



VEL/VOTINGRESULTS/03/2018

19.03.2018

The General Manager-Listing National Stock Exchange Limited Exchange Plaza, Bandra-Kurla Complex Bandra(E) Mumbai-400051 Fax:- 022-26598235/36 NSE Symbol- VIKASECO	The General Manager-Listing Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Fort, Mumbai-400001 Scrip Code:- 530961
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Subject: Disclosure of voting result of Remote e-voting, Postal Ballot and Voting at the meetings of Equity Shareholders of Vikas Ecotech Limited convened on 24thFebruary, 2018 as per the direction of National Company Law Tribunal, Principal Bench, New Delhi under section 230 of the Companies Act, 2013.

Dear Sir,

The Hon'ble National Company Law Tribunal ('NCLT'), Principal Bench, New Delhi vide its order dated 8thJanuary, 2018 had directed to convene the meeting of the equity shareholders of the Vikas Ecotech Limited ('Company') on Saturday, 24thFebruary, 2018 for the purpose of considering, and if thought fit, approving 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') under section 230-232 of the Companies Act, 2013. Accordingly the company has sent notice to its shareholders on 24/01/2018 as per the direction of Hon'ble NCLT and also in compliance with Securities and Exchange Board of India Circular No. SEBI Circular No CFD/DIL3/CIR/2017/21 dated 10th March, 2017 for the meeting held on Saturday, 24thFebruary, 2018. The Chairperson appointed by Hon'ble NCLT has submitted his report to Hon'ble NCLT and simultaneously sent to us. As per the report of the NCLT appointed Chairperson, the shareholders of the Company have approved the Scheme with requisite majority.

The details of the combined voting result (i.e. result of remote e-voting, voting through postal ballot and that of e-voting and voting at the venue of meeting i.e. physical convened meeting) as per the report of the Scrutinizer appointed by Hon'ble NCLT as attached with the Chairperson's Report with respect to the meeting of shareholders is enclosed in the form of **Annexure**.

Please note that Hon'ble NCLT had also directed the calling and holding of meetings of Secured and Unsecured Creditors of the Company as well as Secured and Unsecured Creditors of Resulting Company. The said scheme was approved in the meetings of Unsecured Creditors of Demerged Company and Resulting Company with requisite majority. Further, on the request of secured Creditors of Demerged Company and Resulting Company the company has made adjournment application for the meetings of Secured Creditors of Demerged Company and Resulting Company and Hon'ble NCLT has adjourn the meeting of secured Creditors of Demerged Company and Resulting Company on Saturday 14th April, 2018.

Kindly acknowledge receipt.

Thanking you

For Vikas EcoTech Limited
(Formerly Vikas GlobalOne Limited)

(Siddharth Agrawal) DELHI
Company Secretary & Compliance Officer



CA VIVEK GOYAL

CHARTERED ACCOUNTANT

#5756, Duplex House, Modern Housing

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Chandigarh – 160 101

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Pan No. ABJPG7043D

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Ref. No. _____

Dated: 27/02/2018

FORM No. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

Hon'ble NCLT Convened Meeting of the

Equity Shareholders of

VIKAS ECOTECH LIMITED (CIN: L65999DL1984PLC019465)

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

**SUB.: SCRUTINIZER'S REPORT ON HON'BLE TRIBUNAL CONVENED MEETING
OF EQUITY SHAREHOLDERS OF VIKAS ECOTECH LIMITED FOR
APPROVAL OF THE SCHEME OF ARRANGEMENT FOR DEMERGER
AMONGST VIKAS ECOTECH LIMITED (DEMERGED
COMPANY/APPLICANT COMPANY - 1) AND VIKAS MULTICORP
LIMITED (RESULTING COMPANY/APPLICANT COMPANY - 2).**

Dear Sirs,

This refers the Order passed by the Hon'ble National Company Law Tribunal, New Delhi Bench on 08/01/2018 in CA(CAA) - 139(PB)/2017 whereby the Hon'ble NCLT New Delhi Bench appointed the undersigned (Vivek Goyal), Chartered Accountant in Practice (M.No. 092934) as the Scrutinizer in respect of the meeting of Equity Shareholders of **VIKAS ECOTECH LIMITED** for seeking their approval regarding the Scheme of Amalgamation for Demerger amongst M/s Vikas Ecotech Limited (Demerged Company/Applicant Company - 1) and M/s Vikas Multicorp Limited (Resulting Company/Applicant Company - 2) under the provisions of Section 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations), Rules, 2016 and other applicable provisions of the Companies Act 2013.



I, Vivek Goyal, Chartered Accountant in Practice, having my office at # 5756, Modern Housing Complex, Manimajra, Chandigarh - 160101, appointed as Scrutinizer as aforesaid, for the purpose of the Voting by electronic means, and by poll taken on the below mentioned resolution, at the Tribunal convened Meeting of the Equity Shareholders of **VIKAS ECOTECH LIMITED** scheduled to be held on Saturday, the 24th day of February, 2018 at 12:30 P.M. at Haryana Maitri Bhawan, Sainik Bhawan, Pitampura, New Delhi - 110034 but which was adjourned for 30 minutes for want of quorum as per order of Hon'ble NCLT and the Adjourned meeting held at 01.00 P.M on the same day, date and same place i.e. Haryana Maitri Bhawan, Sainik Bhawan, Pitampura, New Delhi - 110034, hereby submit my report as under:

1. The Applicant No. 1 Company (**VIKAS ECOTECH LIMITED**) in compliance of the aforesaid Order and as well of the provisions of the Companies Act, 2013, issued 38,440 notices via e-mail and 7,506 notices via Courier on 24th January, 2018 to all its Equity Shareholders for convening their meeting on Saturday, the 24th day of February, 2018 at 12:30 P.M. at Haryana Maitri Bhawan, Sainik Bhawan, Pitampura, New Delhi - 110034 for seeking their consent regarding passing the following Resolution as contained in the Notice convening the meeting:

"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."

2. CONFIRMATION REGARDING DISPATCH OF NOTICES:

The undersigned confirmed from the records of the Applicant Company No. 1 that:

- a. The Applicant Company had sent the Notices of the said meeting to all its Equity Shareholders, whose names appeared in the Register of Members on record date fixed by the Hon'ble NCLT i.e. 19th January, 2018, as maintained by the Company and kept at the venue of the meeting as indicated in Para 1.
- b. The Joint Advertisement with respect to Notice of the said Meeting was published in Indian Express (English Edition, Delhi Edition) and Jansatta (Hindi Edition, Delhi) on 25th January, 2018 in compliance of the directions of this Hon'ble Tribunal.
- c. The advertisement/notice of the meeting was also posted on the website of the Demerged Company on 24th January, 2018 in compliance of the provisions of Companies Act, 2013 and rules made there under.
- d. The advertisement/notice of the meeting was also sent to SEBI for posting at their web-site and was also posted on the websites of the National Stock Exchange and Bombay Stock Exchange where the Equity Shares of the Demerged Company are listed.
- e. The Company has appointed National Security Depository Limited (NSDL) as the Service Provider for providing the facility of remote e-voting to Shareholders of the Company from 25th January, 2018 (09:00 a.m.) to 23rd February, 2018 (5:00 p.m.). M/s Alankit Assignments Limited is the Registrar and Transfer Agents (RTA) of the Company.



3. REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING:

The undersigned Scrutinizer checked and verified the following documents:

- i) The Proxy Register and its closure on 48 hrs before the meeting.
- ii) The Despatch Register and proof of sending notices.
- iii) The Attendance Register.
- iv) Proof of identity of the members and proxies such as PAN card, Pass-port/ Aadhaar Cards/Driving licence etc. which were verified and initialled by the undersigned for the purpose of identification. All such documents were retained by the undersigned.

After completion of the above process, the undersigned by putting his signatures on the Polling/Ballot papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014, for the purpose of identification and also after numbering them handed over to all the Shareholders and Proxy Holders, who had marked their attendance in the Attendance Register and then allowed them to enter the meeting hall.

4. REPORT IN RESPECT OF THE MATTERS AFTER COMMENCEMENT OF THE MEETING AND VOTING ON POLL:

- i. The undersigned confirmed to the Chairperson that requisite quorum was not present at the scheduled time of meeting i.e. 12:30 p.m as mentioned in the Order dated 08.01.2018 under Para No. 16 (A) (i) i.e. 100 Equity Shareholders personally. Thereupon, The Chairperson adjourned the meeting for 30 minutes.
- ii. At the Adjourned meeting at 01.00 P.M, the undersigned confirmed to the Chairperson that as per the order of the Hon'ble National Company Law Tribunal, New Delhi the persons present and voting shall be deemed to constitute the quorum accordingly quorum was present and meeting was called in order.
- iii. At the said Tribunal convened Adjourned Meeting held at 01.00 PM on the same date and venue, the Chairperson announced a Poll taking into the account the provisions of Law as well as clarification issued by the Ministry of Corporate Affairs vide Circular No.20/2014 dated 17.06.2014. After the Chairperson ordered the voting on poll, the undersigned demonstrated the Ballot Box in the presence of voters, who unanimously confirmed that the Ballot Box is empty. The undersigned then locked the Ballot Box in the presence of the Members and Proxy-holders, who were present in the meeting hall.



- iv. Thereafter, the undersigned asked all members and proxy holders to cast their votes. The Members and Proxy-holders then cast their votes one by one. Once the voting by all the Members and Proxy-holders was completed, the undersigned after obtaining permission of the Chairperson un-locked the ballot box in the presence of following two witnesses: (i) Shri Afnaan Siddiqui son of Shri N.I.H Siddiqui resident of 271-D, Kalkaji – 110019 (ii) Ms. Asmita Gupta daughter of Shri Santosh Gupta resident of RZ-271 F-Block, Flat No. 4, Mahavir Enclave – 110045. The undersigned then checked and verified that Ballot Papers put in Ballot Box by the voters were only those which were signed and numbered by the undersigned.
- v. On 24th February, 2018 after counting of the votes cast by equity shareholders at the venue of Meeting, the votes cast through remote e-voting facility was duly unblocked by me at about 03:42 P.M as a Scrutinizer in the presence of two witnesses, namely, (i) Shri Afnaan Siddiqui son of Shri N.I.H Siddiqui resident of 271-D, Kalkaji – 110019 (ii) Ms. Asmita Gupta daughter of Shri Santosh Gupta resident of RZ-271 F-Block, Flat No. 4, Mahavir Enclave, New Delhi – 110045 who acted as the witnesses.
- vi. A register has been maintained electronically to record the assent or dissent received in respect of E-Voting and Poll mentioning the particulars of name, folio number / Client ID of the shareholders and number of shares held by them. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

Thereafter, all the ballot papers were placed before the Chairperson and Alternate Chairperson who also initialled the same for the purpose of their identification. The undersigned then conducted the scrutiny. Based on such scrutiny the undersigned reported as follows:

DETAILS OF VOTES POLLED:

(a) The result of the Postal ballot, E-voting and by Poll at the meeting are given as an Annexure – I

Note : Percentage of votes cast in "Favour" or "Against" the resolution is calculated based on the valid votes cast through physical voting by poll.



(b) The Summary of the results in terms of number of votes (shares) cast 'For' and 'Against' by Postal Ballot, E-Voting and by Poll at meeting out of Total number of votes (shares) through valid votes are given as under:

Resolution No.	No. of Members who cast their Votes either by Postal Ballot/ e-voting and Poll in the meeting						No. of Invalid Poll Papers											
	Postal Ballot		E-Voting		Total		Postal Ballot		E-Voting		Total		Poll		E-Voting		Total	
1	0	117	207	324	0	91	207	298	0	26	0	26	0	26	0	26	0	26

(b) The Summary of the results in terms of number of votes (shares) cast 'For' and 'Against' out of Total number of votes (Shares) through valid votes is given below :

Resolution No.	No. of Votes (Shares) cast 'For' through valid votes						No. of Votes (Shares) cast 'Against' through valid votes						Total No. of Votes(Shares) cast through valid votes	Assent % (FOR)	Dissent % (AGAINST)	Resolution Passed / Not Passed
	Postal Ballot		E-Voting		Total		Postal Ballot		E-Voting		Total					
1	0	108388758	24175038	132563796	0	0	10075	10075	0	10075	10075	132573871	99.99%	0.01%	PASSED	

IN CASE OF PUBLIC SHAREHOLDING

(a) The Result of the Postal Ballot / Poll and E-voting are as Under :

Resolution No.	No. of Members who cast their Votes either by Postal Ballot/ e-voting and Poll in the meeting						No. of Invalid Poll Papers											
	Postal Ballot		E-Voting		Total		Postal Ballot		E-Voting		Total		Poll		E-Voting		Total	
1	0	108	207	315	0	82	207	289	0	26	0	26	0	26	0	26	0	26

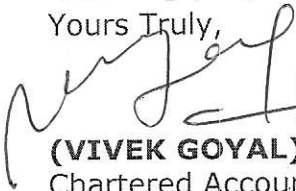
(B) The Summary of the results in terms of number of votes (shares) cast 'FOR' and 'AGAINST' out of Total number of votes (Shares) through valid votes of Public is given below :

Resolution No.	No. of Votes (Shares) cast 'For' through valid votes						No. of Votes (Shares) cast 'Against' through valid votes						Total No. of Votes(Shares) cast through valid votes	Assent % (FOR)	Dissent % (AGAINST)	Resolution Passed / Not Passed
	Postal Ballot		E-Voting		Total		Postal Ballot		E-Voting		Total					
1	0	970438	24175038	25145476	0	0	10075	10075	0	10075	10075	25155551	99.96%	0.04%	PASSED	



5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The poll papers and all other documents, registers and relevant records will be handed over to Shri Siddharth Agrawal, Company Secretary of the Company in a sealed cover against proper receipt, for safe custody and preservation, after the approval and signing of the minutes of the NCLT convened meeting by the Chairperson.

Thanking you,
Yours Truly,



(VIVEK GOYAL)
Chartered Accountant in Practice
Scrutinizer Appointed by the Hon'ble Tribunal
M.No. 092934