.

The Board of Directors recommends appointment Ms. Reena Sharma as Non-executive Independent Director of the Company. Ms. Reena Sharma has given her consent and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013, Ms. Reena Sharma's tenure as an Independent Non-Executive Director of the Company shall be for a consecutive period of 5 years w.e.f from 14<sup>th</sup> November, 2019 to 13<sup>th</sup> November, 2024 (both days inclusive). Brief profile and other details of Ms. Reena Sharma is provided as part of this notice as Annexure A.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Reena Sharma, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice, except to the extent of their shareholding, if any.



**Item No. 6 & 7****Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013**

To support Company's business operations, the company requires funds and these funds are generally raised from various Banks and/or Financial Institutions and/or any other lending institutions and/or foreign lender and/or any other body corporate/entity/entities and/or authority/authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from of official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.250 crore (Rupee Two Hundred Fifty Crore only).

In term of section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company obtained by mean of passing a special resolution in a general meeting.

Further, to secure the borrowing made by the Company, the company is generally asked to create charge on certain assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 empowers the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

Hence, it proposed to seek necessary members approval to borrow money from any bank, financial institutions, bodies corporate or business associates or through permitted channel in excess of paid up capital and free reserves of the company by a sum not exceeding Rs. 250 Crore and creation of security through mortgage or pledge or hypothecation or otherwise or through combination for securing the limits as may be sanctioned by the lenders, for the loans to be sanctioned by any one or more company's bankers and/or by any one or more persons, firms, bodies corporate, or financial institutions or banks, the Company would be required to secure all or any of the Current assets, moveable properties of the Company present and future.

The resolution as set out at item No. 6 & 7 of the notice is placed for your approval of the aforesaid limits of borrowing by the board up to an amount not exceeding Rs. 250 crore.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 & 7 of the Notice, except to the extent of their shareholding, if any.

**Item No. 8****Authorization to make loan and investment exceeding the ceiling prescribed under Section 186 of the Companies, Act, 2013**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 (2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11 (1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of

subscription of securities of its wholly-owned subsidiary, the requirement of Section 186 (3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In line with the long term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186 (2) of the 'Act'.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 crore (Rupees One Hundred Crore) over and above the limits specified in Section 186 (2) of the 'Act' at any point of time.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice, except to the extent of their shareholding, if any.

#### **Item No. 9**

##### **Approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under Section 185 of the Companies, Act, 2013**

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The management is of the view that the Company may be required to invest funds in joint ventures, strategic alliance and other entities in the normal course of its business, make business advances or otherwise, give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its associate or wholly owned subsidiary or to any other body corporate(s) in which the Directors of the Company may be interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice, except to the extent of their shareholding, if any.

#### **Item No. 10**

##### **Approval for Related Party Transactions under section 188 of the Companies Act, 2013**

To ensure uninterrupted operation, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to purchase and sale of goods and material for an amount of Rs. 50 crore during Financial Year 2020-21.

**Background and Details of the Transaction:**

Cost effective and assured supply of goods/services, of desired quality, is a key requirement for the Company. The Company intends to procure material from related party(s) to have consistent control over quality of the supplies. This transaction will not only help the Company to ensure wholesale and retail trading of business operations smoothly but also ensure consistent flow of desired quality and quantity of pesticides available for uninterrupted operations and business activities.

Approval being sought for Financial Year 2020-21 As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The estimated value of transaction with related party(s) for Financial Year 2020-21 will be Rs. 50 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company as per last audited financial statements of FY 2019-20. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts/ arrangements to be entered into with related party(s) during Financial Year 2020-21, as mentioned in item no. 10 of the Notice. For necessary information as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, members are requested to please refer AOC-2 and Note No 38 of Audited Annual Accounts of the Company for the financial year ended 31st March 2020.

**Detail(s) about Arm's Length Pricing/ Ordinary Course of Business**

The related party contract/transaction mentioned in this proposal meets the arm's length testing criteria and also qualifies as contract under ordinary course of business.

The said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in anyway, except as mentioned above, is concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 10 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice, except to the extent of their shareholding, if any.

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

**Sd/-  
Vikas Garg  
Managing Director  
DIN 00255413**

**Place: New Delhi**

**Date: 25.08.2020**

## Annexure A

Information of Director seeking appointment/re-appointment under item no. 2, 3 & 4 of the Notice convening Annual General Meeting of the Company in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.

| Name of Director            | No. of Share held | Qualification (Relationship with other Directors)  | Nature of Expertise   | Name of Companies in which he/she holds Directorship  |
|-----------------------------|-------------------|--|---|---|
| <b>Vivek Garg</b>           | 10,71,550         | Graduate (Brother of Mr. Vikas Garg)   | Rich experience of more than 18 years and has partnered with the company in building a people focused and customer centric organization. He is an accomplished leader with in-depth business knowledge.                   | Vikas Ecotech Limited<br>Vikas Multicorp Limited<br>Vikas Polymerland Private Limited<br>Emanate Pipe Private Limited<br>A.G. Agrotech & Power Private Limited<br>Vikas Surya Buildwell Private Limited<br>Maharaja Agarsen Academy Private Limited |
| <b>Suresh Kumar Dhingra</b> | NIL               | Post Graduate Diploma Holder in Personnel Management and Labour Welfare (No Relation with Directors) | He has over 30 years of experience in Domain of Human Resource, Legal and Administration Department . He has also worked in leadership role with many renowned companies like Relaxo Footwears Limited, Dabour India etc. | Vikas Ecotech Limited<br>ASP Sealing Products Limited   |
| <b>Reena Sharma</b>         | NIL               | PhD in Financial Management  | Has an experience over 15 years of valuable areas like Project Financing , Working Capital Management and Budgetary controls.   | NIL   |

## BOARD'S REPORT

Dear Members,

The Board of Directors hereby submit the report of the business and operations of your Company, along with the audited financial statements, for the financial year ended March 31, 2020.

### FINANCIAL PERFORMANCE

The financial performance of the Company for the year 2019-20 is summarized below:

(Rupees in Lacs)

| Particulars                                 | 2019-20         | 2018-19         |
|---|-----------------|-----------------|
| Net Sales /Income from Business Operations  | 19218.85        | 24525.03        |
| Other Income                                | 700.75          | 1399.38         |
| <b>Total Income</b>                         | <b>19919.60</b> | <b>25924.41</b> |
| Cost of material consumed                   | 16391.30        | 19946.74        |
| Employee Benefit Expense                    | 312.78          | 406.83          |
| Financial Costs                             | 1941.33         | 1395.01         |
| Other Expenses                              | 1346.29         | 1216.24         |
| Profit before Depreciation                  | <b>(72.10)</b>  | <b>2959.60</b>  |
| Less: Depreciation                          | 476.80          | 476.91          |
| Add : Exceptional items                     | 837.30          | 00              |
| <b>Net Profit Before Tax</b>                | <b>288.39</b>   | <b>2482.69</b>  |
| Less Current Tax                            | 100.40          | 711.28          |
| Less Previous year adjustment of Income Tax | 89.66           | 184.29          |
| Less Deferred Tax                           | (3.49)          | 86.60           |
| <b>Profit for the Period</b>                | <b>101.82</b>   | <b>1500.52</b>  |

The financial statements for the year ended 31<sup>st</sup> March, 2020, have been prepared in accordance with the Indian Accounting Standards(IndAS) as notified by the Ministry of Corporate Affairs.

There is a considerable decrease in Sales from Rs. 245.25 Crore in previous year to Rs. 192.18 Crore in current year thus resulting into a decline in profits of the Company i.e. from Rs. 15 Crore in previous year to Rs. 1.01 Crore in current year. The reason for decline in profits during the period is due to shifting of the “recycling and upcycling of polymer compounds” division to the resultant Company i.e. Vikas Multicorp Limited, which was the major earning division of the Company. Pursuant to the demerger order passed during the Financial year 2019-20, one third of the total revenue that the company was earning from this division shifted to the resultant company, thus leading to a decline in the turnover and thereby in profits as well.

Also, by the end of the Financial Year 2019-20, the entire economy was poorly hit due the outbreak of COVID-19 making the manufacturing process and other business processes of the Company to a halt. Your Company post 22<sup>nd</sup> March, had to close down its manufacturing units due to the nationwide lockdown imposed because of the pandemic for a considerable period of time, which resulted into a decrease in both the profits and the income from business operations.

The Company has been gradually proceeding towards opening of the all its units and continue with its operations to cater to the needs and demands of its stakeholders. In pursuit with the ongoing pandemic it is likely that there might be a delay to get back in the same pace and position but the management is optimistic to flourish in the future.

No material changes / commitments affecting financial position of the Company have occurred from end of the financial year to the date of this report.

## BUSINESS OVERVIEW

During Financial Year 2019-20, there was a decline in the turnover and in the profits as well of the Company, the reasons for such decline during the year are because of two major events that took place during the aforesaid period.

First, during the financial year ending 31st March 2020, one major segment i.e. the recycling and upcycling of polymer compounds division was shifted to the resultant company i.e. Vikas Multicorp Limited. Post its demerger, the revenue earned by the Company from such division came to a halt.

Second, the pandemic i.e. the COVID-19 impacted its business. The Company's manufacturing facilities remained closed from 22nd March, 2020, due to lockdown and resumed operation at its plant situated at G-24 to 30, F-7, F-8, Vigyan Nagar, RIICO Industrial Area, Shahjahanpur, Alwar, Rajasthan – 301706 w.e.f. April 11, 2020 (with the permission of Government of Rajasthan), which has impacted its operations during March, 2020 and April, 2020 partially.

The Company has started to gradually open its manufacturing plants and has started its operations to ensure a stable turnover, profits and performance for the current year despite the adverse impact of the pandemic COVID-19.

Despite all the odds and challenging situations trailing one another, the Company has managed to earn terms of turnover and a profitable financial year.

## FUTURE OUTLOOK

Your Company is the only producer for the FDA approved - Food Contact Safe Organotin Stabilizers, in India and one of the very few across the globe, the Company successfully initiated the process for tapping the potential embedded in the largest market place for the Organotin Stabilizers the U.S.A. & has been received well by the market due to its consistent quality of the materials.

The Company is considering mark on new opportunities in Pharmaceutical, API & chemical Industry for business expansion and thereby tap on the different industries, segments and avenues which the Company had not explored in its recent past. The Company has also strategically formulated an advisory committee with professionals having expertise in this sector, which would lead the Company to tap into expansive projects and grow exponentially.

The Company is also planning to venture into producing Master batches for Rubber and Polymer compounds. A master batch provides a convenient way of handling small amounts of critical ingredients, like specialized additives in higher concentrations than those occurring in a normal mixture for subsequent dilution with the remainder of the ingredients.

Despite the prevailing conditions due to the pandemic, the Company is optimistic to grow relentlessly and effectively tap the business opportunities. Organotin stabilizer as well as the pharmaceutical, API and chemical industries seems promising and will be the driving force for the Company in achieving the planned projections for the specialty chemicals business during the next 3-5 years at least. The Company is accelerating in the direction towards accomplishment of the similar futuristic & promising business ideas.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') Management Discussion and Analysis report ("**MD&A Report**") providing a detailed overview of your Company's performance, industry trends, business and risks involved is provided separately and is forming part of the Annual Report.

## SUBSIDIARY COMPANIES, JOINT VENTURE AND CONSOLIDATED FINANCIAL STATEMENTS

During the year, under review your Company does not have a subsidiary, joint venture or associates, hence reporting requirements are not applicable.

## SHARE CAPITAL

During the year under review there was no change in the Authorised, Issued, Subscribed and Paid up Share Capital of the Company.

## DIVIDEND

To conserve the resources for the expansion of business in the long run, your Company have not recommended any dividend for the Financial Year 2019-20 and have decided to retain the profits.



## GOVERNANCE AND ETHICS

Governance is not an action but a continuous endeavor which reflects in practices being followed by an Organization. Your Company strongly believes in developing best corporate governance policies and procedures based on principals of fair and transparent disclosures, equity, accountability and responsibility.

A detailed report on Corporate Governance, in terms of Regulation 34 of the Listing Regulations is forming part of the Annual Report. A certificate confirming compliance with requirements of Corporate Governance as enumerated under the extant provisions of Listing Regulations issued by Ms. Teena Rani, Sole Proprietor, MSTR & Associates, Company Secretaries is also annexed to the said report.

## CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

In line with the provisions of the Companies Act, 2013, the Company has framed its Corporate Social Responsibility (CSR) policy for development of programmes and projects for the benefit of weaker sections of the society and to promote the education within the local limits and the same has been approved by Corporate Social Responsibility Committee (CSR Committee) and the Board of Directors of the Company. The Corporate Social Responsibility (CSR) policy of the Company provides a road map for its CSR activities.

The said CSR policy of the Company is also available on the Website of the Company at [www.vikasecotech.com](http://www.vikasecotech.com)

The Company has duly constituted a Committee under the nomenclature of Corporate Social Responsibility Committee consisting of majority of non-executive independent Directors responsible for monitoring and reviewing the policy from time to time and to ensure the proper compliance.

During the year under review, the Company undertook CSR initiative for the cause of Education through "St. Kabir Educational Society" aggregating to Rs. 52,00,000/-. The Annual Report on Company's CSR activities is attached to this report.

Due to the ongoing pandemic and the lockdown imposed by the government w.e.f 22<sup>nd</sup> March, 2020, the Company could not find an appropriate avenue to spend the remaining CSR amount totaling to Rs. 15,28,007 pertaining to the period 2019-20. Your Company ensures to spend the remaining amount in Current year towards the activities stated in Schedule VII of the Companies Act, 2013.

## BOARD OF DIRECTORS

The Board of Directors provide strategic direction and supervision to an organization. Your Company's Board consists of learned professionals and experienced individuals from different fields.

Presently, your Board comprises of Seven Directors of whom two are executive, one is non-executive and four are Independent Directors including two women Directors on the Board. The Board met 5 (five) times during the year, details pertaining to Board and Committee Meetings held during the year are detailed in Corporate Governance Report.

During the year, w.e.f. 28<sup>th</sup> June, 2019, Mr. Ashutosh Kumar Verma who was appointed as a whole time Director, ceased to be Director of the Company due to his resignation and Mr. Sumer Chand Tayal, Independent Director resigned w.e.f 29<sup>th</sup> October, 2019. Also, Mr. Manoj Singhal, director of the Company tendered his resignation w.e.f 05<sup>th</sup> July, 2019

Further, w.e.f. 14<sup>th</sup> November, 2019, Ms. Reena Sharma was appointed as an Additional Independent Director and w.e.f 10<sup>th</sup> January, 2020, Mr. Devender Kumar Garg, Executive Director resigned from the post of director.

Subsequently at the end of the Financial year 2019-2020, Mr. Suresh Kumar Dhingra was appointed as a Executive Additional Director w.e.f. 13<sup>th</sup> February, 2020 and Mr. Vivek Garg, Director retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The Board of Directors on the recommendation of the Nomination and Remuneration Committee has recommended his re-appointment.

Also, Ms. Vibha Mahajan, ceased to be director of the company w.e.f. 11<sup>th</sup> August, 2020 due to expiry of her tenure of appointment.

The information of Directors, seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Listing Regulations and Companies Act, 2013 is provided in the notice of the 35<sup>th</sup> Annual General Meeting of the Company.

The Board is grateful for their support and places on record its appreciation for the responsibilities shouldered by them in their respective roles.



## DECLARATION OF INDEPENDENCE

The Independent Directors have confirmed that they meet the criteria of Independence as stipulated under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(c) of the Listing Regulations and they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

The Board conforms to the declaration of the Independent Directors and there being no doubts as to veracity of the same, places the same on record.

## BOARD COMMITTEES

In compliance with the requirements of Companies Act, 2013 and Listing Regulations your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. [www.vikasecotech.com](http://www.vikasecotech.com).

Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members are provided under Corporate Governance Report forming part of the Annual Report.

## BOARD EVALUATION

In line with the statutory requirements enshrined under the Companies Act, 2013 and the Listing Regulations, the Board carried out a performance evaluation of itself, its Committees, the Chairman and each of the other Directors. The performance evaluation was carried out on the basis of framework approved by the Nomination and Remuneration Committee. The Committee had unanimously consented for an 'in-house' review built on suggestive parameters. Based on the suggestive parameters approved by the Nomination and Remuneration Committee, the following evaluations were carried out:

Review of performance of the non-independent Directors and Board as a whole by Independent Directors.

Review of the performance of the Chairperson by the Independent Directors.

Review of Board as a whole by all the Members of the Board.

Review of all Board Committees by all the Members of the Board.

Review of Individual Directors by rest of the Board Members except the Director being evaluated.

## KEY MANAGERIAL PERSONNEL

The Board of your Company consisted of the following Key Managerial Personnel (KMP'S) as on the year ended 31st March, 2020:

**Chief Financial Officer:** Mr. Amit Dhuria

**Chief Executive Officer :** Mr. Dinesh Bhardwaj

**Company Secretary:** Ms. Pooja Vanjani

During the financial year under review, there has been no change in the Key Managerial Personnel of your Company except as detailed herein below.

Mr. Ashutosh Kumar Verma resigned from the post of Chief Executive Officer w.e.f 28<sup>th</sup> June, 2019 and thereafter Mr. Dinesh Bhardwaj was appointed to occupy the position of Chief Executive Officer of your Company from the same day.

Ms. Preeti Rai resigned from the office of Company Secretary and Compliance Officer w.e.f 3<sup>rd</sup> August, 2019. Thereafter, Ms. Pooja Vanjani was appointed as the Company Secretary and Compliance officer on 19<sup>th</sup> August, 2019 who later resigned w.e.f 01<sup>st</sup> June, 2020.

Subsequent to the closure of the financial year ended 31<sup>st</sup> March 2020, your Board considered and approved the appointment of Mr. Prashant Sajwani as the Compliance Officer and the Company Secretary of the Company w.e.f 01<sup>st</sup> June, 2020 and 31<sup>st</sup> July, 2020 respectively.

## AUDIT AND AUDITORS

### Statutory Audit

M/s KSMC & Associates, Chartered Accountants, are Statutory Auditors of the Company pursuant to Members' approval obtained at the 31<sup>st</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016. Their term of appointment is five years and accordingly, they shall hold office till conclusion of the 36<sup>th</sup> Annual General Meeting of the Company. The financial results of the Company are subject to limited review by the Auditors on quarterly basis and Company's financial statements are audited on annual basis.

There are no qualifications, reservations or adverse remarks in the Report issued by M/s KSMC & Associates, Statutory Auditors, for the financial year ended 31<sup>st</sup> March, 2020. The Statutory Auditors have also not reported any incident of fraud to the Audit Committee during the year under review. Remarks made in the Auditors' Report are self-explanatory and do not call for any further comments from your Directors.

### Secretarial Audit and Secretarial Compliance Report

M/s. MSTR & Associates, Company Secretaries were appointed as the Secretarial Auditors of your Company to carry out the Secretarial Audit for the financial year under review. The Secretarial Audit Report issued by the Secretarial Auditors in Form No. MR-3 is annexed with this Report.

In terms of extant provisions of Listing Regulations read with SEBI circulars issued on the subject, a Secretarial Compliance Report was also obtained by the Company from the Secretarial Auditors and the same was also intimated to the Stock Exchange.

There are no qualifications or reservations in the Secretarial Audit Report or in the Annual Secretarial Compliance Report. Further, few comments are self explanatory and does not need any comments from the management.

However, certain remarks have been made by the auditor in the reports to which your management would like to convey its comments and clarification. The following represents the auditor's remark along with comments from management.

*Observation regarding non submission of certificate as required in term of Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018*

***Our comment: Necessary Certificate was obtained from the RTA as per the compliance calendar but inadvertently it could not be filed to the stock exchanges in prescribed time, though the same was filed subsequently and is also available on the website of the Company.***

### Cost Audit

As per the extant provisions of Section 148 of the Companies Act, 2013, the cost records for the products requiring cost audit has been maintained by the Company in a timely and proper manner, the same was also made available to the Cost Auditors of the Company for their audit. M/s. JSN & Co., Cost Accountants, were engaged to carry out Audit of Cost Records of the Company during Financial Year 2019-20.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors to the best of their knowledge hereby state and confirm that:

- The Financial Statements of the Company - comprising of the Balance Sheet as at 31<sup>st</sup> March, 2020 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis;
- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company

at the end of the financial year and of the profit of the company for that period;

- d) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) the internal financial controls to be followed by the company were laid down and such internal financial controls were adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **VIGIL MECHANISM**

The Board of Directors of the Company has established a Policy on Vigil Mechanism for the Directors/KMP and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behavior, violation of the Company's Code of Conductor Ethics Policy, and any other event which would adversely affect the interests of the business of the Company. Direct access is provided to the whistle blowers to reach Chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company. The Company has also provided adequate safeguards against victimization of employees and directors who express their concerns. The copy of Company's vigil mechanism is available at the website of the Company [www.vikasecotech.com](http://www.vikasecotech.com).

## **REPORTING UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Your Company believes in principles of gender equality and endeavors to provide a healthy and respectable work environment. It has developed a framework for employees to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information. During the year under review, no complaints of any event/ occurrence of an act of sexual harassment was reported/noticed by the management.

## **RELATED PARTY TRANSACTIONS**

Your Company follows the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length basis as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. The same is available on the Company's website [www.vikasecotech.com](http://www.vikasecotech.com).

Omnibus approval of the Audit Committee and the Board is obtained for the transactions which are of a foreseeable and repetitive nature, in all other cases prior approval of Audit Committee is taken for entering into a related party transaction. All Related Party Transactions are placed on a quarterly basis before the Audit Committee and before the Board for their review.

Further, pursuant to the provisions of Section 188 read with the relevant rules the Company has also considered to take the prior and blanket approval for the routine transactions with its related parties for entering into any transaction(s) creeping the limit specified in the aforesaid section.

During the year, no material contracts or arrangements with related parties not in Ordinary course of business or on arm's length basis were entered. Further, details of related party transactions are provided under notes to financial statements and Form AOC-2 is annexed with the Board Report.

## **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Audit Committee and Board periodically reviews adequacy of Company's checks and controls for risk management. The Board has developed a Risk Management Policy which identifies elements of business & other risks involved and constantly works towards curbing the same. Adequacy of internal financial controls with reference to the Financial Statements is also assessed and reviewed periodically. Your Board is of the view that the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

In addition, testing of adequacy of internal controls was also carried out independently by the Statutory Auditors of the Company.



## IMPACT OF COVID-19 on DECLARATION OF RESULTS

The financial statements of the Company were approved by the Board of Directors on 31st July, 2020, the same were approved within the time frame which was revised by the Securities and Exchange Board of India (+SEBI) due to the pandemic COVID-19. All the figures mentioned in the Annual Report are taken from the financials approved and released in the public domain on such date.

The financial results for the Financial Year as on 31<sup>st</sup> March, 2020 are also available on the website of the Company, [www.vikasecotech.com](http://www.vikasecotech.com)

## OTHER DISCLOSURES

### Details of Significant and Material Orders Passed by the regulators/Courts/Tribunals impacting the Going Concern Status and the Company's Operations in Future

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

**A certificate confirming that none of the Directors of the Company have been disqualified for appointment as such under the extant provisions of Companies Act, 2013 and Listing Regulations issued by Ms. Teena Rani, Sole Proprietor, MSTR & Associates, Company Secretaries is also annexed to the Corporate Governance Report.**

### Particulars Regarding Conservation of Energy and Research and Development and Technology Absorption

Details of steps taken by your Company to conserve energy through its "Sustainability" initiatives, Research and Development and Technology Absorption have been disclosed as part of the Annual Report.

### Remuneration of Directors, Key Managerial Personnel and Particulars of Employees

Disclosures pertaining to the remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 are forming part of the Annual Report.

### Annual Return

Annual Return pursuant to Section 92(3) of the Companies Act, 2013, for the year ended 31<sup>st</sup> March, 2020 has been prepared in Form MGT-9 and the same is available at the website of the Company, [www.vikasecotech.com](http://www.vikasecotech.com) under the Investors section.

### Particulars of Loans, Guarantees or Investments

In terms of Section 186 of the Companies Act, 2013, particulars of inter-corporate loans, guarantees and investments are provided in the notes to Financial Statements.

### Deposits

The Company has neither accepted any deposits during the year under review nor has any outstanding deposits from any of earlier years for repayment.

### Secretarial Standards

During the year under review the Company has complied with all applicable Secretarial Standards issued by Institute of Company Secretaries of India.

### Remuneration Policy

The Company has a remuneration policy which provides for basis for fixation of remuneration of Directors, Key Managerial Personnel and Senior Management Officials of the Company. The remuneration policy of the Company is largely based on factors like hierarchy, industry practices and performance of respective individuals. The policy is available on the website of the Company at [www.vikasecotech.com](http://www.vikasecotech.com).

**Gratitude Towards Stakeholders**

The Board expresses its gratitude to all the customers, shareholders, suppliers, bankers, business partners/ associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company and its sincere appreciation to all the employees for their hard work and commitment, their dedication and competence has ensured that the Company continues to be a significant and leading player in the industry while serving and keeping the interest of its stakeholders and the society at large.

**For and on behalf of Board**  
**Vikas EcoTech Limited**

**Place: New Delhi**  
**Date: 25.08.2020**

**Sd/-**  
**Gyan Prakash Govil**  
**(Chairman)**  
**DIN:08477296**

**Sd/-**  
**Vikas Garg**  
**(Managing Director)**  
**DIN:00255413**




**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)**

|    |   |  |
|----|---|--|
| 1. | <b>A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs.</b> | Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Education, Healthcare, Women Empowerment and Sports. Besides these focus areas the Company shall also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013.<br>The CSR Policy of the Company can be accessed at <b>www.vikasecotech.com</b> . |
| 2. | <b>Average net profit of the Company for last three financial years</b>   | Rs. 33,64,00,336   |
| 3. | <b>Prescribed CSR expenditure (two percent of the average net profits for last three years)</b>   | Rs. 67,28,007  |
| 4. | <b>Details of CSR spent during FY</b>   | Rs. 52,00,000  |
| 5. | <b>Amount spent</b>   | Rs. 52,00,000  |
| 6. | <b>Unspent amount</b>   | Rs. 15,28,007  |

**7. The Composition of Corporate Social Responsibility Committee as on 31st March, 2020 and details of attendance of members is given below:**

| Name of Member         | Category                           | Designation | Meetings Held | Meetings Attended |
|------------------------|------------------------------------|-------------|---------------|-------------------|
| Mr. Ravi Kumar Gupta   | Non-Executive Independent Director | Chairman    | 1             | 1                 |
| Mr. Gyan Prakash Govil | Non-Executive Independent Director | Member      | 1             | 1                 |
| Mr. Vikas Garg         | Executive Director                 | Member      | 1             | 1                 |

**8. Manner in which the amount spent during the financial year is detailed below:**

| (1)    | (2)                                | (3)                                    | (4)   | (5)  | (6)  | (7)  | (8)   |
|--------|------------------------------------|--|---|--|--|--|---|
| S. No. | CSR project or Activity Identified | Sector in which the project is covered | Project or Program Local Area or Other Specify the State and district where projects or programs was undertaken | Amount Outlay (Budget) Project or Program wise | Amount spent on the Projects or Programs Sub Heads: Direct Expenditure on Projects or Programs Overheads | Cumulative Expenditure upto the reporting period | Amount Spent: Direct or through Implementing Agency |
| 1.     | Promotion of Education             | Education                              | Local Area, Delhi /NCR  | Rs. 52,00,000/-                                | Direct Exp. Rs.52,00,000   | Rs. 52,00,000/-                                  | Through registered trust / society                  |

Note: CSR spend mentioned herein are amount contributed / remitted by the Company to NGO's or implementing agencies mentioned above, which may or may not be fully utilized toward purposes mentioned above.

The CSR committee hereby certifies that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

**9. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

Due to the ongoing pandemic and the lockdown imposed by the government w.e.f 22<sup>nd</sup> March, 2020, the amount of Rs. 15,28,007/- the Company could not find an appropriate avenue the spend the remaining amount of Rs. 15,28,007 out of Rs. 52,00,000/-pertaining to the CSR. Your Company ensures to spend the remaining amount in Current year towards the activities stated in Schedule VII of the Companies Act, 2013

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

Implementation of CSR activities is in compliance with Companies Act, 2013 to meet the CSR objectives and policy of the Company.

**For and on behalf of Board  
Vikas EcoTech Limited**

Place: New Delhi  
Date: 25.08.2020

**Sd/-  
Ravi Kumar Gupta  
(Chairman)  
DIN:01018072**

**Sd/-  
Vikas Garg  
(Managing Director)  
DIN:00255413**



## CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION

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

The Company had commissioned 300 KW of solar panels at Rajasthan and had installed a centralized power house on a single High Tension line in place of separate connections for individual unit at its manufacturing facility in Rajasthan . Both these measures had improve efficiency and cost savings for the company.

The company commissioned three dry cutting machines. This will help in generation of cost savings and water conservation for the company and the society.

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

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

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

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

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

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

The Company shall continue its endeavors to improve energy conservation and utilization

### TECHNOLOGY ABSORPTION

#### TECHNOLOGY ABSORPTION

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

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

#### Research & Development (R & D)

- a) **Specific Areas in which R & D carried out by the Company:** During the year, the Company has inclined its efforts in the development of its production efficiency by improving its methods and technology.
- b) **Benefits derived as a result of above R&D:** Increased in market share.
- c) **Future Plan of Action/Expansions Plans:** As the relevant industry is gearing upto cater to the growing demand, Vikas Eco Tech Limited, is all set to expand their business in a big way in the coming years. The company is also progressive in installation of additional line to increase the production of Polymer and Polyester Compound at its existing plant located at Shahjahanpur, Alwar, Rajasthan.

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

- 2) **Imported Technology (imported during last 3 years reckoned from beginning of the financial year)**None.
- 3) **Expenditure incurred on Research and Development(R&D)**

The Company has not incurred any expenditure (including capital and revenue expenses) towards Research and Development.

#### FOREIGN EXCHANGE, EARNINGS AND OUTGO

During the Financial Year 2019-20 the Company had foreign exchange earnings of Rs.5759.45 Lacs and outgo of Rs. 4369.08 Lacs

**FORM NO. AOC -2**

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

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

Details of contracts or arrangements or transactions not at Arm's length basis: **NIL**

Details of contracts or arrangements or transactions at Arm's length basis:

| S. No. | Name (s) of the related party   | Nature of relationship        | Nature of contracts/ arrangements/ transaction | Duration of the contracts/ arrangements/ transaction | Terms of the contracts or arrangements or Transaction including the value, if any | Date of approval by the board | Amount paid as advances, if any |
|--------|---------------------------------|-------------------------------|--|--|---|-------------------------------|---------------------------------|
| 1.     | Vikas Multicorp Limited         | Company with Common Directors | Purchases                                      | N.A.   | 1,43,86,307   | N.A.                          | N.A.                            |
|        |                                 |                               | Sales  | N.A.   | 13,56,09,325  | N.A.                          | N.A.                            |
| 2.     | Ketav Multicorp Private Limited | Company with Common Directors | Purchases                                      | N.A.   | 3,81,99,255   | N.A.                          | N.A.                            |
|        |                                 |                               | Sales  | N.A.   | 3,25,91,600   | N.A.                          | N.A.                            |
|        |                                 |                               | Advance against supplies                       | N.A.   | 2,15,49,865   | N.A.                          | N.A.                            |
| 3.     | Mrs. Seema Garg                 | Relative of Director          | Rent Paid                                      | N.A.   | 4,75,447  | N.A.                          | N.A.                            |
| 4.     | Mr. Dinesh Bhardwaj             | Key Managerial Personnel      | Remuneration                                   | N.A.   | 5,08,750  | N.A.                          | N.A.                            |
| 5.     | Mr. Amit Dhuria                 | Key Managerial Personnel      | Remuneration                                   | N.A.   | 17,27,526   | N.A.                          | N.A.                            |
| 6.     | Ms. Pooja Vanjani               | Key Managerial Personnel      | Remuneration                                   | N.A.   | 3,94,315  | N.A.                          | N.A.                            |
| 7.     | Ms. Preeti Rai                  | Key Managerial Personnel      | Remuneration                                   | N.A.   | 1,70,098  | N.A.                          | N.A.                            |

**For and on behalf of Board  
Vikas EcoTech Limited**

**Place: New Delhi  
Date: 25.08.2020**

**Sd/-  
Gyan Prakash Govil  
(Chairman)  
DIN: 08477296**

**Sd/-  
Vikas Garg  
(Managing Director)  
DIN: 00255413**

**DISCLOSURE ON MANAGERIAL REMUNERATION PURSUANT TO SECTION 197 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase during the financial year, ratio of remuneration of Directors to the Median remuneration of employees and comparison of remuneration of each KMP against Company's standalone performance:

| Title                                 | Remuner-<br>ation in FY.<br>2019-20<br>(Rs. In<br>Lacs) | Remuner-<br>ation in FY.<br>2018-19<br>(Rs. In Lacs) | No. of<br>Stock<br>options/<br>RSUs<br>granted<br>in<br>FY. 2019-<br>20 | % increase<br>of remun-<br>eration in<br>2019-20 as<br>compared to<br>2018-19 | Excl. MP                             | Incl. MP                                       | Ratio of remun-<br>eration<br>to |                                    |
|---------------------------------------|---|--|---|---|--------------------------------------|--|----------------------------------|------------------------------------|
|                                       |   |  |   |   | Ratio of re-<br>muneration<br>to MRE | Ratio of re-<br>muneration<br>to MRE and<br>MP | Revenues<br>(FY. 2019-<br>20)    | Net<br>Profit<br>(FY. 2019-<br>20) |
| Whole-<br>Time<br>Director<br>and CEO | 7.04  | 22.77  | NIL   | (223.49)  | 2.16:1                               | 1.77:1   | 0.04%                            | 6.46%                              |
| Director                              | 13.01   | 16.10  | NIL   | (23.75)   | 4.03:1                               | 3.28:1   | 0.07%                            | 11.94%                             |
| Chief<br>Financial<br>Officer         | 17.28   | 17.00  | NIL   | 1.65  | 5.38:1                               | 4.36:1   | 0.09%                            | 15.85%                             |
| Managing<br>Director                  | 11.75   | 12.00  | NIL   | (2.12)  | 3.66:1                               | 2.96:1   | 0.06%                            | 10.78%                             |
| Company<br>Secretary                  | 5.64  | 4.52   | NIL   | 24.78   | 1.75:1                               | 1.42:1   | 0.03%                            | 5.17%                              |

The Median Remuneration of Employees (MRE) excluding Managerial Personnel (MP) was Rs. 26750/- and Rs. 25000/- in F.Y. 2019-20 and F.Y. 2018-19 respectively. The percentage increase in MRE (excluding MP) for FY 2019-20 in comparison to previous financial year is approx. 7%.

The Median Remuneration of Employees (MRE) including Managerial Personnel (MP) was Rs. 33000/- and Rs. 30000/- in F.Y. 2019-20 and F.Y. 2018-19 respectively. The percentage increase in MRE (including MP) for FY 2019-20 in comparison to previous financial year is approx. 10%.

The number of permanent employees on the rolls of the Company as of March 31, 2020 and March 31, 2019 was 106 and 118 respectively.

**For and on behalf of Board  
Vikas EcoTech Limited**

**Place: New Delhi  
Date: 25.08.2020**

**Sd/-  
Gyan Prakash Govil  
(Chairman)  
DIN: 08477296**

**Sd/-  
Vikas Garg  
(Managing Director)  
DIN: 00255413**



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Global Industry Overview

Speciality chemicals are produced by a complex, interlinked industry chain and are sold based on their performance or function and composition. These can either be single chemical entities or formulations whose composition directly influences the performance and processing of the consumer's product. In simple words, speciality chemicals are materials used on the basis of their performance or function. Businesses operating in this sector require deep knowledge and the ability to bring about consistent innovations targetting specific roles and purposes. The speciality chemicals industry is a mature sector and for decades, numerous industries have utilised speciality chemicals in manufacturing and finishing.

#### Specific areas of usage include:

- Agriculture, requiring water potability, irrigation systems
- Electronics, needing agents to produce printed circuit boards and other components
- Construction, which relies on chemicals for sealants, coatings, paints, electrical fittings, drainage systems etc.
- Consumer goods, such as perfumes, detergents, paper items, pharmaceuticals and a host of products including daily use and perpetual products

#### Based on end-usage, speciality chemicals can be divided into various sub-segments:

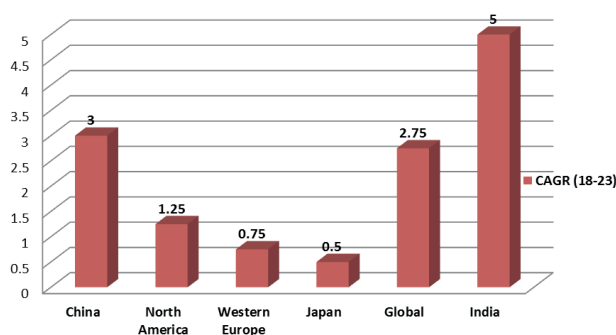
- Agro-chemicals
- Polymer and additives
- Colourants and pigments
- Construction chemicals
- Paints, Coatings and Inks
- Personal care and Cosmetics
- Surfactants
- Textile chemicals
- Water treatment chemicals.

### Outlook

The global demand for the speciality chemicals market is expected to grow at a Compounded Annual Growth Rate (CAGR) of 5.42% from year 2016 to year 2021. The Asia-Pacific region has become the world's largest market for speciality chemicals in value terms, closely followed by North America. With rising trade liberalisation, spread of process technology, lowering of economic barriers, rapidly growing Asian economy and rising standards of living, the manufacturing centre of the global speciality chemicals industry has been shifting towards Asia, where labour costs remain relatively low and economic growth is high.

There is also increasing focus on innovation, sustainability and competitiveness. Leading speciality chemicals businesses are clearly engaging in sustainability and green chemistry, such as improved raw material supply and reduced carbon footprint. There is a need to include sustainability as a part of our key messages to their stakeholders, be market leaders and use sustainability to differentiate ourselves in their product design and marketing. The world's rapid consumption and depletion of natural resources is causing sustainability to become a major driver for successful business, while innovation is seen as the engine that determines progress in the sustainability area.

#### Significant Opportunity of Growth For Indian Speciality Chemicals Markets As Per CAGR (FY 18-23)





## Indian Industry Overview

This sector is a part of the Indian chemicals sector which comprises of basic chemicals, speciality chemicals and agrochemicals. Indian speciality chemicals have end-use in industries such as textile, automotive, personal care, construction chemicals and agrochemicals, as well as application-driven segments such as surfactants, paints, coatings and colourants. This segment began registering double-digit growth figures starting from FY 2012-13 supported by subdued oil prices and a strong domestic and export demand. Also, India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale.

### Growth Drivers For Indian Market

- Increasing governmental focus on affordable housing, agriculture and expenditure on infrastructure development is spurring demand for performance-enhancing speciality chemicals.
- Low per capita consumption of chemicals in India indicates a latent demand potential of these products in the Indian market. Rapidly developing economy and rising incomes are expected to act as major growth drivers for this market.
- Implementation of strict environmental norms in China has muted the growth of the Chinese speciality chemicals industry and acted as a growth driver for the Indian market.
- Gradually rising domestic demand, along with steady feedstock availability at low prices and ability to comply with regulatory norms is expected to strengthen the operating profile of the sector.
- Low cost of manufacturing operations and skilled labour, along with the emergence of established players, bodes well for the sector.
- Improvement in the product mix, ease of exports, rapid investment in capacities and acceleration of investments in R&D are also providing a boost to the speciality chemicals sector in the nation.
- Under the Make in India programme, the Government of India has released a Draft National Chemical Policy, aimed at increasing the share of chemicals sector in the country's GDP and increasing competitiveness in the sector. Some of the measures include setting up of 'Speciality Chemicals Forum' to frame relevant consumer standards, approved upto 100 per cent FDI in the sector, reducing the list of reserved chemical items for production in the small scale sector, thereby assisting greater investments in technology upgradation and modernization, etc.
- Modern methods and enhanced targets for Agricultural sector.

## Indian Economy Overview

After the declaration of pandemic (COVID-19) by the World Health Organisation (WHO) in December, 2019 and the spread of the deadly virus in more than 190 countries and amongst 23 million people across the globe, the global economy has been declining and is expected to decline by 3% around the world.

As per IMF, this decline has been recorded to be the worst after the Great Depression in the year 1930 and it is been anticipated that world economy would struggle from the adverse effects for at least few months.

The pandemic has been taking a toll on human lives, global and Indian economy and chemical industry is no exception. The unprecedented rise in infections led to nationwide lockdowns, which has affected the country both economically and socially. Impact of the lockdown on the Indian chemical industry has been complex and vast across diverse segments that constitute the chemical industry value chain. Several activities across the chain have been the most hit. Acute shortage of labour, reverse migration, non supply of the raw materials, transportation & logistics and exports were some of the unforeseen challenges that the stakeholders across the value chain witnessed.

Your Company being a producer of specialty chemicals and polymers compounds faced various challenges during the lockdown and had to close down its manufacturing units resulting into a decline in both its turnover and profits. The Company in order to cater to needs of its stakeholders has gradually been opening all the shut manufacturing units to ensure stability in the performance of the organisation to slowly overcome that impact caused by the pandemic.

For the first quarter ended 30<sup>th</sup> June, 2020, the Company reported losses amounting to Rs. 5.28 crore. Also it is expected that the second quarter may witness product shortages. However, the industry is optimistic that conditions would

improve by the end of 3<sup>rd</sup> quarter and it will stabilise to cater to its the demands of its stakeholders.

Currently there is uncertainty on pace of recovery, but Management is making best efforts to keep organization fully energized during the period and ready to bounce back on the next opportunity.

### Company Overview

Established in the year 1984, we are a leading manufacturer of specialty additives and polymer compounds in India.

We derive our competitive edge from our innovative products with real-world applications. We are passionate about addressing customer requirements and offering eco-friendly and technologically superior products to the world. Our incremental innovation engine improvises on both technology and processes to help us produce a product-solution mix which offers a higher value offering to our customers across industries.

As an integrated, multi-specialty product solutions company, we produce a wide variety of superior quality, eco-friendly rubber-plastic compounds and additives. Our rubber-plastic compounds and additives are process critical and value enabling ingredients used to manufacture a varied cross-section of high-performance, environment-neutral and safety-critical products.

### Business Segments

Our business is divided into two major segments which include Specialty Additives and Specialty Polymer Compounds.

#### Specialty Additives

We offer an extensive range of food grade toxin-free, high-performance and niche additives for use in a variety of manufacturing applications. We are committed to provide tailor-made solutions for specialized customer needs, developing customized product grades for specific requirements.

Supported by our dedicated R&D team, we are also committed to offer a superior product for diverse end applications. Our products demonstrate reliability in our customers' production processes and deliver optimum performance to improve efficiency and profitability. In the FY 2019-20 the specialty additives contributed to 100% of the total revenue.

The following are the products that your Company manufactures as Specialty Additives:

#### Organotin Stabilizers

Your Company is the first and only Indian company with an integrated in-house facility to produce FDA-approved Organotin Mercaptan (Methyl Tin Mercaptide) PVC heat stabilisers from tin metal ingots. These stabilizers are toxin-free and used widely in rigid and flexible PVC articles. Organotin stabilisers are an eminent requirement for non-toxic and food-grade PVC articles meeting FDA compliant and high heat stability.

We are credited with establishing the first ones fully integrated state-of-the-art plant for Organotin stabilizers in India. Our in-house facility enables us to manufacture TTC (Tin Tetrachloride) - a vital raw material for Organotin stabilizers. Manufacturing Organotin stabilizers right from the tin metal stage, our products have high-efficacy and can be used in low dosages.

Your Company manufactures this product under the brand name **"TINMATE"**.

#### Salient Features of our Product

- Non-toxic, Food Grade
- Highly effective tin metal based PVC heat stabilizer
- Designed for thermally stabilizing vinyl liquid formulations
- Provides excellent early colour & colour hold
- Enables long term heat stability
- Facilitates sparkling clarity and excellent transparency
- Imparts superior processing stability
- Effective in all types of PVC
- Good compatibility with other additives

During the fiscal 2020, your Company initiated its exports in US, which is the largest market place for such specialty chemical and has recieved outstanding response due to high and consistent quality products supplied by your Company.



The products of the Company have been certified by various global agencies, US Food & Drug Administration (FDA) being one of them.

### Dimethyl Tin Dichloride

Your Company manufactures high-performance Dimethyl Tin Dichloride (DMTDC) - a raw material for producing Organotin stabilizers.

Your Company manufactures this product under its brand name **“THERMATE”**

#### Salient Features of our Product

- High-performance glass coating material
- Catalyst for esterification

During the fiscal 2020, your Company increased the manufacturing of this specialty chemical as it is one of the raw materials required for producing Organotin stabilizer, it thus gives an edge to your Company as the industry of specialty chemicals relies heavily on its raw materials, the production of this chemical strengthens the manufacturing process of your Company

### Plasticizers

Vikas Ecotech is a leading producer of Epoxidized Soyabean Oil. We use a niche technique of converting waste cooking oil to this specialty plastic additive which acts as a plasticizer and a co-stabilizer. With a commitment to sustainability and reducing environmental impact, we ensure effective and optimum utilization of resources. Our eco-friendly products provide performance benefits and a cost advantage to customers.

Our state-of-the-art manufacturing plants backed by committed customer service and innovative product development make Vikas Ecotech a reliable partner for Food Grade plasticizers.

Your Company produces this product under its brand name **“ADDFLEX”**

#### Salient Features of our Product

- Synergistic, heat & light stabilizing additive
- High oxirane content for efficiency
- Imparts flexibility
- Controls migration due to its high molecular weight
- Compliments the conventional metallic stabilizer system
- Facilitates superior processing ability and cost reduction

### Flame Retardants

Your Company is the premier supplier of Aluminium Trihydrate (ATH) – a widely used flame retardant and smoke suppressant due to its versatility and low cost. ATH provides high-performing alternatives for manufacturers seeking halogen-free flame retardant additives.

These flame retardants enable environmentally compatible protection and less aggressive smoke in all types of rubber and plastic products. Our scientists have developed and formulated a wide variety of ATH grades that are customized to client and application-specific requirements. Vikas Ecotech's products help a diverse range of global customers comply with strict fire safety regulations with a competitive costing.

### Specialty Polymer Compounds

Your Company is a leading manufacturer of specialty rubber-plastic and polymer compounds for the global market.

The ability to create custom polymer compounds with specialty additives ensures highly developed chemical characteristics. Innovative technology, extensive processing knowledge and compounding experience has led Vikas Ecotech to gain a strong market leadership in the global market.

During the fiscal 2020, your Company earned all of its total revenue from the manufacturing of the polymer compounds. The products of your Company find application across diversified segments of consumer goods manufacturing, infrastructure construction, healthcare devices and automotive component manufacturing.



Thus, the Company is expected to grow its business exponentially in upcoming future years as the demand for such products will be higher than ever, thus creating more demand for the Company.



#### **Thermoplastic Rubber (TPR) Compounds**

Vikas Ecotech manufactures a broad range of differentiated TPR compounds. Our products and lab facilities are certified by SATRA, a leading technical authority for footwear and leather, setting standards for quality control.

Our range of products offers the key properties of elite quality rubber compounds with the easy processability of plastics. Such products are used in niche applications like orthopaedic footwear soles; ultra-fine cleaning bristles for micro-sized dusting brushes, sports goods etc. along with the conventional applications like footwear and other consumer goods.

Your Company manufactures this product under its brand name **“VEEPRENE”**



#### **Thermoplastic Elastomer (TPE) Compounds**

TPE compound comprises of hybrid properties of rubber and plastic and have excellent synergetic qualities. These compound find applications in a wide range of product manufacturing such as healthcare devices, auto component, industrial and household devices etc.

Your Company manufactures this product under its brand name **“VEEPRENE”**



#### **Ethylene Vinyl Acetate (EVA) Compounds**

Your Company's EVA compounds are widely used in injection and compression moulding of cross-linked foams. They are suitable for producing high quality footwear, midsoles, insoles, outsoles, sheets etc.

Your Company produces this product under its brand name **“VIKOLENE”**.

### **Tapping Into New Business Ventures**

Your Company after achieving success in the area of manufacturing of Chemicals i.e. the Specialty Additives and Polymer compounds is now planning to venture and tap into Pharmaceutical, API and Chemical industries.

Your Company takes pride in informing you that it has already formulated a Committee and has reached to a decision of making an investment worth Rs. 75 Crore for expansion of business and to evaluate identified business proposals and their integration with the company's capabilities and long term objectives.

### **Size of Pharmaceutical Industry in India**

India is the largest provider of generic drugs globally. Indian pharmaceutical sector supplies over 50 per cent of global demand for various vaccines, 40 per cent of generic demand in the US and 25 per cent of all medicine in the UK. It enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights.

Indian pharmaceutical sector is expected to grow to US\$ 100 billion, while medical device market is expected to grow US\$ 25 billion by 2025. Pharmaceuticals export from India stood at US\$ 20.70 billion in FY20. Pharmaceutical export include bulk drugs, intermediates, drug formulations, biologicals, Ayush and herbal products and surgical. India's domestic pharmaceutical market turnover reached Rs 1.4 lakh crore (US\$ 20.03 billion) in 2019, up 9.8 per cent y-o-y from Rs 129,015 crore (US\$ 18.12 billion) in 2018.

### **Government to promote Pharmaceutical Industry**

The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies.

- India plans to set up a nearly Rs 1 lakh crore (US\$ 1.3 billion) fund to provide boost to companies to manufacture pharmaceutical ingredients domestically by 2023.
- In November 2019, the Cabinet approved extension/renewal of extant Pharmaceuticals Purchase Policy (PPP)

with the same terms and conditions while adding one additional product namely, Alcoholic Hand Disinfectant (AHD) to the existing list of 103 medicines till the final closure/strategic disinvestment of Pharma CPSUs.

- Under Budget 2020-21, Rs 65,012 crore (US\$ 9.30 billion) has been allocated to the Ministry of Health and Family Welfare is. The Government has allocated Rs 34,115 crore (US\$ 4.88 billion) towards the National Health Mission under which rural and urban people will get benefited.
- Rs 6,400 crore (US\$ 915.72 million) has been allocated to health insurance scheme Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB-PMJAY).
- As per Economic Survey 2019-20, Government expenditure (as a percentage of GDP) increased to 1.6 per cent in FY20 from 1.2 per cent in FY15 on health.
- The National Health Protection Scheme is the largest Government funded healthcare programme in the world, which is expected to benefit 100 million poor families in the country by providing a cover of up to Rs 5 lakh (US\$ 7,723.2) per family per year for secondary and tertiary care hospitalization. The programme was announced in Union Budget 2018-19.
- The Government of India is planning to set up an electronic platform to regulate online pharmacies under a new policy to stop any misuse due to easy availability.
- Government of India unveiled 'Pharma Vision 2020' to make India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investment.

### Emphasis on Pharma Exports

The pandemic, COVID-19 has shifted the focus of countries to work towards research and development of the pharmaceutical sector and cater to world at large through its extensive technology and innovation. Your Company aims to enter the pharmaceutical sector as it is growing rapidly and requires contribution from the eminent manufacturing companies, thus the Company is all set to enter into this sector and is in the advance stages to enter into this arena by forming strategic alliances and entering into MOU's with established players in this industry.

Your Company aims at reducing the imports of pharmaceutical products and is mainly focused to become leading exporter in the said Industry.

The Indian pharmaceuticals market is the third largest in terms of volume and the 13th largest in terms of value. A large raw material base and the availability of skilled workforce gives the industry a definite competitive advantage. The Indian pharmaceutical industry is expected to grow at a compound annual growth rate (CAGR) of 22.4 per cent to touch US\$ 55 billion by 2020.

### Exports and Advantages In India

- Pharmaceuticals\* export from India stood at US\$ 20.70 billion in 2019-20.
- India is expected to rank among the top three pharmaceutical markets in terms of incremental growth by 2020.
- India is the largest supplier of generic medicines globally (20 to 22 per cent of the global export volume)
- India has one of the lowest manufacturing costs in the world. It is lower than that of USA and almost half of Europe.

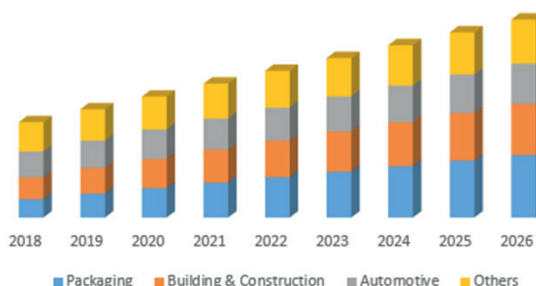
Your Company is planning to venture into producing the Masterbatches for Rubber and Polymer compounds. A master batch provides a convenient way of handling small amounts of critical ingredients, like specialized additives in higher concentrations than those occurring in a normal mixture for subsequent dilution with the remainder of the ingredients.

The Global Masterbatch Market is projected to reach around **USD 13,839.3 Million** by the of 2025.. The demand for masterbatch is continuously growing across the globe on account of increasing demand for the advanced, high-performance materials from the major end-use industries, namely automotive, aerospace, packaging, and consumer goods, among others. Additive masterbatches offer remarkable opportunities to improve the performance of plastic products. Filler masterbatches provide cost reduction and also depending on the design of the type of filler Masterbatch, offer better properties such as stiffness, anti-fibrillation, etc.

Indian masterbatch market is forecast to grow at a CAGR of over 11% during 2016-2025, on the back of growing demand from packaging and automotive industries in the country. Further, expanding real estate sector has generated large demand for wiring and cable applications across commercial set ups and this is in turn fueling demand for masterbatch in India.



India Master batch Market, By End-Use



The masterbatch market in India in addition to its growth figure is also being promoted by the government through launch of various government schemes such as ‘Smart City Plan’ and ‘Make in India’ campaigns. Packaging industry is anticipated to continue dominating India masterbatch market, on account of increasing preference for flexible packaging in the country.

### Opportunities

Your Company is creating a salient position in the market because of its capability to produce the products which cater to a number of sectors and industries.

The Company is working diligently to capitalize opportunities such as:

- Significant opportunity for exports arising from geographic de-risking
- Structural drivers in place for a robust domestic demand growth
- Significant opportunities to ramp up capacities due to high product demand
- Upcoming R&D plant focused on the manufacture of high value and niche speciality chemicals

Your Company is capable of capitalizing on various opportunities through its strengths that the Company has developed over a long period of time.

- Significant opportunity for exports arising from geographic de-risking
- Structural drivers in place for a robust domestic demand growth
- Significant opportunities to ramp up capacities due to high product demand
- Upcoming R&D plant focused on the manufacture of high value and niche speciality chemicals
- Strategic location of manufacturing units with easy access to raw materials and utilities
- Diversified business model
- State-of-the-art R&D capabilities with focus on innovations and yield improvements

### Challenges for Chemical sector in India

- Macro factors may expose various risks impacting the growth
- Global nature of operations exposes the business to losses due to unfavourable currency movements
- Matching the stringent regulatory restrictions could be a factor putting some challenge to growth
- Presence of competition from China could limit market growth

In upcoming future, your Company will be dedicated to harness the full potential of its strengths, overcome the weaknesses of the industry, exploit the opportunities to the maximum and reap benefits from the same and to manage the threats from competitors and other factors.

In upcoming future, your Company will be dedicated to harness the full potential of its strengths, overcome the weaknesses of the industry, exploit the opportunities to the maximum and reap benefits from the same and to manage the threats from competitors and other factors.





## End use of our products & markets captured



### Agriculture



- Technology driven solution
- Sustainable environment



### Automotive & Allied



- Provides custom formulations
- Caters to aftermarket accessory



### Food Packaging



- Leading provider of FDA approved additives
- Ensures safety in food contact applications



### Footwear



- Specialty plastic compounder for footwear industry
- Used in boots and others



### Healthcare & Pharma



- Supplier for safety-critical medical products, devices & packages



### Infrastructure



- Supplies toxin-free flame retardant additives



### Plastics & Polymers



- Additives and compound
- Supplier to plastic industry



### Wires & Cables



- Imparts halogen free flame retardant in end products



### Other Industries



- Creation of custom compound for various industries

## Impact of COVID-19

Apart from the human toll, the coronavirus pandemic is also affecting the global economy and the chemical industry is no exception. Global chemical production witnessed a decline of nearly 3% in March. The reasons behind this reduction are raw material and labour shortages as well as government-mandated plant shutdowns. Among the different categories in the chemical industry, the specialty chemicals sector observed disruptions and production declines since February 2020. The most severe effects were felt in March, when global specialty chemicals production fell by more than 6%.



## Uneven Demand Across Segments

Specialty chemicals have myriad uses across a broad range of industries, such as polymers and plastics, adhesives, paints and coatings, lubricants, cleaning materials and many more. Any disruption in this industry has a cascading effect on various other sectors that are dependent on specialty chemicals. Uneven demand has been observed for specialty chemicals across different segments since the outbreak. While demand for specialty chemicals in the paints and coatings industry has gone down drastically, its requirement in the manufacture of pharmaceuticals, cleaning agents, detergents, flavours and fragrances, and plastics has either gone up or remained stable. The paints and coatings industry was hit severely as its two major end-use sectors, construction and automotive, have witnessed a significant slump in demand.

## The Impact on Specialty Chemicals Manufacturers

Despite the disruptive 4<sup>th</sup> quarter, it is further expected for the speciality chemical industry, most of the impact will be felt by the specialty chemical manufacturers in Q1 of 2021 rather than in Q4 of 2020. Specialty chemical manufacturers are most likely to fulfil their existing order commitments by the end of 2020, once factories reopen and supply chains become more fluid. The time taken and extent of the recovery will depend on how early lockdowns are lifted in various parts of the world and how fast the world can recover from the pandemic.

## The Impact on the Company

The Company's manufacturing facilities remained closed from March 22, 2020, due to lockdown. The Company after obtaining necessary approvals from regulators and authorities resumed few of its operations at its plant situated at G-24 to 30, F-7, F-8, Vigyan Nagar, RIICO Industrial Area, Shahjahanpur, Alwar, Rajasthan – 301706 w.e.f. April 11, 2020, however, the Company has been struggling to grab the pace in terms of its operations and performance post the opening of operational plants.

In view of prevailing CoVID-19 situation the Company's revenue for 1st quarter of FY 2020-21 has got impacted, therefore, now the management is under process of revising its budgets and estimations. As the business situation is very dynamic, the Company is closely monitoring it and hope the same could normalize by the end of 3rd quarter. In view of lock down previously imposed, the profitability during 1st quarter (April to June) has got adversely impacted, as crashing of raw material price lead to inventory loss, the labour was not available for processing and the demand from the customers was negligible and the exports were NIL during the initial stage of resuming the work at factory. However, the management is of the view that business situation would normalise by the end of the 3rd quarter of the current fiscal.

The Company has been trying to take utmost care of its staff and work force like sanitization of premises, social distancing, mandatory mask wearing, thermal check at the gate, maintaining proper hygiene etc. Supply chain including logistics is being monitored to ensure availability and dispatch of stocks. We have taken cash flow, capital expenditure and overhead control measures to smoothly manage our operations.

## Financial Performance

The financials of the Company are as on 31st March, 2020 in comparison with the figures at 31<sup>st</sup> March, 2019 and the key financial indicators are discussed as under:

### Net Worth

The Company's net worth viz. paid up share capital, general reserves and retained earnings stood at Rs. 142.99 Crore in comparison with previous year figure being 141.90 Crore, thus showing a marginal increase in the retained earnings of the Company. Details of the same are provided in notes to financial statements.

### Borrowings

The Company's total borrowings aggregated to Rs. 144.13 Crore comprising of non-current borrowings of Rs. 44.4 Crore and current borrowings of Rs. 139.69 Crore in comparison to the previous year figures being 155.28 Crore. The Company has thus reduced its financial liabilities depicting a healthier debt equity ratio for the year ended 31<sup>st</sup> March, 2020.

The details of borrowings is with notes to financial statements. The debt - equity ratio of the Company as on 31st March, 2020 was 1.008:1 as compared to 1.09:1 in previous year.



### Trade Receivables & Trade Payables

Trade receivables at the end of financial year was 108.02 Crore as compared to Rs. 164.89 Crore last year and trade payables aggregated to Rs. 25.64 Crore as compared to Rs. 60.31 Crore in the previous year, as further detailed in notes to financial statements.

### Current Assets & Current Liabilities

The Current Assets of the Company stood at Rs. 294.51 Crore as compared to Rs. 332.52 Crore in the previous year whereas the current liabilities aggregated to Rs. 197.42 Crore as compared to Rs. 224.16 Crore in the previous year. The Current Ratio of the Company as at 31<sup>st</sup> March, 2020 was 1.49:1 as compared to 1.48:1, thus indicating a stronger current ratio during the period under review.

### Earnings per Share

The basic and diluted Earnings per Share (EPS) as at the end of financial year was 0.04.

### Research And Development

Vikas Ecotech Limited is in the domain of producing chemical industry, as vast as the chemical industry is spreaded, the greater is the need to continuously work on the Research and Development aspect of the sector. The Company is well aware of the only improvisation and the product quality is the vital for the growth and sustainability of the Company.

R&D is one of the driving forces for expansion in the company. Research and development is one of our key strengths and is integral to our growth. We continue to build on our capabilities and competencies in the field of chemistry. Our in-depth expertise in process research, process development and analytical references enables us to provide integrated solutions to our global customers.

### Environmental Health and Safety

Chemicals have become an indispensable part of human life, sustaining activities and development, preventing and controlling many diseases, and increasing agricultural productivity. Despite their benefits, chemicals may, especially when misused, cause adverse effects on human health and environmental integrity. Widespread application of chemicals throughout the world increases the potential of adverse effects.

Growth of chemical industries, both in developing and in developed countries, is predicted to increase. In this context, it is recognized that the assessment and management of risks from exposure to chemicals is among the highest priorities in pursuing the principles of sustainable development.

### Risks, Concerns, Internal Control Systems and their Adequacy

The major risk that concerns the Company is its business risk. The Company is subjected to a high business risk in terms of its high dependability on other Industries for demand of its products carrying the nature of raw materials.

Periodic checks are carried out on all systems and processes as part of internal audit. The Audit Committee and Board also periodically reviews adequacy of Company's checks and controls for risk management. The Board has developed a Risk Management Policy which identifies elements of business & other risks involved and constantly works towards curbing the same. Adequacy of internal financial controls with reference to the Financial Statements is also assessed and reviewed periodically.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The Statutory Auditors also evaluate the efficacy and adequacy of internal control systems including controls with respect to the financial statements, its compliance with operating systems, accounting procedures and policies in the Company. Corrective actions are undertaken basis findings of audits.

### Human Resources

The Company places utmost importance on maintaining cordial employer-employee relations as Human Resource Capital is the most valuable asset for any organisation. A reward system has been developed by the Company to compensate efforts of all its employees adequately and recognize their contribution towards its growth. A remuneration policy has also been developed and adopted by the Company which provides for appointment and remuneration of Directors, Key Managerial Personnel and Senior Management. Key features of the policy are discussed as part of Board's Report and



the policy is also available at website of the Company [www.vikasecotech.com](http://www.vikasecotech.com).

**Disclaimer**

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax, corporate and other applicable laws together with the other incidental factors.



## CORPORATE GOVERNANCE REPORT

### 1) A brief statement on the company's philosophy on code of governance:-

Guided by our core values; Responsibility, Integrity, Innovation and customer delight, your Company governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities.

Efficient corporate governance requires a clear understanding of the respective roles of the Board of Directors ("Board") and of senior management and their relationships with others in the corporate structure.

The Company believes that the governance practices must ensure adherence and enforcement of the sound principles of Corporate Governance with the objectives of fairness, transparency, professionalism, trusteeship and accountability, while facilitating effective management of the businesses and efficiency in operations. The Board is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis.

### 2) BOARD OF DIRECTORS

As on 31<sup>st</sup> March, 2020, the Board comprised of Three Executive Directors and Five Non-Executive Directors. The executive Directors included the Managing Director, two whole-time Directors. Four of the five Non-Executive Directors were Independent Directors including one woman Director. As on date of this report, your Board comprised of Seven Directors of whom two are executive, one is non-executive and four are Independent Directors including one women Director and Chairman of the Company.

During the period under review ended Your Company has also appointed Chief Executive Officer, Chief Financial Officer and Company Secretary cum Compliance Officer on the Board.

Your Company has a well-diversified Board, all the Independent Directors satisfy the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations. Detailed disclosures pertaining to Independence of Directors and changes in Board structure during the year are provided under Board's Report. The profiles of all Directors are available on Company's website at [www.vikasecotech.com](http://www.vikasecotech.com).

#### a) Appointment of Directors

As per the provisions of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two terms of consecutive five years each and shall not be liable to retire by rotation.

Your Board has adopted the provisions with respect to appointment and tenure of Independent Directors is consistent with the requirements of the Companies Act, 2013 and the Listing Regulations. At the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The template of the letter of appointment is available on Company's website at [www.vikasecotech.com](http://www.vikasecotech.com).

Composition of the Board as on 31<sup>st</sup> March, 2020

| Category of Directors                    | No of Directors | Percentage to total no of Directors |
|--|-----------------|-------------------------------------|
| Executive Directors                      | 3               | 37.5%                               |
| Non-Executive Independent Directors      | 4               | 50%                                 |
| Non-Executive Non- Independent Directors | 1               | 12.5%                               |
| Total No of directors                    | 8               | 100                                 |

The composition of the Board of the Company is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Section 149 of the Companies Act, 2013 ("the Act"). As on March 31, 2020, the Board of Directors comprises of 8 (eight)

directors of which 3 (three) are executive, 1 (One) non-executive and 4 (four) are independent including Chairman. There are 3 (three) women directors, of which, 2 (two) are independent. The composition of the Board is an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities effectively and provide leadership to the business.

The Board duly met 5 (five) times during the year on May 30, 2019, June 28, 2019, August 14, 2019, November 14, 2019 and February 13, 2020 and the maximum interval between any two meetings did not exceed 120 days.

The number of Directorship(s)/Committee Membership(s)/Chairmanship(s) of all Directors are within respective limits prescribed under the SEBI Listing Regulations and the Act.

As on March 31, 2020, the details are as follows:

| Name of Directors*                | Designation Category                               | Attendance Particulars |          | No. of other directorships and Committee memberships/chairmanships** |                       |                         | Directorship in other listed entities | No. of Shares held by directors |
|-----------------------------------|--|------------------------|----------|--|-----------------------|-------------------------|---------------------------------------|---------------------------------|
|                                   |  | Board Meeting          | Last AGM | Other Director-ships   | Committee Memberships | Committee Chairmanships |                                       |                                 |
| Vikas Garg <sup>4</sup>           | Managing Director                                  | 3                      | Yes      | 3  | 2                     | Nil                     | 1                                     | 2,78,44,711                     |
| Vivek Garg <sup>1</sup>           | Non-Executive-Non Independent Director             | 5                      | Yes      | 7  | 3                     | Nil                     | 1                                     | 10,71,550                       |
| Gyan Prakash Govil                | Non-Executive-Independent Director and Chairperson | 3                      | No       | 0  | 4                     | 1                       | 0                                     | Nil                             |
| Ravi Kumar Gupta                  | Non-Executive - Independent Director               | 5                      | Yes      | 0  | 3                     | 1                       | 0                                     | Nil                             |
| Vibha Mahajan                     | Non-Executive - Independent Director               | 2                      | No       | 1  | 0                     | Nil                     | 0                                     | Nil                             |
| Reena Sharma <sup>2</sup>         | Non-Executive - Independent Director               | 1                      | NA       | 0  | 0                     | Nil                     | 0                                     | Nil                             |
| Suresh Kumar Dhingra <sup>3</sup> | Executive Director                                 | 1                      | NA       | 0  | 0                     | Nil                     | 0                                     | Nil                             |

1. Re-designated from Whole time Director to Non-Executive Director of the Company w.e.f. 28th June, 2019.
2. Appointed as additional Independent Director w.e.f. 14th November, 2019.
3. Appointed as Additional Whole Time Director w.e.f. 13th February, 2020
4. Re-designated to Non-Executive Director w.e.f. 28th June, 2019

\*There is no Inter-se relationship of any directors except for Mr. Vikas Garg, Managing Director and Mr. Vivek Garg, Non-Executive Director being brothers, they are also Promoter Directors.

\*\* Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 and only two Committees, namely, Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS**

The Board of Directors have identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:



|                         |   |
|-------------------------|---|
| Business                | Understanding of business dynamics across various geographical markets, industry verticals and regulatory jurisdictions.  |
| Strategy and Planning   | Ability to strategize and plan for achievement of goals of the Company and implementation of the same.  |
| Leadership & Management | Leadership experience, understanding of organization, its systems and processes and ability to lead and direct functions of the Company Management of men, machine and money including the risk involved.                       |
| Governance & Compliance | Insight of governance practices, serving the best interests of all stakeholders, accountability, building long term effective stakeholder engagements and driving corporate ethics and values.                                  |
| Financial acumen        | Understanding of financial data and ability to analysis and interpret figures, knowledge of finance as a function of organisation, ability to take decisions regarding procurement and usage of funds in most effective manner. |

## BOARD PROCEDURE

### Information Flow to the Board Members

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual Strategic Plan and Operating Plans of our business to the Board for their review, inputs and approval. Likewise, our quarterly financial results and annual financial results are first presented to the Audit Committee and subsequently to the Board of Directors for their approval. In addition, specific cases of acquisitions, important managerial decisions, material positive/negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board for their approval.

As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparation of agenda and documents for the Board meeting.

The Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

## BOARD COMMITTEES

Our Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

During the financial year, the Board has accepted the recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered. There were four sub-committees of the Board as at 31<sup>st</sup> March, 2020.

In compliance with the requirements of Regulation 25 of the Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on December 6, 2019 to review performance of the Chairman, Managing Director and other Non-Independent Directors, evaluate performance of the Board and review flow of information between the management and the Board.

### 1) AUDIT COMMITTEE

#### Composition, Name of Members and Chairperson:

The Audit Committee comprises 3 (Three) Directors, out of which 2 (Two) are Non-Executive Independent Directors and 1(One) being Non-executive Non-Independent Director as its members. All members are



financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Statutory Auditors and Internal Auditors of the Company attend the Meetings of the Audit Committee on invitation of the Chairman of the Committee.

The Audit Committee met four times during the financial year 2019-20 on May 30, 2019, August 14, 2019, November 14, 2019 and February 13, 2020. The constitution of Committee as on 31<sup>st</sup> March, 2020 and details of attendance of members is asunder:

| Name of Member         | Category                               | Designation | Meetings Held | Meetings Attended |
|------------------------|--|-------------|---------------|-------------------|
| Mr. Ravi Kumar Gupta   | Non-Executive Independent Director     | Chairman    | 4             | 3                 |
| Mr. Gyan Prakash Govil | Non-Executive Independent Director     | Member      | 3             | 2                 |
| Mr. Vivek Garg         | Non-Executive Non-Independent Director | Member      | 4             | 2                 |

**The role of the Audit Committee shall include the following:**

The Audit Committee of the Board, reviews, acts on and reports to our Board with respect to various auditing and accounting matters. The primary responsibilities of the Committee, inter alia, are:

- Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders.
- Compliance with legal and statutory requirements.
- Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors.
- Performance of the Company's internal audit function, independent auditors and accounting practices.
- Review of related party transactions and functioning of whistle blower mechanism; and
- Evaluation of internal financial controls and risk management systems and policies.

The Chairman of the Audit Committee was present at the Annual General Meeting held on September 30, 2019. All members of the Audit Committee are Independent Directors and financially literate. Statutory Auditors as well as Internal Auditors are invited and attend meetings of the Audit Committee and periodic presentations are also made to the Audit Committee on various issues.

## 2) NOMINATION AND REMUNERATION COMMITTEE

**Composition, Name of Members and Chairperson:**

The Nomination and Remuneration Committee comprises 3 (Three) Directors out of which 2 (Two) are Non-Executive Independent Directors including the Chairman and 1 (One) being Non-Executive Non-Independent Director. The Company Secretary of the Company acts as Secretary to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee met three times during the financial year 2019-20 on June 28, 2019, August 14, 2019 and November 14, 2019. The constitution of Committee as on 31<sup>st</sup> March, 2020 and details of attendance of members is as under:

| Name of Member         | Category                           | Designation | Meetings Held | Meetings Attended |
|------------------------|------------------------------------|-------------|---------------|-------------------|
| Mr. Ravi Kumar Gupta   | Non-Executive Independent Director | Chairman    | 3             | 2                 |
| Mr. Gyan Prakash Govil | Non-Executive Independent Director | Member      | 2             | 2                 |





|                |  |        |   |   |
|----------------|--|--------|---|---|
| Mr. Vivek Garg | Non-Executive<br>Non-Independent<br>Director | Member | 3 | 2 |
|----------------|--|--------|---|---|

#### Brief description of terms of reference:

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the Shareholders, the Company's policy governing remuneration payable to the Directors, Key Managerial Personnel and Senior Management Officials as well as their nomination and appointment. The terms of reference of the Nomination and Remuneration Committee are as per the governing provisions of the Companies Act, 2013 (Section 178) and The Listing Regulations.

#### Policy for Selection and Appointment of Directors and their Remuneration

Nomination and Remuneration Committee has adopted a policy which, inter alia, deals with the manner of selection of Board of Directors and payment of their remuneration.

The Committee considers, inter alia, the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Independent Director:

- Qualification, expertise and experience in their respective fields such as Information Technology Business, Scientific Research & Development, International Markets, Leadership, Financial Analysis, Risk Management and Strategic Planning, etc.
- Personal characteristics which align with the Company's values, such as integrity, accountability, financial literacy, high performance standards, etc.
- Diversity of thought, experience, knowledge, perspective and gender in the Board.

In case of appointment of Independent Directors, the Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively. The Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

#### Familiarization Programme and Training for Independent Directors

At the time of appointment, the Company conducts familiarization programmes for an Independent Director through meetings with key officials including Chairman, Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and other senior business leaders. During these meetings, presentations are made on the roles and responsibilities, duties and obligations of the Board members, Company's business and strategy, financial reporting, governance and compliances and other related matters. Details regarding familiarization programme of Independent Directors is available on our website at [www.vikasecotech.com](http://www.vikasecotech.com).

The Independent Directors are given comprehensive presentations on various aspects such as business models, new strategic initiatives, risk minimization procedures, recent trends in technology, changes in domestic/overseas industry scenario, and regulatory regime affecting the Company globally by the business heads and functional heads.

#### Criteria of Making Payments to Non-Executive Directors

The Non Executive Directors are entitled to receive remuneration only by way of sitting fees for participation in the Board/Committee meetings within the overall limits prescribed under the Companies Act, 2013 and reimbursement of expenses for participation in Board/Committee meetings. Independent Directors are not entitled to participate in the stock option schemes of the Company.

No other form of remuneration is paid to Non-Executive Directors either by way of commission or otherwise.

### Performance evaluation criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire Board with respect to various factors like personal traits which include business understanding, communicate skills, ability to exercise objective judgement in the best interests of the Company and on specific criteria which include commitment, guidance to Management, deployment of knowledge and expertise, management of relationship with various stakeholders, independence of behaviour and judgment, maintenance of confidentiality and contribution to corporate governance practices within the Company.

### Details of Remuneration to Directors

Details of remuneration paid to the Directors and stock options granted during the financial year 2019-20 are given below.

| Name of Directors                 | Designation             | Amount    |
|-----------------------------------|-------------------------|-----------|
| Vikas Garg                        | Managing Director       | 11,75,000 |
| Suresh Kumar Dhingra <sup>1</sup> | Director                | 52,069    |
| Ashutosh Kumar Verma <sup>2</sup> | Director and CEO        | 1,95,184  |
| Devender Kumar Garg <sup>3</sup>  | Whole Time Director     | 12,48,969 |
| Dinesh Bhardwaj <sup>4</sup>      | Chief Executive Officer | 5,08,750  |

1. Appointed as Whole-Time Director on the Board w.e.f February 13, 2020
2. Resigned from the post of Whole-Time Director and Chief Executive Officer w.e.f June 28, 2019
3. Resigned from the post of Whole-Time Director of the Company w.e.f January 10, 2020.
4. Appointed as the Chief Executive Officer w.e.f. June 28, 2019

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationship or transactions with the Company or its Directors and Senior Management other than in the normal course of business.

## 3) STAKEHOLDERS' RELATIONSHIP COMMITTEE

### Composition of the Committee:

The Stakeholders Relationship Committee comprises 3 (Three) members of which, the Chairman being Non-Executive and Independent. The Company Secretary of the Company acts as Secretary to the Stakeholders Relationship Committee.

The Stakeholders Relationship Committee met once during the financial year 2019-20 on December 12, 2019. The constitution of Committee as on 31<sup>st</sup> March, 2020 and details of attendance of members is as under:

| Name of Member         | Category                               | Designation | Meetings Held | Meetings Attended |
|------------------------|--|-------------|---------------|-------------------|
| Mr. Gyan Prakash Govil | Non-Executive Independent Director     | Chairman    | 1             | 1                 |
| Mr. Vikas Garg         | Executive Director                     | Member      | 1             | 1                 |
| Mr. Vivek Garg         | Non-Executive Non-Independent Director | Member      | 1             | 1                 |

The Stakeholders relationship Committee carries out the role in compliance with Section 178 of the Companies Act, 2013 and the Listing Regulations. The Committee is responsible for resolving investors' complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints etc.

### a) Name and designation of Compliance Officer:

Ms. Preeti Rai resigned from the office of Company Secretary and Compliance Officer w.e.f 3<sup>rd</sup> August, 2019. Thereafter, Ms. Pooja Vanjani was appointed as the Company Secretary and Compliance officer on 19<sup>th</sup>

August, 2019 who later resigned w.e.f 01<sup>st</sup> June, 2020.

Subsequent to the closure of the financial year ended 31<sup>st</sup> March 2020, your Board considered and approved the appointment of Mr. Prashant Sajwani as the Compliance Officer and the Company Secretary of the Company w.e.f 01<sup>st</sup> June, 2020 and 31<sup>st</sup> July, 2020 respectively.

**b) Status of shareholders' complaints:**

During the year under review, only 1 (One) concern, was received by the Company and it was resolved to the satisfaction of the person concerned. The complaints / grievances of the shareholders were resolved within a maximum 30 days' time.

**c) Number of Investor Complaints remaining unresolved or not solved to the satisfaction of shareholders:**

None, all complaints were resolved to the satisfaction of shareholders.

**d) Number of pending complaints:**

As at 31<sup>st</sup> March, 2020 no concern or complaint was left unresolved. The Board of Directors had CSR Committee, an Executive Committee, Compensation Committee and Equity Warrant Committee as on 31<sup>st</sup> March, 2020. There were no meetings conducted for Equity Warrants Committee and Compensation Committee of the Board during the year. Composition of these committees is provided under Corporate Information Section of this Annual Report. Brief details of the role, terms of reference, composition and number of meetings held for other two Committees are as under:

**4) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee was formed pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

Annual report on CSR activities undertaken by the Company and amount spent during the year 2019-20 is forming part of Board's Report and uploaded on the website of the Company. The Corporate Social Responsibility Policy of the Company is available on the website of the Company under 'Company Policies' in the 'Corporate Governance' section.

The Corporate Social Responsibility Committee as on 31<sup>st</sup> March, 2020 comprises of 3 (Three) members out of which 2 (Two) are Non-Executive and Independent including the Chairman. The Company Secretary of the Company acts as Secretary to the Corporate Social Responsibility Committee.

One meeting of the Committee was held during the year on August 14, 2019, the Composition of Corporate Social Responsibility Committee as on 31<sup>st</sup> March, 2020 and details of attendance of members is given below:

| Name of Member         | Category                           | Designation | Meetings Held | Meetings Attended |
|------------------------|------------------------------------|-------------|---------------|-------------------|
| Mr. Ravi Kumar Gupta   | Non-Executive Independent Director | Chairman    | 1             | 1                 |
| Mr. Gyan Prakash Govil | Non-Executive Independent Director | Member      | 1             | 1                 |
| Mr. Vikas Garg         | Executive Director                 | Member      | 1             | 1                 |

## 5) EXECUTIVE COMMITTEE

The role of the Executive Committee is to expeditiously decide business matters of routine nature and implementation of strategic decisions of the Board. The Committee functions within the approved framework and directions of the Board. The Committee also performs other activities as per the terms of reference approved by the Board.

The Committee comprises 2 (Two) Executive Directors and 1(One) Non-Executive director. The Company Secretary of the Company acts as Secretary to the Executive Committee. The Composition of Executive Committee as on 31<sup>st</sup> March, 2020, is given below:

| Name of Member           | Designation | Meetings Held | Meeting Attended |
|--------------------------|-------------|---------------|------------------|
| Mr. Vikas Garg           | Chairman    | 12            | 12               |
| Mr. Suresh Kumar Dhingra | Member      | 2             | 2                |
| Mr. Vivek Garg           | Member      | 12            | 12               |

## GOVERNANCE THROUGH MANAGEMENT PROCESS

### Code of Conduct

The Board and all senior management personnel of the Company are required to abide by the Code of Conduct as laid down by the Board ensuring minimum standards of Business and ethical Conduct. This Code outlines fundamental ethical considerations as well as specific considerations that need to be maintained for professional conduct. This Code has been displayed on the Company's website at [www.vikasecotech.com](http://www.vikasecotech.com).

A declaration by the Chairman & Managing Director confirming that all the Directors and senior management personnel of the Company have affirmed compliance with Company's Code of Conduct for the financial year ended 31<sup>st</sup> March, 2020 is annexed at the end of this report.

### Code for Prevention of Insider Trading

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and code for practices and procedures for fair disclosure of unpublished price sensitive information. The said code has been made available on the Company's website at [www.vikasecotech.com](http://www.vikasecotech.com).

### Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

## DISCLOSURES

### Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the year.

The Company has complied with the requirements of the Stock Exchanges or SEBI on matters related to Capital Markets, as applicable, during the year. However there was a delay of 37 days in filling the casual vacancy in the office of one of the Independent Directors under the extant provisions of Listing Regulations against which the Company was imposed with a penalty by the Stock Exchanges vide their letter dated May2, 2019 in terms of SEBI Circular dated May 3, 2018. Although the subject delay was inadvertent on part of the Company, penalties levied by the Stock Exchanges were duly paid in full within the prescribed time.

Also there was a delay in filing the certificate from RTA pursuant to Regulation 74(5) of Securities And Exchange Board of India (Depositories And Participants) Regulations, 2018 and disclosures of Related Party Transactions pursuant to Regulation 23(9) of Securities And Exchange Board of India (Listing Regulation and Disclosure Requirements), 2015, the subject delay was inadvertent on part of the Company and was duly complied voluntarily.



Further, Mr. Sumer Chand Tayal, former Non-Executive Independent Director of the Company was penalized by Securities And Exchange Board of India for executing trades in the scrip of the Company during closure of trading window, the penalty so levied by the Board was paid in full within the prescribed time.

#### **Disclosure of Materially Significant Related Party Transactions**

Detailed disclosure on Related Party Transactions including Company's policy has been made as part of Board's Report read with Financial Statements of the Company.

#### **Whistle Blower Policy**

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel has been denied access for making disclosure or report under the Policy to the Audit Committee. Detailed disclosure on vigil mechanism of the Company has been made under Board's Report.

#### **Plant Location & Address for Correspondence**

Details of Plant locations and address of correspondence being corporate office of the Company are provided under Corporate Information section of Annual Report.

#### **Certificate on Non-Disqualification of Directors**

A certificate from Practicing Company Secretary certifying that none of the Directors on the board of the Company have been debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority forms part of the this report.

#### **Total fees for all services paid by the Company to the Statutory Auditor and all entities in the network firm/ network entity**

The total fees paid to Company's Auditors M/s. KSMC & Associates, Statutory Auditor by the Company for the as on the Financial Year 31<sup>st</sup> March, 2020 is Rs. 11,35,000.

#### **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

During the financial year ended 31<sup>st</sup> March, 2020, the Company has not received any complaint in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **CEO / CFO certification**

To comply with the Regulation 17(8) of Listing Regulations, the Chief Executive Officer and Chief Financial Officer has certified that the financial statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards. The said Certificate is also forming part of this Report.

#### **Compliance with mandatory Requirements**

Your Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. Specifically, your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations except as stated or disclosed otherwise.

A Certificate from M/s MSTR & Associates, Practicing Company Secretary confirming compliance with the conditions of the Corporate Governance as stipulated under the Listing Regulations is forming part of this Report.

#### **Compliance with Non- Mandatory Requirements**

Your Company has also complied with many non- mandatory corporate governance requirements as prescribed under the Listing Regulations details of the same are as follows:

**1. Chairman**

The Board has appointed Mr. Gyan Prakash Govil, an Independent Director as Chairman of the Company effective 14<sup>th</sup> August, 2019 and thereby having a non-executive Chairman.

**2. Separation of office of CEO and Chairman**

The Company has an Independent Director as its Chairman and has also appointed a non-Director Chief Executive Officer to manage affairs of the Company.

**3. Modified Opinion(s) in Audit Report**

There is no modified opinion(s) in the Auditors Report for the financial year 2019-20 issued by the Auditors of the Company.

**4. Reporting of Internal Auditor**

The Internal Auditor reports to the Audit Committee.

**GENERAL SHAREHOLDER INFORMATION**

|   |   |
|---|---|
| Date, Time and Venue of Shareholder's Meeting | Meeting: Annual General Meeting<br>Day & Date :Tuesday, 29 <sup>th</sup> September, 2020 Time : 11.30 A.M<br>Deemed Venue:34/1, East Punjabi Bagh, New Delhi-110026   |
| Financial Year                                | 2019-20   |
| Registered office                             | Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026<br>Tel: 011-43144444<br>Website: <a href="http://www.vikasecotech.com">www.vikasecotech.com</a>   |
| CIN   | L65999DL1984PLC019465   |
| Listing on Stock Exchanges                    | BSE Limited<br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400007 Scrip Code- 530961<br>National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai 400 051<br>Trading Symbol – VIKASECO<br>The listing fees for the financial year 2019-20 have been duly paid by the Company. |
| Scrip Code                                    | BSE (530961)<br>NSE (VIKASECO)  |
| ISIN  | INE806A01020  |
| Registrar and Share Transfer Agent            | Alankit Assignments Limited<br>4E/2, Jhandewalan Extension, New Delhi-110055<br>Tel. No. 011-42541234, 23541234<br>Email: <a href="mailto:info@alankit.com">info@alankit.com</a> , <a href="mailto:rta@alankit.com">rta@alankit.com</a> , website: <a href="http://www.alankit.com">www.alankit.com</a>                           |

**1) GENERAL BODY MEETINGS**
**a) Location and time, where last three Annual General Meetings held:**

| Financial year<br>Day and Date                                     | Time      | Venue   | Special Resolution Passed  |
|--|-----------|---|--|
| FY 16-17 (AGM)<br>Thursday,<br>28 <sup>th</sup> September,<br>2017 | 11.30 A.M | 5/2 Agarwal<br>Bhawan<br>Jaidev Park, East<br>Punjabi Bagh,<br>New Delhi-<br>110026 | Ratification and Confirmation of M/s. JSN & Co., Cost Accountants as Cost Auditor of the Company.<br>Appointment of Mr. Kapil Gupta as Independent<br>Appointment of Mr. Devender Kumar Garg as Whole Time Director<br>Amendment in lock in period with respect to resolution passed regarding Issue of 2,00,00,000 Equity shares on preferential basis. |



|  |           |  |      |
|--|-----------|--|------|
| FY 17-18 (AGM)<br>Friday,<br>28 <sup>th</sup> September,<br>2018 | 11.30 A.M | Haryana, Maitri<br>Bhawan,<br>Pitampura, New<br>Delhi-110034 | None |
| FY 18-19 (AGM)<br>Monday,<br>30 <sup>th</sup> September,<br>2019 | 11.30 A.M | Haryana Maitri<br>Bhawan,<br>Pitampura, New<br>Delhi-110034  | None |

No resolution was passed through Postal Ballot during the year.

## 2) MEANS OF COMMUNICATION

### a) Quarterly Results:

The Company publishes limited reviewed un-audited financial results on quarterly basis. In respect of the fourth quarter, the Company publishes the audited financial results for the complete financial year.

### b) Newspapers wherein results normally published:

The financial results are generally published in 'Financial Express' (English) and 'Jansatta' (Hindi).

### c) Website, where Displayed:

The financial results and the official news releases are also placed on the Company's website at [www.vikasecotech.com](http://www.vikasecotech.com) in the 'Investors' section.

### d) Official news releases:

The Company regularly publishes an information update on its financial results and also displays official news releases in the 'Investors' section under relevant sections.

### e) Dividend

Final Dividend for the Financial Year ended March 31, 2013, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund on completion of seven years in October 2019. Members who have not encashed their dividend warrant(s) issued by the Company for any subsequent financial year(s), are requested to seek issue of duplicate warrant(s) by writing to the Registrar and Share Transfer Agent of the Company.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Company will be arranging to transfer the corresponding shares to IEPF, where the dividends for the last seven consecutive years have not been claimed by the concerned shareholders. The concerned shareholders, however, may claim the dividend and shares from IEPF.

### f) Change of Address

Members holding equity share in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding equity share in dematerialized form are requested to submit their PAN, notify the change of address/dividend mandate, if any, to their respective Depository Participant (DP). Members holding shares in physical form can submit their PAN, notify the change of address/dividend mandate, if any, to the Company/Registrar & Share Transfer Agent.

### SHARE TRANSFER SYSTEM

Effective 1<sup>st</sup> April, 2019, transfer of Shares in physical form is not permissible under Listing



Regulations. Shareholders are thus advised to convert their shares in Dematerialised/Electronic form. No transferor allotment of shares will be approved in physical form. Transfer of Equity Shares in dematerialized form is done through depositories with no intervention of the Company.

### DEMATERIALIZATION OF SHARES & LIQUIDITY

To facilitate trading of Equity and Preference shares of the Company in dematerialized form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders can open account with any of the Depository Participant registered with any of these two depositories. As on 31<sup>st</sup> March, 2020, 99.17% of the equity shares of the Company is in the dematerialized form. Entire equity shareholding of the promoters in the Company is held in dematerialized form.

#### g) Stock Market Price Data - high, low during each month in last financial year:

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

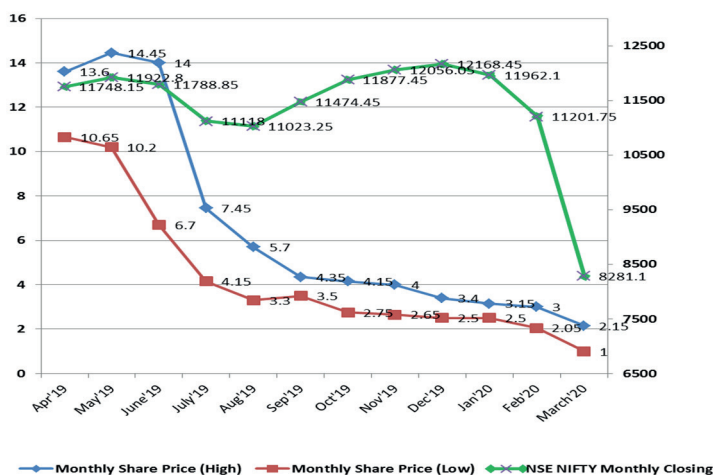
#### Stock trading details on NSE

NSE Scrip Code: VIKASECO

For the period: April, 2019-March, 2020

| Month    | Open  | High  | Low   | Close | Total traded Volume(in Lakhs) | Turnover (in Rupees Lakhs) |
|----------|-------|-------|-------|-------|-------------------------------|----------------------------|
| April'19 | 11.50 | 13.60 | 10.65 | 12.10 | 295.77                        | 3615.75                    |
| May'19   | 12.05 | 14.45 | 10.20 | 12.95 | 375.28                        | 4749.80                    |
| June'19  | 13.15 | 14    | 6.70  | 7.15  | 243.74                        | 2346.59                    |
| July'19  | 7.35  | 7.45  | 4.15  | 5.60  | 191.03                        | 1074.61                    |
| Aug'19   | 5.70  | 5.70  | 3.30  | 3.85  | 101.24                        | 448.28                     |
| Sep'19   | 3.85  | 4.35  | 3.50  | 3.85  | 71.59                         | 285.10                     |
| Oct'19   | 3.75  | 4.15  | 2.75  | 2.75  | 119.17                        | 386.75                     |
| Nov'19   | 2.85  | 4.00  | 2.65  | 3.00  | 91.65                         | 294.73                     |
| Dec'19   | 3.10  | 3.40  | 2.50  | 2.95  | 59.82                         | 170.95                     |
| Jan'20   | 3.05  | 3.15  | 2.50  | 2.55  | 63.82                         | 178.12                     |
| Feb'20   | 2.50  | 3.00  | 2.05  | 2.10  | 78.65                         | 189.52                     |
| March'20 | 2.05  | 2.15  | 1.00  | 1.10  | 68.25                         | 97.72                      |

Performance of equity shares in comparison with NSE NIFTY during the Financial Year 2019-20:

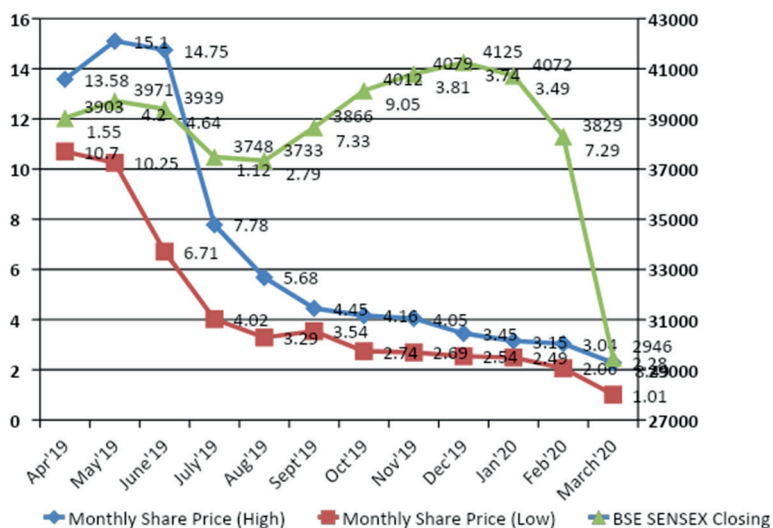


### Stock trading details on BSE

BSE Scrip Code: 530961

For the period: April, 2019-March, 2020

| Month    | Open  | High  | Low   | Close | Total traded Volume(in Lakhs) | Turnover (in Rupees Lakhs) |
|----------|-------|-------|-------|-------|-------------------------------|----------------------------|
| April'19 | 11.65 | 13.58 | 10.70 | 12.21 | 44.46                         | 556.26                     |
| May'19   | 12.05 | 15.10 | 10.25 | 13.08 | 39.94                         | 482.85                     |
| June'19  | 13.08 | 14.75 | 6.71  | 7.10  | 25.04                         | 222.35                     |
| July'19  | 7.15  | 7.78  | 4.02  | 5.66  | 30.08                         | 159.91                     |
| Aug'19   | 5.45  | 5.68  | 3.29  | 3.98  | 28.08                         | 112.49                     |
| Sep'19   | 4.10  | 4.45  | 3.54  | 3.81  | 16.39                         | 65.77                      |
| Oct'19   | 3.62  | 4.16  | 2.74  | 2.78  | 19.65                         | 63.64                      |
| Nov'19   | 3.05  | 4.05  | 2.69  | 3.02  | 21.60                         | 69.48                      |
| Dec'19   | 3.08  | 3.45  | 2.54  | 2.99  | 18.44                         | 55.35                      |
| Jan'20   | 2.99  | 3.15  | 2.49  | 2.56  | 16.40                         | 46.61                      |
| Feb'20   | 2.55  | 3.04  | 2.06  | 2.08  | 16.60                         | 40.35                      |
| March'20 | 2.28  | 2.28  | 1.01  | 1.11  | 34.90                         | 45.66                      |



### Performance of equity shares in comparison with BSE SENSEX during the Financial Year 2019-20

- h) In case the securities are suspended from trading, the Directors Report shall explain the reason thereof: Not Applicable

i) DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>st</sup> MARCH 2020

## A. DISTRIBUTION OF SHAREHOLDING

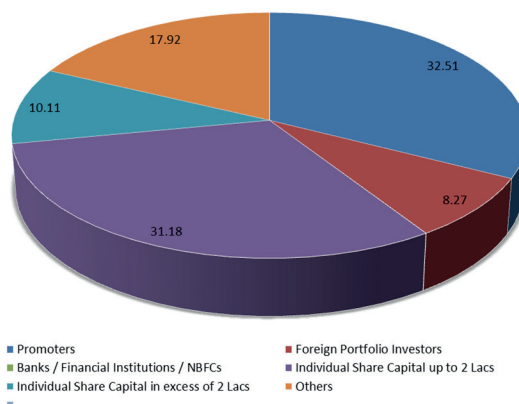
The shareholding distribution of equity shares as on March 31, 2020 is given hereunder:

| Number of Equity Shares Held | Number of Shareholders | % of Total Shareholders | Number of Shares Held | % Shareholding |
|------------------------------|------------------------|-------------------------|-----------------------|----------------|
| 1-5000                       | 42010                  | 92.67                   | 35448605              | 12.66          |
| 5001-10000                   | 1669                   | 3.68                    | 12898290              | 4.61           |
| 10001-20000                  | 822                    | 1.81                    | 12041589              | 4.30           |
| 20001-30000                  | 289                    | 0.64                    | 7239117               | 2.59           |
| 30001-40000                  | 115                    | 0.25                    | 4055616               | 1.45           |
| 40001-50000                  | 117                    | 0.26                    | 5468189               | 1.95           |
| 50001-100000                 | 154                    | 0.34                    | 10930513              | 3.91           |
| 100001-Above                 | 158                    | 0.35                    | 191817756             | 68.53          |

B. CATEGORY WISE SHAREHOLDING AS ON 31<sup>st</sup> MARCH, 2020

| Description                                  | Total No. of equity Shares held as on 31 <sup>st</sup> March, 2020 | % Shareholding |
|--|--|----------------|
| Promoters                                    | 9,10,05,505  | 32.51          |
| Foreign Portfolio Investors                  | 2,31,52,219  | 8.27           |
| Banks / Financial Institutions / NBFCs       | 13274  | 0.01           |
| Individual Share Capital up to 2 Lacs        | 8,72,72,807  | 31.18          |
| Individual Share Capital in excess of 2 Lacs | 2,82,89,610  | 10.11          |
| Others                                       | 5,01,66,260  | 17.92          |

Total % Shareholding as on 31st March, 2020



## j) Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity:

There are no GDRs/ADRs/Warrants outstanding as on 31<sup>st</sup> March, 2020.

**AUDITORS' CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE**

To,

The Members,

VIKAS ECOTECH LIMITED

34/1, VIKAS APARTMENTS EAST PUNJABI BAGH DELHI-110026

We have examined the compliance of conditions of Corporate Governance by VIKAS ECOTECH LIMITED ("the Company") for the financial year ended March 31, 2020 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations except that there was a delay of filing disclosure of related party transactions. The same has also been reported under Secretarial Compliance Certificate for the financial year 2019-20. There was also requirement of General Meeting Resolution on the related party transactions of the Company, However, the Company has proposed for Resolution in the ensuing Annual General Meeting of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

**For MSTR & Associates  
Company Secretaries**

**Sd/-  
Teena Rani  
(Sole Proprietor)  
M. No. 40050  
COP No. 21768**

**Date: 26.08.2020  
Place: New Delhi  
UDIN: A040050B000620366**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

**VIKAS ECOTECH LIMITED**

**34/1 VIKAS APARTMENTS EAST PUNJABI BAGH DELHI-110026**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **VIKAS ECOTECH LIMITED** having CIN L65999DL1984PLC019465 and having registered office at 34/1 VIKAS APARTMENTS EAST PUNJABI BAGH DELHI 110026 (hereinafter referred to as 'the Company'), produced before me 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 for the FY ended March 31, 2020.

In my opinion and to the best of my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below 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 court or any other Statutory Authority:

| S. No. | Name of Director     | DIN      | Date of Appointment in Company |
|--------|----------------------|----------|--------------------------------|
| 1      | VIKAS GARG           | 00255413 | 15/06/1992                     |
| 2      | VIVEK GARG           | 00255443 | 25/07/2008                     |
| 3      | RAVI KUMAR GUPTA     | 01018072 | 14/02/2019                     |
| 4      | SURESH KUMAR DHINGRA | 03513272 | 13/02/2020                     |
| 5      | VIBHA MAHAJAN        | 06715766 | 12/08/2015                     |
| 6      | GYAN PRAKASH GOVIL   | 08477296 | 28/06/2019                     |
| 7      | REENA SHARMA         | 08543662 | 14/11/2019                     |

However, there were change in the Board Composition or directors has been resigned from the directorship of the Company as per below details:

1. Mr. Ashutosh Kumar Verma, Director of the Company resigned w.e.f. June 28, 2019.
2. Mr. Manoj Singhal, Director of the Company resigned w.e.f. July 05, 2019.
3. Mr. Sumer Chand Tayal, Director of the Company retired w.e.f. October 29, 2019.
4. Mr. Devender Kumar Garg, Director of the Company w.e.f. January 10, 2020.

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 MSTR & Associates  
Company Secretaries**

Place: New Delhi  
Date : 26.08.2020  
UDIN : A040050B000620355

Sd/-  
Teena Rani  
(Sole Proprietor)  
M. No. 40050  
COP No. 21768



## CEO'S/CFO'S CERTIFICATE

We, Dinesh Bhardwaj, Chief Executive Officer and Amit Dhuria, Chief Financial Officer of Vikas EcoTech Limited, to the best of our knowledge and belief, certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 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 Committee, wherever applicable, 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 Committee, wherever applicable,
  - 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 any employee having a significant role in the Company's internal control system over financial reporting.

For Vikas EcoTech Limited  
Sd/-  
Dinesh Bhardwaj  
Chief Executive officer

For Vikas EcoTech Limited  
Sd/-  
Amit Dhuria  
Chief Financial officer

Place: New Delhi,  
Date: 31.07.2020

## DECLARATION OF COMPLIANCE WITH COMPANY'S CODE OF CONDUCT

The Members

Vikas EcoTech Limited

I hereby confirm that all the Board members and senior management personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year ended 31st March, 2020.

For Vikas EcoTech Limited

Date: 25.08.2020  
Place :New Delhi

Sd/-  
Vikas Garg  
Managing Director

**Form No. MR-3****Secretarial Audit Report****For the Financial year ended 2019-20**

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

To,

The Members,

VIKAS ECOTECH LIMITED

34/1 VIKAS APARTMENTS EAST PUNJABI BAGH DELHI-110026

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIKAS ECOTECH 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 **VIKAS ECOTECH LIMITED** 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 31st March, 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 maintained by **VIKAS ECOTECH LIMITED** for the financial year ended on 31st March, 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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings (No Fresh FDI, ODI and ECB was taken by the Company during the Audit Period);
- (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, 1992;
  - (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;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as amended time to time.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

We further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors/reconstitution of committee took place during the period under review were carried out in compliance with the provisions of the Act.
2. During the year under review, there is proper balance/constitution of Key managerial personnel of the Company pursuant to Section 203 of the Companies Act, 2013.
3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
5. As per Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, it is required to submit certificate of security from the participants to depository and to every stock exchange where the security is listed within fifteen days of the receipt of the Certificate. However, we observed that the Company obtained the requisite certificate from its RTA, but the same was not submitted to the Stock Exchanges.
6. As per the requirement of Regulation 23(9) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website. We observed that the Company had its Board Meeting on November 14, 2019 to consider for quarterly and half year results of September 30, 2019 and as such necessary disclosure was required to be submitted by latest by December 13, 2019 and disclosure was submitted by the Company on December 18, 2019.
7. During the year under review it has been observed that Shri Sumer Chand Tayal being a 'designated person', had executed trades in the scrip of Vikas Ecotech Limited on some of the dates when the trading window was closed and had bought 2300 shares and sold 5500 shares amounting to gross trade value of Rs. 1,39,280/-. SEBI vide [ADJUDICATION ORDER NO. ORDER/AO/GR/KG/2019- 20/4924] dated October 14, 2020 had imposed a penalty of Rs. 1,00,000/- (Rupees One Lakh only) on Shri Sumer Chand Tayal, which was paid vide Demand Draft No. "379091" dated 27.11.2019 drawn on 'Central Bank of India'. Since penalty amount has been paid in due compliance with SEBI order.
8. During the year under review, it has been observed that it was required to take General Meeting resolution for execution of Related Party Transactions under Section 188 of the Companies Act, 2013. The Company has proposed to take approval of shareholders on related party transactions in the ensuing Annual General Meeting of the Company.
9. During the year under review, Form IEPF 1, has been processed for the FY 2010-11 and amount of Rs. 160545 has been transferred to IEPF. Also, Rs. 255/- pertaining to FY 2011-12 which needs to be transferred to Investor education Protection fund of India. The Company has already passed instructions for such transfer, however the





respective bank is yet to transfer the same to IEPF.

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.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

We further report that during the audit period, there were no instances of:

- i. Public/Right/Preferential issue of shares / debentures/sweat Equity,etc.
- ii. Redemption / buy-back of securities\
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction,etc ((This is to be noted that the Company has hived off its “High Volume Recycled Compounds and Trading Division” through demerger vide Scheme of Arrangement entered with Vikas Multicorp Limited which acquired the same by amalgamation).
- v. Foreign technical collaborations

Further, the Company has duly filed applicable forms and returns with the Registrar of Companies, Delhi & Haryana / Ministry of Corporate Affairs within the prescribed time or with additional fee in cases of delayed filings. Few forms / returns (if any) which were due for filing during the financial year, the management has assured compliance with the same.

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.

**For MSTR & Associates  
Company Secretaries**

**Sd/-  
Teena Rani  
(Sole Proprietor)  
M. No. 40050  
COP No. 21768**

**Place: New Delhi  
Date: 26.08.2020  
UDIN : A040050B000620344**

**“Annexure A”**

To,

The Members,

VIKAS ECOTECH LIMITED

34/1 VIKAS APARTMENTS EAST PUNJABI BAGH DELHI-110026

Sub: Secretarial Audit for the Financial Year ended March 31, 2020 of even date is to be read with this letter

- 1) Maintenance of secretarial record 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for 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 procedures on test 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 MSTR & Associates  
Company Secretaries**

**Sd/-**

**Teena Rani  
(Sole Proprietor)  
M. No. 40050  
COP No. 21768**

**Place: New Delhi  
Date: 26.08.2020  
UDIN : A040050B000620344**

## Secretarial Compliance Report of VIKAS ECOTECH LIMITED

**For the Financial year ended March 31, 2020**

We have examined:

- a) all the documents and records made available to us and explanation provided by VIKAS ECOTECH LIMITED ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:
- e) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- f) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- (b) \*Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) \*Securities and Exchange Board of India (Buyback of Securities) Regulations 2018;
- (e) \*Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) \*Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (g) \*Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares), Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) 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;

\*No event took place under these Regulations during the review period.

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:



| S. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)                            | Deviations  | Deviations  | Observations/ Remarks of the Practicing Company Secretary  |
|--------|---|---|---|--|
| 1      | Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; | Requirement of Submission of Certificate under Regulation 74(5) to the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited | Requirement of Submission of Certificate under Regulation 74(5) to the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited | As per the requirement of Regulation 74(5) Securities And Exchange Board of India (Depositories And Participants) Regulations, 2018, it is required to submit certificate of security from the participants to depository and to every stock exchange where the security is listed with in fifteen days of the receipt of the Certificate. However, we observed that the Company obtained the requisite certificate from its RTA, but the same was not submitted to the Stock Exchange.  |
| 2      | Regulation 23(9) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)                    | Delay in filing of disclosure of Related Party transactions   | Delay in filing of disclosure of Related Party transactions   | As per the requirement of Regulation 23(9) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015), listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website. We observed that the Company had its Board Meeting on November 14, 2019 to consider for quarterly and half year results of September 30, 2019 and as such necessary disclosure was required to be submitted by latest by December 13, 2019 and disclosure was submitted by the Company on December 18, 2019 |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/ material subsidiaries either by SEBI or by stock exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:



| S.No. | Action taken by                               | Details of violation   | Observations/ remarks of the Practicing Company Secretary, if any                             |
|-------|---|--|---|
| 1.    | SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) | Shri Sumer Chand Tayal being a 'designated person', had executed trades in the scrip of Vikas Ecotech Limited on some of the dates when the trading window was closed and had bought 2300 shares and sold 5500 shares amounting to gross trade value of Rs. 1,39,280/- | Since penalty amount has been paid in due compliance with SEBI order, no comment is required. |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| S.No. | Observations of the Practicing Company Secretary in the previous reports               | Observations made in the secretarial compliance report for the year ended March 31, 2019 (The years are to be mentioned)                | Actions taken by the listed entity, if any  | Comments of the Practicing Company Secretary on the actions taken by the listed entity                    |
|-------|--|---|---|---|
| 1.    | Irregularity in filling the casual vacancy arise in the office of Independent Director | Casual vacancy in the office of Independent Director on 8th October 2018 and was filed on February 14th, 2019 i.e. by delay of 37 days. | BSE and NSE compounded it and advised to pay a fine @ Rs. 5000/-per day for 37 days aggregating to Rs. 185,000/- plus taxes, in terms of SEBI Circular dated May 03, 2018 and the said fine was paid by the Company under protest, within the due timeline. | The Company has paid the penalty under protest within due timeline.<br><br>Hence, no comment is required. |

(Note):

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

**For MSTR & Associates  
Company Secretaries**

**Sd/-**

**Teena Rani**

**(Sole Proprietor)**

**Membership No. 40050**

**COP No. 21768**

**Place: New Delhi**

**Dated: 31.07.2020**



## INDEPENDENT AUDITOR'S REPORT

To the Members of VIKAS ECOTECH LIMITED

Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of VIKAS ECOTECH LIMITED ("the Company"), which comprise the balance sheet as at 31st March, 2020, the statement of Profit and Loss, and the statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

Subject to the possible impact due to matters reported in other matters para, 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020, its profit and its cash flows for the period ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. Except for the documents/information related to matters mentioned in other matters para, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined following matters as key audit matters to be communicated in our report.

| S. No. | Key Audit Matters   | How audit addressed the key audit matter   |
|--------|---|--|
| 1      | <b>Litigation Matters</b>   |  |
|        | <p>The company has certain significant open legal proceedings under Direct and Indirect tax laws and civil suits, refer note 35.</p> <p>-Income Tax Demand Rs. 3144000 related to AY 2003-04. The appeal has been filed by the company and at present it is pending at ITAT New Delhi</p> <p>-Income Tax Demand Rs. 2204386 related to AY 2008-09. Letter of Request for rectification was submitted to The Asst. Commissioner of Income Tax [Circle 26(2)], New Delhi since TDS credit from Lupin Ltd. was not reflected in 26 AS of relevant year.</p> <p>-Income Tax Demand Rs. 1980580 related to AY 2009-10. Letter of Request for rectification was submitted to The Asst. Commissioner of Income Tax [Circle 26(2)], New Delhi since TDS credit from Lupin Ltd. was not reflected in 26 AS of relevant year.</p> | <p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> <li>Assessing management's position through discussions with the in-house legal expert, the probability of success in the aforesaid cases, and the magnitude of any potential loss.</li> <li>Discussion with the management on the development in these litigations during the year ended March 31, 2020.</li> <li>Obtained representation letter from the management on the assessment of these matters</li> </ul> |



|    |   |   |
|----|---|---|
|    | <p>Income Tax Demand Rs. 2474790 related to AY 2017-18. Letter of Request for rectification u/s 154 has been submitted to The Asst. Commissioner of Income Tax [Circle 26(2)], New Delhi since Assessment order passed u/s 143(3) for the A.Y. 2017-18, carries mistake apparent from records.</p> <p>-Excise demand of Rs. 3124983 related M/s Sigma Plastic Industries pertaining to FY 2014-15. The appeal has been filed by the company and at present it is pending at CESTAT, New Delhi. The Company had acquired 100% share in Sigma Plastic Industries, which was merged in the Company during financial year 2014-15. Accordingly, pending litigation of Sigma Plastic Industries has also become part of pending litigation of the Company.</p> <p>The Company has filed civil suit against ADM Agro Industries Kota and Akola Limited supplier of Soya Bean Oil in Saket Court Delhi (Case No-CS OS No.-198/214) amounting Rs. 99,61,516 due to poor supply of soya bean oil. The Company has suffered a loss due to such poor quality of material supplied by them and non-recovery of money from debtors and it also affect goodwill of the Company. ADM Agro Industries Kota and Akola Limited has also filed winding up petition against the Company in High Court (Case No. CO PET N. 64/2014) due to non-payment of Rs. 41,15,664 along with interest at the rate of 18% from the due date of payment. ADM Agro Industries Kota and Akola Limited has also filed a summary suit for recovery of debts in Tis Hazari Court (Summary Suit No. – C S (OS) 3077/2014)</p> <p>Due to complexity involved in these litigation matters, management's judgement regarding recognition and measurement of provisions for these legal proceedings is inherently uncertain and might change over time as the outcomes of the legal cases are determined. Accordingly, it has been considered as a key audit matter.</p> |   |
| 2. | <b>Physical Verification of Inventory as on 31 March 2020</b>   |   |
|    | <p>Refer note 9 of the financial statements. The value of inventory includes raw material valuing Rs. 67.41 Crore and Finished Goods valuing Rs. 41.99 Crore as on 31 March 2020. Due to COVID-19 related lockdown, inventory at different locations could not be physically verified.</p> <p>Being material, this has been considered as key audit matter</p>  | <p>As an alternate procedure in accordance with Standard of Auditing, we verify and inspect supporting documents related to purchase, production and sale of inventory on test check basis.</p> <p>Besides this, the details of inventory and its valuation as on year ended March 20 have been certified by the management of company and cost auditor of the company.</p> |
| 3. | <b>Physical Verification of Property, Plant and Equipment as on 31 March 2020</b>   |   |





|  |  |  |
|--|--|--|
|  | Due to COVID-19 related lockdown, physical inspection of property plant and equipment at different locations could not be done.<br>Being material, this has been considered as key audit matter. | As an alternate procedure in accordance with Standard of Auditing, we verified and inspected supporting documents related to additions and disposals of property plant and equipment on test check basis |
|--|--|--|

### Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

#### OTHER MATTERS

- a. Closing stock includes stock valuing Rs. 62.97 Lacs non moving/slow moving nature identified on the basis of ageing of stock for more than year. However no provisioning is done since as per the management, the stock is usable and is in good condition and hence no provisioning for impairment in value of stock is required.
- b. Balances of Sundry Debtors, Sundry Creditors including advances made to suppliers and advances received from customers have been confirmed by management of the company and relied upon by us as the balance confirmations are yet to be received from some parties.
- c. Debtors includes debtors amounting to Rs. 9.57 Crore which are overdue and outstanding for more than one year as on March 2020. The said balances are subject to provisioning for expected credit loss (ECL) on the basis of probability of recoverability. However no provisioning is being done against these balances since as per the management balances are good and recoverable.
- d. Debtors includes debtors amounting to Rs. 6.48 Crore which are outstanding on account of dispute with the parties. The said balances are subject to provisioning for expected credit loss (ECL) on the basis of probability of recoverability. However no provisioning is being done against these balances since as per the management said balances are good and recoverable.
- e. Significant amount of advances to suppliers/others are subject to management view on their recoverability. Advances to suppliers includes advances of Rs. 5.68 Crore which are pending for more than one year and

pending for adjustment as on March 2020. However no provisioning is being done against these balances since as per the management balances are good and recoverable.

- f. Realizations from debtors including balances that are offset with other party's balances are subject to verification from bank realization certificates.

### 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 of India in terms of sub-section (11) of Section 143 of the Act, we give in the 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, we report, to the extent applicable, 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 except the information and explanation related to matters mentioned in other matters para.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books. .
  - c) The company is not having any branch office and hence clause (c) of section 143(3) of the Companies Act 2013 is not applicable.
  - d) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.
  - e) In our opinion, except as otherwise disclosed in accounting policies and notes to the financial statements, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
  - f) On the basis of the written representations received from the directors of the Company as on 31st March, 2020 taken on record by the Board of Directors of the Company, none of the directors of the company is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g) 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".
  - 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, 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 financial statements – Refer Note 35 to the financial statements;
    - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There is unclaimed dividend amounting to 255 pertaining to FY 2011-12 which needs to be transferred to Investor Education Protection Fund of India by the Company, however the same has not been transferred yet as on date and it is still under process of transfer. The Company has already passed instructions for such transfer however the respective Bank is yet to transfer the same to IEPFI.

**For KSMC & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 003565N**

**CA SACHIN SINGHAL**  
**Partner**  
**M. No.:505732**

**Place: New Delhi**  
**Date: 31.07.2020**  
**UDIN: 20505732AAAADD7715**

**ANNEXURE TO THE AUDITOR'S REPORT**

The Annexure referred to in our report to the members of VIKAS ECOTECH LIMITED ("the Company") for the year ended March 31, 2020. We report that:

| S. No. | Particulars   | Auditor's Remarks  |
|--------|---|--|
| (i)    | (a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;   | In the absence of requisite documents and explanation, we are unable to comment on this.   |
|        | (b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account; | In the absence of requisite documents and explanation, we are unable to comment on this.   |
|        | (c) Whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;   | According to information and explanations given to us and on the basis of examination of the records of the company, the title deeds of immovable properties are held in the name of the Company   |
| (ii)   | whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;                      | In our opinion according to information given to us, the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification. |
| (iii)  | Whether the company has 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 Companies Act, 2013. If so,                                    | 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 Companies Act, 2013.                                   |
|        | (a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;  | NA.  |
|        | (b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;  | NA   |
|        | (c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;   | NA   |
| (iv)   | In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.   | The company has not given any loan or guarantee or provided any security during the year.  |



|       |  |  |
|-------|--|--|
| (v)   | <p>in case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?</p> | <p>According to the information and explanations given to us, the Company has not accepted any deposit within meaning of section 73 to 76 of the Companies Act, 2013 and rules framed there under during the year.</p>   |
| (vi)  | <p>Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.</p>  | <p>The Company has maintained cost records as required as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. In this regard, Management Representation and certificate from cost auditor has been provided and relied upon by us being technical matter in nature.</p>   |
| (vii) | <p>(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;</p>                                  | <p>According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of undisputed statutory dues including Provident Fund, Employee's State Insurance Fund, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Custom Duty, Value Added Tax, cess and other material statutory dues have been deposited during the year by the Company with the appropriate authorities but delay in deposit of the same has been observed in some of the cases. As on year end following are the unpaid statutory dues which are remaining unpaid since very long time:</p> <ol style="list-style-type: none"> <li>1. Interest on DDT Rs. 175706</li> <li>2. TDS Payable Rs. 450,497</li> <li>3. Penalty on late payment of PF Rs. 129169</li> <li>4. Income Tax Payable Rs. 5,51,72,910*</li> <li>5. GST Payable RCM Rs. 1053009**</li> <li>6. Custom Duty Payable Rs. 1,06,38,175***</li> </ol> <p>*Against this liability, Rs. 44.00 Lacs has been paid on 28.07.20</p> <p>**This liability has been paid on 15 July 2020.</p> <p>*** This amount is payable against goods damaged in fire. Against this loss, the company had lodged the insurance claim with the Insurance Company. During the year, the claim has been partly settled by the insurance company. Regarding short claim, the Company has already filled its objection with respect to short amount of insurance claim received from OIC, which is pending as on date. In view of this, the abovementioned amount payable has been put on hold for payment and shall be paid as and when insurance company settles the pending insurance claim.</p> |



|        |   |   |
|--------|---|---|
|        | (b) where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute). | For amounts which are not paid on account of disputes for which appeals are pending, refer Note 35 to Financial Statements for the year ended 31st March 2020.  |
| (viii) | Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).                         | In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and Government or dues to debenture holders during the year.   |
| (ix)   | Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;                                 | During the year, the company has not raised any money by way of public offer. The amount raised by way of term loans were applied for the purpose for which those are raised.   |
| (x)    | whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;  | Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.   |
| (xi)   | Whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;   | In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.   |
| (xii)  | whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;   | The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.  |
| (xiii) | Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;   | In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards. |



|       |  |  |
|-------|--|--|
| (xiv) | Whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance; | During the year under review the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence this clause is not applicable. |
| (xv)  | whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;   | The company has not entered into any non-cash transactions with directors or persons connected with him, hence the provisions of section 192 of Companies Act, 2013 are not applicable             |
| (xvi) | Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.   | In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.              |

**For KSMC & ASSOCIATES**

**Chartered Accountants**

**Firm Regn. No. 003565N**

**CA SACHIN SINGHAL**

**Partner**

**Membership No.: 505732**

**Place: New Delhi**

**Date : 31.07.2020**



**Annexure “B” to the Independent Auditors Report on the Financial Statements of VIKAS ECOTECH LIMITED**

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

**REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls over financial reporting of VIKAS ECOTECH LIMITED (“the Company”) as of March 31, 2020 in conjunction with our audit of the 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.

**AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 were 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 judgement, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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**

Except for the possible impact due to matter reported in other matters para, 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, 2020, 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 issued by the ICAI.

**Other Matters**

With reference to stock and inventory, the company needs to make its inventory management system including physical stock taking process more effective and robust. Further the company also needs to improve its process for conduct of physical verification of fixed assets in phased manner at regular intervals and also process for obtaining balances confirmations from suppliers or customers at regular interval.

**For KSMC & ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 003565N**

**CA SACHIN SINGHAL**  
**Partner**  
**Membership No.: 505732**

**Place: New Delhi**

**Date: 31.07.2020**



## BALANCE SHEET AS AT 31 MARCH 2020

| (Amount in ₹)                       |       |                      |                      |
|-------------------------------------|-------|----------------------|----------------------|
| Particulars                         | Notes | As at 31 March 2020  | As at 31 March 2019  |
| <b>ASSETS</b>                       |       |                      |                      |
| <b>Non-current assets</b>           |       |                      |                      |
| Property, plant and equipment       | 5     | 295,967,454          | 395,661,524          |
| Investment Property                 | 5     | 18,376,574           |                      |
| Financial assets                    |       |                      |                      |
| Loans                               | 6     | 2,151,958            | 2,161,958            |
| Deferred tax assets (net)           | 7     | 10,014,349           | 9,664,947            |
| Other non-current assets            | 8     | 179,638,277          | 179,697,133          |
|                                     |       | <b>506,148,612</b>   | <b>587,185,562</b>   |
| <b>Current assets</b>               |       |                      |                      |
| Inventories                         | 9     | 1,104,637,185        | 1,067,783,345        |
| Financial assets                    |       |                      |                      |
| Trade receivables                   | 10    | 1,080,210,508        | 1,648,884,496        |
| Cash and cash equivalents           | 11    | 3,093,765            | 6,746,468            |
| Other bank balances                 | 12    | 90,230,319           | 136,783,417          |
| Other financial assets              | 13    | 4,490,170            | 4,387,527            |
| Assets Held for Sale                | 5     | 14,000,000           | -                    |
| Other current assets                | 14    | 648,451,678          | 460,662,776          |
|                                     |       | <b>2,945,113,625</b> | <b>3,325,248,029</b> |
| <b>TOTAL ASSETS</b>                 |       | <b>3,451,262,237</b> | <b>3,912,433,591</b> |
| <b>EQUITY AND LIABILITIES</b>       |       |                      |                      |
| <b>Equity</b>                       |       |                      |                      |
| Equity share capital                | 15    | 279,899,675          | 279,899,675          |
| Other equity                        | 16    | 1,150,018,593        | 1,139,051,920        |
| <b>Total equity</b>                 |       | <b>1,429,918,268</b> | <b>1,418,951,595</b> |
| <b>Non-current liabilities</b>      |       |                      |                      |
| Financial liabilities               |       |                      |                      |
| Borrowings                          | 17    | 44,358,445           | 249,087,552          |
| Provisions                          | 18    | 2,800,536            | 2,819,588            |
|                                     |       | <b>47,158,981</b>    | <b>251,907,140</b>   |
| <b>Current liabilities</b>          |       |                      |                      |
| Financial liabilities               |       |                      |                      |
| Borrowings                          | 17    | 1,396,913,678        | 1,303,650,962        |
| Trade payables                      | 19    | 256,442,874          | 603,089,468          |
| Other financial liabilities         | 20    | 28,305,512           | 24,689,658           |
| Provisions                          | 18    | 59,223               | 459,246              |
| Other current liabilities           | 21    | 286,141,504          | 240,245,815          |
| Current tax liabilities (net)       | 7     | 6,322,196            | 69,439,707           |
|                                     |       | <b>1,974,184,988</b> | <b>2,241,574,857</b> |
| <b>Total liabilities</b>            |       | <b>2,021,343,969</b> | <b>2,493,481,997</b> |
| <b>TOTAL EQUITY AND LIABILITIES</b> |       | <b>3,451,262,237</b> | <b>3,912,433,591</b> |

NOTES TO ACCOUNTS: forming part of Financial Statement 1 – 42

As per our report of even date attached

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

## FOR KSMC AND ASSOCIATES

Chartered Accountants  
(FRN: 003565N)VIKAS GARG  
(MANAGING DIRECTOR)  
00255413VIVEK GARG  
(DIRECTOR)  
00255443CA.SACHIN SINGHAL  
Membership No.: 505732  
Place: NEW DELHI  
Date:31.07.2020PRASHANT SAJWANI  
(COMPANY SECRETARY)DINESH BHARDWAJ  
(CHIEF EXECUTIVE OFFICER)AMIT DHURIA  
(CHIEF FINANCIAL OFFICER)



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

| (Amount In ₹)   |       |                      |                      |
|---|-------|----------------------|----------------------|
| Particulars   | Notes | As at 31 March 2020  | As at 31 March 2019  |
| Revenue from operations   | 22    | 1,921,885,599        | 2,452,503,531        |
| Other income  | 23    | 70,074,747           | 139,937,631          |
| <b>Total Revenue</b>  |       | <b>1,991,960,346</b> | <b>2,592,441,161</b> |
| Cost of raw material and components consumed  | 24    | 1,639,130,295        | 1,994,673,853        |
| Purchase of traded goods  | 25    | -                    | 3,660,154            |
| (Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods                          | 26    | -                    | (3,660,154)          |
| Employee benefits expense   | 27    | 31,278,345           | 40,682,970           |
| Depreciation expense  | 28    | 47,680,251           | 47,690,505           |
| Finance costs   | 29    | 194,133,563          | 139,501,187          |
| Other expenses  | 30    | 134,629,201          | 121,623,909          |
| <b>Total expense</b>  |       | <b>2,046,851,655</b> | <b>2,344,172,425</b> |
| <b>Profit/(loss) before exceptional items and tax</b>   |       | <b>(54,891,309)</b>  | <b>248,268,736</b>   |
| Exceptional items   | 31    | 83,730,430           | -                    |
| <b>Profit/(loss) before and tax</b>   |       | <b>28,839,121</b>    | <b>248,268,736</b>   |
| <b>Income tax expense:</b>  |       |                      |                      |
| Current tax   |       | 10,040,507           | 71,127,662           |
| Excess/ Short provision relating earlier year tax   |       | -                    | -                    |
| Interest on Income Tax earlier year   |       | 8,966,214            | 18,429,293           |
| Deferred tax  |       | (349,402)            | 8,660,079            |
| <b>Income tax expense</b>   |       | <b>18,657,319</b>    | <b>98,217,034</b>    |
| <b>Profit for the year</b>  |       | <b>10,181,802</b>    | <b>150,051,702</b>   |
| <b>Other comprehensive income</b>   |       |                      |                      |
| <b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>                 |       |                      |                      |
| Re-measurement gains (losses) on defined benefit plans  |       | 1,048,874            | 2,629,728            |
| Income tax effect   |       | (264,002)            | (765,777)            |
| <b>Net other comprehensive income (net of tax) not to be reclassified to profit or loss in subsequent periods</b> |       | <b>784,872</b>       | <b>1,863,951</b>     |
| <b>Total Comprehensive income for the year</b>  |       | <b>10,966,674</b>    | <b>151,915,653</b>   |
| <b>Earnings per share</b>   |       |                      |                      |
| Basic and Diluted earnings per share  | 32    | <b>0.04</b>          | <b>0.54</b>          |

As per our report of even date attached

FOR KSMC AND ASSOCIATES  
Chartered Accountants  
(FRN: 003565N)VIKAS GARG  
(MANAGING DIRECTOR)  
00255413VIVEK GARG  
(DIRECTOR)  
00255443CA.SACHIN SINGHAL  
Membership No.: 505732  
Place: NEW DELHI  
Date:31.07.2020PRASHANT SAJWANI  
(COMPANY SECRETARY)DINESH BHARDWAJ  
(CHIEF EXECUTIVE OFFICER)AMIT DHURIA  
(CHIEF FINANCIAL OFFICER)

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020**

(Amount in ₹)

| A. Equity share capital            | For the year ended 31 March 2020 |                    |
|------------------------------------|----------------------------------|--------------------|
|                                    | Issued Capital                   |                    |
|                                    | Number of Shares                 | Amount (INR)       |
| Balance as at 1 April 2019         | 279,899,675                      | 279,899,675        |
| Shares issued during the year      | -                                | -                  |
| <b>Balance as at 31 March 2020</b> | <b>279,899,675</b>               | <b>279,899,675</b> |

| B. Other equity                          | For the year ended 31 March 2020 |                    |                    |                |                            |                      |
|--|----------------------------------|--------------------|--------------------|----------------|----------------------------|----------------------|
|  | Share premium                    | General Reserve    | Retained Earnings  | Other Reserves | Other Comprehensive income | Total                |
| Balance as at 1 April 2019               | 114,869,778                      | 147,120,475        | 875,653,819        | 965,934        | 441,913                    | <b>1,139,051,920</b> |
| Profit for the year                      | -                                | -                  | 10,181,802         | -              | -                          | <b>10,181,802</b>    |
| Other comprehensive income               | -                                | -                  | -                  | -              | 784,872                    | <b>784,872</b>       |
| <b>Total comprehensive income</b>        | <b>114,869,778</b>               | <b>147,120,475</b> | <b>885,835,621</b> | <b>965,934</b> | <b>1,226,785</b>           | <b>1,150,018,593</b> |
| Premium on shares issued during the year | -                                | -                  | -                  | -              | -                          | -                    |
| Final dividend on equity shares          | -                                | -                  | -                  | -              | -                          | -                    |
| Tax on final dividend on equity shares   | -                                | -                  | -                  | -              | -                          | -                    |
| <b>Balance as at 31 March 2020</b>       | <b>114,869,778</b>               | <b>147,120,475</b> | <b>885,835,621</b> | <b>965,934</b> | <b>1,226,785</b>           | <b>1,150,018,593</b> |

**FOR KSMC AND ASSOCIATES**  
 Chartered Accountants  
 (FRN: 003565N)

**VIKAS GARG**  
 (MANAGING DIRECTOR)  
 00255413

**VIVEK GARG**  
 (DIRECTOR)  
 00255443

**CA.SACHIN SINGHAL**  
 Membership No.: 505732  
 Place: NEW DELHI  
 Date:31.07.2020

**PRASHANT SAJWANI**  
 (COMPANY SECRETARY)

**DINESH BHARDWAJ**  
 (CHIEF EXECUTIVE OFFICER)

**AMIT DHURIA**  
 (CHIEF FINANCIAL OFFICER)

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2020**

|  | (Amount In ₹)          |                        |
|--|------------------------|------------------------|
|  | As at<br>31 March 2020 | As at<br>31 March 2019 |
| <b>Operating activities</b>  |                        |                        |
| Profit before tax  | 28,839,121             | 248,268,736            |
| <b>Profit before tax</b>   |                        |                        |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i> |                        |                        |
| Depreciation and impairment of property, plant and equipment         | 47,680,251             | 52,444,837             |
| Gain/loss on disposal of property, plant and equipment               | 7,882,023              | (9,629,122)            |
| Reduction on account of Demerger of Undertaking                      |                        | -                      |
| Loss on account of fire  |                        | -                      |
| Finance income   | (12,452,368)           | (7,489,533)            |
| Finance costs  | 194,133,563            | 139,501,187            |
| Rental income  | (3,150,477)            | (513,885)              |
| Insurance Claim Received   | (28,673,033)           |                        |
| <i>Working capital adjustments:</i>                                  |                        |                        |
| (Increase)/ decrease in inventories                                  | (36,853,840)           | (281,888,458)          |
| (Increase)/ decrease in trade receivables                            | 568,673,987            | (257,423,972)          |
| (Increase)/ decrease in other bank balances                          | 46,553,098             | (81,232,851)           |
| (Increase)/ decrease in other financial assets                       | (92,643)               | (262,726)              |
| (Increase)/ decrease in other assets                                 | (187,725,526)          | (36,233,250)           |
| (Decrease)/ increase in trade payables                               | (346,646,594)          | 307,543,332            |
| (Decrease)/ increase in other financial liabilities                  | 15,479,079             | (2,163,635)            |
| (Decrease)/ increase in provisions                                   | 629,799                | 923,836                |
| (Decrease)/ increase in other current liabilities                    | 45,895,690             | 195,796,714            |
| (Decrease)/ increase in Current tax liabilities (net)                | (63,117,511)           | (64,272,439)           |
| <b>Cash generated from operations</b>                                | <b>277,054,620</b>     | <b>203,368,772</b>     |
| Income tax paid  | (19,270,723)           | (113,251,110)          |
| <b>Net cash flows from operating activities</b>                      | <b>257,783,897</b>     | <b>90,117,663</b>      |
| <b>Investing activities</b>  |                        |                        |
| Proceeds from sale of property, plant and equipment                  | 14,226,440             | 42,961,577             |
| (Increase)/ decrease in Investments                                  | -                      | 47,698,950             |
| (Increase)/ decrease in Other Non Current Assets                     | (4,520)                | (45,434,507)           |
| Purchase of property, plant and equipment                            | (2,471,217)            | (176,842,790)          |
| Insurance Claim Received (Building, P & M)                           | 28,673,033             | -                      |
| Rental income  | 3,150,477              | 513,885                |
| Interest received  | 12,452,368             | 7,489,533              |
| <b>Net cash flows used in investing activities</b>                   | <b>56,026,580</b>      | <b>(123,613,352)</b>   |
| <b>Financing activities</b>  |                        |                        |
| (Repayment)/Proceeds from borrowings - Non Current                   | (4,617,607)            | 195,016,470            |
| (Repayment)/Proceeds from borrowings - Current                       | (118,712,009)          | (31,080,673)           |
| Interest paid  | (194,133,563)          | (139,501,187)          |
| Dividends paid to equity holders of the parent                       | -                      | (13,994,984)           |
| Dividend distribution tax  | -                      | (2,928,427)            |
| <b>Net cash flows from/(used in) financing activities</b>            | <b>(317,463,179)</b>   | <b>7,511,199</b>       |
| <b>Net increase in cash and cash equivalents</b>                     | <b>(3,652,702)</b>     | <b>(25,984,491)</b>    |
| Cash and cash equivalents at the beginning of the year               | 6,746,468              | 32,730,958             |
| <b>Cash and cash equivalents at year end</b>                         | <b>3,093,765</b>       | <b>6,746,468</b>       |

As per our report of even date attached

**FOR KSMC AND ASSOCIATES**  
**Chartered Accountants**  
**(FRN: 003565N)**

**VIKAS GARG**  
**(MANAGING DIRECTOR)**  
**00255413**

**VIVEK GARG**  
**(DIRECTOR)**  
**00255443**

**CA.SACHIN SINGHAL**  
**Membership No.: 505732**  
**Place: NEW DELHI**  
**Date:31.07.2020**

**PRASHANT SAJWANI**  
**(COMPANY SECRETARY)**

**DINESH BHARDWAJ**  
**(CHIEF EXECUTIVE OFFICER)**

**AMIT DHURIA**  
**(CHIEF FINANCIAL OFFICER)**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020****1. Corporate information**

Vikas Ecotech Limited ('the Company') is a Delhi based professionally managed Company incorporated on 30 November, 1984 under the Companies Act, 1956, having its registered office at Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi – 110 026 and is listed on National Stock Exchange of India (NSE) and Bombay Stock Exchange (BSE).

The Company is an emerging player in the global arena engaged in the business of high-end specialty chemicals. It is an integrated, multi-specialty product solutions company, producing a wide variety of superior quality, eco-friendly additives and rubber-plastic compounds. Its additives and rubber-plastic compounds are process-critical and value-enabling ingredients used to manufacture a varied cross-section of high-performance, environment-friendly and safety-critical products. From agriculture to automotive, cables to electrical, hygiene to healthcare, polymers to packaging, textiles to footwear, the Company's products serve a diverse range of global industry needs. The Company has its manufacturing plants in the state of Rajasthan, Noida SEZ (UP) & Kandla SEZ (Gujrat).

**2. Basis of preparation****a) Statement of compliance:**

The Company has adopted Indian Accounting Standards (Ind AS) with effect from 1 April 2017 with transition date of 1 April 2016, pursuant to notification issued by Ministry of Corporate Affairs dated 16 February 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, these financial statements have been prepared to comply in all material aspects with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act'), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The transition was carried out from the accounting principles generally accepted in India (Indian GAAP) which is considered as previous GAAP, as defined in Ind AS 101. An explanation of how the transition to Ind AS has impacted the Company's equity and profits.

**b) Basis of measurement:**

The financial statements have been prepared on accrual and going concern basis and historical cost convention, except for certain financial assets and liabilities which have been measured at fair value or amortised cost, as required under relevant Ind AS.

**c) Significant accounting judgements, estimates and assumptions:**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020****Judgments**

Information about significant areas of estimation/ uncertainty and judgements in applying the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements are as follows:

| Reference         | Significant judgement and estimates  |
|-------------------|--|
| Note 3(b)         | Measurement of useful life and residual values of property, plant and equipment  |
| Note 3 (C)        | Impairment test of non-financial assets: key assumptions underlying recoverable amounts  |
| Note 3(l) and 33  | Measurement of defined benefit obligations: key actuarial assumptions  |
| Note 35           | Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources |
| Note 3 (o) and 37 | Fair value measurement of financial assets and liabilities   |
| Note 3 (i)        | Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used             |

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

**3. Summary of significant accounting policies****a) Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

**Assets**

An asset as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

**Liability**

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

Current liabilities include the current portion of non-current financial liabilities. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle basis the nature of business.

### b) Property, plant and equipment

Property, plant and equipment including capital work in progress is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent expenditures related to an item of property, plant and equipment are included in the asset's carrying amount or recognized as a separate asset, as appropriate, 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. The carrying amount of any component accounted for as a separate asset is derecognized, when replaced. All other repair and maintenance costs are recognised in the Statement of Profit and Loss during the reporting period in which they are incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

### Depreciation methods, estimated useful lives and residual values

Assets are depreciated to the residual values on a written down value method over the estimated useful lives of the assets, derived as per the Schedule II of the Companies Act, 2013, which are as follows:-

| Useful lives                             |   |
|--|---|
| Office building                          | 60 years  |
| Leasehold Improvement (Office)           | 60 years  |
| Leasehold Improvement (Factory Building) | 30 years  |
| Plant and machinery                      | 10 - 15 years                                     |
| Office equipment                         | 5 years   |
| Furniture and fixtures                   | 10 years  |
| Vehicles – Motor cycles and scooters     | 10 years  |
| Vehicles – Motor cars                    | 8 years   |
| Computers                                | 3 years   |
| Leasehold land                           | Period of lease or useful life, whichever is less |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed at each financial year end or whenever there are indicators for impairment, and adjusted prospectively, as appropriate.

As asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss within other gains/ (losses). Depreciation is calculated on a pro-rata basis for assets purchased/ sold during the year.

### c) **Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that a non-financial asset maybe impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units' (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses, if any, are recognized in Statement of Profit and Loss.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited to the extent the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognized in the Statement of Profit and Loss when the asset is carried at the revalued amount, in which case the reverse is treated as a revaluation increase.

### d) **Leases – Company as a lessee**

The determination of whether an arrangement is (or contains) a lease is based on the substance of an arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the Statement of Profit and Loss, unless they are directly

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

attributable to qualifying assets, in which case they are capitalized in accordance with the Company's policy on the borrowing costs.

Leased assets are depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term and escalation in the contract, which are structured to compensate expected general inflationary increase are not straight-lined. Contingent rents are recognized as expense in the period in Statement of Profit and Loss in which they are incurred.

**e) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the Statement of Cash Flows.

**f) 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 recognition and measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fairvalue 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 assets.

**Classification and subsequent measurement**

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- Financial assets at amortized cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)
- Equity investments measured at fair value through other comprehensive income (FVTOCI)

**Financial assets at amortised cost**

The category applies to the Company's trade receivables, unbilled revenue, other bank balances, security deposits, etc.

A financial asset being a 'debt instrument' is measured at amortised cost if both the following conditions are met:



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

### Financial assets at FVTOCI

A financial asset being a 'debt instrument' is measured at FVTOCI if both the following conditions are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals in the Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss.

### Financial assets at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortized cost or at FVTOCI, is classified at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. The Company does not have any financial assets which are measured through FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument at FVTPL.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. There are no such investments in the Company.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

### De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and are initially measured at fair value with subsequent measurement at amortised cost e.g. Trade receivables, unbilled revenue etc.

The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on a twelve month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fairvalue and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, security deposits, etc.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020****Classification and subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at FVTPL**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit or Loss.

**Financial liabilities at amortised cost**

This category includes security deposit received, trade payables etc. After initial recognition, such liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**Offsetting of 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.

**g) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The following specific recognition criteria must also be met before revenue is recognized:

**Sale of goods**

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been passed to the customer. Sales are net off sales returns, free quantities delivered and trade discounts.

**Export Incentives**

The Company recognises Export incentives such as MEIS License as per accounting principal i.e. on accrual basis.

**Commission**

When the Company acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount of commission earned by the Company. Further, Company also provides services related to Export Facilitation and the same has been recognised as sale of services under Revenue from Operations.

**Rental income**

Rental income from investment property is recognised as part of revenue from operations in profit or loss on a straight line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Rental income from sub-leasing is also recognised in a similar manner and included under other income.

**Interest income**

Interest income on financial assets (including deposits with banks) is recognised as it accrues in Statement of Profit and Loss, using the effective interest rate (EIR) method (i.e. time proportionate basis) which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

**Government grants**





## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

An unconditional government grant related to a biological asset that is measured at fair value less cost to sell is recognised in profit or loss as other income when the grant becomes receivable. Other government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant, they are recognised in profit or loss as other operating revenue on a systematic basis. Grants that compensate the Company for expenses incurred are recognised in profit or loss as other operating revenue on systematic basis in which such expenses are recognised.

### Other operating income

Other operating income is recognised on accrual basis (i.e. time proportionate basis) in the accounting period in which services are rendered and in accordance with the terms of the agreement.

### h) Inventories

Inventories are valued at the lower of cost or net realisable value. The cost of inventories is based on the first-in-first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Cost incurred in bringing each product to its present location and conditions are accounted for as follows:

- Raw materials: Purchase cost on first-in-first out basis
- Finished goods and work in progress: Cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs
- Inventory related to real estate division: Valued at cost incurred

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials, components and other supplies held for use in production of finished goods are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

Obsolete, slow moving, defective inventories, shortage/ excess are identified at the time of physical verification of inventories and wherever necessary provision/ adjustment is made for such inventories.

### i) Income taxes

Income tax expenses comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020****Current tax**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that it is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in the Balance sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### j) **Dividend payments**

Final dividend is recognized, when it is approved by the shareholders and the distribution is no longer at the discretion of the Company. However, interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

### k) **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### l) **Retirement and other employee benefits**

Short term employee benefits are measured on undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

The Company post-employment benefits include defined benefit plan and defined contribution plans.

Contribution payable by the Company to the central government authorities in respect of provident fund, pension fund and employee state insurance are defined plans. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. The Company contributions to defined contribution plans are recognized in Statement of Profit & Loss when the related services are rendered. The Company has no further obligations under these plans beyond its periodic contributions.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Under the defined benefit retirement plan, the Company provides retirement obligation in the form of Gratuity. Under the plan, a lump sum payment is made to eligible employees at retirement or termination of employment based on respective employee salary and years of experience with the Company.

The cost of providing benefits under this plan is determined on the basis of actuarial valuation carried out as at the reporting date by an independent qualified actuary using the projected unit credit method. Actuarial gains and losses are recognised in full in the period in which they occur in the Statement of Profit and Loss. The obligation towards the said benefit is recognised in the balance sheet as the difference between the fair value of the plan assets and the present value of the plan liabilities. Scheme liabilities

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

are calculated using the projected unit credit method and applying the principal actuarial assumptions as at the date of Balance Sheet. Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Gratuity is covered under the Gratuity policy respectively, of Life Insurance Corporation of India (LIC).

All expenses excluding re-measurements of the net defined benefit liability (asset), in respect of defined benefit plans are recognized in the profit or loss as incurred. Re-measurements, comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability (asset)), are recognized immediately in the Balance Sheet with a corresponding debit or credit through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

**m) Provisions**
**i) General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time (i.e. unwinding of discount) is recognised as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

**ii) Contingent assets/ liabilities**

Contingent assets are not recognised. However, when realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

Contingent liabilities are disclosed in notes to accounts when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**n) Earnings per share (EPS)**

Basic EPS is calculated by dividing the profit for the period attributable to ordinary equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity shareholders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares (such as preferential shares, ESOP, share warrants, share application money, etc.) into equity shares.

**o) Fair value measurement**

The Company measures financial instruments at fair value at each reporting 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
- 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 minimising 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:

- I. Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- II. Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- III. Level 3- Inputs for the assets or liabilities that are not based on observable market data(unobservable inputs)

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

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 reassessing 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.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value measurement. Other fair value related disclosures are given in the relevant notes.

**p) Foreign currency**

**Functional and presentation currency**

The Company's financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. Functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash. All the financial information is presented in INR, except where otherwise stated.

**Transactions and balances**

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in Statement of Profit or Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fairvalue is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange gains/ (losses) arising on translation of foreign currency monetary loans are presented in the Statement of Profit and Loss on net basis.

**q) Corporate social responsibility expenditure**

Pursuant to the requirements of section 135 of the Act and rules thereon and guidance notion "Accounting for expenditure on Corporate Social Responsibility activities" issued by ICAI, with effect from 1 April 2015, CSR expenditure is recognised as an expense in the Statement of Profit and Loss in the period in which it is incurred.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**4. Segment Reporting**

The Company is in the business of manufacturing of Speciality Additives, Compounds & Polymers and hence has only one reportable segment as per 'Ind-AS 108 : Operating Segments.

**5. Property, plant and equipment**

(Amount In ₹)

| Particulars                                | Leasehold Land    | Office Building   | Lease Hold Improvements (Factory Building) | Plant and equipment | Furniture & fixtures | Vehicles          | Office Equipment | Computers        | Total              |
|--|-------------------|-------------------|--|---------------------|----------------------|-------------------|------------------|------------------|--------------------|
| <b>Cost or valuation</b>                   |                   |                   |  |                     |                      |                   |                  |                  |                    |
| At 1 April 2019                            | 47,817,604        | 112,603,255       | 74,489,112                                 | 306,738,369         | 2,664,851            | 32,845,179        | 8,615,507        | 7,325,228        | 593,099,105        |
| Additions                                  | -                 | -                 | -  | 1,650,369           | 400,000              | -                 | 420,848          | -                | 2,471,217          |
| Assets classified as Investment Property * | -                 | (19,499,620)      |  |                     |                      |                   |                  |                  | (19,499,620)       |
| Disposals / Assets Held for Sale #         | -                 | (37,954,980)      | -  | (301,145)           | -                    | -                 | -                | -                | (38,256,125)       |
| <b>At 31 March 2020</b>                    | <b>47,817,604</b> | <b>55,148,655</b> | <b>74,489,112</b>                          | <b>308,087,593</b>  | <b>3,064,851</b>     | <b>32,845,179</b> | <b>9,036,355</b> | <b>7,325,228</b> | <b>537,814,577</b> |
| <b>Depreciation</b>                        |                   |                   |  |                     |                      |                   |                  |                  |                    |
| At 1 April 2019                            | 2,771,501         | 2,087,914         | 29,219,244                                 | 123,842,348         | 2,207,266            | 23,414,965        | 7,698,891        | 6,195,452        | 197,437,581        |
| Charge for the year                        | 325,886           | 4,323,214         | 4,445,688                                  | 33,655,569          | 201,013              | 2,799,641         | 416,016          | 569,708          | 46,736,735         |
| Assets classified as Investment Property * |                   | (179,530)         |  |                     |                      |                   |                  |                  | (179,530)          |
| Disposals / Assets Held for Sale #         | -                 | (2,055,843)       | -  | (91,820)            |                      | -                 | -                | -                | (2,147,662)        |
| <b>At 31 March 2020</b>                    | <b>3,097,387</b>  | <b>4,175,755</b>  | <b>33,664,932</b>                          | <b>157,406,097</b>  | <b>2,408,279</b>     | <b>26,214,606</b> | <b>8,114,907</b> | <b>6,765,160</b> | <b>241,847,124</b> |
| <b>Net book value</b>                      |                   |                   |  |                     |                      |                   |                  |                  |                    |
| At 31 March 2020                           | 44,720,217        | 50,972,900        | 40,824,180                                 | 150,681,496         | 656,572              | 6,630,573         | 921,448          | 560,068          | 295,967,454        |
| At 31 March 2019                           | 45,046,103        | 110,515,341       | 45,269,868                                 | 182,896,021         | 457,585              | 9,430,214         | 916,616          | 1,129,776        | 395,661,524        |

| <b>5. Investment Property</b> |                              | (Amount In ₹)     |
|-------------------------------|------------------------------|-------------------|
| Particulars                   | <b>Investment Properties</b> |                   |
| <b>Cost or valuation</b>      |                              |                   |
| At 1 April 2019               |                              |                   |
| Reclassified from PPE*        |                              | 19,499,620        |
| Disposals                     |                              | -                 |
| <b>At 31 March 2020</b>       |                              | <b>19,499,620</b> |
| <b>Depreciation</b>           |                              |                   |
| At 1 April 2019               |                              | -                 |
| Reclassified form PPE*        |                              | 179,530           |
| Charge for the year           |                              | 943,516           |
| Disposals                     |                              | -                 |
| <b>At 31 March 2020</b>       |                              | <b>1,123,046</b>  |
| <b>Net book value</b>         |                              |                   |
| At 31 March 2020              |                              | <b>18,376,574</b> |
| At 31 March 2019              |                              | -                 |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

\*Asset has been reclassified as Investment property as per IND AS 40 as property interests held under a lease accounted for as an operating lease.

# During the year under consideration, The company has entered into MOU dated 05/03/2020 with Prospective Buyers for sale of Office No. 404 in the Building known as "Express Zone", Western Express Highway, Malad (East) Mumbai, Maharashtra for consideration of Rs. 1,40,00,000/- and received an advance of Rs. 1,29,00,000/- against the same. Further, Execution of Sale deed will take place in F.Y. 2020-21. and accordingly as on year end the said property has been classified as Assets held for Sale at lower of Carrying value and fair value less cost to sell.

## 6. Loans

(Amount In ₹)

| Particulars   | As at 31 March 2020 | As at 31 March 2019 |
|---|---------------------|---------------------|
| <i>Unsecured, considered good unless otherwise stated</i> |                     |                     |
| Security deposit  | 2,151,958           | 2,161,958           |
| <b>Total</b>  | <b>2,151,958</b>    | <b>2,161,958</b>    |

## 7. Taxes

## a) Amounts recognised in Statement of profit and loss comprises:

The major component of income tax expense:

## i) Statement of profit and loss

(Amount In ₹)

| Particulars                                       | As at 31 March 2020 | As at 31 March 2019 |
|---|---------------------|---------------------|
| Current tax                                       | 10,040,507          | 71,127,662          |
| Deferred tax                                      | (349,402)           | 8,660,079           |
| Excess/ Short provision relating earlier year tax | -                   | -                   |
| <b>Income tax expense</b>                         | <b>9,691,105</b>    | <b>79,787,741</b>   |

## ii) Other comprehensive income

(Amount In ₹)

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| Deferred tax benefit on re-measurement of defined benefit plan | 264,002             | 765,777             |
| <b>Income tax charged to OCI</b>                               | <b>264,002</b>      | <b>765,777</b>      |

## b) Current tax liabilities (net)

(Amount In ₹)

| Particulars             | As at 31 March 2020 | As at 31 March 2019 |
|-------------------------|---------------------|---------------------|
| Current tax assets      | 3,982,313           | 2,453,732           |
| Current tax liabilities | (10,304,509)        | (71,893,439)        |
| <b>Total</b>            | <b>(6,322,196)</b>  | <b>(69,439,707)</b> |

## c) Reconciliation of effective tax rate

(Amount In ₹)

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| Net income before tax  | 29,887,995          | 248,268,736         |
| Enacted tax rate in India  | 25.17%              | 29.12%              |
| <b>Computed tax expense</b>  | <b>7,522,211</b>    | <b>72,295,856</b>   |
| <b>Increase/ decrease in taxes on account of:</b>  |                     |                     |
| Tax effect on exempted income under Income-tax Act   | -                   | (1,487,132)         |
| Adjustment on account of Demerger  | -                   | -                   |
| Tax impact of restatement of Prior period items  | -                   | (2,178,970)         |
| Adjustment on account of permanent difference  | 2,769,024           | (4,361,655)         |
| Adjustment on account of other than permanent difference   | 13,274              | -                   |
| Excess/ Short provision relating earlier year tax  | -                   | -                   |
| <b>Income tax expense recognised in the statement of profit and loss (including portion of other comprehensive income)</b> | <b>10,304,509</b>   | <b>64,268,099</b>   |





## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

d) **Deferred tax asset/ (liabilities)** (Amount In ₹)

| Deferred tax asset in respect of:                | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| Property, plant and equipment                    | 9,276,003           | 8,537,586           |
| Provision for Gratuity, Bonus & Leave Encashment | 738,347             | 1,127,360           |
| <b>Total deferred tax asset</b>                  | <b>10,014,349</b>   | <b>9,664,947</b>    |

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by same taxation authority. During the year the Company has increased its existing Deferred Tax Assets by Rs. 3,49,402.00.

e) **Reconciliation of deferred tax assets** (Amount In ₹)

| Particulars   | As at 31 March 2020 | As at 31 March 2019 |
|---|---------------------|---------------------|
| Opening balance   | 9,664,947           | 18,325,025          |
| Tax credit during the year recognised in Statement of profit and loss | (349,402)           | 8,660,079           |
| <b>Closing balance</b>  | <b>10,014,349</b>   | <b>9,664,947</b>    |

8. **Other non-current assets** (Amount In ₹)

| Particulars   | As at 31 March 2020 | As at 31 March 2019 |
|---|---------------------|---------------------|
| <i>Unsecured, considered good unless otherwise stated</i> |                     |                     |
| Capital advances  | 179,464,646         | 179,460,126         |
| Other Non Current Assets                                  | 173,631             | 237,007             |
| <b>Total</b>  | <b>179,638,277</b>  | <b>179,697,133</b>  |

9. **Inventories** (Amount In ₹)

| Particulars  | As at 31 March 2020  | As at 31 March 2019  |
|--|----------------------|----------------------|
| <i>At cost or net realisable value, whichever is lower</i> |                      |                      |
| Raw materials  | 674,155,314          | 1,005,170,345        |
| Finished goods   | 419,995,200          | 52,126,330           |
| Goods in transit   | -                    | -                    |
| Real estate Inventory                                      | 10,486,671           | 10,486,671           |
| <b>Total</b>   | <b>1,104,637,185</b> | <b>1,067,783,345</b> |

(Valued and certified by the Company's Management, Independent Cost Accountant and Relied upon by Auditors)  
The Company is in the business of High End additives and rubber-plastic compounds and accordingly deals in numerous items such as Tin Alloy / Ingots, 2EthylhexylThioglycolate, Tinmate, Hydrogen Peroxide, PVC Resin, Styrene Butadiene Copolymer, Styrene Butadiene Styrene, Methyl Chloride (Gas) etc. Keeping in view the nature of industry and vast number of items, it is not practical for the Company to give item wise break up of different type of products.

10. **Trade receivables** (Amount In ₹)

| Particulars  | As at 31 March 2020  | As at 31 March 2019  |
|--|----------------------|----------------------|
| Unsecured, considered good unless otherwise stated | 1,080,210,508        | 1,648,884,496        |
| <b>Total</b>                                       | <b>1,080,210,508</b> | <b>1,648,884,496</b> |

Trade receivables are subject to confirmation / reconciliation, consequential adjustment if any and verification from Bank realisation certificates

The carrying amount of trade receivables approximates their fair value, is included in note 37.

The Company's exposure to credit risk and impairment allowances related to trade receivables is disclosed in Note 41.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 11. Cash and cash equivalents

(Amount In ₹)

| Particulars                                 | As at 31 March 2020 | As at 31 March 2019 |
|---|---------------------|---------------------|
| Cash in hand                                | 152,905             | 226,417             |
| Balance with banks                          | -                   | -                   |
| On current accounts                         | 887,422             | 4,248,571           |
| On cash credit limits - Repayable on demand | -                   | -                   |
| Unpaid dividend account *                   | 2,053,438           | 2,271,483           |
| <b>Total</b>                                | <b>3,093,765</b>    | <b>6,746,471</b>    |

\*During the year Company has identified Rs. 255.00 pertaining to Fy 2011-12 which needs to be transferred to Investor Education Protection Fund of India. The Company has already passed instructions for such transfer however the respective Bank is yet to transfer the same to IEPFI.

## 12. Other bank balances

(Amount In ₹)

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| <b>Deposits with bank held as margin money</b>                         |                     |                     |
| Bank deposits (with maturity within 12 months from the reporting date) | 90,230,319          | 136,783,416         |
| <b>Total</b>   | <b>90,230,319</b>   | <b>136,783,416</b>  |

## 13. Other financial assets

(Amount In ₹)

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| Unsecured, considered good unless otherwise stated |                     |                     |
| Interest accrued but not due on deposits           | 4,490,170           | 4,387,527           |
| <b>Total</b>                                       | <b>4,490,170</b>    | <b>4,387,527</b>    |

## 14. Other current assets

(Amount In ₹)

| Particulars                  | As at 31 March 2020 | As at 31 March 2019 |
|------------------------------|---------------------|---------------------|
| Advance to suppliers*        | 607,056,065         | 324,629,198         |
| Security Deposits Refundable | 1,059,930           | 1,099,098           |
| MEIS Licence                 | 8,067,221           | 584,280             |
| Advance to employees         | 381,298             | 235,630             |
| Other taxes recoverable      | 7,432,830           | 40,785,568          |
| Prepaid expenses             | 5,803,554           | 5,777,453           |
| Other Current Assets         | 18,650,780          | 87,551,549          |
| <b>Total</b>                 | <b>648,451,678</b>  | <b>460,662,776</b>  |

\*Advance to suppliers are subject to confirmation / reconciliation, consequential adjustment if any.

## 15. Share capital

## a) Equity share capital

(Amount In ₹)

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| <b>Authorised shares</b>                           |                     |                     |
| 320,000,000 equity shares of Re. 1 each            | 320,000,000         | 320,000,000         |
| <b>Issued, subscribed and fully paid-up shares</b> |                     |                     |
| 279,899,675 equity shares of Re. 1 each            | 279,899,675         | 279,899,675         |
|  | <b>279,899,675</b>  | <b>279,899,675</b>  |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## b) Reconciliation of number of shares outstanding at the beginning and end of year

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| <b>Equity shares, issued, subscribed and fully paid-up</b> |                     |                     |
| Shares at the beginning of the year                        | 279,899,675         | 279,899,675         |
| Issued during the year                                     | -                   | -                   |
| <b>Shares at the end of the year</b>                       | <b>279,899,675</b>  | <b>279,899,675</b>  |

## c) Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Re 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

## d) Details of shareholders holding more than 5% shares in the Company

(Amount In ₹)

| Particulars  | As at 31 March 2020  |             |
|--|----------------------|-------------|
| <b>Equity shares, issued, subscribed and fully paid-up</b> | <b>No. of shares</b> | <b>%age</b> |
| Vikas Garg   | 27,844,711           | 9.95%       |
| Vikas Multicorp Limited                                    | 36,913,548           | 13.19%      |
| Jayanti Shamji Chedda HUF                                  | 19,996,000           | 7.14%       |

(Amount In ₹)

| Particulars  | As at 31 March 2019  |             |
|--|----------------------|-------------|
| <b>Equity shares, issued, subscribed and fully paid-up</b> | <b>No. of shares</b> | <b>%age</b> |
| Vikas Garg   | 27,844,711           | 9.95%       |
| Vikas Multicorp Limited                                    | 38,166,140           | 13.64%      |
| Jayanti Shamji Chedda HUF                                  | 20,000,000           | 7.15%       |

## e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

The Company has not issued any share for consideration other than cash during the period of five year immediately preceding 31 March 2020.

|                            |                            |                            |
|----------------------------|----------------------------|----------------------------|
| <b>16. Other equity</b>    |                            | (Amount In ₹)              |
| <b>Particulars</b>         | <b>As at 31 March 2020</b> | <b>As at 31 March 2019</b> |
| Share premium              | 114,869,778                | <b>114,869,778</b>         |
| General reserve            | 147,120,475                | <b>147,120,475</b>         |
| Retained earnings          | 885,835,621                | 875,653,819                |
| Other reserve              | 965,934                    | <b>965,934</b>             |
| Other comprehensive income | 1,226,785                  | 441,913                    |
| <b>Total</b>               | <b>1,150,018,593</b>       | <b>1,139,051,920</b>       |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| <b>a) Share premium</b> (Amount In ₹)                          |                     |                     |
|--|---------------------|---------------------|
| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
| Opening balance  | 114,869,778         | 114,869,778         |
| Additions during the year on account of issue of equity shares | -                   | -                   |
| Closing balance  | 114,869,778         | 114,869,778         |

| <b>b) General reserve</b> (Amount In ₹) |                     |                     |
|---|---------------------|---------------------|
| Particulars                             | As at 31 March 2020 | As at 31 March 2019 |
| Opening balance                         | 147,120,475         | 147,120,475         |
| Closing balance                         | 147,120,475         | 147,120,475         |

| <b>c) Retained earnings</b> (Amount In ₹)    |                     |                     |
|--|---------------------|---------------------|
| Particulars                                  | As at 31 March 2020 | As at 31 March 2019 |
| Opening balance                              | 875,653,819         | 742,525,528         |
| Additions during the year                    | 10,181,802          | 150,051,702         |
| Less: Final dividend on equity shares        | -                   | (13,994,984)        |
| Less: Tax on final dividend on equity shares | -                   | (2,928,427)         |
| Closing balance                              | 885,835,621         | 875,653,819         |

| <b>d) Other reserves (capital reserve)</b> (Amount In ₹) |                     |                     |
|--|---------------------|---------------------|
| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
| Opening balance  | 965,934             | 965,934             |
| Additions during the year                                | -                   | -                   |
| Closing balance  | 965,934             | 965,934             |

| <b>e) Dividends</b> (Amount In ₹)                   |                     |                     |
|---|---------------------|---------------------|
|   | As at 31 March 2020 | As at 31 March 2019 |
| Cash dividend on equity shares declared and paid    |                     |                     |
| Final dividend for 31 March 2018: Rs.0.05 per share | -                   | 13,994,984          |
| Dividend distribution tax on final dividend         | -                   | 2,928,427           |
| Total cash dividend                                 | -                   | 16,923,411          |

| <b>f) Other Comprehensive Income – Re-measurement of defined benefit plans (net of tax)</b> (Amount In ₹) |                     |                     |
|---|---------------------|---------------------|
|   | As at 31 March 2020 | As at 31 March 2019 |
| Opening balance   | 441,913             | (1,422,038)         |
| Actuarial gains/ (losses) on defined benefit plan for the year (net of tax)                               | 784,872             | 1,863,951           |
| Closing balance   | 1,226,785           | 441,913             |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 17. Borrowings

## a) Non-current borrowings

(Amount In ₹)

| Particulars                         | As at 31 March 2020 | As at 31 March 2019 |
|-------------------------------------|---------------------|---------------------|
| <b>Loan from banks and Others</b>   |                     |                     |
| Vehicle loans                       | 238,378             | 622,747             |
| Business loan                       | -                   | 5,997,977           |
| Fixed assets loans                  | 44,120,067          | 60,788,875          |
| Unsecured Loan                      | -                   | 181,677,953         |
| <b>Total non-current borrowings</b> | <b>44,358,445</b>   | <b>249,087,552</b>  |

## b) Current borrowings

(Amount In ₹)

| Particulars   | As at 31 March 2020  | As at 31 March 2019  |
|---|----------------------|----------------------|
| <b>Current portion of secured term loan from banks</b>              |                      |                      |
| <b>Secured Loans</b>  |                      |                      |
| Vehicle loans   | 387,621              | 2,296,791            |
| Business loan   | 6,052,311            | 15,594,988           |
| Fixed assets loans  | 4,034,674            | 4,446,052            |
| <b>Cash credit limits – Repayable on demand</b>                     |                      |                      |
| Bank of Baroda  | 120,306,392          | 154,180,770          |
| DBS bank  | -                    | 66,418,878           |
| Oriental Bank of Commerce   | 513,488,628          | 526,059,122          |
| Punjab National Bank  | 111,682,180          | 98,597,237           |
| HSBC Bank Limited   | -                    | -                    |
| State Bank of India   | 199,825,326          | 197,519,859          |
| PCFC Bank of Baroda   | -                    | 10,784,897           |
| PCFC DBS  | -                    | -                    |
| PCFC Oriental Bank of Commerce                                      | 177,536,850          | 183,178,724          |
| PCFC Punjab National Bank   | 73,962,803           | 66,911,474           |
| PCFC HSBC Bank Limited  | -                    | -                    |
| <b>Unsecured Loans</b>  |                      |                      |
| Unsecured Loan  | 200,111,500          | -                    |
|   | <b>1,407,388,285</b> | <b>1,325,988,793</b> |
| <b>Less: Amount disclosed under 'Other financial liabilities' *</b> | <b>(10,474,606)</b>  | <b>(22,337,832)</b>  |
| <b>Total</b>  | <b>1,396,913,678</b> | <b>1,303,650,962</b> |

Information about the Company's exposure to interest rate, foreign currency and liquidity risks is included in Note 41.

\* Current portion of secured term loan from banks is disclosed under note 20, 'Other financial liabilities'.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 17. Terms and repayment schedule of Borrowings

Terms and conditions of outstanding secured term loan are as follows:

(Amount In ₹)

| Particulars   | Interest rate | Year of maturity | As at 31 March 2020 | As at 31 March 2019 |
|---|---------------|------------------|---------------------|---------------------|
| <b>Non-current borrowings</b>   |               |                  |                     |                     |
| Vehicle loan  |               |                  |                     |                     |
| Toyota Financial Services India Limited – Innova (Account No NDEL1085441) | 9.24% p.a.    | 2021             | 238,378.00          | 622,747.00          |
| Business loan   |               |                  |                     |                     |
| ICICI LAP A/c No. LBDEL00004899038  | 9.60% p.a.    | 2026             | 44,120,066.66       | 60,788,875.00       |
| Fixed assets loan   |               |                  |                     |                     |
| OBC – TL (Account No 08767025001865)                                      | MCLR+2%       | 2020             | -                   | 900,000.00          |
| OBC – TL (Account No 08767025002281)                                      | MCLR+2%       | 2020             | -                   | 5,097,977.00        |
| <b>Current borrowings</b>   |               |                  |                     |                     |
| Vehicle loan  |               |                  |                     |                     |
| HDFC - Volvo loan (Account No 38982281)                                   | 9.37% p.a.    | 2019             | -                   | 207,544.73          |
| ICICI - Jaguar loan (Account No 00035146099)                              | 9.10% p.a.    | 2019             | -                   | 1,733,629.04        |
| Toyota Financial Services India Limited – Innova (Account No NDEL1085441) | 9.24% p.a.    | 2021             | 387,621.29          | 355,617.68          |
| Business loan   |               |                  |                     |                     |
| ICICI LAP A/c No. LBDEL00004899038  | 9.60% p.a.    | 2026             | 4,034,674.00        | 4,446,052.06        |
| Fixed assets loan   |               |                  |                     |                     |
| OBC – TL (Account No 08767025001865)                                      | MCLR+2%       | 2020             | 908,279.00          | 5,457,387.00        |
| OBC – TL (Account No 08767025002281)                                      | MCLR+2%       | 2020             | 5,144,032.00        | 10,137,601.00       |

**Secured term loans from banks**

- HDFC-Vehicle Loan Agreement No 38982281 was taken during 2016 year and carries interest @ 9.37% per annum. The loan is repayable in 36 instalments of Rs. 207,805 each along with interest from the date of Loan. The loan is secured by hypothecation of car of the Company. This loan has been discharged completely during the FY 2019-20.
- ICICI Loan No-LADEL00035146099 was taken during 2016 year and carries interest @ 9.10% per annum. The loan is repayable in 36 instalments of Rs. 201,906 each along with interest from the date of Loan. The loan is secured by hypothecation of car of the Company. The loan shall be fully repaid by 10.12.2019.
- Toyota Financial Services India Ltd - NDEL1085441 was taken during 2016 year and carries interest @ 9.24% per annum. The loan is repayable in 60 instalments of Rs. 35,496 each along with interest from the date of loan. The loan is secured by hypothecation of car of the Company. The loan shall be fully repaid by 10.10.2021.
- Term Loan II-8767025001865 (Oriental Bank of Commerce). The Term Loan is secured on the 1st exclusive charge by way of hypothecation on plant & machinery financed by OBC. The rate of interest shall be one year MCLR+2%. The loan shall be fully repaid by 30.04.2020.
- Term Loan III-8767025002281 (Oriental Bank of Commerce). The Term Loan is secured on the 1st exclusive charge by way of hypothecation on plant & machinery and construction of Building financed by OBC. The rate of interest shall be one year MCLR+2%. The loan shall be fully repaid by 30.09.2020.
- ICICI LAP A/c No. LBDEL00004899038: Vikas Ecotech Ltd. has taken Loan Against Immovable Commercial property from ICICI Bank during February'2019. Repayable in 91 EMI of Rs 8,67,358.00 each & Date of EMI is 05th of next month. The Term loan is secured against Office No. 404, 405, 408,409 & 410 in the Building known as "Express Zone", Western Express Highway, Malad (East) Mumbai, Maharashtra and the property is in the name of the Company.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

### Secured Fund Based (Cash Credit, PCFC etc.) & Non Fund Based limits from Banks

- The Company is availing working capital limits under consortium from Oriental Bank of Commerce, Bank of Baroda, Punjab National Bank and State Bank of India with Oriental Bank of Commerce as lead banker in consortium and others banks are member banks.
- The Company is availing a cash credit (Hypothetical) limit of Rs. 5,820 Lacs which include PCFC Limit of RS 2,580 Lacs from Oriental Bank of Commerce against Hypothecation of stock, receivable, and advance to suppliers and other current assets on pari-passu basis with consortium members. No DP against stock and Book debts exceeding 180 days to be allowed. Margin 20% and the rate of interest are one year Bank MCLR + 1.5%. Further the Company is also availing LC / DA / DP basis non Fund Based Limit of Rs.2,760 Lacs (which includes both side inter change ability LC to CC for Rs.1,000 Lacs) for procurement of Raw Material and spares. Cash Margins is 15% in the shape of FDR on LC limits.
- The Company is also availing Cash Credit limit of Rs.1,550 Lacs from Bank of Baroda. The limit is secured by way of hypothecation of stock, receivables & other current assets on pari-passu basis with consortium members. DP shall be permitted against receivable upto 180 days. Margin is 20% & Rate of interest is one year MCLR+Strategic Premium+6.50%.
- The Company is also availing Cash Credit limit of Rs.1,530 Lacs from Punjab National Bank with a sub limit of PC / PCFC/ FBP / FBD of Rs. 720 Lacs under the same Cash Credit limit. The limit is secured by way of hypothecation of stock, receivables & other current assets on pari-passu basis with consortium members. DP shall be permitted against receivable upto 180 days. Margin is 20% & Rate of interest is one year MCLR +6.00%. Further the Company is availing Non-Fund Based LC (Import /Inland /DP /DA /BG, Buyers Credit) limits of Rs.690 Lacs (which includes both side inter change ability LC to CC for Rs.170 Lacs) for procurement of raw material and spares. Cash Margin is 15% in the shape of FDR.
- The Company had also availed Cash Credit limit of Rs.700 Lacs from Development Bank of Singapore with a sub limit of PC / PCFC / FBP / FBD of Rs. 700 Lacs under the same Cash Credit limit which has been fully repaid during the FY. The limit was secured by way of hypothecation of stock, receivables & other current assets on pari-passu basis with consortium members. This facility has been fully paid off by Company and DBS has issued No Dues Certificate on 03.03.2020 against the same.
- The Company is also availing Cash Credit limit of Rs.2,000 Lacs from State Bank of India with a sub limit of PC / PCFC / FBP / FBD of Rs. 500 Lacs under the same Cash Credit limit. The limit is secured by way of hypothecation of stock, receivables & other current assets on pari-passu basis with consortium members. DP shall be permitted against receivable upto 180 days. Margin is 20% & Rate of interest is 2.50% above MCLR. Further the Company is availing Non Fund Based LC (Import /Inland /DP/ DA/ BG, Buyers Credit) limits of Rs. 1000 for procurement of raw material and spares .Cash Margin is 15% in the shape of FDR.

### Further, the Fund Based & Non Fund Based limits from Banks are secured by Mortgage of following Collateral Assets:

- a) Property bearing Khasra No.14/5/2 6min, 15/1/2, 9/2 &10 min Vill Ghevra, Near Mundka Railway Crossing, Delhi owned by Ms. Seema Garg and Ms. Namita Garg.
- b) Roof right of Property 34/1, Vikas Apartments, East Punjabi Bagh, New Delhi owned by Company.
- c) Industrial property at Industrial Growth Centre, Phase1, Dist. Samba, J&K owned by Company.
- d) Land & building situated at Industrial Growth Centre, Phase-1, Dist. Samba, J&K owned by Company.
- e) F-5, Vikas Apartment, 34/1, 1st Floor, East Punjabi Bagh, New Delhi owned by Ms. Seema Garg.
- f) Industrial property at G-30 RIICO Industrial Area, Vigyan Nagar, Shahjahanpur Dist. Alwar, Rajasthan.
- g) Property situated at Khasra no. 710/201 in Village Rithala, Delhi owned by Mr. Vivek Garg.
- h) A-28 Khasra No.12/10 and 13/6 Village Kamrudin Nagar Nangloi owned by Ms. Seema Garg and Ms. Usha Garg.
- i) 770, Khasra No.142/770, situated at Village Khanjawala, New Delhi owned by Ms. Usha Garg
- j) B-1, 34/1, Vikas Apartment, Punjabi Bagh, New Delhi owned by Ms. Usha Garg.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

- k) Land situated village Sultanpur Dabas, New Delhi owned by Company.
- l) Industrial property at G-24-29 RIICO Industrial Area, Vigyan Nagar, Shahjahanpur Dist. Alwar Rajasthan, owned by Company.
- m) Industrial Property No. - F-7 & 8, Vigyan Nagar RIICO Indl. Area, Shahjahanpur, Tehsil Neemrana Distt. Alwar, Rajasthan.

**Further, the Fund Based & Non Fund Based limits are guaranteed by personal guarantee of the following persons:**

- a) Mr. Nand Kishore Garg
- b) Mr. Vikas Garg
- c) Mr. Vivek Garg
- d) Ms. Seema Garg
- e) Ms. Usha Garg
- f) Ms. Namita Garg

## 18. Provisions

## a) Long-term provisions

(Amount In ₹)

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--------------|---------------------|---------------------|
| Gratuity     | 2,800,536           | 2,819,588           |
| <b>Total</b> | <b>2,800,536</b>    | <b>2,819,588</b>    |

## b) Short-term provisions

(Amount In ₹)

| Particulars  | As at 31 March 2020 | As at 31 March 2019 |
|--------------|---------------------|---------------------|
| Gratuity     | 59,223              | 459,246             |
| <b>Total</b> | <b>59,223</b>       | <b>459,246</b>      |

## 19. Trade payables

(Amount In ₹)

| Particulars   | As at 31 March 2020 | As at 31 March 2019 |
|---|---------------------|---------------------|
| Total outstanding to micro and small enterprises*                     |                     |                     |
| Total outstanding to creditors other than micro and small enterprises | 256,442,874         | 603,089,468         |
| <b>Total</b>  | <b>256,442,874</b>  | <b>603,089,468</b>  |

\* Based on the information presently available with the management, there are no dues outstanding to micro and small enterprises covered under the 'Micro, Small and Medium Enterprises Development Act, 2006'.

The Company exposure to liquidity risk related to the above financial liabilities is disclosed in Note 41.

Trade Payables are subject to confirmation / reconciliation, consequential adjustment if any.

## 20. Other financial liabilities

(Amount In ₹)

| Particulars                                  | As at 31 March 2020 | As at 31 March 2019 |
|--|---------------------|---------------------|
| Current maturities of non-current borrowings | 10,474,606          | 22,337,832          |
| Unclaimed dividend                           | 2,018,606           | 2,271,483           |
| Bank overdrafts                              | 15,812,300          | 80,344              |
| <b>Total</b>                                 | <b>28,305,512</b>   | <b>24,689,658</b>   |





## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**25. Purchase of traded goods\*** (Amount In ₹)

| Particulars   | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|---|-------------------------------------|-------------------------------------|
| Purchase of traded goods ( including direct expenses and overheads) | -                                   | 3,660,154                           |
| <b>Total</b>  | <b>-</b>                            | <b>3,660,154</b>                    |

**26. Change in inventory\*** (Amount In ₹)

| Particulars   | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|---|-------------------------------------|-------------------------------------|
| Closing stock of traded goods and real estate inventory                           | 10,486,671                          | 10,486,671                          |
| Opening stock of traded goods and real estate inventory                           | 10,486,671                          | 6,826,517                           |
| <b>(Increase)/ Decrease in Inventory (traded goods and real estate inventory)</b> | <b>-</b>                            | <b>(3,660,154)</b>                  |

\*The Company is in the business of High End additives and rubber-plastic compounds and accordingly deals in numerous items such as Tin Alloy / Ingots, 2 Ethylhexyl Thioglycolate, Tinmate, Hydrogen Peroxide, PVC Resin, Styrene Butadiene Copolymer, Styrene Butadiene Styrene, Methyl Chloride (Gas) etc. Keeping in view the nature of industry and vast number of items, it is not practical for the Company to give item wise break up of different type of products.

**27. Employee benefit expenses** (Amount In ₹)

| Particulars                               | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|---|-------------------------------------|-------------------------------------|
| Salaries, wages and bonus                 | 26,844,267                          | 35,281,416                          |
| Contribution to provident and other funds | 1,434,436                           | 1,322,411                           |
| Staff welfare expenses                    | 2,999,642                           | 4,079,143                           |
| <b>Total</b>                              | <b>31,278,345</b>                   | <b>40,682,970</b>                   |

\*'Salaries, wages and bonus' includes gratuity and other post-employment benefits. Refer note 33 for details.

**28. Depreciation expense** (Amount In ₹)

| Particulars                     | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|---------------------------------|-------------------------------------|-------------------------------------|
| Depreciation on tangible assets | 47,680,251                          | 47,690,505                          |
| <b>Total</b>                    | <b>47,680,251</b>                   | <b>47,690,505</b>                   |

**29. Finance costs** (Amount In ₹)

| Particulars              | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------------|-------------------------------------|-------------------------------------|
| <b>Interest expenses</b> |                                     |                                     |
| - On borrowings          | 166,458,991                         | 118,627,395                         |
| - On others              | 424,362                             | 672,037                             |
| Other financing charges  | 27,250,210                          | 20,201,755                          |
| <b>Total</b>             | <b>194,133,563</b>                  | <b>139,501,187</b>                  |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| <b>25. Purchase of traded goods*</b>                                | (Amount In ₹)                       |                                     |
|---|-------------------------------------|-------------------------------------|
| Particulars   | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
| Purchase of traded goods ( including direct expenses and overheads) | -                                   | 3,660,154                           |
| <b>Total</b>  | <b>-</b>                            | <b>3,660,154</b>                    |

| <b>26. Change in inventory*</b>   | (Amount In ₹)                       |                                     |
|---|-------------------------------------|-------------------------------------|
| Particulars   | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
| Closing stock of traded goods and real estate inventory                           | 10,486,671                          | 10,486,671                          |
| Opening stock of traded goods and real estate inventory                           | 10,486,671                          | 6,826,517                           |
| <b>(Increase)/ Decrease in Inventory (traded goods and real estate inventory)</b> | <b>-</b>                            | <b>(3,660,154)</b>                  |

\*The Company is in the business of High End additives and rubber-plastic compounds and accordingly deals in numerous items such as Tin Alloy / Ingots, 2 Ethylhexyl Thioglycolate, Tinmate, Hydrogen Peroxide, PVC Resin, Styrene Butadiene Copolymer, Styrene Butadiene Styrene, Methyl Chloride (Gas) etc. Keeping in view the nature of industry and vast number of items, it is not practical for the Company to give item wise break up of different type of products.

| <b>27. Employee benefit expenses</b>      | (Amount In ₹)                       |                                     |
|---|-------------------------------------|-------------------------------------|
| Particulars                               | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
| Salaries, wages and bonus                 | 26,844,267                          | 35,281,416                          |
| Contribution to provident and other funds | 1,434,436                           | 1,322,411                           |
| Staff welfare expenses                    | 2,999,642                           | 4,079,143                           |
| <b>Total</b>                              | <b>31,278,345</b>                   | <b>40,682,970</b>                   |

\*'Salaries, wages and bonus' includes gratuity and other post-employment benefits. Refer note 33 for details.

| <b>28. Depreciation expense</b> | (Amount In ₹)                       |                                     |
|---------------------------------|-------------------------------------|-------------------------------------|
| Particulars                     | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
| Depreciation on tangible assets | 47,680,251                          | 47,690,505                          |
| <b>Total</b>                    | <b>47,680,251</b>                   | <b>47,690,505</b>                   |

| <b>29. Finance costs</b> | (Amount In ₹)                       |                                     |
|--------------------------|-------------------------------------|-------------------------------------|
| Particulars              | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
| <b>Interest expenses</b> |                                     |                                     |
| - On borrowings          | 166,458,991                         | 118,627,395                         |
| - On others              | 424,362                             | 672,037                             |
| Other financing charges  | 27,250,210                          | 20,201,755                          |
| <b>Total</b>             | <b>194,133,563</b>                  | <b>139,501,187</b>                  |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 30. Other expenses

(Amount In ₹)

| Particulars                                 | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|---|-------------------------------------|-------------------------------------|
| Demurrage on export                         | -                                   | 2,466,144                           |
| Freight outward                             | 45,161,646                          | 42,454,506                          |
| Legal and professional                      | 11,970,540                          | 21,332,774                          |
| Statutory Audit Fees                        | 1,000,000                           | 1,000,000                           |
| Directors' sitting fees                     | 80,000                              | 78,537                              |
| Travelling and conveyance                   | 3,572,760                           | 5,643,403                           |
| Profit/loss on sale of fixed assets         | 7,882,023                           | -                                   |
| Donation                                    | 639,901                             | 736,300                             |
| Corporate social responsibility expenditure | 5,200,000                           | 9,000,000                           |
| Insurance                                   | 8,885,902                           | 7,476,832                           |
| Electricity Expenses                        | 958,094                             | 962,397                             |
| Loading and unloading expenses              | 2,174,839                           | 2,108,784                           |
| Security Charges                            | 2,682,856                           | 2,891,394                           |
| Advertisement and promotion                 | 2,740,260                           | 478,856                             |
| Repairs and maintenance                     | -                                   | -                                   |
| Plant and machinery                         | 4,478,641                           | 3,910,638                           |
| Buildings                                   | 139,468                             | 194,278                             |
| Others                                      | 297,219                             | 250,482                             |
| Printing and stationery                     | 559,249                             | 862,984                             |
| Postage and courier                         | 221,329                             | 301,568                             |
| Communication costs                         | 1,091,865                           | 843,850                             |
| Rent  | 3,157,424                           | 3,967,333                           |
| Foreign exchange fluctuation gain           | 19,346,583                          | -                                   |
| Provision for Impairment of Assets          | -                                   | 4,754,332                           |
| Rates and taxes                             | 3,742,620                           | 5,298,146                           |
| Vehicle Running Expenses                    | 795,192                             | 1,160,688                           |
| Miscellaneous expenses                      | 7,850,789                           | 3,449,683                           |
| <b>Total</b>                                | <b>134,629,201</b>                  | <b>121,623,909</b>                  |

## Payments to Statutory auditors

(Amount In ₹)

| Particulars                       | For the year ended 31<br>March 2020 | For the year ended 31<br>March 2019 |
|-----------------------------------|-------------------------------------|-------------------------------------|
| Statutory Audit fees              | 1,000,000                           | 1,000,000                           |
| Taxation and Other matters – fees | 135,000                             | 275,000                             |
| <b>Total</b>                      | <b>1,135,000</b>                    | <b>1,275,000</b>                    |

## 31. Exceptional items

| Particulars                                | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--|-------------------------------------|-------------------------------------|
| Insurance Claim Received (Building, P & M) | 28,673,033                          | -                                   |
| Insurance Claim Received (Inventory)       | 55,057,397                          | -                                   |
| <b>Total</b>                               | <b>83,730,430</b>                   | <b>-</b>                            |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 32. Earnings per share

(Amount In ₹)

| Particulars  | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--|-------------------------------------|-------------------------------------|
| Nominal value per share  | 1.00                                | 1.00                                |
| Profit attributable to equity shareholders for computing Basic and Diluted EPS (A)                 | 10,966,674                          | 151,915,653                         |
| Weighted average number of equity shares outstanding during the year for computing Basic EPS (B)   | 279,899,675                         | 279,899,675                         |
| Diluted effect on weighted average number of equity shares outstanding during the year             |                                     |                                     |
| Weighted average number of equity shares outstanding during the year for computing Diluted EPS (C) | 279,899,675                         | 279,899,675                         |
|  |                                     |                                     |
| <b>Basic earnings per share (A/B)</b>  | <b>0.04</b>                         | <b>0.54</b>                         |
| <b>Diluted earnings per share (A/C)</b>  | <b>0.04</b>                         | <b>0.54</b>                         |

## 33. Employee benefits

(Amount In ₹)

The Company has recognised the following amounts in the statement of profit and loss:

**Defined contribution plan**

| Particulars                               | Year ended<br>31-Mar-20 | Year ended<br>31-Mar-19 |
|---|-------------------------|-------------------------|
| Employer's contribution to provident fund | 1,009,556               | 761,200                 |
| <b>Total</b>                              | <b>1,009,556</b>        | <b>761,200</b>          |

**Defined benefit plan**

The Company operates a defined benefit gratuity plan, wherein every employee, who has rendered at least five years of continuous service, is entitled to the gratuity benefit equivalent to 15 days of total basic salary last drawn for each completed year of service, in terms of Payments of Gratuity Act, 1972. The Company has taken Group Gratuity Scheme for the employees from the LIC of India. Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the each reporting period, as required under Ind-AS 19 – Employee Benefits.

a) **Reconciliation of present value of defined benefit obligation:**

(Amount In ₹)

| Particulars  | Year ended<br>31-Mar-20 | Year ended<br>31-Mar-19 |
|--|-------------------------|-------------------------|
| Present value of benefit obligation at beginning of year       | 3,278,834               | 4,984,726               |
| Current services cost  | 376,791                 | 535,304                 |
| Interest cost  | 253,008                 | 388,532                 |
| Benefits paid  | -                       | -                       |
| Re-measurements of Actuarial (gain)/ loss arising from         |                         |                         |
| - Change in demographic assumptions                            | (1,044)                 |                         |
| - Change in financial assumptions                              | 371,025                 | 41,450                  |
| - Experience variance (i.e. Actual experience vs. assumptions) | (1,418,855)             | (2,671,178)             |
| <b>Present value of benefit obligation at end of year</b>      | <b>2,859,759</b>        | <b>3,278,834</b>        |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## b) Reconciliation of present value of plan assets: (Amount In ₹)

| Particulars  | Year ended     | Year ended     |
|--|----------------|----------------|
|  | 31-Mar-20      | 31-Mar-19      |
| Fair value of plan assets at beginning of year                             | 483,250        | 448,307        |
| Investment income  | 37,289         | 34,943         |
| Return on plan assets, excluding amount recognised in net interest expense | -              | -              |
| <b>Fair value of plan assets at end of year</b>                            | <b>520,539</b> | <b>483,250</b> |

## c) Expense recognised in the statement of profit and loss (Amount In ₹)

| Particulars   | Year ended     | Year ended     |
|---------------|----------------|----------------|
|               | 31-Mar-20      | 31-Mar-19      |
| Service cost  | 376,791        | 535,304        |
| Interest cost | 215,719        | 353,589        |
| <b>Total</b>  | <b>592,510</b> | <b>888,893</b> |

## d) Amount recognised in other comprehensive income: (Amount In ₹)

| Particulars   | Year ended 31-Mar-20 | Year ended 31-Mar-19 |
|---|----------------------|----------------------|
|   |                      |                      |
| Actuarial (gain)/ losses  |                      |                      |
| Changes in demographic assumptions  | (1,044)              |                      |
| Changes in financial assumptions  | 371,025              | 41,450               |
| Experience variance (i.e. actuarial experience vs. assumptions)                     | (1,418,855)          | (2,671,178)          |
| Return on plan assets, excluding amount recognised in net interest expense          | -                    | -                    |
| <b>Components of defined benefit costs recognised in other comprehensive income</b> | <b>(1,048,874)</b>   | <b>(2,629,728)</b>   |

## e) Assumptions used to determine the benefit obligation are as follows: (Amount In ₹)

| Particulars                                      | Year ended | Year ended |
|--|------------|------------|
|  | 31-Mar-20  | 31-Mar-19  |
| Discount rate                                    | 6.80%      | 7.70%      |
| Expected rate of increase in compensation levels | 6.00%      | 6.00%      |
| Retirement age                                   | 60 years   | 60 years   |
| Withdrawal rates:                                |            |            |
| Upto 30 years                                    | 3.00%      | 3.00%      |
| 31 – 44 years                                    | 2.00%      | 2.00%      |
| Above 44 years                                   | 1.00%      | 1.00%      |

Mortality Rate (% of Indian Assured Live Maturity 2006-08)

Assumptions regarding future mortality rate are based on published statistics and mortality tables.

## f) Maturity profile of defined benefit obligation (Amount In ₹)

The weighted average duration of the defined benefit obligation is 13 years. The expected maturity analysis of undiscounted gratuity is as follows:

| Expected cash flows over the next (valued on undiscounted basis) | Amount    | Amount    |
|--|-----------|-----------|
| Particulars  | 31-Mar-20 | 31-Mar-19 |
| 1 year   | 59,223    | 459,246   |
| 2 to 5 years   | 274,119   | 300,315   |
| 6 to 10 years  | 411,116   | 638,285   |
| More than 10 years   | 9,376,727 | 9,731,441 |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

- g) **Sensitivity analysis** (Amount In ₹)  
The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is:

| Particulars                                   | 31-Mar-20 |           | 31-Mar-19 |           |
|---|-----------|-----------|-----------|-----------|
|   | Decrease  | Increase  | Decrease  | Increase  |
| Discount rate (1% movement)                   | 3,362,342 | 2,450,497 | 3,736,420 | 2,898,399 |
| Salary growth rate (1% movement)              | 2,444,172 | 3,361,301 | 2,889,490 | 3,739,708 |
| Attrition Rate (- / + 50% of attrition rates) | 2,835,930 | 2,879,781 | 3,230,370 | 3,320,814 |
| Mortality Rate (- / + 10% of mortality rates) | 2,858,531 | 2,860,981 | 3,275,825 | 3,281,828 |

The sensitivity analyses are based on change in above assumption while holding all other assumptions constant. The changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with projected unit credit method at the end of the reporting year) has been applied, as has been applied when calculating the provision for defined benefit plan recognised in the Balance Sheet.

34. **Operating lease**

The Company has taken various premises on operating leases. The underlying agreements are executed for a period generally ranging from one year to three years except long term leases, renewable at the option of the Company and the lessor. There are no restrictions imposed by such leases and there are no sub leases. The rent charged and minimum rental payments to be made in the future in respect of these operating leases are as under:

| Particulars  | (Amount In ₹)           |                         |
|--|-------------------------|-------------------------|
|  | Year ended<br>31-Mar-20 | Year ended<br>31-Mar-19 |
| Lease rental charged to the Statement of profit and loss | 3,157,424               | 3,967,333               |
| <b>Obligation on non-cancellable lease*</b>              |                         |                         |
| Within one year  | 2,544,323               | 2,356,639               |
| Later than one year but not later than three years       | 5,088,645               | 4,713,277               |
| <b>Total</b>   | <b>7,632,968</b>        | <b>7,069,916</b>        |

\* Obligation related to operational lease of Rajasthan guest house has not been considered due to short term nature.

35. **Contingencies**

- a) **Guarantees** (Amount In ₹)

| Particulars   | (Amount In ₹)           |                         |
|---|-------------------------|-------------------------|
|   | Year ended<br>31-Mar-20 | Year ended<br>31-Mar-19 |
| Bank guarantees issued by banks on behalf of the Company* | 31,504,000              | 31,100,000              |
| Duty against advance license                              | 8,853,908               | 1,342,943               |
| <b>Total</b>  | <b>40,357,908</b>       | <b>32,442,943</b>       |

\* Above Figures are stated without considering margin money given by the company, for margin money details please refer Note no. 12



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## b) Claims not acknowledged as debts

(Amount In ₹)

| Nature of statute                    | Period to which amount relates                | Nature of dues/ demand | Amount    | Forum in which dispute is pending |
|--------------------------------------|---|------------------------|-----------|-----------------------------------|
| Income Tax Act                       | A.Y. 2003-04                                  | Income tax demand      | 3,144,000 | ITAT, Delhi                       |
| Income Tax Act (refer below point-1) | A.Y. 2008-09                                  | Income tax demand      | 2,204,386 | ACIT Circle 26(2), New Delhi      |
| Income Tax Act (refer below point-2) | A.Y. 2009-10                                  | Income tax demand      | 1,980,580 | ACIT Circle 26(2), New Delhi      |
| Income Tax Act (refer below point-3) | A.Y. 2017-18                                  | Income tax demand      | 2,474,790 | ACIT Circle 26(2), New Delhi      |
| Excise (refer below point-3)         | Excise Duty Demand (Sigma Plastic Industries) |                        | 3,124,983 | CESTAT (Chandigarh)               |

1. Letter of Request for rectification has been submitted to The Asst. Commissioner of Income Tax [Circle 26(2)], New Delhi since demand created on account of TDS credit not reflected in 26 AS of relevant year.
2. Letter of Request for rectification has been submitted to The Asst. Commissioner of Income Tax [Circle 26(2)], New Delhi since demand created on account of TDS credit not reflected in 26 AS of relevant year.
3. Letter of Request for rectification u/s 154 has been submitted to The Asst. Commissioner of Income Tax [Circle 26(2)], New Delhi since Assessment order passed u/s 143(3) for the A.Y. 2017-18, carries mistake apparent from records.
4. The Company acquired 100% share in Sigma Plastic Industries, which was merged in the Company during financial year 2014-15. Accordingly, pending litigation of Sigma Plastic Industries has also become part of pending litigation of the Company.

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

## 36. Capital commitment

(Amount In ₹)

| Particulars   | Year ended | Year ended |
|---|------------|------------|
|   | 31-Mar-20  | 31-Mar-19  |
| Estimated amount of contracts to be executed on capital account and not provided for in the financial statements (net of capital advances)* | 3,036,754  | 3,041,274  |

\* The Company has intended to purchase the property for Rs. 18,25,01,400 at New Rohtak Road, New Delhi. The Company has made the payment of Rs. 17,94,64,646/- for the same till 31 March 2020, which is shown as per Note No. 8 under "other non-current assets" in the Balance Sheet. Balance payment and the registration will be done in upcoming years and the same will be registered in the name of the Company after completing all the formalities after taking over possession of units.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 37. Fair value measurement and financial instruments

## Financial instruments – by category and fair value hierarchy

The following table shows the carrying amounts of financial assets and financial liabilities, including their levels in the fair value hierarchy:

(Amount In ₹)

| Financial assets             | Carrying Amount      |                      |
|------------------------------|----------------------|----------------------|
|                              | 31-Mar-20            | 31-Mar-19            |
| <b>- At amortised cost</b>   |                      |                      |
| Loans                        | 2,151,958            | 2,161,958            |
| Investments in Shares        | -                    | -                    |
| Trade receivables            | 1,080,210,508        | 1,648,884,496        |
| Cash and cash equivalents    | 3,093,765            | 6,746,468            |
| Other bank balances          | 90,230,319           | 136,783,417          |
| Other financial assets       | 4,490,170            | 4,387,527            |
|                              | <b>1,180,176,721</b> | <b>1,798,963,866</b> |
| <b>Financial liabilities</b> |                      |                      |
| <b>- At amortised cost</b>   |                      |                      |
| Borrowings (non-current)     | 44,358,445           | 279,309,599          |
| Borrowings (current)         | 1,396,913,678        | 1,303,650,962        |
| Trade payables               | 256,442,874          | 603,089,468          |
| Other financial liabilities  | 28,305,512           | 24,689,658           |
|                              | <b>1,726,020,510</b> | <b>2,210,739,688</b> |
|                              |                      | <b>Fair Value</b>    |
| <b>Financial assets</b>      | <b>31-Mar-20</b>     | <b>31-Mar-19</b>     |
| <b>- At amortised cost</b>   |                      |                      |
| Loans                        | 2,151,958            | 2,161,958            |
| Investments in Shares        | 0                    | 0                    |
| Trade receivables            | 1,080,210,508        | 1,648,884,496        |
| Cash and cash equivalents    | 3,093,765            | 6,746,468            |
| Other bank balances          | 90,230,319           | 136,783,417          |
| Other financial assets       | 4,490,170            | 4,387,527            |
|                              | <b>1,180,176,721</b> | <b>1,798,963,866</b> |
| <b>Financial liabilities</b> |                      |                      |
| <b>- At amortised cost</b>   |                      |                      |
| Borrowings (non-current)     | 44,358,445           | 249,087,552          |
| Borrowings (current)         | 1,396,913,678        | 1,303,650,962        |
| Trade payables               | 256,442,874          | 603,089,468          |
| Other financial liabilities  | 28,305,512           | 24,689,658           |
|                              | <b>1,726,020,510</b> | <b>2,180,517,641</b> |

The following methods / assumptions were used to estimate the fair values:

- The carrying value of cash and cash equivalents, trade receivables and trade payables and liabilities approximate their fair values mainly due to short-term maturities of these instruments.
- The fair value of other financial assets and other financial liabilities is estimated by discounting future cash flows using rates applicable to instruments with similar terms, currency, credit risk and remaining maturities. The fair values of other financial assets and other financial liabilities are assessed by the management to be same as their carrying value and is not expected to be significantly different if estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. These are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

- c) The Company's borrowings have been contracted at floating rate of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value. Borrowings (Current) includes loan from director stated at carrying value which has been reclassified as current from non current. In the previous year, the said loan was classified as Borrowings (non current) and was stated at amortised cost using discounting rate of 9.65% p.a.

There are no significant unobservable inputs used in the fair value measurement.

**Fair value hierarchy**

All financial instrument for which fair value is recognised or disclosed 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) prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents the financial instruments measured at fair value, by level within the fair value measurement hierarchy:

| (Amount In ₹)                |         |                      |                      |
|------------------------------|---------|----------------------|----------------------|
| Financial assets             | Level   | As at<br>31-Mar-20   | As at<br>31-Mar-19   |
| <b>Financial assets</b>      |         |                      |                      |
| <b>- At amortised cost</b>   |         |                      |                      |
| Loans                        | Level 3 | 2,151,958            | 2,161,958            |
| Investments in Shares        | Level 3 | -                    | -                    |
| Trade receivables            | Level 3 | 1,080,210,508        | 1,648,884,496        |
| Cash and cash equivalents    | Level 3 | 3,093,765            | 6,746,468            |
| Other bank balances          | Level 3 | 90,230,319           | 136,783,417          |
| Other financial assets       | Level 3 | 4,490,170            | 4,387,527            |
|                              |         | <b>1,180,176,721</b> | <b>1,798,963,866</b> |
| <b>Financial liabilities</b> |         |                      |                      |
| <b>- At amortised cost</b>   |         |                      |                      |
| Borrowings (non-current)     | Level 3 | 44,358,445           | 249,087,552          |
| Borrowings (current)         | Level 3 | 1,396,913,678        | 1,303,650,962        |
| Trade payables               | Level 3 | 256,442,874          | 603,089,468          |
| Other financial liabilities  | Level 3 | 28,305,512           | 24,689,658           |
| <b>Total</b>                 |         | <b>1,726,020,510</b> | <b>2,180,517,641</b> |

During the year ended 31 March 2020, there were no transfers between Level 1, Level 2 or Level 3 fair value measurements.

**38. Related party disclosures**

In accordance with the requirements of Ind-AS - 24 "Related Party Disclosures", the names of the related parties where control exists and/ or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are as below:

**A. List of related parties****1. Company with common Director**

Vikas Multicorp Limited  
Ketav Multicorp Pvt Ltd.

**2. Key management personnel (KMP)**

Vikas Garg  
Vivek Garg  
Ashutosh Kumar Verma

Managing Director  
Whole time Director  
Ex-Chief Executive Officer and Whole time



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

|                      |                         |
|----------------------|-------------------------|
| Suresh Kumar Dhingra | Director                |
| Dinesh Bhardwaj      | Whole time Director     |
| Devender Kumar Garg  | Chief Executive Officer |
| Amit Dhuria          | Ex-Director (Finance)   |
| Pooja Vanjani        | Chief Financial Officer |
| Preeti Rai           | Ex-Company Secretary    |
| Prashant Sajwani*    | Ex-Company Secretary    |
|                      | Company Secretary       |

\* Prashant Sajwani has been appointed as Company Secretary w.e.f 31.07.2020.

**3. Relative of Key management personnel (KMP)**

Seema Garg

Related party transactions represent transactions entered into by the Company with directors, key management personnel and relatives of key management personnel. The transactions with these related parties for the year ended 31 March 2020 and balances as at 31 March 2020 are described below:

| Nature of transaction                  | Company with Common Director | KMP and Relative  | Total              |
|--|------------------------------|-------------------|--------------------|
| Sales                                  | 168,200,925                  | -                 | 168,200,925        |
| Purchases                              | 52,585,562                   | -                 | 52,585,562         |
| Advance against supplies               | 21,549,865                   | -                 | 21,549,865         |
| Trade Receivable                       | 283,471,326                  | -                 | 283,471,326        |
| Rent paid                              | -                            | 475,447           | 475,447            |
| Director remuneration                  | -                            | 2,671,222         | 2,671,222          |
| Director sitting fees                  | -                            | 40,000            | 40,000             |
| Other current liabilities acknowledged | -                            | 490,000           | 490,000            |
| Notional Interest on Unsecured Loan    | -                            | 30,222,047        | 30,222,047         |
| Salary and allowances to KMP*          | -                            | 2,800,689         | 2,800,689          |
|  | <b>525,807,678</b>           | <b>36,699,405</b> | <b>562,507,083</b> |
| Balances as at 31 March 2020           |                              |                   |                    |
| Unsecured Loan                         | -                            | 200,111,500       | 200,111,500        |
| Advance against supplies               | 21,549,865                   | -                 | 21,549,865         |
| Trade Receivable                       | 283,471,326                  | -                 | 283,471,326        |
| Other current Liabilities              | -                            | 966,395           | 966,395            |

\* Segregation of post-employment benefit plans of gratuity for individuals cannot be ascertained.

**Terms and conditions of transactions with related parties:**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

**39. Status of Insurance Claim**

The company has reported exceptional item on account of fire loss of Unit-II of RIICO Industrial Area, Shahjahanpur, Alwar, Rajasthan, in the financial statement for the year ended 31.03.2017. Now the Company has received insurance claim of Rs. 8,37,30,430/- on 20.09.2019 and in accordance with the accounting policies, the Company has accounted the proceeds from insurance claim in the Financial year 2019-20 and accordingly consider the same as income and it is reflecting under "Exceptional items" as per Note no. 31. However, the Company has already filled objection with respect to short amount of insurance claim received from OIC.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

40. **Impact of Covid-19**

The Company had closed its manufacturing plants and offices with effect from March 22, 2020 following countrywide lockdown due to Covid-19. Subsequent to the year end, the Company's manufacturing facilities and offices had resumed operations in gradual manner, in later part of the first quarter of the current fiscal, adhering to the safety norms prescribed.

The Company has assessed the impact of Covid-19 pandemic on its business operations and has considered relevant internal and external information available up to the date of approval of these financial statements, in determination of the recoverability and carrying value of property, plant and equipment, inventories, and trade receivables and based on the current estimates, the Company expects the carrying amount of these assets will be recovered.

Further, the management believes that there is impact of Covid-19 pandemic on performance of the Company in the short term but no significant impact on financial position and performance is likely in long-term. The Company will continue to closely monitor any material changes to future economic conditions.

41. **Financial risk management objectives and policies**

The Company's principal financial liabilities comprise borrowings, trade payables etc. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents, security deposits, etc. that derive directly from its operations.

The Company is exposed to market risk (interest rate risk), credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance frame work for the Company are accountable to the Board Audit Committee. This process provides assurance to the Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company's policies and Company's risk appetite. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes shall be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below:

**Market Risk – Interest rate risk**

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates related primarily to the Company's borrowings with floating interest rates.

**Exposure to interest rate risks**

The Company's interest rate risk arises majorly from the borrowings carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

(Amount In ₹)

| Variable rate instruments                              | As at 31<br>March 2020 | As at 31<br>March 2019 |
|--|------------------------|------------------------|
| Secured loan from banks (including current maturities) | 1,251,009,230          | 1,390,478,854          |

**Interest rate sensitivity analysis**

A reasonably possible change of 0.5% in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, remain constant.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

(Amount In ₹)

| Particulars                      | Statement of Profit and Loss 31.03.2020 |               | Statement of Profit and Loss 31.03.2019 |               |
|----------------------------------|---|---------------|---|---------------|
|                                  | 0.5% Increase                           | 0.5% Decrease | 0.5% Increase                           | 0.5% Decrease |
| Interest on loan                 |   |               |   |               |
| For the year ended 31 March 2020 | 6,603,720                               | (6,603,720)   | 6,990,891                               | (6,990,891)   |

**Credit risk**

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

(Amount In ₹)

| Particulars               | Note No. |  | As at 31 March 2020 | As at 31 March 2019 |
|---------------------------|----------|--|---------------------|---------------------|
| Trade receivables         | 10       |  | 1,080,210,508       | 1,648,884,496       |
| Cash and cash equivalents | 11       |  | 3,093,765           | 6,746,471           |
| Other bank balances       | 12       |  | 90,230,319          | 136,783,416         |
| Other financial assets    | 13       |  | 4,490,170           | 4,387,527           |

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents and bank deposits is generally limited as the Company transacts with Banks having a high credit ratings assigned by domestic credit rating agencies.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment gain or loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Company's historical experience of customers. Based on the business environment in which the Company operates, management considers that the trade receivables are not in default (credit impaired) as there is very good track record against sales realisations and further there is Zero bad debts in past, hence the Company based upon past trends determined that an impairment allowance for loss on trade receivables is not required.

The ageing analysis of trade receivables as of the reporting date is as follows:

| Particulars                           | Within due date | Less than 30 days | 30 to 60 days | 60 to 90 days | 90 days & Above | Total         |
|---------------------------------------|-----------------|-------------------|---------------|---------------|-----------------|---------------|
| Trade receivables as at 31 March 2020 | 672,306,246     | 34,141,714        | 19,750,976    | 27,776,689    | 326,234,883     | 1,080,210,508 |
| Trade receivables as at 31 March 2019 | 1,175,653,069   | 61,657,855        | 61,613,031    | 56,303,166    | 293,657,374     | 1,648,884,496 |

**Currency risk**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk on account of its borrowings, receivables and other payables in foreign currency. The functional currency of the company is Indian Rupee.

The foreign currency exchange management policy is to minimize economic and transactional exposures arising from currency movements against the US dollar & Euro. The Company manages the risk by netting off naturally-occurring opposite exposures wherever possible, and then dealing with any material residual foreign currency exchange risks if any.

**Exposure to currency risk**

The currency profile of financial assets and financial liabilities as at 31 March 2020, 31 March 2019 are as below:

| Particulars                   | Currency | 31-Mar-20     | 31-Mar-19     |
|-------------------------------|----------|---------------|---------------|
| Trade receivables             | INR      | 16,247,250    | 6,346,472     |
| Trade Payables                | INR      | 119,998,425   | 63,557,647    |
| Borrowings                    | INR      | 251,499,653   | 260,875,096   |
| Net Foreign Currency Exposure | INR      | (355,250,828) | (318,086,271) |

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the Indian Rupee against US dollar & Euro at reporting date would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

| Effect in thousands of INR        | Year ended 31 March 2020 |           | Year ended 31 March 2019 |           |
|-----------------------------------|--------------------------|-----------|--------------------------|-----------|
| 1% movement                       | Strengthening            | Weakening | Strengthening            | Weakening |
| INR for Foreign Currency Exposure | (3,552,508)              | 3,552,508 | (3,180,863)              | 3,180,863 |

**Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company principal sources of liquidity are cash and cash equivalents and the cash flow generated from operations. The Company closely monitors its liquidity position and deploys a robust cash management system



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:-

|                             | As at 31 March 2020 |                    | 6 to 12 months | 1 to 2 years | > 2 years | Total         |
|-----------------------------|---------------------|--------------------|----------------|--------------|-----------|---------------|
|                             | Carrying amount     | Less than 6 months |                |              |           |               |
| Borrowings                  | 1,396,913,678       |                    | 1,396,913,678  |              |           | 1,396,913,678 |
| Trade payables              | 256,442,874         | 205,275,656        | 51,167,218     | -            | -         | 256,442,874   |
| Other financial liabilities | 28,305,512          | 23,068,209         | 5,237,303      | -            | -         | 28,305,512    |
|                             | As at 31 March 2019 |                    | 6 to 12 months | 1 to 2 years | > 2 years | Total         |
|                             | Carrying amount     | Less than 6 months |                |              |           |               |
| Bank Borrowings             | 1,303,650,962       |                    | 1,303,650,962  |              |           | 1,303,650,962 |
| Trade payables              | 603,089,468         | 542,240,213        | 60,849,256     | -            | -         | 603,089,468   |
| Other financial liabilities | 24,689,658          | 13,520,743         | 11,168,916     | -            | -         | 24,689,658    |

**Capital management**

Capital includes equity attributable to the equity holders of the parent. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No major changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2020 and 31 March 2019.

The Company's capital consists of equity attributable to equity holders that includes equity share capital, retained earnings and long term borrowings.

| Particulars                         | As at                | As at                |
|-------------------------------------|----------------------|----------------------|
|                                     | 31-Mar-20            | 31-Mar-19            |
| Total liabilities                   | 1,451,746,729        | 1,575,076,345        |
| Less: Cash and cash equivalent      | 3,093,765            | 6,746,471            |
| <b>Adjusted net debt (a)</b>        | <b>1,448,652,965</b> | <b>1,568,329,874</b> |
| Total equity (b)                    | 1,429,918,268        | 1,418,951,595        |
| Total equity and net debt (a+b) = c | 2,878,571,233        | 2,987,281,469        |
| <b>Capital gearing ratio (a/c)</b>  | <b>50.33%</b>        | <b>52.50%</b>        |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

42. **Note on Demerger**

The Board of Directors of the Company in its meeting held on May 29th, 2017 had approved the 'Scheme of Arrangement' for the Demerger of High Volume 'Recycled Compounds and Trading Division' of Vikas EcoTech Limited (Demerged Undertaking) (having net assets of approx. book value of Rs. 29.57 Crores as on 1st April, 2017) into Vikas Multicorp Limited (Resulting Company). An application was moved before the Hon'ble NCLT principal bench, New Delhi for obtaining necessary orders under Section 230-232 of the Companies Act, 2013, with a view of vesting of demerged undertaking, the appointed date under the Scheme for demerger is 1st April, 2017. The order of Hon'ble NCLT Delhi was received by company on 06.11.2018 and all the effects related to approved scheme has taken into consideration while finalizing the Books of Accounts for FY 2017-18 & 2018-19.

**FOR KSMC AND ASSOCIATES**  
Chartered Accountants  
(FRN: 003565N)

**VIKAS GARG**  
(MANAGING DIRECTOR)  
00255413

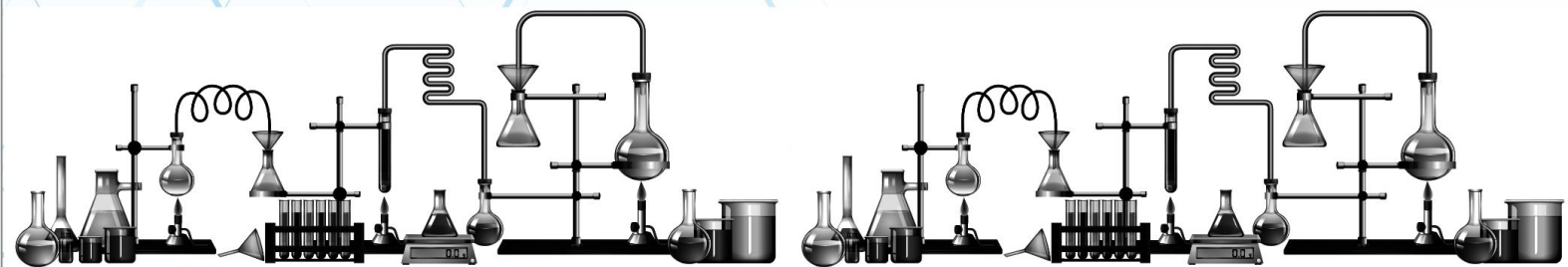
**VIVEK GARG**  
(DIRECTOR)  
00255443

**CA.SACHIN SINGHAL**  
Membership No.: 505732  
Place: NEW DELHI  
Date: 31.07.2020

**PRASHANT SAJWANI**  
(COMPANY SECRETARY)

**DINESH BHARDWAJ**  
(CHIEF EXECUTIVE OFFICER)

**AMIT DHURIA**  
(CHIEF FINANCIAL OFFICER)



*If undelivered, please return to:*

**VIKAS ecOTECH LTD.**

Regd. Office: Vikas Apartment,  
34/1, East Punjabi Bagh, Delhi-26

Website : [www.vikasecotech.com](http://www.vikasecotech.com)