

**VIKAS ECOTECH LIMITED**

(Formerly Vikas GlobalOne Limited)

CIN: L65999DL1984PLC019465 Website: www.vikasecotech.com

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

Phone: 011-43144444, Email Id: investors@vikasecotech.com; cs@vikasecotech.com.**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Vikas EcoTech Limited will be held at 11.00 a.m. on Wednesday, 15th February, 2017 at 5/2 Agarwal Bhawan Jaidev Park, East Punjabi Bagh, New Delhi 110026 to transact the following business:

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

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

Name of Applicant	Number of Equity Shares Applied	Category
Jayant Shamji Chheda HUF	2,00,00,000	Non-Promoter

for a cash at a price of [*Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)*] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association

of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 5,00,000 (five lakhs) Equity Shares of [Re.1/-] each to the following:

Name of Applicant	Number of Equity Shares Applied	Category
B D Bansal HUF	5,00,000	Non-Promoter

for a cash at a price of [Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 3,00,000 (three lakhs) Equity Shares of [Re.1/-] each to the following persons being the Investors:

Name of Applicant	Number of Equity Shares Applied	Category
Deepak Bansal	3,00,000	Non-Promoter

for a cash at a price of [Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 32,00,000 (thirty two lakhs) Equity Shares of [Re.1/-] each to the following persons being the Investors:

Name of Applicant	Number of Equity Shares Applied	Category
Priya Mittal	32,00,000	Non-Promoter

for a cash at a price of [Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 4,20,000 (four lakhs and twenty thousand) Equity Shares of [Re.1/-] each to the following persons being the Investors:

Name of Applicant	Number of Equity Shares Applied	Category
Naresh Chander Garg	4,20,000	Non-Promoter

for a cash at a price of [Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 4,20,000 (four lakhs and twenty thousand) Equity Shares of [Re.1/-] each to the following persons being the Investors:

Name of Applicant	Number of Equity Shares Applied	Category
Suresh Chand Garg	4,20,000	Non-Promoter

for a cash at a price of [*Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)*] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 3,50,000 (three lakhs and fifty thousand) Equity Shares of [*Re.1/-*] each to the following persons being the Investors:

Name of Applicant	Number of Equity Shares Applied	Category
Renu Garg	3,50,000	Non-Promoter

for a cash at a price of [*Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)*] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

“RESOLVED FURTHER THAT the Board of Directors be and it is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect and in particular to settle any question, difficulty or doubts that may arise with regard to offer, issue, allotment and utilization of the issue proceeds of the Equity Shares of the Company as it may in its absolute

discretion deem fit and proper without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 3,50,000 (three lakhs and fifty thousand) Equity Shares of [Re.1/-] each to the following persons being the Investors:

Name of Applicant	Number of Equity Shares Applied	Category
Saneh Garg	3,50,000	Non-Promoter

for a cash at a price of [Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, re-enactments, modifications and relevant circulars in relation thereto (‘Act’) and other applicable laws (including any statutory amendment/s modification/s and/or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches at its sole discretion 1,20,000 (one lakh and twenty thousand) Equity Shares of [Re.1/-] each to the following persons being the Investors:

Name of Applicant	Number of Equity Shares Applied	Category
Laxmi Devi Garg	1,20,000	Non-Promoter

for a cash at a price of [*Rs. 17.00 (Rupees seventeen only) per share (face value Re.1 and a premium of Rs.16 per share)*] on preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extraordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded on the Company’s policy on mandatory retirement policy of Non Executive and Independent Director.

RESOLVED FURTHER THAT the members authorised the Board **to** review relevance and applicability of the policy from time to time.”

**For & on behalf of the Board
VIKAS ECOTECH LIMITED**

**(Vikas Garg)
Managing Director**

**Date: 16th January, 2017
Place: New Delhi**

NOTES:

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

- 7) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours on all working days except Saturdays and Sundays and public holidays, up to and including the date of the EGM of the Company.
- 8) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- 9) The voting period commences on 12th February, 2017 (09.00 a.m.) and ends on 14th February, 2017 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th January, 2017, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 14th February, 2017 (05.00 p.m.). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 10) The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- 11) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 12) The process and manner for remote e-voting is as under:
 - I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Vikas EcoTech Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to akpoplico@gmail.com or investors@vikasecotech.com. with a copy marked to evoting@nsdl.co.in.
 - II. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip/by separate pin mailer for the EGM:

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

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

14. **General Instructions:**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up Equity Share capital of the Company as on the cut-off date i.e. 08th February, 2017
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th January, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the toll free no. 1800-222-990.
- VI. The Company has appointed Mr. Anil Kumar Popli, Practicing Company Secretary, as Scrutinizer, for conducting the voting process in a fair and transparent manner.
- VI. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than forty-eight hours of the conclusion of the EGM i.e. 17th February, 2017 a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.vikasecotech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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

Following explanatory statement sets out all the material facts relating to the special business mentioned in the notice dated 16th January, 2017 convening the Extra-Ordinary General Meeting on 15th February, 2017.

Item No. 1 to 9

As per Section 62 and Section 42 of the Companies Act, 2013 (‘the Act’) read with the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as ‘SEBI (ICDR) Regulations’) and other applicable provisions of the applicable laws, approval of the members is required for issuance of 2,56,60,000 Equity Shares of [Re.1 (Rupee 1)] each on preferential basis, whether the proposed allottee is a member of the Company or not, including pursuant to the provisions of Chapter VII of the SEBI (ICDR) Regulations.

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

(i) Object of the issue

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

(ii) The total number of shares to be issued

The Company proposes to issue and allot up to 2,56,60,000 (two crore fifty six lakhs and sixty thousand) Equity Shares of [Re.1 each] in one or more tranches.

(iii) Price at which the allotment is proposed

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

(iv) Basis on which the price has been arrived

The Issue price is determined in accordance with the Regulations as applicable for Preference Issue as contained in Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended till date. The equity shares issued and allotted in terms of the special resolution as set-out in Item no. 1 of the accompanying notice, shall rank *pari passu* in all respect with the existing equity shares. The entire amount of [Rs. 17.00 per share] will be payable on or prior to the date of allotment.

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

The relevant date for the purpose of the preferential issue shall be the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e. 15th February, 2017.

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

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

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

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

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

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

Name of the Allottee	Name of Ultimate Beneficial Owner of the shares in the event the Allottee is not a natural person	No. of shares to be allotted	% of shareholding after issue of capital
Jayant Shamji Chheda HUF	Jayant S. Chheda	2,00,00,000	07.14%
B D Bansal HUF	Bishambar Dayal Bansal	5,00,000	0.18%
Deepak Bansal	N.A.	3,00,000	0.11%
Priya Mittal	N.A.	32,00,000	1.14%
Naresh Chandra Garg	N.A.	4,20,000	0.15%
Suresh Chand Garg	N.A.	4,20,000	0.15%
Renu Garg	N.A.	3,50,000	0.12%
Sanesh Garg	N.A.	3,50,000	0.12%
Laxmi Devi Garg	N.A.	1,20,000	0.04%

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

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

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

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

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

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

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

As per Annexure 1

(xiii) Others

The certificate of Statutory Auditors of the Company to the effect that the Preferential Issue of Equity Shares is being made in accordance with the requirement contained in Chapter VII of

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

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

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

Item No. 10

To approve the Mandatory Retirement age policy for Non-Executive & Independent Director.

The Board of Directors has adopted the mandatory retirement policy for Non-Executive & Independent Directors to assist the Company with Managing Director terms and succession planning and to bring fresh ideas and viewpoints to the Board. The retirement policy increases the opportunity for new perspectives, skills and ideas and facilitates Board diversity. The Nomination and Remuneration Committee recommends the Board a policy on mandatory retirement of Non-Executive and Independent Directors. Directors shall retire from the Board at the conclusion of the Board meeting immediately following the director's 75th birthday.

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

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

**For & on behalf of the Board
VIKAS ECOTECH LIMITED**

**(Vikas Garg)
Managing Director**

**Date: 16th January, 2017
Place: New Delhi**

ANNEXURE-1

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

Sr. No.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	<u>Promoters' holding –</u>				
	Individual	6,95,12,805	27.34	6,95,12,805	24.83
	Body Corporate	4,11,06,140	16.17	4,11,06,140	14.69
	Sub Total (A)	11,06,18,945	43.51	11,06,18,945	39.52
B	<u>Non-Promoters' Holding–</u>				
	Public	14,36,20,730	56.49	16,92,80,730	60.48
	Sub Total (B)	14,36,20,730	56.49	16,92,80,730	60.48
	GRAND TOTAL (A+B)	25,42,39,675	100.00	27,98,99,675	100.00

VIKAS ECOTECH LIMITED
(Formerly Vikas GlobalOne Limited)

(CIN: L65999DL1984PLC019465)

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

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA-ORDINARY GENERAL MEETING ON WEDNESDAY, 15th February 2017 AT 11.00 A.M. AT 5/2,
AGARWAL BHAWAN, JAIDEV PARK, EAST PUNJABI BAGH, NEW DELHI-110026

Name of Shareholder/Proxy Holder.....

DP ID No.....

Client ID No.....

Shareholder's Folio No.....

No. of Shares held.....

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting On Wednesday, 15th February 2017 AT 11.00 A.M. AT 5/2, AGARWAL BHAWAN, JAIDEV PARK, EAST PUNJABI BAGH, NEW DELHI-110026

.....
Member's/Proxy Signature

NOTES:-

1. Only shareholder/Proxy holder can attend the meeting

VIKAS ECOTECH LIMITED
(Formerly Vikas GlobalOne Limited)
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Registered Office: Vikas Apartments, 34/1, East Punjabi Bagh, New Delhi-110026
Ph No.: 011-43144444, Fax: 011-43144488, e-mail id: investors@vikasecotech.com

PROXY FORM

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

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

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

- (1) Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him;
- (2) Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him;
- (3) Name: _____
Address: _____
E-mail ID: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting to be held on Wednesday, 15th February, 2017 at 11.00 A.M. at 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi-110026 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Special Business:			
1	Allotment of 2,00,00,000 Equity shares to Jayant Shamji Chheda HUF on Preferential basis @ [Rs. 17 per share]		
2	Allotment of 5,00,000 Equity shares to B D Bansal HUF on Preferential basis @ [Rs. 17 per share]		
3	Allotment of 3,00,000 Equity shares to Deepak Bansal on Preferential basis @ [Rs. 17 per share]		
4	Allotment of 32,00,000 Equity shares to Priya Mittal on Preferential basis @ [Rs. 17 per share]		
5	Allotment of 4,20,000 Equity shares to Naresh Chander Garg on Preferential basis @ [Rs. 17 per share]		
6	Allotment of 4,20,000 Equity shares to Suresh Chand Garg on Preferential basis @ [Rs. 17 per share]		
7	Allotment of 3,50,000 Equity shares to Renu Garg on Preferential basis @ [Rs. 17 per share]		
8	Allotment of 3,50,000 Equity shares to Saneh Garg on Preferential basis @ [Rs. 17 per share]		
9	Allotment of 1,20,000 Equity shares to Laxmi Devi Garg on Preferential basis @ [Rs. 17 per share]		
10	Approval of Mandatory Retirement Policy for Non-Executive Independent Director.		

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

Signed this _____ day of _____ 2017

Signature of shareholder _____ Revenue Stamp

Signature of Proxy holder _____

Note:

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