



VEL/CA/29/01/2018

29.01.2018

The General Manager- Listing
National Stock Exchange of India Limited.
Exchange Plaza, Bandra- Kurla Complex,
Bandra (E), Mumbai 400051.
Fax: 022-26598235/36
NSE Symbol: VIKASECO.

The General Manager- Listing
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
Scrip Code: 530961.

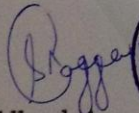
Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find attached Notice and Explanatory statement along with postal ballot form for the court convened meeting of shareholders of the company to be held on Saturday, 24th February, 2018 at 12.30 p.m at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Dlehi-110034.

This is for your information.

Thanking You

For Vikas EcoTech Limited


(Siddharth Agrawal)
Company Secretary & Compliance Officer



Regd. Office : Vikas House, 34/1, East Punjabi Bagh, New Delhi-110026 (INDIA)

Plant 1 : Industrial Growth Centre, Phase-I, SIDCO Complex, Distt. Samba-187 121 (J&K)

Plant 2 : G-24-30, Vigyan Nagar, RIICO Indl. Area, Shahjahanpur, Distt. Alwar-301 706 (Raj)

NOTICE OF EQUITY SHAREHOLDERS

VIKASECOTECH LIMITED

Registered Office	:	34/1 Vikas Apartments east Punjabi Bagh Delhi- 110026
Tel. no.	:	011-43144444
CIN	:	L65999DL1984PLC019465
Website	:	www.vikasecotech.com
E-mail	:	cs@vikasecotech.com

**NOTICE OF TRIBUNAL CONVENED MEETING OF THE EQUITY
SHAREHOLDERS OF VIKAS ECOTECH LIMITED**

(Convened pursuant to order dated 8th January, 2018 Passed by Hon'ble National Company
Law Tribunal, Principal Bench, New Delhi)

MEETING

DAY	SATURDAY
DATE	24 th February, 2018;
TIME	12.30P.M;
VENUE	Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034.

VIKAS ECOTECH LIMITED

CIN: L65999DL1984PLC019465

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

Tel No: 011-43144444 email: cs@vikasecotech.com

Website: www.vikasecotech.com

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**NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED
MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY**

POSTAL BALLOT AND E-VOTING

Start Date: At 9.00 AM on Thursday, 25th January, 2018

Last Date: At 5.00 P.M on Friday, 23rd February, 2018

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2.	Explanatory Statement under Sections 102 read with Sections 230(3)232(1) and (2) of the Companies Act, 2013read with Rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	
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14.	Proxy Form	
15.	Ballot Paper	
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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT NEW DELHI
COMPANY APPLICATION NO. CA(CAA) 139/(PB)/ 2017**

IN THE MATTER OF:

SECTIONS 230 and 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF:

**VIKAS ECOTECH LIMITED
HAVING ITS REGISTERED OFFICE AT
34/1 VIKAS APARTMENTS,
EAST PUNJABI BAGH, NEW DELHI – 110026.**

**DEMERGED COMPANY
(APPLICANT COMPANY - 1)**

AND

**VIKAS MULTICORP LIMITED
HAVING ITS REGISTERED OFFICE AT
G-1, 34/1, EAST PUNJABI BAGH,
NEW DELHI – 110026.**

**RESULTING COMPANY
(APPLICANT COMPANY 2)**

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF
VIKAS ECOTECH LIMITED (DEMERGED COMPANY / APPLICANT
COMPANY-)**

To,

All the equity shareholders of Vikas Ecotech Limited.

NOTICE is hereby given that by an Order dated 08th January, 2018 (“**Order**”), of the National Company Law Tribunal, Principal Bench at New Delhi (“**NCLT**”) has directed a meeting of the equity shareholders of Vikas Ecotech Limited (“**Demerged Company**” / “**Applicant Company-1**”) to be held for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement for

Demerger of High Volume 'Recycled Compounds and Trading Division' (Demerged Undertaking) of Vikas Ecotech Limited (Demerged Company) into Vikas Multicorp Limited (Resulting Company) and their respective shareholders and creditors under sections 230-232 of Companies Act, 2013 ("**Scheme**"). In pursuance of the Order and as directed therein further notice is hereby given that a meeting of the equity shareholders of the Vikas Ecotech Limited (Demerged Company) will be held at the Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034, India on Saturday, the 24th Day of February, 2018 at 12.30 P.M, which you are requested to attend. At the meeting, following resolutions will be considered and if thought fit, be passed, with or without modification(s) with the requisite majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the "No Adverse Observation" letters issued by the BSE Limited and NSE dated 09.11.2017 & 14.11.2017 and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal Principal Bench, New Delhi (**NCLT**), or its appellate authority(ies)/ Court(s) and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company ("**Board**") whose term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution, the arrangement embodied in the Scheme of Arrangement for Demerger of High Volume 'Recycled Compounds and Trading Division' (Demerged Undertaking) of Vikas Ecotech Limited (Demerged Company) into Vikas Multicorp Limited (Resulting Company) and their respective shareholders and creditors ("**Scheme**"), placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

TAKE FURTHER NOTICE that persons entitled to attend and vote at the said meeting, may vote in person or by proxy, provided that a proxy in the prescribed form is deposited at the registered office of the Demerged Company, at 34/1 Vikas Apartments East Punjabi Bagh

Delhi- 110026, not later than 48 (forty-eight) hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Demerged Company.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (v) Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017; issued by the Securities and Exchange Board of India, the Demerged Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, which includes the Public Shareholders (as defined in the Notes below), to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Demerged Company to the Scheme shall be carried out through (i) postal ballot or e-voting and (ii) ballot or polling paper at the venue of the meeting to be held on 24th February, 2018 at 12.30 P.M.

Copies of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Demerged Company at 34/1 Vikas Apartments East Punjabi Bagh Delhi- 110026.

NCLT has appointed undersigned as Chairperson and Mr. Rohan Jaitley (Advocate) as alternate chairperson and Mr. Vivek Goel (Chartered Accountant) as a scrutinizer of the said meeting of equity shareholders of Demerged Company.

The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of National Company Law Tribunal, Principal Bench, New Delhi. A copy of the Explanatory Statement, under Sections 230(3) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

S/d-

A.K. Tewari, Advocate
Chairman appointed by Hon'ble NCLT for the Meeting of
Equity shareholders of the
Vikas Ecotech Limited

Dated: 17th day of January, 2018

Place: New Delhi

Notes:

1. Only registered equity shareholders of the Vikas Ecotech Limited (Demerged Company”), as on Friday 19th January, 2018 may attend and vote either in person or by proxy (a proxy need not be an equity shareholder of the Demerged Company) or in the case of a body corporate by a representative authorized under Section 113 of the Companies Act, 2013 at the meeting of the equity shareholders of the Demerged Company. The authorized representative of a body corporate which is a registered equity shareholder of the Demerged Company, may attend and vote at the meeting of the equity shareholders of the Demerged Company, provided a copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the equity shareholders of the Demerged Company, duly certified to be a true copy by a director, the manager, the secretary or other authorized officer of such body corporate is deposited at the registered office of the Demerged Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Demerged Company .
2. As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Applicant Company-1/Demerged Company carrying voting rights. Equity shareholders holding more than 10% (ten percent) of the total share capital of the Applicant Company-1/Demerged Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.
3. The form of proxy is being sent along with this notice and can also be obtained free of charge from the registered office of the Applicant Company-1.
4. All alterations made in the form of proxy should be initialed.
5. NCLT by its Order dated 8th January, 2018, has directed that a meeting of the equity shareholders of the Vikas Ecotech Limited (Demerged Company) shall be held at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034. on Saturday, the 24th Day of February, 2018 at 12.30 P.M. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.
6. A registered equity shareholder or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
7. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Demerged Company between 11.00 a.m. and 5.00 p.m. on all working days up to the date of the meeting.
8. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders by courier whose names appear in the register of members as on 19th January, 2018.

9. In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 issued by the Securities and Exchange Board of India, the Demerged Company has provided the facility of voting by e-voting so as to enable the equity shareholders, which includes the Public Shareholders (as defined below), to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Demerged Company to the Scheme shall be carried out through (i) postal ballot or e-voting and (ii) polling paper at the venue of the meeting to be held at 12:30 P.M on 24th day of February, 2018.
10. A registered equity shareholder or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
11. The registered equity shareholders who hold shares in dematerialized form and who are attending the meeting are requested to bring their DP ID and Client ID for easy identification.
12. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Demerged Company/ list of beneficial owners as received from Depositories in respect of such joint holding, will be entitled to vote.
13. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Demerged Company between 11.00 AM and 5.00 PM on all working days up to the date of the meeting.
14. Equity shareholders (which includes Public Shareholders) holding equity shares as on 19th January, 2018, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
15. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders either by registered post or speed post or through courier service or electronically by e-mail to those equity shareholders who have registered their e-mail ids with the Demerged Company/Registrar and Share Transfer Agents/ Depositories, whose names appear in the register of members/list of beneficial owners as received from Depositories as on 19th January, 2018. The Notice will be displayed on the website of the Demerged Company **www.vikasecotech.com** and on the website of NSDL **www.evoting.nsdl.com**.
16. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL / CDSL as on the cut-off date i.e. 19th January, 2018 Shall not be entitled to avail the facility of e-voting or voting through postal ballot or voting at the meeting to be held on 24th February, 2018. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders (which include Public Shareholders) as on Friday, the 19th January, 2018. Persons who are not equity

shareholders of the Demerged Company as on the cut-off date i.e. 19th January, 2018 should treat this notice for information purposes only.

17. The voting by the equity shareholders (including the Public Shareholders) through the postal ballot or e-voting shall commence at 9.00 AM on Thursday 25th January, 2018 and shall close at 5.00 P.M on Friday 23rd day of February, 2018.
18. The notice convening the meeting will be published through advertisement in (i) The Indian Express (Delhi Editions) in the English language; and (ii) translation thereof in Hindi in Jansatta (Delhi Edition).
19. SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017(“**SEBI Circular**”) issued by the Securities and Exchange Board of India (“SEBI”), inter alia, provides that approval of Public Shareholders of the Demerged Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Demerged Company is seeking the approval of its equity shareholders (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for voting through postal ballot and e-voting would be required to be carried out by the Demerged Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the equity shareholders (which includes Public Shareholders) of the Demerged Company would be deemed to be the notice sent to the Public Shareholders of the Demerged Company. For this purpose, the term “Public” shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term “Public Shareholders” shall be construed accordingly. In terms of SEBI Circular the Demerged Company has provided the facility of voting by e-voting along with additional postal ballot facility to its equity shareholders (including Public Shareholders).
20. NCLT, by its Order, has, inter alia, held that since the Demerged Company is directed to convene a meeting of its equity shareholders, which includes Public Shareholders, and the voting in respect of the equity shareholders, which includes Public Shareholders, is through postal ballot and e-voting, the same is in sufficient compliance of SEBI Circular.
21. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme shall be acted upon only if the equity shareholders of the Demerged Company, voting in person or by proxy or by postal ballot or e-voting, agree to the Scheme with requisite majority as required under section 230(6) of the Companies Act, 2013.
22. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through postal ballot or e-voting) in favor of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.
23. The Demerged Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for facilitating e-voting for the said meeting to be held on 24th day of February, 2018. Equity shareholders desiring to exercise their vote by using e-voting facility are requested to follow the instructions mentioned in Notes below.
24. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Equity shareholders’ voting in physical form are requested to carefully read the instructions

printed in the attached postal ballot form Equity shareholders who have received the postal ballot form by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Demerged Company's website **www.vikasecotech.com** or seek duplicate postal ballot form from the Demerged Company.

25. Equity shareholders shall fill the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the scrutinizer so as to reach the scrutinizer before 5.00 p.m. on or before 23rd day of February, 2018. Postal ballot form, if sent by courier or by registered post/speed post at the expense of an equity shareholder will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the equity shareholders has not been received.
26. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected by the scrutinizer.
27. The vote on postal ballot cannot be exercised through proxy.
28. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint equity shareholders.
29. The postal ballot form should be completed and signed by the equity shareholders (as per specimen signature registered with the Demerged Company and/or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his/her absence, by the next named equity shareholder. Holder(s) of Power of Attorney ("PoA") on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Demerged Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
30. Mr. Vivek Goel, Chartered Accountant is appointed as Scrutinizer vide Order dated 8th January, 2018 for conducting the voting by way of Postal Ballot/ remote e-voting process in a fair and transparent manner and to receive and scrutinize the completed Physical Postal Ballot Forms from the shareholders. The Physical Postal Ballot Form together with the self-addressed Business Reply Envelope are enclosed for use of shareholders.
31. The scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders, which includes Public Shareholders, of the Demerged Company through e-voting process, and postal ballot. The scrutinizer will also submit a separate report with regard to the result of the postal ballot and e-voting in respect of Public shareholders. The scrutinizer's decision on the validity of the vote (including e-votes) shall be final.
32. The equity shareholders of the Demerged Company (which includes Public Shareholders) can opt only one mode for voting i.e. by postal ballot or e-voting or voting at the venue of the meeting. If an equity shareholder has opted for e-voting, then he/she should not vote by postal ballot form also and vice versa. However, in case equity shareholder(s) (which includes Public Shareholder(s)) cast their vote both via postal ballot and e-voting, then

voting validly done through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

33. The equity shareholders of the Demerged Company attending the meeting who have not cast their vote either through postal ballot or e-voting shall be entitled to exercise their vote at the venue of the meeting. Equity shareholders who have cast their votes through postal ballot or e-voting may also attend the meeting but shall not be entitled to cast their vote again.
34. The voting through postal ballot and e-voting period will commence at 9.00 a.m. (Nine hours) on Thursday, the 25th day of January, 2018 and will end at 5.00 p.m. (Seventeen hours) on Friday, the 23rd day of February, 2018. During this period, the equity shareholders (which includes Public Shareholders) of the Demerged Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 19th day of January, 2018 may cast their vote electronically or by postal ballot. The e-voting module shall be disabled by NSDL for voting on Friday, the 23rd day of February, 2018 at 5.00 p.m. (17:00 hours). Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
35. Any queries/grievances in relation to the voting by postal ballot or e-voting may be addressed to Mr. Siddharth Agrawal, Company Secretary of the Demerged Company at 011-43144444, or through email to Company Secretary can also be contacted at cs@vikasecotech.com; 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 downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
36. **Voting through Electronic means:**
- I. The instructions for the members for voting electronically are as under:-
- (A) In case of members receiving e-mail (For those members whose e-mail addresses are registered with the Company)**
- i) Open email and open attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your “USER ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - ii) If you are holding shares in Demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used. If you forget your password, you can reset your password by using “Forgot User Details / Password ?” or “Physical User Reset Password ?” option available on www.evoting.nsdl.com or contact NSDL at toll free No. 1800-222-990
 - iii) Launch internet browser by tying the following URL :<https://www.evoting.nsdl.com/>
 - iv) Click on “Shareholders – Login
 - v) Put User ID and Password as initial password noted in step (i) above. Click Login.
 - vi) Password change menu appears. Change the password 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.

- vii) Home page of remote e-voting opens. Click on remote e-voting Active Voting Cycles.
- viii) Select “EVEN” (e-voting event number) of “**Vikas Ecotech Limited**”.
- ix) Now, you are ready for remote e-voting as Cast Vote page opens.
- x) 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 “CONFIRM”, else to change your vote, click on “BACK” and accordingly modify your vote.
- xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take out print of the voting done by you by clicking on “click here to print” option on the voting page.
- xiv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the Board Resolution /Authority Letter / Power of Attorney (POA) etc. together with attested specimen signature of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **goyalvivek_ca@yahoo.com** or **cs@vikasecotech.com** with a copy marked to **evoting@nsdl.co.in**

(B) In case of members receiving the physical copy of Notice of Equity Shareholders Meeting (for members whose e-mail IDs are not registered with the Company / depository participant(s) or requesting physical copy).

- a) Initial Password is provided in the box
- b) Please follow all steps from sl. no. (ii) to sl. no. (xiv) above to cast vote.

34. The Scrutinizer will submit his report to the Chairman appointed by the Hon’ble NCLT after completion of the scrutiny of the postal ballots and e-votes submitted. The Scrutinizer’s decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot and e-voting will be announced by the company after submission of scrutinizer report by the scrutinizer to the Company.

35. The results, together with the Scrutinizer’s report, will be displayed at the registered office and on the website of the Demerged Company i.e., **www.vikasecotech.com** and also on the website of NSDL i.e., **www.evoting.nsdl.com**, besides being communicated to BSE Limited and NSE on which the shares of the Demerged Company are listed. Subsequently, the results will be published in Indian Express (English), having Delhi Edition and Jansatta (Hindi) Delhi Edition, having wide circulation in the district where the Registered Office of Demerged Company is situated.

36. Any query in relation to the resolution proposed by postal ballot and e-voting may be addressed to Mr. Siddharth Agrawal, Company Secretary of the Demerged Company at 011-43144444 or through email to **cs@vikasecotech.com** can also be contacted at **investors@vikasecotech.com**.

Sd/-

A.K. Tewari,

Dated: 17th day of January, 2018

Place : New Delhi

Chairman for the Tribunal
Convened Meeting of Equity Shareholders
of Vikas Ecotech Limited

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT NEW DELHI
COMPANY APPLICATION NO. CA(CAA) 139/(PB)/ 2017**

IN THE MATTER OF:

SECTIONS 230 and 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF:

**VIKAS ECOTECH LIMITED
HAVING ITS REGISTERED OFFICE AT
34/1 VIKAS APARTMENTS,
EAST PUNJABI BAGH, NEW DELHI – 110026.**

**DEMERGED COMPANY
(APPLICANT COMPANY - 1)**

AND

**VIKAS MULTICORP LIMITED
HAVING ITS REGISTERED OFFICE AT
G-1, 34/1, EAST PUNJABI BAGH,
NEW DELHI – 110026.**

**RESULTING COMPANY
(APPLICANT COMPANY 2)**

**EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS
230(3), 231(1) AND (2) OF THE COMPANIES ACT, 2013 READ WITH RULE 60 OF
THE COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016**

- 1.** Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi, (the "NCLT") in the Company Application CA (CAA) - 139(PB) / 2017 dated 08th January, 2018 ("**Order**") a meeting of the Equity Shareholders of Vikas Ecotech Limited (hereinafter referred to as the "Applicant Company-1/Demerged Company" as the context may admit), is being convened and held at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034 on Saturday, the 24th February, 2018 at 12.30 P.M for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of

Arrangement among Vikas Ecotech Limited(Applicant Company-1/Demerged Company) and Vikas Multicorp Limited (Applicant Company-2) and their respective shareholders and creditors (“Scheme”),under Sections 230 to 232 of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment or amendment thereof) read with the rules issued there under.

In terms of the said Order, NCLT has appointed undersigned as the Chairman, as Chairperson and Mr. Rohan Jaitley (Advocate) as alternate chairperson and Mr. Vivek Goel (Chartered Accountant) as a scrutinizer of the said meeting of equity shareholders of Applicant Company-1/Demerged Company.

2. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).
3. As stated earlier NCLT by its said Order has, inter alia, directed that a meeting of the equity shareholders of the Applicant Company-1/ Demerged Company shall be convened and held at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034 on Saturday , the 24th February, 2018 at 12.30 P.M for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement between Applicant Companies” and their respective shareholders and Creditors (“Scheme”) under Sections 230 to 232 of the Companies Act, 2013 (the “Act”). Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.
4. A copy of the Scheme setting out in detail the terms and conditions of the arrangement, inter alia, providing for the proposed Scheme of Arrangement between “Applicant Companies” and their respective shareholders, which has been approved by the Board of Directors of the Applicant Company -1at its meeting held on 29thMay, 2017of respective company is attached to this explanatory statement and forms part of this statement.

OVERVIEW

5. The Scheme envisages the Arrangement between the Applicant Companies under Sections 230-232 of the Companies Act-2013, with effect from 01.04.2017.

6. BACKGROUND

6.1. Details of Vikas Ecotech Limited (Applicant Company-1/Demerged Company):

- a) Applicant Company-1/Demerged Company is a Public Limited Company, originally incorporated as Vikas Leasing Limited on 30thNovember, 1984 in accordance with the provisions of the Companies Act, 1956. Subsequently, the name of the company

changed to Vikas Profin Limited and Registrar of Companies National Capital Territory of Delhi and Haryana has issued fresh certificate of incorporation on 7th January 2002. Thereafter again, the name of the Company changed to Vikas Globalone Limited and Registrar of Companies National Capital Territory of Delhi and Haryana have issued a fresh certificate of incorporation on 31st December, 2008. The Company again change its name to existing name i.e. Vikas Ecotech Limited and a fresh certificate of incorporation has been issued by Registrar of Companies National Capital Territory of Delhi and Haryana on 21st October, 2015. The registered office of the Demerged Company is situated at 34/1 Vikas Apartments, East Punjabi Bagh, Delhi 110026, Delhi, India.

- b) The Company is a widely held listed company having its equity shares listed at 'BSE Limited' (BSE) and National Stock Exchange of India Limited (NSE).
- c) Corporate Identification Number (CIN): L65999DL1984PLC019465
- d) Permanent Account Number (PAN): AAACV0608G
- e) Registered office of the Applicant Company-1 is situated at 34/1 Vikas Apartments East Punjabi Bagh Delhi 110026.
- f) Email address: cs@vikasecotech.com

g) The main objects of the Applicant Company-1/Demerged Company are:

- To carry on the business of buyers, sellers, manufacturers, importers, exporters, traders, stockist, dealers, distributors agents, broker, commission agents, forwarding and clearing agents, sales organizer of all kinds of foods, food grains, cereals and Rice, wheat, Dal, Besan, Maida, Atta, Suji & all kinds of foods products, petrol, kerosene oil and all kinds of plastic & chemicals raw material and products like polymers, petrochemicals, organic compound, inorganic compound, solvents, petroleum products, perfumes, medicines, drugs, pharmaceuticals, nutra-ceuticals, dietary supplements biological foods, natural vitamins, insecticides, fumigates, vitamin products, hospital equipment like surgical equipment and x-ray machines, engineering goods, machine tools, hand tools, small tools, metals alloys, iron pipe, fitting nuts and bolts, bicycles and accessories, automobile parts, steel and stainless and iron products, ores and scraps, metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco, hemp, seeds, oil and cakes, vanaspati, textile, fiber and wastes/coir and jute and products thereof wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal, glue, gums and resins, ivory, lac, shellac, chemical preparations, plastic and linoleum articles, glass ware, brassware, antiques, handicrafts, handloom, decorative toy, liquid gold, precious and semi precious, stones, ornaments, jewelleryes, pearls, boutiques, soaps, paints, instruments, apparatus and application, machinery and mill work and parts thereof, paper and stationery, sport goods, textiles including decorative hand and machine made readymade garments, carpets, rugs, druggets, artificial silk fabrics, woolen, cloth and all sorts of apparels, dressing materials cosmetics, wigs, belts, cinematograph films exposed gramophone records, rubber, plastic goods, starch, umbrellas, crown crocks, batteries, surgical and musical instruments, marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitaryware, and fittings wooden table, natural fibre products, cellulose and cellulose products, mixed blended products, nylon,

polyester, fibre, yarn hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, folder bran, fruits nut, cash amount, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, vegetable and vegetable products, processed food and packed food, computer hardware & software & all allied item in India & abroad.

- To carry on the business of buyers, sellers, importers, exporters, traders, stockists, dealers, agents, brokers, commission agents of all kinds of goods and merchandise.
- To invest the capital of the Company in and deal with shares, stocks, bonds, debentures, obligations or other securities of any company, associations, trust, issue on commission, sell, mortgage of dispose off any of the securities, hereinbefore mentioned or to act as agent for any of the above purposes.
- To carry on business as auctioneers, house agents, land and estate agents, appraisers, valuers, brokers, commission agents, surveyors and general agents and to purchase otherwise acquire and to sell, let or otherwise dispose of and deal in, real and property of every description.
- To carry on in India or in any part of the world, the business of proprietors, owners or agents of theatres, cinema houses, music or concert halls. To construct cinema houses, to own and or hire them out.
- To carry on business in Information Technology related business i.e. Consultancy/development in Computer Software & Hardware, E-commerce, Internet services providers etc. also to subscribe, acquire and hold shares& stocks of any other company dealing in same business or to form a 100% subsidiary of the company for the same business. To deal in the business of sale, purchase, import, export, stockiest, distributors, designers, agent, traders, exchangers and jobbers in all kinds/types of computers, computer software development, conversion, data entry, software implementation, system study, software documentation and related components, computer systems, computer peripherals, integrated circuits, process controllers computer printers transformers monitors uninterrupted power supply system, computer components, computer based systems, computer aided design, computer aided manufacture telecommunication, telecommunication related hardware and software networking of local area and wide area, data communication for hardware and software, computerized medical system, bio electrical equipment's. To deal in other office automation machines, printers, computer stationery, computer furniture, ribbons, diskettes, magnetic tapes and other related items in India and abroad. To provide long term and short-term maintenance of computers associated equipment, replacement and servicing of computers, computer peripherals related electrical equipment and items in India and/or abroad. To run business as computer franchise bureaus, hiring of computer time and services, data processing, system analysis, design programming, data storage and computer output micro film in India and/or abroad, provide consultancy services in India and/or abroad on selection of computer systems, software, media, peripherals and allied items, computer personal and on computerization in general. To hold seminars, courses, training institution and business conferences for training in computer, and office automation, computer programming, system analysis, operational research, computer operation, data entry operations, operation and other computer related activities in India and abroad. To provide software and hardware

personnel to work at customer sites in India and abroad. To provide consultancy services in India and abroad on preparation of project reports computer systems and software, media, peripherals and allied items.

h) The Capital Structure of the Demerged Company as on 31st March, 2017 are as follows:

Particulars	Amount (Rs.)
Authorized Capital: 32,00,00,000 Equity Shares of Rs.1/- each	32,00,00,000
Total	
Issued, Subscribed and Paid up Capital: 27,98,99,675 Equity Shares of Re.1/- each	27,98,99,675
Total	27,98,99,675

6.2. Details of the Applicant Company-2/Resulting Company:

- Applicant Company-2/Resulting Company is an unlisted Public limited company incorporated on 9th November, 1995; under the provisions of the Companies Act, 1956.
- Corporate Identification Number (CIN): U25111DL1995PLC073719
- Permanent Account Number (PAN): AADCA5571A
- Registered office of the Applicant Company-2 is situated at G-1 34/1, East Punjabi Bagh, Delhi 110026.

e) The main objects of the Vikas Multicorp Limited (Applicant Company-2/Resulting Company) are:

- To provide consultancy to the industries in India and abroad for project management planning finance and accounting, marketing and market research and hiring and training people, engineering and software.
- To provide services Advisor or in any other capacity of issued of securities of public or on private placement basis and to render all types of consultancy, advice, liaison for issue and related activities.
- To provide services as advisor and to carry on the business as buyers, sellers, importers exporters, stockists dealers, distributors, agents, brokers, commission agents, forwarding and clearing agents, sales organiser or market promoters of all kinds of foods, food items, food grains, cereals and rice, wheat, dal, besan, maida, atta, suji & all kinds of food products petrol, kerosene oil & all kinds of petroleum, plastics petrochemicals products, perfumes, medicines, drugs, pharmaceuticals, nutra-ceuticals, dietary supplements biological foods, natural vitamins insecticides, fumigates, vitamin

products, hospital equipment like surgical equipment and x-ray machines, engineering goods, machine tools, small tools, metals, alloys, iron pipe, fittings, nuts and bolts, bicycles and accessories automobiles parts and steel, stainless steel and iron products ores and scraps metallurgical residue, hide, skins, leather goods furs, bristles, tobacco hems, seeds seeds-oils and cakes, vanaspati, textiles fibre and worsted/coir and jute and products thereof wood and timber, bones crushed and uncrushed industrial diamonds, coal and charcoal, glue. Gums and resins, ivory, lac, shellac, manures pulp, rugs rubber tanning substances wax quartz crystal chemicals and chemical preparations, plastic and linoleum articles, glass and glassware handicrafts, handloom toys, liquid gold, precious and semi-precious stones, ornaments, jewelleryes, pearls, boutiques, soaps, paints, instruments apparatus and appliances, machinery and millwork and parts thereof paper and stationery, sports goods, textile including decorative, hand and machine made readymade garments carpets, rugs druggets artificial silk fabrics cotton and woollen cloth and all sort of apparels dressing materials, cosmetics, wigs, beltings, cinematograph films exposed, gramophone records rubber, plastic goods, starch, umbrellas, crown corks, batteries surgical and musical instruments. marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds sanitary wares and fittings wooden tables natural fiber products, cellulose, and cellulosic Products mixed blended products, nylon, polyester, fiber yarn hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, folder bran, fruits, nuts, cashew nuts kernels grains, pulses, flour, confectionery, provisions alcohol, beverages, perfumed spirits spices, tea coffee sugar and molasses, vegetables and its products, processed foods and packed foods, Computer Hardware & Software & all allied item in India & abroad.

- To subscribe or acquire or hold and or dispose sell shares share-stock, debentures, debentures stock, bonds mortgage, obligations, securities of any kind issued or guaranteed by any company {body corporate or undertaking) of what so ever nature and howsoever constituted or carrying on the business and to subscribe for, acquire, hold dispose off, sell shares debenture and debenture stocks and debenture-bonds mortgages obligations and other securities issued or guaranteed by any government sovereign ruler commissioners, trust municipal local or other authority or body of whatsoever nature whether in India or elsewhere as may be conducive to the business of the company.
- To manufacture all kinds of plastic & chemicals raw material and products like polymers, petrochemicals, organic compound, inorganic compound, solvents, petroleum products, pipes, machine tools, hand tools, small tools, metals alloys, iron pipe, fitting nuts and bolts, bicycles and accessories, automobile parts, steel and stainless and iron products, ores and scraps, metallurgical residues & all allied item in India & abroad.

f) The Authorized, Issued, Subscribed and Paid-up Capital of the Resulting Company as on the Appointed Date i.e. 20th May, 2017 is as follows:

Particulars	Amount (Rs.)
Authorized Capital: 43,00,00,000 Equity Shares of Re..1/- each	43,00,00,000
Issued, Subscribed and Paid up Capital: 42,47,61,960 Equity Shares of Re.1/- each	42,47,61,960
Total	42,47,61,960

7. Rationale for the Scheme of Arrangement

- Vikas Ecotech Limited ('VEL' or 'Demerged Company') has two core business verticals viz. High Value Specialty chemicals business (Remaining Business) and another is the High volume 'Recycled Compounds and Trading Division' (Demerged Undertaking). Both the verticals have their own strengths and dynamics but the nature of businesses of the two verticals are unconnected and distinct. It is being felt that each of the business vertical has the potential of being developed into a parallel, scaleable and independently profitable business but, requires focused management and long-term business plan. Thus, the management was contemplating the segregation of the two verticals.
- Vikas Multicorp Limited ('VML' or 'Resulting Company') is a group company and a part of the promoter group of Vikas Ecotech Limited (VEL or Demerged Company). The business of Resulting Company is similar to the business of the Demerged Undertaking. Hence in order to unlock the true value of each of the business verticals and achieve prosperity in segment the management of the both the companies have decided to Demerge the 'Recycled and Trading Compounds Division' from VEL and amalgamate with VML. This would enable the VML and VEL both to gain economies of scale and unify all shareholder interests and eliminate any conflict of interests. Both the businesses would have separate and different sets of management, staff and facilities – each of which would be designed in alignment with its own business needs.
- The dynamic and diversified nature of the industry in which the Company operates and external factors including performance of financial markets, exchange or interest rate fluctuations, business environment and government policies etc. have varied effects on the growth prospects of different verticals of the Company. Thus, the Demerged Company would be able to revise its business plans and priorities from time to time thereby, ensuring speedy and profitable growth of the Company and enhance shareholder's wealth.
- Further, economic environments, capital market dynamics, the investors' community for the two divisions i.e. the high value 'Specialty chemicals' and high volume 'Recycled Compounds and Trading Division' are different. Thus, to ensure better focus of management for the growth of both the divisions, to create independent legal entities for each division, to enable each of the businesses to achieve One thousand crores topline in their own sphere of operations the Board of Directors of both Companies are of the opinion that Scheme of Arrangement/ Demerger of 'Recycled Compounds and Trading Division' from Demerged Company and consequently

amalgamating the same with Vikas Multicorp Limited (Resulting Company) would be beneficial to the shareholders, creditors, employees and all the stakeholders at large.

- The proposed reconstruction will add better value to the businesses and create fresh opportunities as under:
- Resulting Company will be able to focus on high volume 'Recycled Compounds and Trading Division' (Demerged Undertaking);
- Demerged company will be able to focus on high value Specialty chemicals (Remaining Business) and other residuary business;

Further, the listing of the equity shares of Resulting Company on the stock exchanges on which shares of the Demerged Company are listed would help the shareholders of Demerged Company to unlock the value of their shares.

- A. The Scheme of Arrangement has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the said provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961. Such modification will however not affect other parts of the Scheme.

8. The salient features and effects of the Scheme are:

For the sake of convenience, the Scheme of Arrangement is divided into following parts:

PART A:

This Part of the Scheme deals with General Provisions used in this Scheme including Definitions and Capital Structure of the Companies along with Objects and Rationale of the Scheme.

PART B:

This part of the Scheme deals with demerger of the High Volume 'Recycled Compounds and Trading Division' (Demerged Undertaking) of Vikas Ecotech Limited (Demerged Company) into Vikas Multicorp Limited (Resulting Company).

PART C:

This part of the Scheme deals with issue of shares by the Resulting Company to the shareholders of the Demerged Company and listing of the equity shares of Resulting Company. This part of the Scheme also deals with Accounting Treatment for the demerger in the books of Demerged Company and Resulting Company.

PART D:

This part of the Scheme deals with the application to Stock Exchange/ SEBI and other provisions.

PART E:

This part of the Scheme deals with General Terms and Conditions as applicable to this Scheme of Arrangement.

PART B

TRANSFER AND VESTING OF HIGH VOLUME “RECYCLED COMPOUNDS AND TRADING DIVISION” (DEMERGED UNDERTAKING)

1. TRANSFER OF DEMERGED UNDERTAKINGS

Upon this Scheme becoming effective and with effect from the Appointed Date and pursuant to Section 230 and Section 232 of the Companies Act, 2013 and other applicable provisions of law for the time being in force, and pursuant to the orders of the NCLT or other appropriate authority or forum, if any, sanctioning the Scheme, without any further act, instrument, deed, matter or thing, the Demerged Undertaking shall stand vested in the Resulting Company, as a going concern, together with all its properties, assets, rights, benefits and interest therein.

2. TRANSFER OF ASSETS

- (i) Upon this Scheme becoming effective and with effect from the Appointed Date, all assets relating to the Demerged Undertaking as are movable or immovable in nature or are otherwise capable of transfer by manual delivery or by endorsement and acknowledgement of possession pursuant to this Scheme, shall stand transferred and vested as such by the Demerged Company and shall become the property and an integral part of the Resulting Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.
- (ii) Upon this Scheme becoming effective and with effect from the Appointed Date, any and all movable properties of the Demerged Company relating to the Demerged Undertaking, other than those specified in sub-clause (i) above, including sundry debtors, outstanding loans and advances and other current assets, if any, recoverable in cash or in kind or for value to be received, cash & bank balances and deposits, shall without any further act, instrument or deed, become the property of the Resulting Company.
- (iii) Upon this Scheme becoming effective and with effect from the Appointed Date, all assets, estate, rights, title, interest and authorities acquired by the Demerged Company after the Appointed Date and prior to the Effective Date pertaining to the Demerged Undertaking shall also stand transferred to and vested in the Resulting Company upon coming into effect of the Scheme.

3. TRANSFER OF LIABILITIES AND RELATED SECURITIES/ CHARGES

- (i) Upon this Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities and obligations, whether recorded or not, of the Demerged Company relating to the Demerged Undertaking, as on the close of business on the day immediately preceding the Appointed Date (hereinafter referred to as the Transferred Liabilities) shall become the debts, liabilities, duties and obligations of the Resulting Company, upon the Scheme becoming effective, who shall undertake to meet, discharge and satisfy the same to the exclusion of the Demerged Company. All the debts, liabilities, duties and obligations, secured or unsecured, whether recorded or not, relating to the remaining business shall continue to remain in the Demerged Company. Upon this Scheme becoming effective and with effect from the Appointed Date, where any of the liabilities and obligations of the Demerged Undertaking as on the Appointed Date deemed to be transferred to the Resulting Company have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been taken for and on account of the Resulting Company and all loans raised and used and all liabilities and obligations incurred by the Demerged Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date shall also without any further act or deed be and stand transferred to the Resulting Company and shall become liabilities of the Resulting Company which shall meet, discharge and satisfy the same. Such liabilities shall also form part of the Transferred Liabilities as defined hereinabove.
- (ii) Upon this Scheme becoming effective and with effect from the Appointed Date, in so far as the existing security in respect of the Transferred Liabilities of the Demerged Undertaking is concerned, such security shall continue to extend to and operate over the assets comprised in the Demerged Undertaking, as the case may be, which have been charged in respect of the Transferred Liabilities as transferred to the Resulting Company pursuant to this Scheme. Provided, however, that if any of the assets comprised in the Demerged Undertaking which have not been charged or secured in respect of the Transferred Liabilities, such assets shall be transferred to the Resulting Company as unencumbered assets and in the absence of any formal amendment, which may be required by a lender or third party, shall not affect the operation of the above and this Scheme shall not operate so as to require any charge or security to be created on such assets in relation to the Transferred Liabilities as defined hereinabove.
- (iii) Further, in so far as the assets comprised in the Demerged Undertaking is concerned, the security and charge over such assets relating to any loans or borrowings which are not transferred pursuant to this Scheme (and which shall continue with the Remaining Businesses), shall without any further act or deed be realized from such encumbrance and shall no longer be available as security in relation to such liabilities.
- (iv) Without prejudice to the provisions of the foregoing clauses and upon the Scheme becoming effective, the Demerged Company and the Resulting Company, if required, may execute any instruments or documents or do all acts and deeds as may be required, including the filing of necessary particulars and/or

modification(s) of charge, with the ROC to give formal effect to the above provisions.

- (v) Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Resulting Company alone shall be liable to perform all obligations in respect of the Transferred Liabilities and the Demerged Company shall not have any obligations in respect of the Transferred Liabilities, and the Resulting Company shall indemnify the Demerged Company in this behalf.
- (vi) It is expressly provided that, save as mentioned in this Clause, no other term or condition of the Transferred Liabilities is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- (vii) Subject to the necessary consents being obtained, if required, in accordance with the terms of this Scheme, the provisions of this Scheme, if approved by Hon'ble NCLT, shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

4. TRANSFER OF CONTRACTS, AGREEMENTS, MOU, PERMITS, QUOTAS AND LICENCE OF DEMERGED UNDERTAKING.

- (i) Upon the coming into effect of this Scheme and with effect from the Appointed Date, any and all contracts, agreements, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, arrangements, tenancy or leasehold or hire purchase agreements and other instruments of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company are a party or to the benefits of which, the Demerged Undertaking may be eligible and which are subsisting or having effect immediately before the Effective Date shall be in full force and effect, on or against or in favor of the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or oblige thereto;
- (ii) Upon the coming into effect of this Scheme and with effect from the Appointed Date, all permits, quotas, rights, entitlements, licenses including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature, leave and license agreements, trade mark licenses including application for registration of trade mark , storage & warehousing agreements, commission agreements, Lease agreements, Hire Purchase Agreements, franchisee agreements in relation to the Demerged Undertaking to which the Demerged Company are a party or to the benefit of which the Demerged Company may be eligible and which are subsisting or having effect immediately before the Effective Date shall be and remain in full force and effect in favour of or against Resulting Company as the case may be, and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or oblige thereto;
- (iii) Upon the coming into effect of this Scheme and with effect from the Appointed Date, any and all statutory licenses, no-objection certificates, permissions, approvals, consents, quotas, rights, entitlements, trade mark licenses including application for

registration of trade mark, licenses including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto, in relation to the Demerged Undertaking shall stand transferred to or vested in the Resulting Company, without any further act or deed done by the Demerged Company and the Resulting Company and shall be appropriately mutated by the statutory authorities concerned therewith in favor of the Resulting Company upon the vesting and transfer of the Demerged Undertaking pursuant to this Scheme.

- (iv) Upon the coming into effect of this Scheme and with effect from the Appointed Date, any such statutory and regulatory no-objection certificates, licenses, permissions, consents, approvals, authorizations or registrations, trade mark licenses including application for registration of trade mark as are jointly held for Demerged Undertaking and the remaining businesses, including the statutory licenses, permissions or approvals, registrations under Sales Tax/VAT, Service Tax, Shops and Establishments Act or consents required to carry on the operations in the remaining businesses, shall be deemed to constitute separate licenses, permissions, no-objection certificates, consents, approvals, authorities, registrations or statutory rights and the relevant or concerned statutory authorities and licensors shall endorse and/or mutate or record the separation, pursuant to the filing of this Scheme as sanctioned by the Hon'ble NCLT, with such authorities and licensors after the same becomes effective, so as to facilitate the continuation of operations in the Resulting Company without hindrance from the Appointed Date.

The benefit of all statutory and regulatory permissions, licenses and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Demerged Undertaking shall vest in and become available to the Resulting Company pursuant to the Scheme.

- (v) All contractors hitherto engaged by the Demerged Company in relation to the Demerged Undertaking shall be deemed to be engaged by the Resulting Company for the same purpose on the same terms and conditions.

5. EMPLOYEE MATTERS

- (i) Upon the coming into effect of this Scheme and with effect from the Appointed Date, the services of all Employees of the Demerged Company employed in the Demerged Undertaking shall stand transferred to the Resulting Company on the same terms and conditions at which these Employees are engaged by the Demerged Company without any interruption of service as a result of the transfer. The Resulting Company also undertakes to accept and abide by any change in terms and conditions that may be agreed/ affected by the Demerged Company with all such Employees between the Appointed Date and Effective Date.
- (ii) The Resulting Company undertakes to continue to abide by any agreements/ settlements entered into by the Demerged Company in respect of Demerged Undertaking with any union/ representatives of the Employees of the Demerged Company. The Resulting Company agrees that the Resulting Company shall take the services of all such employees with the Demerged Company up to the Effective Date into account for the purpose of all retirement benefits payable to such employees subsequently. The Resulting Company further agrees that for the purpose of payment of any retrenchment compensation, gratuity and other

terminal benefits, such past services with the Demerged Company shall also be taken into account and agrees and undertakes to pay the same as and when payable.

- (iii) In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, employees state insurance schemes, trusts, retirement fund or benefits and any other funds or benefits created by the Demerged Company for the Employees related to the Demerged Undertaking (collectively referred to as the “Funds”), the Funds and such of the investments made by the Funds which are preferable to the Employees related to the Demerged Undertaking being transferred to the Resulting Company in terms of Sub Clause (i) of Clause 5 above shall be transferred to the Resulting Company and shall be held for their benefit pursuant to this Scheme. The Resulting Company in its sole discretion, will establish necessary Funds to give effect to the above transfer or deposit the same in the schemes governed under the applicable laws and rules made there under, as amended from time to time, namely Employees’ Provident Fund and Miscellaneous Provisions Act, 1952 and/or Employees State Insurance Act, 1948 and/or Payment of Gratuity Act, 1972. In the event that the Resulting Company does not have its own funds in respect of any of the above, the Resulting Company may, subject to necessary approvals and permissions, continue to contribute to the relevant Funds of the Demerged Company, until such time that the Resulting Company creates its own fund, at which time the Funds and the investments and contributions pertaining to the Employees related to Demerged Undertaking shall be transferred to the funds created by the Resulting Company.

6. LEGAL PROCEEDING

If any suit, appeal or other proceedings relating to Demerged Undertaking of whatsoever nature by or against the Demerged Company is pending the same shall not be transferred to Resulting Company and the proceedings may be continued, prosecuted and enforced, by or against the Demerged Company in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Demerged Company, as if this Scheme had not been made.

7. INCOME TAX AND OTHER PROVISIONS

- (i) Upon the Scheme becoming effective, the Demerged Company and the Resulting Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and Annexures under the Income Tax Act, 1961, central sales tax, applicable state value added tax, service tax law, excise duty laws and other tax laws, and to claim refunds and/or credit for taxes paid (including minimum alternate tax, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required to give effect to the provisions of the Scheme.
- (ii) Any refunds or credits, under the Income Tax Act, 1961, Service tax laws, excise duty laws, central sales tax, applicable state value added tax laws or other applicable laws/ regulations dealing with taxes/ duties/ levies due to Demerged Company relating to Demerged Undertaking consequent to the assessment made on Demerged Company (including any refund for which no credit is taken in the accounts of the Demerged Company) as on the date immediately preceding the

Appointed Date shall also belong to and be received by the Resulting Company upon this Scheme becoming effective.

- (iii) The tax payments (including but not limited to income tax, service tax, excise duty, central sales tax, applicable state value added tax, etc.) whether by way of tax deducted at source, advance tax or otherwise howsoever, by the Demerged Company relating to Demerged Undertaking after the Appointed Date, shall be deemed to be paid by the Resulting Company and shall, in all proceedings, be dealt with accordingly.
- (iv) Further, any tax deducted at source by Demerged Company with respect to Demerged Undertaking on transactions with the Resulting Company, if any (from Appointed Date to Effective Date) shall be deemed to be advance tax paid by the Resulting Company and shall, in all proceedings, be dealt with accordingly.
- (v) Upon the Scheme coming into effect, any obligation of tax at source on any payment made by or to be made by the Demerged Company relating to Demerged Undertaking shall be made or deemed to have been made and duly complied with by the Resulting Company.

8. OTHER PROVISIONS

- (i) The Demerged Company and the Resulting Company may, after the Scheme becomes effective, for the sake of good order, execute amended and re-stated arrangements or confirmations or other writings, for the ease of the Demerged Company, the Resulting Company and the counter party concerned in relation to the Remaining Business and the Demerged Undertaking, without any obligation to do so and without modification of any commercial terms or provisions in relation thereto.
- (ii) Upon the Scheme becoming effective, the Resulting Company shall secure the change in record of rights and any other records relevant for mutating the legal ownership of any immovable property vested with the Resulting Company and relating to the Demerged Undertaking. The Demerged Company and the Resulting Company are jointly and severally authorized to file such declarations and other writings to give effect to this Scheme and to remove any difficulties in implementing the terms hereof.

9. CONDUCT OF BUSINESS

- (i) With effect from the Appointed Date and up to and including the Effective Date:
 - (i) The Demerged Company shall be deemed to have been carrying on all business and activities relating to the Demerged Undertaking for and on behalf of and in trust for the Resulting Company: and
 - (ii) All income, expenditures including management costs, profits accruing to the Demerged Company and all taxes thereof or losses arising or incurred by it relating to the Demerged Undertaking shall, for all purposes, be treated as the income, expenditures, profits, taxes or losses, as the case may be, of the Resulting Company.
- (ii) With effect from the Effective Date, the Resulting Company shall be duly authorized to carry on the business of the Demerged Undertaking, previously carried on by the Demerged Company.
- (iii) The Resulting Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy all the liabilities and obligations of the Demerged

Undertaking with effect from the Appointed Date, in order to give effect to the foregoing provisions.

- (iv) The Demerged Company and the Resulting Company are expressly permitted to revise their Income Tax, Wealth Tax, Sales Tax, VAT and all other statutory returns, including without limitation TDS certificates and the right to claim refund, advance tax credits etc., upon the Scheme becoming effective. It is specifically declared that the taxes paid by the Demerged Company relating to the period on or after the Appointed Date whether by way of deduction at source or advance tax, which pertains to the Demerged Undertaking, shall be deemed to be the taxes paid by the Resulting Company and the Resulting Company shall be entitled to claim credit for such taxes deducted/paid against its tax liabilities notwithstanding that the certificates/challans or other documents for payment of such taxes are in the name of the Demerged Company.

PART –C

ISSUE OF SHARES FOR DEMERGER AND ACCOUNTING TREATMENT

1. ISSUE OF SHARES

- 1.1 Upon this Scheme becoming effective and upon vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of this Scheme, the Resulting Company shall, without any further application or deed, issue and allot Equity shares (“New Shares”), credited as fully paid-up, to the extent indicated below, to the members of the Demerged Company, holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of the Demerged Company in the following manner::

“1 (One) Equity Shares of Re. 1 (Rupee One) each at par in the Resulting Company for every 1 (One) Equity Shares of Re. 1(Rupee One) each held by them in the Demerged Company”

- 1.2 The Resulting Company shall not issue any shares against the shares held by the Resulting Company in the Demerged Company either itself or through its nominees, under this Scheme arrangement for Amalgamation under sections 230 -232 of the Companies Act, 2013.
- 1.3 For arriving at the entitlement ratio as outlined above, the companies have considered the Entitlement Report submitted by an independent professional firm **M/s. Sanjeev Jagdish Chand & Associates, Chartered Accountants.**
- 1.4 The New Shares shall rank pari-passu in all respects, including dividend, with the existing shares of the Resulting Company.
- 1.5 The New Shares to be issued and allotted in terms of this scheme will be subject to the Memorandum and Articles of Association of the Resulting Company. The listing of the said shares is subject to the approval of the BSE/ NSE/SEBI. The New Shares of Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated Stock Exchanges.

- 1.6 In the event of there being any pending and valid share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of Directors or any committee thereof of the Demerged Company shall be empowered in appropriate cases, even subsequent to the Appointed Date or the Effective Date, as the case may be, to effectuate such a transfer in the Demerged Company, as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the Resulting Company of such shares.
- 1.7 The New Shares of the Resulting Company shall be listed and / or admitted to trading on the Stock Exchanges on which the equity shares of the Demerged Company are listed at that time. The Resulting Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges.
- 1.8 The Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned regulatory authorities for the issue & allotment of New Shares to the shareholders of the Demerged Company under this Scheme.
- 1.9 The New Shares shall be issued in dematerialized form to those shareholders who hold shares of the Demerged Company in dematerialized form, in to the account in which the Demerged Company shares are held or such other account as is intimated by the shareholders to the Demerged Company in physical form shall receive the equity shares, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Demerged Company and / or its Registrar before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form. The Resulting Company shall and to the extent if required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme.
- 1.10 Approval of this Scheme by the shareholders of the Resulting Company shall be deemed to be the due compliance of the provision of Section 42 read with Section 62 of the Companies Act, 2013, and the other relevant and applicable provisions of the Act for the issue and allotment of New Shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.
- 1.11 The approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company under Section 230 – Section 232 of the Companies Act, 2013 of the Companies Act, 2013, shall be deemed to have the approval under Sections 13, 14 and 186 of the Companies Act, 2013 and other applicable provisions of the Act and any other consents and approval required in this regard

2. LISTING OF EQUITY SHARES OF RESULTING COMPANY

- 2.1 This Scheme is in conformity with the requirements as laid down in Sub-Rule 19 (7) of Securities Contract (Regulation) Rules, 1957 and in terms of the said Sub-rule after allotment of New Shares in Resulting Company, shall on receipt of certified copy of order of the National Company Law Tribunal (NCLT) of relevant jurisdiction sanctioning the Scheme, take necessary steps for listing of shares allotted, simultaneously on all the stock exchanges where the equity shares of Demerged Company are listed.

- 2.2 The Resulting Company shall make application to Securities and Exchange Board of India (SEBI) in terms of Rule 19 (7) of Securities Contract (Regulation) Rules, 1957 for Listing of Equity Shares at all the Stock Exchanges where the Equity Shares of Demerged Company are listed on the Appointed Date without complying with the requirements of Rule 19(2)(b) of Securities Contract (Regulation) Rules, 1957.

3. ACCOUNTING TREATMENT

Pursuant to the Scheme Coming into effect on the Effective Date with effect from the Appointed Date, the Demerged Company and the Resulting Company shall account for the Demerger in their respective books of accounts in accordance with Accounting Standard in the following manner:

3.1 Treatment in the books of the Demerged Company

- 3.1.1 The book value of the assets and liabilities pertaining to the Demerged Undertaking transferred by the Demerged Company to the Resulting Company shall be reduced from the book values of the assets and liabilities appearing in Books of Accounts of the Demerged Company as on the Appointed Date.
- 3.1.2 The inter-company transactions, deposits / loans and advances outstanding between the Demerged Company and Resulting Company to the extent it relates to the Demerged Undertaking, if any, shall stand cancelled and there shall be no further obligation outstanding in this behalf.
- 3.1.3 The difference being the excess of book values of assets transferred over the book value of liabilities transferred shall be adjusted against the statement of Profit and Loss account of the Demerged Company.

3.2 Treatment in the books of the Resulting Company

- 3.2.1 Upon the coming into effect of this Scheme, the Resulting Company shall record all the assets and liabilities pertaining to the Demerged Undertaking transferred to and vested in it pursuant of this Scheme, at their respective book values ignoring revaluation, if any, as appearing in the books of account of the Demerged Company as on the Appointed Date.
- 3.2.2 The Resulting Company shall credit to their Equity Share Capital account, the aggregate face value of the New Shares issued by them pursuant to Clause 1.1 of Part C of this Scheme.
- 3.2.3 The difference being the excess of net value of assets and liabilities as recorded under 3.2.1 above of the Demerged Undertaking over the New Shares issued by the Resulting Company on demerger shall be credited to General Reserve Account.
- 3.2.4 The inter-company transactions, deposits / loans and advances outstanding between the Demerged Company and Resulting Company to the extent it relates to the Demerged Undertaking, if any, shall stand cancelled and there shall be no further obligation outstanding in this behalf.
- 3.2.5 In case of any difference in the accounting policies between the Demerged Company and the Resulting Company, the impact of the same till the Appointed Date of scheme will be quantified and adjusted in the free / general

reserve of the Resulting Company to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policies.

PART D

1. LISTING REGULATIONS AND SEBI COMPLIANCES

- 1.1 The Demerged Company being a listed company, this Scheme is subject to the Compliances by the Demerged Company of all the requirements under the listing regulations and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of the Scheme.
- 1.2 The Demerged Company in compliance with the listing Regulations shall apply for the 'Observation Letter' of NSE Limited/ BSE Limited, where its shares are listed in terms of the Regulation 37 of the listing regulations.
- 1.3 The Demerged Company shall also comply with the directives of SEBI contained in the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10th, 2017 ('Circular') issued by SEBI in terms of Regulation 37 of the listing regulations.
- 1.4 As Para 9 of SEBI Circular, No. CFD/DIL3/CIR/2017/21 dated March 10th, 2017 ('Circular') the Demerged Company will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders for approval of this scheme.

PART E

1 SAVING OF CONCLUDED TRANSACTIONS

Transfer and vesting of the assets, liabilities and obligations of the Demerged Undertaking and continuance of the proceedings by or against the Resulting Company, shall not in any manner affect any transaction or proceedings already completed by the Demerged Company (in respect of the Demerged Undertaking) on or before the Appointed Date to the end and intent that the Resulting Company accepts all such acts, deeds and things done and executed by and/or on behalf of the Demerged Company, as acts, deeds and things done and executed by and on behalf of the Resulting Company.

2 APPLICATION TO THE TRIBUNAL

- 2.1 The Demerged Company and Resulting Company shall, make applications to the Hon'ble NCLT under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes of their respective members and/or creditors and for sanctioning this Scheme, with such modifications as may be approved by the NCLT.
- 2.2 Upon this Scheme being approved by the requisite majority of the respective members and creditors of the Demerged Company and Resulting Company (as may be directed by the Hon'ble NCLT), Demerged Company and Resulting Company shall, apply to the Hon'ble NCLT, for sanction of this Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and for such other order or orders, as the said Hon'ble NCLT may deem fit for carrying this Scheme into effect.

2.3 On approval of this Scheme by the members and creditors of the Demerged Company and Resulting Company, pursuant to Sections 230 to 232 of the Companies Act, 2013, it shall be deemed that all consents required from the shareholders and/or creditors, as the case may be, of the said companies under the provisions of the Act as may be applicable, have been accorded to.

2.4 Upon this Scheme becoming effective, the respective shareholders of the Demerged Company and Resulting Company shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

3 MODIFICATION OR AMENDMENTS TO THE SCHEME

3.1 The Demerged Company and the Resulting Company (acting through their respective Boards of Directors or Committees thereof) may assent to any modifications or amendments to this Scheme, which the Hon'ble NCLT and/or any other authorities/Stock Exchanges may deem fit to direct or impose or which may otherwise be considered necessary or desirable or for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. The Demerged Company and the Resulting Company (acting through their respective Boards of Directors or Committees thereof) be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of the order of the Hon'ble NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

4 EFFECT OF NON-RECEIPT OF APPROVALS

4.1. In the event of any of the said sanctions and approvals referred to in the preceding clause not being obtained and/ or the Scheme not being sanctioned by the NCLT or such other competent authority and / or the Order not being passed as aforesaid before March 31, 2018 or within such further period or periods as may be agreed upon between the Demerged Company and the Resulting by their Board of Directors (and which the Board of Directors of the Demerged Company and the Resulting agree to and extend the Scheme from time to time without any limitation), this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

5 SCHEME CONDITIONAL UPON:

This scheme is conditional upon:

5.1 The Scheme being agreed to by the respective requisite majorities of the members and/or creditors of the Demerged Company and Resulting Company, if required, in accordance with Section 230-232 of the Companies Act, 2013 and the requisite orders of the NCLT sanctioning this Scheme in exercise of the powers vested in it under the Act.

- 5.2 As Para 9 of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10th, 2017 ('Circular') the Demerged Company will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders for approval of this scheme.
- 5.3 All necessary certified copies of the order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies.
- 5.4 The requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.
- 5.5 In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.
- 5.6 If any part of this Scheme is invalid, ruled illegal by any NCLT, or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected there by, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme as will best preserve for the parties the benefits and obligations of this Scheme, including but not limited to such part.

6 COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed), incurred in carrying out and implementing this Scheme and matters incidentals thereto, shall be borne by the Resulting Company.

N.B. - The members are requested to read the entire text of the Scheme attached herewith to get fully acquainted with the provisions thereof. What is stated hereinabove, are brief salient features of the said Scheme.

9. Summary of the Joint Valuation Analysis and Share Entitlement Report including the basis of valuation is enclosed as **Annexure-2**.
10. The accounting treatment as proposed in the Scheme of Demerger is in conformity with the accounting standards prescribed under Section 133 of the Act. The certificate issued by the Statutory Auditors of the Demerged Company and Resulting Company, are open for inspection.
11. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Vikas Ecotech Limited (Applicant Company-1/Demerged Company), Vikas Multicorp Limited (Resulting Company) in their separate meetings held on 29th May, 2017, respectively, have adopted a report, inter alia, explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters. Copy of the Reports adopted by the respective Board of Directors of Vikas Ecotech Limited (Demerged Company), Vikas Multicorp Limited (Resulting Company) is enclosed as **Annexure- 3, Annexure- 4 respectively**.

12. No investigation proceedings have been instituted or are pending in relation to the Companies under Sections 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Act of 2013. Further, no proceedings are pending under the Act or under the corresponding provisions of the Act of 2013 against any of the Companies.
13. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Act of 2013.
14. The audited balance sheet as on 31st March, 2017 and Supplementary Unaudited Accounting Statement for the financial year ended 25th October, 2017 of Vikas Ecotech Limited (Demerged Company), Vikas Multicorp Limited (Resulting Company) are enclosed as **Annexure-5, Annexure-6 respectively**.
15. Information pertaining to the unlisted entity i.e. Vikas Multicorp Limited (Resulting Company) in the form of abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations is enclosed as **Annexure-7**.
16. As per the books of accounts (as on 31.10.2017) Vikas Ecotech Limited (Demerged Company), Vikas Multicorp Limited (Resulting Company) the amount due to the unsecured creditors including trade deposits are Rs. 81,35,85,502/- (approx.), Rs. 22616556 /-(approx.) respectively.
17. As per the books of accounts (as on 31.10.2017) of Vikas Ecotech Limited (Demerged Company), Vikas Multicorp Limited (Resulting Company), the amount due to the secured creditors are Rs. 1,33,41,19,275 (approx.), Rs. 12,70,36,324 /- (approx.) respectively.
18. The name and addresses of the Promoter(s) of Vikas Ecotech Limited (Demerged Company”) their shareholding in the Demerged Company as on 25.12.2017 are as under:

S. No	Name	Address	No. of shares	Percentage
1	Vikas Garg	10/4, East Punjabi Bagh, New Delhi-110026	4,83,43,855	17.27
2	Vikas Garg Huf	10/4, East Punjabi Bagh, New Delhi-110026	33,02,750	1.18
3	Nand Kishore Garg	10/4, East Punjabi Bagh, New Delhi-110026	61,57,775	2.20
4	Seema Garg	10/4, East Punjabi Bagh, New Delhi-110026	11,02,175	0.39
5	Vivek Garg	10/4, East Punjabi Bagh, New Delhi-110026	10,71,550	0.38
6	Ishwar Gupta	B-4, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026	2,800	0.00
7	Nand Kishore Garg Huf	10/4, East Punjabi Bagh, New Delhi-110026	3,37,750	0.12
8	Vikas Garg (Sukriti Welfare Trust)	10/4, East Punjabi Bagh, New Delhi-110026	44,56,550	1.59
9	Jai Kumar Garg Huf	34/1, East Punjabi Bagh, New Delhi	11,18,500	0.40
10	Asha Garg	34/1, East Punjabi Bagh, New	8,025	0.00

		Delhi		
11	Usha Garg	10/4, East Punjabi Bagh, New Delhi-110026	22,33,000	0.80
12	Jai Kumar Garg	34/1, East Punjabi Bagh, New Delhi-110026	10,19,750	0.36
13	Vaibhav Garg	B-9, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026	5,000	0.00
14	Sukriti Garg	10/4, East Punjabi Bagh, New Delhi-110026	3,78,325	0.14
15	Vikas Multicorp Limited	G-1, 34/1, East Punjabi Bagh, New Delhi-110026	4,11,66,140	14.69
	Total		11,07,03,945	39.55

19. The name and addresses of the Promoter(s) of Vikas Multicorp Limited (Applicant Company-2/Resulting”) their shareholding in the Resulting Company as on 25.12.2017 are as under:

S. No.	Name	Address	No. of Shares	% age
1	Vikas Garg HUF	10/4, East Punjabi Bagh, New Delhi-110026	81,27,000	1.91
2	Sukriti Garg	10/4, East Punjabi Bagh, New Delhi-110026	81,27,000	1.91
3	Vikas Garg	10/4, East Punjabi Bagh, New Delhi-110026	17,08,63,588	40.23
4	Seema Garg	10/4, East Punjabi Bagh, New Delhi-110026	6,95,10,000	16.36
5	Vaibhav Garg	B-9, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026	2,16,02,616	5.09
6	Shashi Garg	B-9, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026	51,80,000	1.22
7	Vinod Kumar Garg	B-9, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026	6,79,41,720	16.00
8	Vinod Kumar Garg HUF	B-9, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026	51,80,000	1.22

20. list of Directors and KMP of Vikas Ecotech Limited (Demerged Company) and their individual shareholding in the Demerged Company as on 25.12.2017 are as under:

S. No	Name and Address of Director and KMP	Address	Total Number of Equity Shares	% of total number of shares
1	Sumer Chand Tayal	BQ-5, Shalimar Bagh, Delhi-110052.	20,250	0.01

2	Vivek Garg	10/4, East Punjabi Bagh, New Delhi-110026.	10,71,550	0.38
3	Vikas Garg	10/4, East Punjabi Bagh, New Delhi-110026.	4,83,43,855	17.27
4	Manoj Singhal	I-1721, Chittaranjan Park, New Delhi-110019.	NIL	-
5	Vibha Mahajan	Road No. 24, H. NO. 3, Punjabi Bagh Extn. New Delhi-110026.	NIL	-
6	Ashutosh Kumar Verma	B-1011, Gaur Grandeur, Sector-119, Noida, Gautam Buddha Nagar-201301.	75,000	0.03
7	KapilGupta	E-131, Raheja Atlantis, Sector-31, Gurgaon, Haryana-122001	NIL	-
8	Devender Kumar Garg	G-801, LA Lagune, Golf Course Road, Sector-54, Gurgaon	NIL	-
9	Siddharth Agrawal(CS)	D-682, Chawla Colony Ballabgarh, Faridabad- 121004	NIL	NIL
10	Sumit Garg(CFO)	D-14/130, Sector-8 Rohini New Delhi 110085 DI In	NIL	NIL

21. list of Directors and KMP of Vikas Multicorp Limited (Resulting Company”), and their shareholding in the Resulting Company as on 25.12.2017 are as under:

S. No.	Name and Address of Director and KMP	Address	Total Number of Equity Shares	% of total number of shares
1	Purushottam Dass Bhoot	BW, 18c, Shalimar Apartment, Shalimar Bagh, New Delhi 110088	NIL	-
2	Vikas Garg	10/4 East Punjabi Bagh New Delhi 110026	17,08,63,588	40.23
3	Hari Bhagwan Sharma	586a, Sri Nagar Delhi 110034	NIL	-
4	Pankaj Kumar Gupta	D-40, D-Block, Raja Puri New Delhi 110059	NIL	-
5	Anubhuti Mishra	Ward Number 15, Ishanagar Road, Company Baag, Nowgong, Chhatarpur Chhatarpur 471201	NIL	-
6	Kapil Gupta	E-131, Raheja Atlantis Sector-31 Gurgaon 122001	NIL	-

22. The Pre & Post arrangement (Expected) shareholding pattern of Demerged Company as on 31st December, 2017 is as per the table below:

Demerged Company – Pre Arrangement as on 31.12.2017

S. No	Category of Shareholders	Nos	No. of Equity Shares	Percentage to equity
1	Promoter & Promoter Group	15	110703945	39.55
	Sub Total (A)	15	110703945	39.55
	Banks/Mutual Funds/Indian Financial Institutions /			
	Mutual Fund			
	Venture Capital Funds			
	Alternate Investment Funds	1	1336000	0.48
	Foreign Venture Capital Investors			
	Foreign Portfolio Investor	4	1167000	0.42
	Financial Institutions / Banks	3	1141979	0.41
	Insurance Companies			
	Provident Funds/ Pension Funds			
	Any Other (Specify)			
	Sub Total (B)	8	3644979	1.30
	Central Government/ State Government(s)/ President of India			
	Sub Total (C)			
	Individuals			
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	36197	77150748	27.56
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	39	27689345	9.89
	Sub Total (D)	36236	104840093	37.46
	Any Others			
	NRI	578	5776170	2.06
	Trusts			
	Clearing Member	265	2857772	1.02
	Individual (HUF)/NBFC Registered with RBI	1068	2,53,64,435	9.06
	Bodies Corporate	597	2,67,12,281	9.57
	Sub Total (E)	2508	6,07,10,658	21.72
	Grand Total (A+B+C+D+E)	38767	27,98,99,675	100.00

Statement showing shareholding of persons belonging to the category “Promoter and Promoter Group”-

S. No	Promoter & Promoter Group	No. of shares	Percentage
1	VIKAS GARG	4,83,43,855	17.272
2	VIKAS GARG	33,02,750	1.180
3	NAND KISHORE GARG	61,57,775	2.200
4	SEEMA GARG	11,02,175	0.394
5	VIVEK GARG	10,71,550	0.383
6	ISHWAR GUPTA	2,800	0.001
7	NAND KISHORE GARG	3,37,750	0.121
8	VIKAS GARG	44,56,550	1.592
9	JAI KUMAR GARG	11,18,500	0.400
10	ASHA GARG	8,025	0.003
11	USHA GARG	22,33,000	0.798
12	JAI KUMAR GARG	10,19,750	0.364
13	VAIBHAV GARG	5,000	0.002
14	SUKRITI GARG	3,78,325	0.135
15	Vikas Multicorp Limited	4,11,66,140	14.686

There will be no change in the shareholding pattern of Demerged Company post scheme of Arrangement.

23. The pre arrangement shareholding list of Resulting Company as on 31.12.2017 is as per the table :-

S. No.	Name	No. of Shares	% age
1	Sahyog Multibase Ltd	4,04,18,280	9.52
2	Vikas Garg HUF	81,27,000	1.91
3	Sukriti Garg	81,27,000	1.91
4	Vikas Garg	17,08,63,588	40.23
5	Seema Garg	6,95,10,000	16.36
6	Vaibhav Garg	2,16,02,616	5.09
7	Shashi Garg	51,80,000	1.22
8	Vinod Kumar Garg	6,79,41,720	16.00
9	Vinod Kumar Garg HUF	51,80,000	1.22
10	Ashok Kumar Singhla	58,94,000	1.39
11	Khushboo Singhla	58,80,000	1.38
12	Manish Singhla	58,87,756	1.39

13	Yogesh Kumar Madaan	35,00,000	0.82
14	Deepak Garg	18,88,000	0.44
15	Neha Garg	20,98,000	0.49
16	Sumitra Garg	18,88,000	0.44
17	Rajendra Prasad Garg	7,76,000	0.18
	Grand Total	42,47,61,960	100

The Post arrangement expected shareholding pattern of the Resulting Company as on 31.12.2017 is as per the table:-

S. No	Category of Shareholders	Nos	No. of Equity Shares	Percentage to equity
1	Promoter & Promoter Group	16	42,60,69,729	64.22
	Sub Total (A)	16	42,60,69,729	64.22
	Banks/Mutual Funds/Indian / Financial Institutions			
	Mutual Fund			
	Venture Capital Funds			
	Alternate Investment Funds	1	1,33,6000	0.20
	Foreign Venture Capital Investors			
	Foreign Portfolio Investor	4	11,67,000	0.18
	Financial Institutions / Banks	3	11,41,979	0.17
	Insurance Companies			
	Provident Funds/ Pension Funds			
	Any Other (Specify)			
	Sub Total (B)	8	36,44,979	0.55
	Central Government/ State Government(s)/ President of India			
	Sub Total (C)			
	Individuals			
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	36197	7,71,50,748	11.63
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	47	5,55,01,101	8.36
	Sub Total (D)	36244	13,26,51,849	19.99
	Any Others			
	NRI	578	57,76,170	0.87
	Trusts			
	Clearing Member	265	28,57,772	0.43
	Individual (HUF)/NBFC Registered with RBI	1068	2,53,64,435	3.82

	Bodies Corporate	598	6,71,30,561	10.12
	Sub Total (E)	2509	10,11,28,938	15.24

Statement showing shareholding of persons belonging to the category “Promoter and Promoter Group”-

S. No	Promoter & Promoter Group	No. of shares	Percentage
1	VIKAS GARG	219207443	33.04
2	VIKAS GARG HUF	11429750	1.72
3	NAND KISHORE GARG	6157775	0.93
4	SEEMA GARG	70612175	10.64
5	VIVEK GARG	1071550	0.16
6	ISHWAR GUPTA	2800	0.00
7	NAND KISHORE GARG HUF	337750	0.05
8	JAI KUMAR GARG HUF	1118500	0.17
9	ASHA GARG	8025	0.00
10	USHA GARG	2233000	0.34
11	JAI KUMAR GARG	1019750	0.15
12	VAIBHAV GARG	21607616	3.26
13	SUKRITI GARG	12961875	1.95
14	SHASHI GARG	5180000	0.78
15	VINOD KUMAR GARG	67941720	10.24
16	VINOD KUMAR GARG HUF	5180000	0.78

24. Statement disclosing details of Arrangement and Amalgamation as per sub section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

No.	Particulars	Vikas Ecotech Limited	Vikas Multicorp Limited
(i)		Demerged Company	Resulting Company
	Details of the order of the NCLT directing the calling, convening and conducting of the meeting :-		
a.	Date of the Order	8 th January, 2018	8 th January, 2018
b.	Date, time and venue of the meeting	Meeting of Shareholders Date – Saturday , the 24 th Day of February , 2018 Time – 12:30 P.M Venue –Haryana Maitri Bhawan, Sainik Vihar,	Meeting of Secured Creditors Date – Saturday , the 24 th Day of February , 2018 Time – 10:00 A.M Venue –Haryana Maitri Bhawan, Sainik

		Pitampura, New Delhi – 110034. Meeting of Secured Creditors Date – Saturday , the 24 th Day of February , 2018 Time – 2:30 P.M Venue –Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034. Meeting of Unsecured Creditors Date – Saturday , the 24 th Day of February , 2018 Time – 3:30 P.M Venue –Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034.	Vihar, Pitampura, New Delhi – 110034. Meeting of Unsecured Creditors Date – Saturday , the 24 th Day of February , 2018 Time – 11:30 A.M Venue –Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034.
(ii)	Details of the Companies including		
a.	Corporation Identification Number (CIN)	L65999DL1984PLC019465	U25111DL1995PLC073719
b.	Permanent Account Number (PAN)	AAACV0608G	AADCA5571A
c.	Name of Company	Vikas Ecotech Limited (Demerged Company)	Vikas Multicorp Limited (Resulting Company)
d.	Date of Incorporation	30.11.1984	09/11/1995
e.	Type of Company	Listed Public Company.	Unlisted Public Company
f.	Registered Office address	34/1, Vikas Apartments, East Punjabi Bagh, New Delhi-110026	G-1, 34/1, East Punjabi Bagh, New Delhi-110026
	E-mail address	cs@vikasecotech.com	moonlitetechnochempvtltd@gmail.com
g.	Summary of main object as per the memorandum of association; and main business carried on by the Company	As per Para 6.1(g) of the Explanatory Statement.	As per Para 6.2(e)of the Explanatory Statement.

h.	Details of change of name, Registered Office and objects of the Company during the last five years	The company changed its name to existing name i.e. Vikas Ecotech Limited and a fresh certificate of incorporation has been issued by Registrar of Companies National Capital Territory of Delhi and Haryana on 21 st October, 2015.	The company changed its name to Moonlite Technochem Limited on November 01, 2016 and later on January 24, 2017 it was changed to Vikas MultiCorp Limited. The registered office of the Company is situated at G-1 34/1, East Punjabi Bagh, New Delhi – 110026
I.	Name of stock exchange(s) where securities of the company are listed, if applicable	- BSE Limited - National Stock Exchange of India Limited	Unlisted
j.	Details of capital structure – Authorized, Issued, subscribed and paid-up share capital	As per Para 6.1(h) of the Explanatory Statement and Clause 3.1 of Part A of the Scheme.	As per Para 6.1(f) of the Explanatory Statement and Clause 3.2 of Part A of the Scheme.
k.	Names of the promoters and directors along with their addresses	As per Para 18 and 20 of the Explanatory Statement	As per Para 19 and 21 of the Explanatory Statement
(iii)	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or associate companies	The resulting Company holds 14.69% shares of the Demerged Company.	

(iv)	The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	The meeting was attended by majority of the Directors on 29.05.2017, and all were voted in favour of the resolution. Mr. Pradip Kumar Banerji, Mr. Manoj Singhal and Mrs. Vibha Mahajan Non-Executive Independent Director have expressed their inability to attend the meeting	The meeting was attended by all the Directors on 29.05.2017, and all were voted in favour of the resolution.
(v)	Explanatory Statement disclosing details of the scheme of compromise or arrangement including:-		
a.	Parties involved in such compromise or arrangement	Vikas Ecotech Limited (Demerged Company) Vikas Multicorp Limited (Resulting Company)	
b.	In case of amalgamation or merger, appointed Date, effective date, share exchange ratio and other considerations if any.		
	Appointed Date	01.04.2017	
	Effective Date	cvThe last of the dates on which the certified or authenticated copy of the orders of the NCLT sanctioning the scheme are filed with the Registrar of Companies by the Demerged Company and the Resulting Company.	
	Share Exchange Ratio and other considerations, if any.	<i>“1 (One) Equity Shares of Re. 1 (Rupee One)each at par in the Resulting Company for every 1 (One) Equity Shares of Re. 1 (RupeeOne) each held by them in the Demerged Company</i>	
c.	Summary of Valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that thevaluation	Refer Annexure - 2 for Valuation Report; and Annexure - 3 for fairness opinion. The same are available for inspection at the Registered Office of the Company on all working days between 11 a.m. to 5.00 p.m.	Refer Annexure - 2 for Valuation Report; The same are available for inspection at the Registered Office of the Company on all working days between 11 a.m. to 5.00 p.m.

	report is available for inspection at registered office of the Company		
d.	Details of capital or debt restructuring, if any	Nil	
e.	Rationale for the compromise or arrangement	Refer Clause C of Preamble of the Scheme. Also refer Para 7 of the Explanatory Statement.	
f.	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	As provided in the rationale for scheme of arrangement in Clause C of Preamble of the Scheme and As stated in Para 7 of the Explanatory Statement.	
g.	Amount due to unsecured Creditors as of 31 st March, 2017	Rs. 42,52,65,739	Rs. 8,08,96,244
(vi)	<i>Disclosure about effect of the compromise or arrangement on</i>		
	Key Managerial personnel (KMP) (other than Directors)	No effect	No effect
	Directors	No effect	No effect
	Promoters	Shall become the promoters of Resulting Company.	Shall continue as promoter.
	Non-promoter members	Shall become the members of Resulting Company as per share entitlement ratio.	Shall become the members of Resulting Company as per share entitlement ratio.
	Depositors	No Effect as none of the Companies have accepted any deposits	
	Creditors	Creditors of Demerged Company belongs to Demerged Undertaking becomes the creditors of Resulting Company.	N.A
	Debenture holders	No Effect as none of the Companies have issued any debentures.	

	Deposit Trustee & Debenture Trustee	No Effect as none of the Companies have any Deposit or Debenture Trustees.	
	Employees of the Company	Employee of Demerged Company engaged in Demerged Undertaking becomes the employee of Resulting Company.	No Effect.
(vii)	Disclosure about effect of compromise or arrangement on material interest of Directors, Key Managerial Personnel (KMP) and debenture trustee		
	Directors	No material effect of arrangement and amalgamation	
	Key Managerial personnel	No material effect of arrangement and amalgamation	
	Debenture Trustee	Not Applicable	
(viii)	Investigation or proceedings, if any, pending against the company under the Act	None	
(ix)	details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or inspection by the members and creditors, namely:		
a.	Latest Audited Financial Statements of the Company including consolidated financial statements	Available at Registered Office of the Demerged Company between 11:00 a.m. to 05:00 p.m. on all working days. Additionally for the Demerged Company, they are also available on the website of the Company and the Stock Exchange, where their shares are listed.	
b.	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with.	Available at Registered Office of the Demerged Company between 11:00 a.m. to 05:00 p.m. on all working days.	
c.	Copy of scheme of Compromise or Arrangement	Enclosed as Annexure - 1 to this Notice Available at Registered Office of the Demerged Company between 11:00 a.m. to 05:00 p.m. on all working days. Additionally for the Demerged Company, it is also available on the website of the Company and the Stock Exchange, where their shares are listed.	
d.	Contracts or Agreements material to the compromise or arrangement	There were no contracts or agreement material to the Scheme of Arrangement.	
e.	The certificate issued by the Auditor of the Company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement	Available at Registered Office of the Demerged Company between 11:00 a.m. to 05:00 p.m. on all working days.	

	is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and		
f.	Such other information or documents as the Board or Management believes necessary and relevant for making decision things for or against the scheme	None	
(x)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement	No Objection Certificate in the form of Observation Letters received from BSE Limited and NSE on 09.11.2017 & 14.11.2017. Notice under Section 230(5) of the Companies Act, 2013 is being given to: (i) The Central Government, through the Regional Director, Northern Region; (ii) The Registrar of Companies; (iii) Commissioner of Income-Tax within whose jurisdiction the applicant –companies are assessed by mentioning the PAN numbers of both the companies; (iv) The Securities and Exchange Board of India; (v) BSE; (vi) NSE;	Not Applicable
(xi)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means	Members to whom the Notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means	

25. Inspection Documents

- I. Inspection of the following documents may be had at the Registered Office of Vikas Ecotech Limited (Demerged Company) at 34/1 Vikas Apartments East Punjabi Bagh Delhi - 110026, India on all working days between 11.00 A.M. and 5.00 P.M.

- a. Copy of the order passed by the National Company Law Tribunal, Principal Bench at New Delhi in Application made by Applicant Companies under Company Application **(CAA) No. 139 (PB) / 2017** inter alia, convening the meetings.
- b. Copy of Company Application **(CAA) No.139(PB) / 2017** along with Annexure filled by Applicant Companies before NCLT;
- c. Copies of Memorandum and Articles of Association of Applicant Companies;
- d. Copies of Annual Reports of Applicant Companies for the financial years ended on 31st March, 2017;
- e. Copy of the Supplementary Unaudited Accounting Statement of the Applicant Companies, respectively, for the period ended 25.10.2017;
- f. Register of Director's Shareholding of Applicant Companies;
- g. Copy of the Share Exchange ratio and Share Entitlement Report issued by M/s Sanjeev Jagdish Chand & Associates, Chartered Accountants to the Board of Directors of Applicant Companies.
- h. Copy of the Statutory Auditors' certificate dated 29.05.2017, Issued by the statutory auditor of the respective applicant companies confirming scheme is in compliance with the Accounting Standard prescribed under section 133 of the Companies Act, 2013;
- i. Copy of the Board Resolutions passed by the respective Board of Directors of the Applicant Companies dated 29.05. 2017
- j. Copy of the Scheme of Arrangement for Demerger; and
- k. Copy of the Reports adopted by the Board of Directors of the Applicant Companies, respectively, pursuant to the provisions of Section 232(2)(c) of the Act.
- l. Copy of Information pertaining to the unlisted entity i.e. Vikas Multicorp Limited (Resulting Company) in the form of abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations

A copy of the Scheme, Explanatory Statement and Form of Proxy may be obtained from the Registered Office of Vikas Ecotech Limited (Applicant Company-1) at 34/1 Vikas Apartments East Punjabi Bagh Delhi - 110026.

After the Scheme is approved by the Equity Shareholders of the Applicant Company-1, it will be subject to the approval/ sanction of the National Company Law Tribunal, Principal Bench at New Delhi.

S/d-

A.K. Tewari

Chairman appointed by Hon'ble NCLT for the Meeting of
Equity shareholders of the
Vikas Ecotech Limited

Dated: 17th day of January, 2018

Place: New Delhi

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT NEW DELHI
COMPANY APPLICATION NO. CA (CAA) 139(PB)/ 2017**

IN THE MATTER OF:

SECTIONS 230 and 232 OF THE COMPANIES ACT, 2013

AND

VIKAS ECOTECH LIMITED

HAVING ITS REGISTERED OFFICE AT

34/1 VIKAS APARTMENTS,

EAST PUNJABI BAGH, NEW DELHI – 110026.

DEMERGED COMPANY

(APPLICANT COMPANY - 1)

AND

VIKAS MULTICORP LIMITED

HAVING ITS REGISTERED OFFICE AT

G-1, 34/1, EAST PUNJABI BAGH,

NEW DELHI – 110026.

RESULTING COMPANY

(APPLICANT COMPANY 2)

FORM NO. MGT – 11

PROXY FORM

(Pursuant to the provisions of 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 No. :

I / We being the Member(s) of _____ equity shares of Rs.1/- each of Vikas Ecotech Limited hereby appoint:

1. Name : _____
Address : _____
E-mail ID: _____ Signature _____

or failing him / her

2. Name : _____
Address : _____
E-mail ID: _____ Signature _____

or failing him / her

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 Hon'ble National Company Law Tribunal (NCLT) convened meeting of the equity shareholders of the Company, to be held on Saturday 24th February, 2018 on 12.30 P.M at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034 and at any adjournment(s) thereof in respect of the resolution, as indicated below:

Item No.	Description of the Resolution
1.	Resolution for approval of the Scheme of Arrangement for Demerger of High Volume 'Recycled Compounds and Trading Division' (Demerged Undertaking) of Vikas Ecotech Limited (Demerged Company) into Vikas Multicorp Limited (Resulting Company) and their respective shareholders and creditors pursuant to the provisions of Section 230 to 232 and other provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

Signed this _____ day of _____ 2017

Signature of the Member(s) : _____

Affix

Revenue

Signature of Proxy holder(s): _____

Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT NEW DELHI
COMPANY APPLICATION NO. CA (CAA) 139/(PB)/ 2017

IN THE MATTER OF:

SECTIONS 230 and 232 OF THE COMPANIES ACT, 2013

AND

VIKAS ECOTECH LIMITED
HAVING ITS REGISTERED OFFICE AT
34/1 VIKAS APARTMENTS,
EAST PUNJABI BAGH, NEW DELHI – 110026.

DEMERGED COMPANY
(APPLICANT COMPANY - 1)

AND

VIKAS MULTICORP LIMITED
HAVING ITS REGISTERED OFFICE AT
G-1, 34/1, EAST PUNJABI BAGH,
NEW DELHI – 110026.

RESULTING COMPANY
(APPLICANT COMPANY 2)

FORM NO. MGT.12

Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the
Companies (Management and Administration) Rules, 2014]*

Name of the Company: **Vikas EcoTech Limited**

CIN:L65999DL1984PLC019465

Registered office:34/1 East Punjabi Bagh, New Delhi-110026

BALLOT PAPER

S.	Particulars	Details
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No.		
1.	Name of the Sole/ First Named Equity Shareholder (In block letters).	
2.	Joint Equity Shareholder(s), if any. (In case joint holder is attending the meeting)	
3.	Name of the Proxy / Authorised Representative.	
4.	Postal address	
5.	Registered folio No.	
6.	Class of Shares	EQUITY SHARES

I hereby exercise my vote at the National Company Law Tribunal, Principal Bench, New Delhi convened Meeting of the Equity Shareholders of Vikas Ecotech Limited (Demerged Company”), held on Saturday 24th February, 2018 on 12.30 P.M at Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034.in respect of Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Item No.	Description of Resolution	No. of Shares held by the Shareholder	I assent to the Resolution (FOR)	I dissent from the Resolution (AGAINST)
1.	The Scheme of Arrangement for Demerger of High Volume ‘Recycled Compounds and Trading Division’ (Demerged Undertaking) of Vikas Ecotech Limited (Demerged Company) into Vikas Multicorp Limited (Resulting Company)and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. (As per Resolution given in the Notice of the National Company Law Tribunal, Principal Bench, New Delhi convened Meeting of the Equity Shareholders of Vikas Ecotech Limited(Demerged Company-) will be held on 24thFebruary , 2018.)			

Place: New Delhi
Date:

(Signature of the Shareholder/
Proxy/ Authorised Representative)

FOR OFFICE USE

Equity Shares held by Shareholder

Records

Date & Time on which Proxy

Form, if any, Lodged with the

Company

Signature of Chairperson

Appointed by the National
Company Law Tribunal,
Principal Bench, New Delhi

Signature of Alternate Chairperson

Appointed by the National
Company Law Tribunal,
Principal Bench, New Delhi

Signature of Scrutinizer

Appointed by the National
Company Law Tribunal,
Principal Bench, New Delhi

VIKAS ECOTECH LIMITED

CIN: L65999DL1984PLC019465

**Regd. Office: 34/1 VIKAS APARTMENT SEAST PUNJABI BAGH
DELHI 110026**

ATTENDANCE SLIP

For NCLT Convened Meeting of Equity Shareholders of VIKAS ECOTECH LIMITED

Proposed Scheme of Arrangement/Demerger of High Volume ‘Recycled Compounds and Trading Division’ (Demerged Undertaking) of Vikas Ecotech Limited (Demerged Company) into Vikas Multicorp Limited (Resulting Company) and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013.

Folio No :

Total no. of Shares:

Name of the Sole / First Equity Shareholder:

Joint Equity Shareholder(s), if any.

(In case joint holder is attending the meeting):

Name of Proxy/Authorized Representative:

Address :

I/We hereby record my/our presence at the NCLT Convened meeting of Equity Shareholders of the Company pursuant to the Order dated 8th January, 2018 in the Company Application **(CAA) 139(PB) / 2017**, will be held on Saturday, the 24th Day of February, 2018; at 12.30 P.M at, Haryana Maitri Bhawan, Sainik Vihar, Pitampura, New Delhi – 110034

Signature of Equity Shareholder/ Proxy Holder / Authorized Representative

VIKAS ECOTECH LIMITED**CIN: L65999DL1984PLC019465****Regd. Office: 34/1 VIKAS APARTMENT SEAST PUNJABI BAGH DELHI
110026**

Email –cs@vikasecotech.com Website : www.vikasecotech.com

Phone – 011-43144444, Fax: 011-43144488

POSTAL BALLOT FORM (in lieu of E-Voting)

(To be returned to the Scrutinizer appointed by the Company)

SL. No.

1. Name of the Member(s) :
Beneficial Owner (Including joint
Holders, if any, in block letters)2. Registered Address of the Sole/
first named / member Beneficial
owner :3. Registered Folio No. / DPID*/
Client ID* (* as applicable to
investors holding shares in
Dematerialized form) :

4. Number of equity Shares held :

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot pursuant to Order CA (CAA) No. 139 (PB)/2017 dated 8th January, 2018 by Hon' able National Company Law Tribunal (NCLT) Principal Bench by sending my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate column below:

Item No.	Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Resolution for approval of the Scheme of Arrangement for Demerger of High Volume 'Recycled Compounds and Trading Division' (Demerged Undertaking) of Vikas Ecotech Limited (Demerged Company) into Vikas Multicorp Limited (Resulting Company) and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.			

Place:

Date:

Signature of the Member / Beneficial Owner

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Event Number (EVEN)	User ID	Password / PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote

INSTRUCTIONS

INSTRUCTION TO MEMBERS OPTING VOTE BY WAY OF POSTAL BALLOT

- a) Shareholders desiring to exercise vote by Postal Ballot should complete and sign this postal Ballot Form and send it to the Scrutinizer, Mr. Vivek Goyal, Chartered Accountant 5756, Duplex House MHC, Manimajra Chandigarh-160101 in the enclosed postage prepaid self-addressed envelope, Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Shareholder will also be accepted.
- b) Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium / e.g. pencil etc.)
- c) This form should be completed and signed by the shareholder. In case of joint shareholding, this Postal Ballot Form should be completed and signed by the first named member and in his absence by the next named Member. Joint Shareholders shall be counted as single shareholder when voting right is considered.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) The signature of the Shareholder on this Postal Ballot Form should be as per specimen signature furnished by National Securities Depository Limited (NSDL)/Central Depository Services(India)Limited(CDSL) or registered with the Company /Registrar, in respect of shares held in the dematerialized form or in the physical form, respectively.
- f) The right of voting by Postal Ballot shall not be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated above.
- g) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on **23.02.2018**. Postal Ballot Forms received after this date will be considered invalid.
- h) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- i) Shareholders seeking duplicate postal Ballot Form can write at the Registered office of the Company at 34/1, Vikas Apartments, East Punjabi Bagh, New Delhi or to the Company Registrar 4E/2, Jhandewalan Extension New Delhi-110005 or to the e-mail ID:

cs@vikasecotech.com completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e. **23.02.2018**.

- j) Shareholders are requested not to send any other paper along with this Postal Ballot Form.
- k) The Company is providing this facility as an alternate to remote e-voting facility provided for all its shareholders to cast their votes electronically instead of using the Ballot Form. The detailed procedure for e-voting has been enumerated in the Notice.
- l) In the event Members casts his / her votes through both the processes i.e E-Voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- m) The Scrutinizer's decision on the validity of a Postal Ballot will be final.

INSTRUCTION TO MEMBERS OPTING TO VOTE BY WAY OF E-VOTING

- i) If you are holding shares of the company and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used. If you forget your password, you can reset your password by using "Forgot User Details / Password ?" or "Physical User Reset Password ?" option available on www.evoting.nsdl.com or contact NSDL at toll free No. 1800-222-990
- ii) Launch internet browser by tying the following URL : [https:// www.evoting.nsdl.com /](https://www.evoting.nsdl.com/)
- iii) Click on "Shareholders – Login
- iv) Put User ID and Password / initial password as provided in the box.Click Login.
- v) Password change menu appears. Change the password 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" (e-voting event number) of "**Vikas Ecotech Limited**".
- viii) Now, you are ready for remote e-voting as Cast Vote page opens.
- ix) 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 "CONFIRM", else to change your vote, click on "BACK" and accordingly modify your vote.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take out print of the voting done by you by clicking on "click here to print" option on the voting page.
- xiii) Institutional shareholders (i.e. other than Individuals,HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the Board Resolution /Authority Letter /

Power of Attorney (POA) etc. together with attested specimen signature of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vivek_ca@yahoo.com or cs@vikasecotech.com with a copy marked to evoting@nsdl.co.in

- xiv) Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- xv) Members are eligible to cast vote electronically only if they are holding shares as on the cut-off date i.e **19.01.2018**
- xvi) The voting period shall commence at **25.01.2018** and will end at **23.02.2018**. The e-voting module shall be disabled by NSDL at 05.00 P.M. on the same day, e-voting shall not be allowed beyond the said date and time.

GENERAL INFORMATION

- a) There will be one postal Ballot Form/e-voting for every Client ID No./Folio No. irrespective of the number of joint holders.
- b) A person, whose name appears in the register of Members / Beneficial owners as on cut-off date i.e **19th January, 2018** only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- c) Shareholders can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In Case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In the event Members casts his / her votes through both the processes i.e E-Voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- d) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- e) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of **19th January, 2018**.
- f) Members can also download the notice of the meeting at www.vikasecotech.com for exercising their e-voting rights.
- g) Members who have cast their vote through remote e-voting prior to the meeting may attend the meeting but shall not be allowed to cast their vote again.
- h) The Hon’ able National Company Law Tribunal (NCLT) Principal Bench vide its orders dated 08.01.2018 has appointed Mr. A.K. Tewari (Advocate) as Chairperson for the Meeting. Mr.Rohan Jaitley (Advocate) as Alternate Chairperson and Mr.Vivek Goyal, Chartered Accountant as Scrutinizer for the meeting.
- i) The Scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders, which includes Public Shareholders, of the Demerged Company through e-voting process, and postal ballot. The scrutinizer will also submit a separate report with regard to the result of the postal ballot and e-voting in respect of Public shareholders. The scrutinizer’s decision on the validity of the vote (including e-votes) shall be final.

