



Annual Report

2015-16

●●● **VIKALP SECURITIES LIMITED** ●●●

Registered Office : 25/38, Karachi Khana, Kanpur - 208001, Uttar Pradesh

CIN : L65993UP1986PLC007727 , CONTACT NO. : 0512 - 2372665

EMAIL ID : vikalpsecuritieslimited@gmail.com

WEBSITE : www.vikalpsecurities.com

VIKALP SECURITIES LIMITED

BOARD OF DIRECTORS

Arun Kejriwal (Managing Director)
Tej Narain Agarwal (Independent Director)
Sharad Tandon (Independent Director)
Vinod Kumar Sharma (Independent Director)
Ashish Dixit (Non Independent Director)
Sonali Kejriwal (Non Independent Director)

BANKERS

State Bank of India
Birhana Road, Kanpur

KEY MANAGERIAL PERSONNEL

Arun Kejriwal (Managing Director)
Shraiya Paliwal (Company Secretary and
Compliance Officer)
Ashish Dixit (Chief Financial Officer)

REGISTERED OFFICE

25/38, Karachi Khana
Kanpur - 208001,
Uttar Pradesh,
Contact No. 0512-2372665,
E-Mail id : vikalpsecuritieslimited@gmail.com
website : www.vikalpsecurities.com
CIN : L65993UP1986PLC007727

AUDITORS

STATUTORY AUDITORS

Chaudhary Pandiya & co.
Chartered Accountants
513, Plaza Kalpana, 24/147-B,
Birhana Road Kanpur-208001

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi-110020,
Contact Number : 011-26812682, 83
Fax No. : 011-26812682
Email Id : admin@skylinerta.com

SECRETARIAL AUDITORS

Adesh Tandon & Associates
Company Secretaries
"Kan Chambers"
Office No. 811, 8th Floor,
14/113, Civil Lines,
Kanpur - 208001

INTERNAL AUDITORS

Alok Basudeo & Co.
Chartered Accountants
16/17 G, Civil Lines,
Kanpur-208001

Thirtieth Annual Report

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| | |
|------------------------------|--|
| ANNUAL GENERAL MEETING | 29TH OF SEPTEMBER, 2016 |
| TIME | 09:00 A.M. |
| VENUE | 25/38, KARACHI KHANA, KANPUR-208001, UTTAR PRADESH |
| BOOK CLOSURE | 27TH OF SEPTEMBER, 2016 TO 29TH OF SEPTEMBER, 2016 (BOTH DAYS INCLUSIVE) |

Vikalp Securities Ltd.

Directors' Report

To,
The Members

Your Directors have pleasure in presenting their 30th Annual Report together with Audited Financial Statements of the Company for the year ended 31st March 2016.

FINANCIAL RESULTS

| Particulars | 2015-2016 | 2014-2015 |
|---|------------------|------------------|
| Total Income | 3947290.50 | 4213643.00 |
| Profit before Interest, Depreciation & Tax | 2001121.50 | 2589235.00 |
| Less : Depreciation | 15433.26 | 15432.25 |
| Interest | 826807.00 | 1247498.00 |
| PBT/(Loss) Before Tax & exceptional items | 1158881.24 | 1326304.75 |
| Less: Exceptional items: | 0.00 | 0.00 |
| Profi(loss) before tax | 1158881.24 | 1326304.75 |
| Less:Fringe Benefit Tax | 0.00 | 0.00 |
| Deferred Tax Assets /(Liability) | 2768.00 | 1406.00 |
| Current Year Income tax | 371040.00 | 446239.00 |
| Earlier Year Excess Provision of Income Tax | 51529.00 | |
| Prior Period Income/(Expenses) | - | - |
| Profit for the period | 842138.24 | 881471.75 |
| Appropriation | 00 | 00 |
| General Reserve | 00 | 00 |
| Balance Carried to Balance Sheet | 842138.24 | 881471.75 |

FINANCIAL PERFORMANCE :

During the year under review, the total income of the Company is Rs. 3947290.50 as compared to previous year is Rs. 4213643.00. The Company has gained a profit before tax of Rs. 115881.24 as compared to profit of Rs. 1326304.75 in the previous year.

SHARE CAPITAL :

The paid up Equity Share Capital of the company as on 31st of March, 2016 is Rs. 3,05,19,000/-. During the year under review, the company has not issued any shares, stocks.

DIVIDEND :

In order to conserve the resources of the Company, the Board of Directors has not recommended any dividend for the financial year ended on 31st of March, 2016.

BUSINESS ACTIVITIES:

The company has deployed surplus funds for the time being in securities as investment and granted loans for the purpose of gain.

STATE OF COMPANY'S AFFAIRS:

Income

Your Company has for the year ended on 31st of March, 2016, reported a total revenue of Rs. 3947290.50 as compared to Rs. 4213643.00 in financial year ended on 31st of March, 2015.

The profit before tax is Rs. 1158881.24 for the year ended 31st of March, 2016 as compared to Rs. 1326304.75 in the financial year ended on 31st of March, 2015.

The Net profit for the current year is Rs. 842138.24 as compared to net profit of Rs. 881471.75 in previous year.

Expenses:

The total expenses for the current year is Rs. 2788409.26 as compared to total expenses of Rs. 2887338.25 in previous year.

CHANGE IN NATURE OF BUSINESS:

There is no change in the nature of business of the Company during the year under review.

FIXED DEPOSITS:

Your Company has not accepted any deposits under section 73 or 76 of the Companies Act, 2013 during the period under review and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

CONSTITUTION OF VARIOUS COMMITTEES:

The Board of Directors of the Company has constituted the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee in accordance with the requirement of Companies Act, 2013. They function according to their respective roles and defined scope and in accordance with the terms of reference specified by Board of Directors.

Constitution of above committees are as follows :

AUDIT COMMITTEE

| NAME OF MEMBER | DESIGNATION | EXECUTIVE/NON-EXECUTIVE AND INDEPENDENT/NON-INDEPENDENT DIRECTOR |
|------------------------|-------------|--|
| Mr. Vinod Kumar Sharma | Chairman | Non-Executive and Independent Director |
| Mr. Sharad Tandon | Member | Non-Executive and Independent Director |
| Mr. Ashish Dixit | Member | Non-Executive and Non-Independent Director |
| Mr. Tej Narain Agarwal | Member | Non-Executive and Independent Director |

NOMINATION AND REMUNERATION COMMITTEE

| NAME OF MEMBER | DESIGNATION | EXECUTIVE/NON-EXECUTIVE AND INDEPENDENT/NON-INDEPENDENT DIRECTOR |
|------------------------|-------------|--|
| Mr. Tej Narain Agarwal | Chairman | Non-Executive and Independent Director |
| Mr. Vinod Kumar Sharma | Member | Non-Executive and Independent Director |
| Mr. Sharad Tandon | Member | Non-Executive and Independent Director |

STAKEHOLDERS RELATIONSHIP COMMITTEE

| NAME OF MEMBER | DESIGNATION | EXECUTIVE/NON-EXECUTIVE AND INDEPENDENT/NON-INDEPENDENT DIRECTOR |
|---------------------|-------------|--|
| Mr. Sharad Tandon | Chairman | Non-Executive and Independent Director |
| Mr. Arun Kejriwal | Member | Executive and Non- Independent Director |
| Ms. Sonali Kejriwal | Member | Non-Executive and Non-Independent Director |

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

DIRECTORS :

Mr. Ashish Dixit, who was liable to retire by rotation was reappointed as Director of the company in the Annual General Meeting of the Company for the financial year 2014-2015.

Mr. Vinod Kumar Sharma was appointed as Independent Director of the Company for 5 years with effect from 30th September, 2015 in the Annual General Meeting of the Company for the financial year 2014-2015.

Ms. Sonali Kejriwal, was regularized as director of the Company on 30th of September, 2015 in the Annual General Meeting of the Company for the financial year 2014-2015.

Ms. Sonali Kejriwal, the director of the company retires by rotation in the Annual General Meeting of the Company for the financial year 2015-2016 and being eligible has offered herself for re-appointment.

The Board of Directors proposes to re-appoint Mr. Arun Kejriwal as Managing Director of the Company, who is eligible and willing to be appointed, for a further period of 3 years w.e.f. 1st of July, 2016. The relevant special resolution for the same is contained in the notice calling Annual General Meeting.

KEY MANAGERIAL PERSONNEL :

Mr. Arun Kejriwal, Managing Director, Mr. Ashish Dixit, Chief Financial Officer and Ms. Shraiya Paliwal, Company Secretary, are the Key Managerial Personnel of the Company as per the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The required information as per Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding the directors seeking appointment and re-appointment at the Annual General Meeting for the financial year ended on 31st of March, 2016 is annexed to the notice of the Annual General Meeting.

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RISK MANAGEMENT POLICY:

The Company appreciates the fact that management of risk is an essential element of growth and for the same, assessing the risk and taking steps to control and curb it is necessary. Thus the Board has implemented a well laid out risk management plan in the company and suitably incorporated procedures in it for assessing and minimizing the prospective risks to which the company may be exposed. The Audit Committee also monitors and evaluates the risk management plan placed in the company from time to time in order to review if it is working properly and if it needs any kind of modification. The board has not identified any element of risk which can create a threat to the company's business or its existence during the period under review.

FORMAL ANNUAL EVALUATION OF BOARD OF DIRECTORS AND ITS COMMITTEES AND INDIVIDUAL DIRECTORS :

Performance evaluation of the Board of Directors of the Company

As per the evaluation criteria formulated by the Nomination and Remuneration Committee of the committee, the Board has evaluated its own performance in context of company's performance, status of compliance carried out, efforts made towards risk management, internal control, code of conduct followed and maintained by them, ethical standards met. Below are some of the criteria on the basis of which Board has made its evaluation at specific intervals :

- 1) Size and composition of the Board of Directors of the company as per Companies Act, 2013.
- 2) Diversity of thought, experience, knowledge, perspective, efficiency of board members to take initiatives and bringing out new ideas and gender in the Board of Directors of the company.
- 3) Maintaining transparency in the entire board processes.
- 4) Any deviations, if any, from the set goals of the Board and steps taken to control such deviations.
- 5) Efficiency and effectiveness of the Board of Directors of the Company in carrying out its functions.
- 6) Timely flow of information among the Board of Directors.
- 7) Updation of knowledge of governing laws, rules and regulations.
- 8) Independent judgement of each matter placed before the Board of Directors.

After evaluating its own performance, Board is of the view that the performance of the Board of Directors as a whole was satisfactory during the financial year 2015-2016.

Performance evaluation of the Committees of Board of Directors of the Company

The Board of Directors of the company evaluated the performance of each of its committees on the basis of various criteria such as composition of committee, quantum and quality of information received by the committee members, time spent for discussing the matter and reaching out to the final decision, efficiency and effectiveness of the decision making of the committee members, level of active participation of committee Members, number of meetings attended by the members, presence of the Chairman of the committee, follow up of action taken.

On the basis of the above criteria and the working procedure established by the Board of Directors of the company, the Board is of unanimous consent that all the committees of the company are working satisfactorily.

Performance evaluation of the Independent Directors of the Company

As per the criteria formulated by Nomination and Remuneration Committee for the performance evaluation of Independent directors, the performance of each Independent director was evaluated by the entire Board of Directors but excluding the director being evaluated. While evaluation the following things were taken into consideration :

- 1) Application of Independent judgement while taking decision as part of the Board of Directors of the company
- 2) Exercise of the responsibility in a bona fide manner in the interest of the company
- 3) Attendance in the meeting of Board of Directors and meetings of committees where independent director is a member.
- 4) Active participation in the familiarization programme conducted for the Independent Director.

Performance evaluation of the each individual director of the Company

Further the Board evaluated during the year, the performance of each Director taking each of them as a separate individual, in order to judge the contribution and efforts made by them individually and the initiatives taken by them during the year. This helped the Board of Directors in deciding whether to extend the tenure of director being evaluated.

MATERIAL CHANGES AND COMMITMENTS THAT MAY AFFECT THE FINANCIAL POSITION OF THE COMPANY :

No material changes and commitments affecting the financial position of the company have occurred during the year under review and the period between the end of the financial year of the company and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, there were no significant and material orders passed by the Regulators, courts or Tribunals, which may impact the going concern status and company's operation in future.

INTERNAL FINANCIAL CONTROLS:

The existing internal financial control system is adequate and commensurate with the nature and size of the business of the company. The internal auditors of the company keep a follow up on the internal financial reporting and information dissemination of the company between the departments. The Audit committee of the company interacts from time to time with the internal auditors of the company regarding the adequacy of internal financial control system placed in the company.

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REPORTING OF FRAUD DURING THE YEAR UNDER REVIEW:

During the year under review, neither any fraud of any kind on or by the Company has been noticed by the Board of Directors of the Company nor reported by the Auditors of the Company. The Company has an internal financial control system, commensurate to the size of the business, in place.

EXTRACT OF THE ANNUAL RETURN AS PROVIDED UNDER SUB – SECTION (3) OF SECTION 92 OF THE COMPANIES ACT, 2013:

The extract of Annual Return in the prescribed Form MGT - 9 is annexed with this report as Annexure 1

SECRETARIAL AUDIT REPORT:

The Secretarial Audit Report in the prescribed Form MR-1 is annexed with this report as Annexure 2

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(7) OF THE COMPANIES ACT, 2013:

As per section 149(7) of the Companies Act, 2013, every independent director on his/her appointment and in the first board meeting of every financial year, is required to give declaration of independence as specified in section 149(6). The Company has received declaration under section 149(7) of the Companies Act, 2013 from all of its independent directors.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS :

During the financial year ended on 31st of March, 2016, 6 Board meetings were convened on following dates :
29th of April, 2015, 29th of May, 2015, 13th of August, 2015, 21st of August, 2015, 14th of November, 2015, 12th of February, 2016.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION :

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Board of Directors have formulated a policy comprising the criteria for determining qualifications, positive attributes and independence of a director and remuneration for the directors, key managerial personnel and other employees, which has been approved and adopted by the Board. The criteria formulated by the Nomination and Remuneration Committee is duly followed by the Board of Directors of the Company while appointing the directors, Key Managerial Personnel and senior management personnel in the company.

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

Criteria for appointment of Directors in the Company:

- 1) Person of integrity with high ethical standards.
- 2) Person with knowledge, skill and innovative ideas that can be beneficial to the company.
- 3) Interested in learning new things and updating the knowledge and skills possessed.
- 4) Person who can act objectively while exercising his duties.
- 5) Who believes in team spirit
- 6) Who is responsible towards the work and can devote sufficient time and attention to the professional obligations for informed and balanced decision making.

In respect of Managing Director, Whole-time director and Independent director, besides the general criteria laid down by Nomination and Remuneration Committee for all directors, the criteria as mentioned in Companies Act, 2013 have also been included.

Criteria for appointment of Key Managerial Personal and Senior Management Employee:

- 1) Person should be having the required educational qualification, skills, knowledge and experience as required and necessary for the concerned post.
- 2) Person should be hardworking, self-motivated and highly enthusiastic.
- 3) Person should be having positive thinking, leadership qualities, sincerity, good soft skills and power of taking initiatives.

Remuneration policy of the Company :

The Remuneration policy of the company has been framed by the Nomination and Remuneration Committee in such manner that it can attract and motivate the directors, key managerial personnel and employees of the company to work in the interest of the company and to retain them.

- 1) Company has a policy to pay remuneration in such manner that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- 2) It has been ensured while formulating the policy that remuneration to directors, key managerial personnel and senior management should involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company.
- 3) Remuneration to be paid to Managing Director/Whole-time Director shall be within the limits specified under Companies Act, 2013.
- 4) Increments to the existing remuneration may be recommended by the committee to the Board of Directors.

Vikalp Securities Ltd.

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS :

Company has in place a familiarization programme under which it has laid down procedural steps to familiarize the new directors with the company's working and applicable laws and other things which help them in getting acquainted with the company, as and when they join the company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

Details of loans, guarantees and investments under section 186 of the Companies Act, 2013 have been provided in the notes 8, 9, 11 and 13 to the financial statements annexed to the Annual Report of the Company.

RELATED PARTY TRANSACTION

All contracts/arrangements/transactions entered by the company with the related parties were on arm's length basis and in the ordinary course of business. The Company has adopted a policy on Related Party Transactions, and the same is available on the website of the company www.vikalpsecurities.com at http://www.vikalpsecurities.com/?page_id=100. Form AOC 2 regarding the details of related party transactions is annexed with this report as Annexure 3

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE :

Pursuant to Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013, the Company has a well framed policy on Prevention of Sexual Harassment at workplace covering all the employees and personnel at the management to ensure the prevention of any instance of such harassment and to provide protection and safeguard to women. During the year, no complaint or case of woman harassment has been reported to the company.

VIGIL MECHANISM :

As per section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Company has adopted a Vigil Mechanism for directors and employees of the company to report their genuine concern for any unethical conduct or malpractice, violation of code of conduct observed by them in the company.

The mechanism provides for adequate safeguards against victimization of directors, employees who avail of the mechanism and also provide for the direct access to the Chairman of the Audit Committee.

Details of Vigil Mechanism adopted by the company are available on the website of the company www.vikalpsecurities.com at http://www.vikalpsecurities.com/?page_id=100.

POLICY ON INSIDER TRADING :

The company follows a strict code on prohibition of Insider Trading and the same has been detailed to all the directors, senior management and employees of the Company.

For ensuring the same, the company has adopted a code of fair disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 which is available on the website of the company www.vikalpsecurities.com at http://www.vikalpsecurities.com/?page_id=124.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors confirm that :

- (a) In preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of the financial year ended on 31st of March, 2016 and of the profit and loss of the company for that period;
- (c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) They have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

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AUDITORS:

STATUTORY AUDITORS :

M/s. Chaudhary Pandiya & Company, Chartered Accountants, Kanpur, the present Auditors of the Company, were appointed as the Statutory Auditors of the Company for a period of 2 years in the Annual General Meeting held on 30th of September, 2015, subject to ratification of their appointment by members in every Annual General Meeting. They have consented to continue in the office as appointed and submitted the necessary certificates in terms of second and third proviso to Section 139(1) of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014. The appointment of present auditors, if ratified shall continue till the conclusion of Annual General Meeting for the financial year 2016-2017.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s. Adesh Tandon and Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for the financial year 2015-2016 and to furnish the audit report to the Company. The Secretarial Audit Report is annexed to this report as Annexure -2.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with rule 13 of Companies (Accounts), Rules, 2014, Company appointed M/s. ALOK BASUDEO & CO., Chartered Accountants (FRN: 007299C), as Internal Auditors of the Company for the financial year 2015-2016.

The internal Audit Report as issued by the Internal Auditor was placed before the Board of Directors from time to time.

LISTING ON STOCK EXCHANGES :

The Company's equity shares are currently listed with "The Bombay Stock Exchange Association Limited." Company applied for delisting of its shares from Calcutta Stock Exchange Limited long back ago in 2007 after passing the resolution for the same, but did not receive the written approval for the same. However, based on our own honest opinion and as per the legal advice sought by the company, we are of strong view that if one has applied for delisting of security complying with all the requirements as per the applicable law, then withholding the approval by the esteemed stock exchange does not matter.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

In terms of Regulation 34(2)(e) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the Management Discussion and Analysis Report is annexed to this report.

CORPORATE GOVERNANCE:

As per SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the provisions of Corporate Governance are not applicable on the company. Thus, the report on Corporate Governance does not form part of this report.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

As per Section 197(12) of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the required disclosure is annexed as Annexure 4

TRANSFER TO RESERVES:

The Company has not transferred any amount for the financial year 2015-2016, to any reserve and the entire Profit and Loss amount has been carried forward to the balance sheet of the Company for the financial year 2015-2016.

DETAILS OF SUBSIDIARY, JOINT VENTURE COMPANIES AND ASSOCIATES COMPANY :

The Company has no subsidiary companies, no joint venture & associate company.

DETAILS ABOUT POLICY ON CORPORATE SOCIAL RESPONSIBILITY:

The Company at present is not covered under the provisions of section 135 of the Companies Act, 2013, which stipulates the formation of Corporate Social Responsibility Committee and policy thereof. Hence, the same is not applicable on the Company during the period under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

As the company is not engaged in any activity requiring the use of energy, thus there is no scope for conservation of energy by the company.

The company has not absorbed any technology during the period under review.

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FOREIGN EXCHANGE EARNING AND OUTGO:

Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans: - NA

Since, the company is not engaged in any activities relating to Exports, therefore there are no Foreign Exchange Earnings and Outgo.

Total Foreign Exchange used and earned:-

| | | |
|---------------------------|-----|-----|
| Foreign Exchange Earning | Rs. | Nil |
| Foreign Exchange Outgoing | Rs. | Nil |

INDUSTRIAL RELATIONS :

The relations between the employees and the management have remained cordial and harmonious during the year under review.

COMMENTS OF THE DIRECTORS:

With regard to the observations made by the Statutory Auditors of the Company in their report, the Board of Directors wants to present the following explanation :

1) Special Resolution not passed under section 186 of the Companies Act, 2013:

Although company has granted long term and short term unsecured loans to persons, invested in shares and securities of listed companies as well as in unquoted equity shares which is in excess of the 60 % limit as per section 186, but Company has been legally advised that it is exempt from complying the said section as per 186(11)(a) read with rule which provides that a company engaged in the business of financing of companies are exempt from section 186 except section 186(1), thus the loans granted by the company to other companies do not come under its purview. Besides that as per section 186(b)(ii), company's investments in securities of other companies are also exempt. Therefore, if we exclude the loans granted to persons other than companies from the total figures of granted loans, then they amount to Rs. 2913458 which are well within the limit of section 186. Thus, there arises no requirement of taking approval from the members of the company by way of special resolution.

2) Registration as Non-banking Finance Company with Reserve Bank of India :

The company was registered with SEBI having registration no. INB100726335 w.e.f. 07.06.1995 under section 12 of SECURITIES AND EXCHANGE BOARD OF INDIA ACT and was a stock broker of Uttar Pradesh Stock Exchange. As the company was carrying on the business of stock broking and was governed by SEBI, thus as per the RBI guidelines, it was exempt from the applicability of the provisions of section 45 IA of the Act, therefore, the need of getting the company registered with RBI as Non-Banking Finance Company did not arise. However, later on the Company surrendered the stock broking and the same became effective from November, 2012, thereafter the company decided upon to majorly carry on the security trading and investment business on its own account, a line of business in which it was having profound experience and working knowledge for many past years. As the business with which the company was going to continue after the above said surrender did not require the registration as NBFC with RBI, thus the company did not apply for the same.

However, the company was confident to carry on its security trading business with full success and extract good amount of revenue from the same and tried its best to successfully undertake it for long term but as this business completely depends upon the market conditions and prospects, it could not envisage the feasible outcomes and revenues as was aimed by the company. Thus, for the time being the Company focused on other areas of work for revenue generation and deployed its funds towards providing loans to persons. Although Company is keeping a close watch on the security market to tap feasible and revenue generating trading opportunities and is affirmative that it would very soon start trading in the market. Thus, the Company has not gone for registration with RBI as NBFC as till date its sole business is not providing loan to persons. Besides that company is also proposing to diversify its trading activities in other fields also.

The Secretarial Auditors of the Company have also made the same observations in their report as made by Statutory Auditors and the same has been already explained above.

ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the excellent support, trust, guidance and cooperation extended & reposed by all its stakeholders, employees, customers, Financial Institutions and Banks, Statutory & Regulatory Bodies and local authorities, in the Company and look forward to their continued patronage. The Board also expresses its appreciation of the dedicated services provided by the employees of the Company.

Place: Kanpur
Dated: 11/08/2016

For and on Behalf of Board of Directors

(Arun Kejriwal)
Managing Director

(Vinod Kumar Sharma)
Director

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ANNEXURE 1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st of March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|---|--|
| i | CIN | L65993UP1986PLC007727 |
| ii) | Registration Date | 28/02/1986 |
| iii) | Name of the Company | VIKALP SECURITIES LIMITED |
| iv) | Category/Sub-Category of the Company | PUBLIC COMPANY /LIMITED BY SHARES |
| v) | Address of the Registered office and contact details | 25/38, KARACHI KHANA, KANPUR-208001, UTTAR PRADESH CONTACT NUMBER : 0512-2372665, EMAIL ID: vikalpsecuritieslimited@gmail.com, WEBSITE : www.vikalpsecurities.com |
| vi) | Whether listed company | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent | SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-1, NEW DELHI-110020, CONTACT NUMBER : 011-26812682, 83 EMAIL ID : admin@skylinerta.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl.No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|--------|---|---|------------------------------------|
| 1. | Investment in Shares | No specific code is specified in NIC 2008 Classification List | Negligible |
| 2 | Financing business | 64920 as per NIC 2008 Classification List | Almost 100 % |

Vikalp Securities Ltd.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| S.NO. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| | NIL | | | | |

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) AS ON 31ST OF MARCH, 2015

I) CATEGORY-WISE SHAREHOLDING

| Category of Shareholders | No. of shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % Change during the year |
|---|---|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| A PROMOTERS AND PROMOTER GROUP | | | | | | | | | |
| 1 INDIAN | | | | | | | | | |
| (a) Individual/Hindu Undivided Family | 1456200 | - | 1456200 | 47.71 | 1456200 | - | 1456200 | 47.71 | NIL |
| (b) Central Govt./State Govt. | - | - | - | - | - | - | - | - | - |
| (c) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| (d) Financial Institutions/ Banks | - | - | - | - | - | - | - | - | - |
| (e) Any other (specify) | - | - | - | - | - | - | - | - | - |
| SubTotal (A)(1) | 1456200 | - | 1456200 | 47.71 | 1456200 | - | 1456200 | 47.71 | NIL |
| 2 FOREIGN | | | | | | | | | |
| (a) Individual (Non-Residents Individual) | - | - | - | - | - | - | - | - | - |
| (b) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| (c) Institutions | - | - | - | - | - | - | - | - | - |
| (d) Any other (Specify) | - | - | - | - | - | - | - | - | - |
| SubTotal (A)(2) | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2) | 1456200 | - | 1456200 | 47.71 | 1456200 | - | 1456200 | 47.71 | NIL |
| (B) PUBLIC SHAREHOLDING | | | | | | | | | |
| 1 INSTITUTIONS | | | | | | | | | |
| (a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| (b) Financial Institutions /Banks | - | - | - | - | - | - | - | - | - |
| (c) Central Govt./State Govt. | - | - | - | - | - | - | - | - | - |

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| | | | | | | | | | |
|---|---------|--------|---------|--------|---------|--------|---------|--------|-------------|
| (d) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (e) Insurance Companies | - | - | - | - | - | - | - | - | - |
| (f) Foreign Institutional Investors | - | - | - | - | - | - | - | - | - |
| (g) Foreign Venture Capital Investors | - | - | - | - | - | - | - | - | - |
| (h) Any other (specify) | - | - | - | - | - | - | - | - | - |
| Sub Total (B)(1) | - | - | - | - | - | - | - | - | - |
| 2 NON-INSTITUTIONS | | | | | | | | | |
| (a) Bodies Corporate | 288360 | 117900 | 406260 | 13.31 | 285130 | 117900 | 403030 | 13.21 | 0.1% (Dec.) |
| (b) Individuals | | | | | | | | | |
| (i) Individual shareholders having Nominal share capital upto Rs. 1 Lakh | 287785 | 760700 | 1048485 | 34.36 | 294515 | 757200 | 1051715 | 34.46 | 0.1% (Inc.) |
| (ii) Individual shareholders having Nominal share capital in excess of Rs. 1 Lakh | 103290 | 25600 | 128890 | 4.22 | 103290 | 25600 | 128890 | 4.22 | NIL |
| (c) N.R.I (Repat & non-Repat) | - | 2000 | 2000 | 0.07 | - | 2000 | 2000 | 0.07 | NIL |
| (c-i) Public Trusts | - | - | - | - | - | - | - | - | - |
| (c-ii) Corporate Bodies - OCB | - | - | - | - | - | - | - | - | - |
| (c-iii) Intermediary/Other Depository A/c | - | - | - | - | - | - | - | - | - |
| (c-iv) Hindu Undivided Family | 10065 | - | 10065 | 0.33 | 10065 | - | 10065 | 0.33 | NIL |
| (c-v) Clearing Members/House | - | - | - | - | - | - | - | - | - |
| (c-vi) Qualified Foreign Investor - Individual | - | - | - | - | - | - | - | - | - |
| Qualified Foreign Investor - Corporate | - | - | - | - | - | - | - | - | - |
| Sub- Total (B) (2) | 689500 | 906200 | 1595700 | 52.29 | 693000 | 902700 | 1595700 | 52.29 | NIL |
| (B)Total Public Shareholding | 689500 | 906200 | 1595700 | 52.29 | 693000 | 902700 | 1595700 | 52.29 | NIL |
| (B) = (B)(1) + (B)(2) | | | | | | | | | |
| TOTAL (A) + (B) | 2145700 | 906200 | 3051900 | 100.00 | 2149200 | 902700 | 3051900 | 100.00 | NIL |
| (C) SHARES HELD BY CUSTODIANS AND AGAINST WHICH DR HAVE BEEN ISSUED | - | - | - | - | - | - | - | - | - |
| GRAND TOTAL | 2145700 | 906200 | 3051900 | 100.00 | 2149200 | 902700 | 3051900 | 100.00 | NIL |
| (C) SHARES HELD (A) + (B) + (C) | | | | | | | | | |

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(II) SHAREHOLDING OF PROMOTERS (INCLUDING PROMOTER GROUP)

| S. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------|------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1 | ARUN KEJRIWAL | 104612 | 3.43 | - | 104612 | 3.43 | - | NIL |
| 2 | ARUN KEJRIWAL | 141500 | 4.64 | - | 141500 | 4.64 | - | NIL |
| 3 | NISHA KEJRIWAL | 830988 | 27.23 | - | 830988 | 27.23 | - | NIL |
| 4 | SONAM KEJRIWAL | 100000 | 3.28 | - | 100000 | 3.28 | - | NIL |
| 5 | SONALI KEJRIWAL | 100000 | 3.28 | - | 100000 | 3.28 | - | NIL |
| 6 | KRISHNADITYA KEJRRIWAL | 179100 | 5.87 | - | 179100 | 5.87 | - | NIL |
| | Total | 1456200 | 47.71 | - | 1456200 | 47.71 | - | NIL |

(III) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE) :

| S.No. | | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|-------|--|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of Shares | % of total Shares of the company | No. of Shares | % of total Shares of the company |
| | At the beginning of the year | 1456200 | 47.71 | 1456200 | 47.71 |
| | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) | No Change | No Change | No Change | No Change |
| | At the end of the year | 1456200 | 47.71 | 1456200 | 47.71 |

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(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs):

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc. | Cumulative Shareholding during the year | |
|---------|---|---|----------------------------------|--|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | No. of shares | % of total shares of the company |
| 1. | THE MANWANI EXPORTS & CONSTRUCTION PVT. LTD. | 115300 | 3.78 | NIL | 115300 | 3.78 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 115300 | 3.78 |
| 2. | AYODHYA VINIMAY PVT. LTD. | 93969 | 3.08 | NIL | 93969 | 3.08 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 93969 | 3.08 |
| 3. | SPFL SECURITIES LTD | 79751 | 2.61 | Sold 1,000 equity shares of the Company on 25/03/2016 | 78751 | 2.58 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 78751 | 2.58 |
| 4. | GLOBE CAPITAL MARKET LTD | 37300 | 1.22 | NIL | 37300 | 1.22 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 37300 | 1.22 |
| 5. | G. L. SHARMA STOCK BROKERS (P) LIMITED | 0 | 0 | Purchased 30,000 equity shares of the company on 09/10/2015 | 30,000 | 0.98 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 30,000 | 0.98 |

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| | | | | | | |
|-----|---|--------------|-------------|---|--------------|-------------|
| 6. | PRANVEER SINGH | 26930 | 0.88 | NIL | 26930 | 0.88 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 26930 | 0.88 |
| 7. | PRANVEER SINGH | 26360 | 0.86 | NIL | 26360 | 0.86 |
| | At the End of the year(or on the date of separation, if separated during the year) | | | | 26360 | 0.86 |
| 8. | PEM KUMAR KEDIA | 25600 | 0.84 | NIL | 25600 | 0.84 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 25600 | 0.84 |
| 9. | ANIL KUMAR AGARWAL | 25000 | 0.82 | NIL | 25000 | 0.82 |
| | At the End of the year(or on the date of separation, if separated during the year) | | | | 25000 | 0.82 |
| 10. | SANGETA AGARWAL | 25000 | 0.82 | NIL | 25000 | 0.82 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 25000 | 0.82 |
| 11. | PRABHAT FINANCIAL SERVICES LTD.* | 45550 | 1.49 | Sold 200 equity shares of the company on 11/09/2015 | 45350 | 1.49 |
| | | | | Sold 30,900 equity shares of the company on 09/10/2015 | 14450 | 0.47 |
| | | | | Purchased 5,300 equity shares of the company on 18/12/2015 | 19750 | 0.65 |
| | At the End of the year (or on the date of separation, if separated during the year) | | | | 19750 | 0.65 |

* As on 01/04/2015, Prabhat Financial Services Limited was holding 1.49% equity shares of the Company, thus making him 4th amongst the top ten shareholders of the company, but later on it changed its holding and at the end of the financial year 2015-16, it holds 0.65% shares of the company, thus from that date, it is not included in the top ten shareholders list of the company.

(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| S.No. | For each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total Shares of the Company | No. of shares | % of total Shares of the Company |
| A | Mr. Arun Kejriwal | | | | |
| 1 | At the beginning of the year | 2,46,112 | 8.06 | 2,46,112 | 8.06 |
| 2 | Date wise Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (eg. Allotment/transfer/bonus/sweat equity etc.) | NIL | NIL | | |
| 3 | At the end of the year | 2,46,112 | 8.06 | 2,46,112 | 8.06 |
| B | Mr. Sharad Tandon | | | | |
| 1 | At the beginning of the year | 1,300 | 0.04 | 1,300 | 0.04 |
| 2 | Date wise Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (eg. Allotment/transfer/bonus/sweat equity etc.) | NIL | NIL | | |
| 3 | At the end of the year | 1,300 | 0.04 | 1,300 | 0.04 |
| C | Ms. Sonali Kejriwal | | | | |
| 1 | At the beginning of the year | 1,00,000 | 3.28 | 1,00,000 | 3.28 |
| 2 | Date wise Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (eg. Allotment/transfer/bonus/sweat equity etc.) | NIL | NIL | | |
| | | | | | |
| 3 | At the end of the year | 1,00,000 | 3.28 | 1,00,000 | 3.28 |

V. INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|--------------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | NIL | | NIL | |
| (i) Principal Amount | | Rs. 1,28,42,501.32 | | Rs. 1,28,42,501.32 |
| (ii) Interest due but not paid | | Rs. 11,58,020 | | Rs. 11,58,020 |
| (iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | Rs. 1,40,00,521.32 | | Rs. 1,40,00,521.32 |
| Change in Indebtedness during the financial year | NIL | | NIL | |
| · Addition | | Rs. 1,00,000 | | Rs. 1,00,000 |
| · Reduction | | Rs. 4,00,000 | | Rs. 4,00,000 |
| Net Change | | Rs. 3,00,000 | | Rs. 3,00,000 |
| Indebtedness at the end of the financial year | NIL | | NIL | |
| i) Principal Amount | | Rs. 1,25,42,501.32 | | Rs. 1,25,42,501.32 |
| ii) Interest due but not paid | | Rs. 8,19,241 | | Rs. 8,19,241 |
| iii) Interest accrued but not due | | | | |
| Total(i+ii+iii) | | Rs. 1,33,61,742.32 | | Rs. 1,33,61,742.32 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
(in Rs.)

| Sl. no. | Particulars of Remuneration | Name of MD/ WTD/ Manager (Per Annum) | Total Amount (Per Annum) |
|---------|--|---|--------------------------|
| | | Shri Arun Kejriwal | |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Rs. 1,92,000 | Rs. 1,92,000 |
| 2. | Stock Option | NIL | NIL |
| 3. | Sweat Equity | NIL | NIL |
| 4. | Commission - as % of profit - others, specify | NIL | NIL |
| 5. | Others, please specify | - | - |
| | Total (A) | Rs. 1,92,000 | Rs. 1,92,000 |
| | Ceiling as per the Act | Overall Ceiling is Rs. 30 Lakhs as per Section II of Part II of Schedule V of the Companies Act, 2013 | |

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B. Remuneration to other directors:

(in Rs.)

| Sl. no. | Particulars of Remuneration | Name of Directors | Total Amount |
|----------------------------------|--|-------------------|--------------|
| 1. Independent Directors | | | |
| | · Fee for attending Board Committee Meetings | NIL | NIL |
| | · Commission | | |
| | · Others, please specify | | |
| Total (1) | | NIL | NIL |
| 2. Other Non-Executive Directors | | | |
| | · Fee for attending Board Committee Meetings | NIL | NIL |
| | · Commission | | |
| | · Others, please specify | | |
| Total(2) | | NIL | NIL |
| Total(B)=(1+2) | | NIL | NIL |
| Total Managerial Remuneration | | NIL | NIL |
| Overall Ceiling as per the Act | Ceiling is as per section 197 of the Companies Act, 2013 | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (in Rs.)

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | |
|---------|--|---|------------------------------------|
| | | Company Secretary cum Chief Financial Officer | Total |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Rs. 2,04,000 NIL NIL | Rs. 2,04,000 NIL NIL |
| 2. | Stock Option | NIL | NIL |
| 3. | Sweat Equity | NIL | NIL |
| 4. | Commission - as % of profit - others, specify | NIL | NIL |
| 5. | Others, please specify | NIL | NIL |
| | Total | Rs. 2,04,000 | Rs. 2,04,000 |

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

| TYPE | SECTION OF THE COMPANIES ACT | BRIEF DESCRIPTION | DETAILS OF PENALTY/ PUNISHMENT/ COMPOUNDING FEES IMPOSED | AUTHORITY (RD/NCLT/ COURT) | APPEAL MADE, IF ANY (GIVE DETAILS) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. COMPANY | - | - | - | - | - |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B.DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

Place: Kanpur
Dated: 11/08/2016

For and on Behalf of Board of Directors
(Arun Kejriwal) (Vinod Kumar Sharma)
Managing Director Director

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED
31ST MARCH, 2016**

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

To,
The Members,
VIKALP SECURITIES LIMITED
CIN L65993UP1986PLC007727
25/38, Karachi Khana,
KANPUR-208001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vikalp Securities Limited** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by "the company" and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31st, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Vikalp Securities Limited** for the financial year ended on March 31st, 2016 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable To The Company during the Audit Period)**
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable To The Company during the Audit Period)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable To The Company during the Audit Period)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable To The Company during the Audit Period)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable To The Company during the Audit Period)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable To The Company during the Audit Period)**

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We further report that, as per Management Representation letter for Secretarial Audit, there are no specific laws applicable to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s)
- (iii) SEBI (listing obligation and disclosure requirement) regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and we have the following observation:-

- (i) *Loans and Investments are subject to approval of shareholders u/s 186 of the companies Act 2013*
- (ii) *The company was being governed by SEBI being a registered broker and out of preview of registration required u/s 451A of RBI ACT 1934. The surrender of membership has required registration with RBI subject to legal advices as may be necessary.*

We further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decision at the Board Meeting and Committee Meeting are carried out unanimously as recorded in the minutes of the meetings of the board or Committee of the Board as the case may be.

We further report that:-

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The trading of securities of company has been suspended by Bombay Stock Exchange with effect from 9th September, 2014 due to the penal reasons, although as informed by the company that it has applied for the in-principal approval of revocation and is in process of getting the suspension revoked.

We further report that during the audit period, the Company has:

- (i) No instances of Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) No instances of Redemption / buy-back of securities.
- (iii) Passed Special Resolution under section 180(1)(c) to increase the borrowing limit of the Company in the general meeting and no other major decisions were taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) No instances of Merger / amalgamation / reconstruction, etc.
- (v) No instances of Foreign Technical Collaborations.

Date : 30.07.2016
Place: Kanpur

Adesh Tandon & Associates
Company Secretaries
(Proprietor)
FCS No: 2253
C P No: 1121

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ANNEXURE 3

FORM AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis entered in the financial year 2015-2016

| Name (s) of the related party & nature of relationship | Nature of contracts/ arrangements/transaction | Duration of the contracts/ arrangements / transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Justification for entering into such contracts or arrangements or transactions' | Date of approval by the Board | Amount paid as advances, if any | Date on which the special resolution was passed in General meeting |
|--|---|---|---|---|-------------------------------|---------------------------------|--|
| NIL | | | | | | | |

2. Details of contracts or arrangements or transactions at Arm's length basis entered in the financial year 2015-2016

| Name (s) of the related party & nature of relationship | Nature of contracts/arrangements/transaction | Duration of the contracts/arrangements/transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of approval by the Board | Amount paid as advances, if any |
|--|--|--|---|-------------------------------|---------------------------------|
| NIL | | | | | |

Place: Kanpur
Dated: 11/08/2016

For and on Behalf of Board of Directors
(Arun Kejriwal) (Vinod Kumar Sharma)
Managing Director Director

ANNEXURE 4

REMUNERATION DETAILS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-2016

| S. No. | Name of Director | Remuneration (in Rs.) | Median Remuneration of Employees | Ratio (Director's remuneration : Median Employee's remuneration) |
|--------|---|-----------------------|----------------------------------|--|
| 1 | Shri Arun Kejriwal (Managing Director) | 1,92,000 p.a. | 1,44,000 p.a. | 4:3 |

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-2016

There has been no increase in the remuneration to the above persons during the financial year 2015-2016

3. The percentage increase in the median remuneration of employees in the financial year.

There has been no increase in the remuneration of employees during the financial year 2015-2016

4. The number of permanent employees on the rolls of the company as on 31st of March, 2016 are 5.

5. Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

There was no increase in the total remuneration of employees in the current financial year 2015-2016 with regard to last financial year 2014-2015.

6. Key parameters for any variable component of remuneration availed by directors;

No such component availed by directors

7. It is affirmed that the remuneration paid to directors, managerial personnel and other employees is as per the remuneration policy of the company.

8. None of the employees of the company was in receipt of the remuneration during the financial year 2015-2016, of an amount of one crore and two lacs rupees or more;

9. None of the employees of the company was in receipt of the remuneration for any part of the financial year 2015-2016, of an amount of eight lacs and fifty thousand rupees per month or more;

10. None of the employee of the company was in receipt of remuneration in excess of that drawn by the managing director or whole time director or manager and holds by himself or alongwith his spouse and dependent children, not less than two percent of the equity shares of the company.

Place: Kanpur
Dated: 11/08/2016

For and on Behalf of Board of Directors
(Arun Kejriwal) (Vinod Kumar Sharma)
Managing Director Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY

Company is engaged in the business of dealing and trading in the shares and investment business.

2. OPPORTUNITY AND THREATS

As the share market is flourishing day by day due to increase in the investing activities in the market, thus your company foresees great opportunity in the share trading business and this would be beneficial for the growth of the company in the long run.

There is always risk attached to the share market and in investment business due to uncertainty regarding the pattern in which the market will move. But your company, having the knowledge of this fact, always tries to control the risk associated with the type of business it is indulged into.

3. OUTLOOK

The advent of new government in India and the major plans and policies which have been brought by it, would, no doubt, create new investment opportunities in the market. In near future your company sees tremendous growth in various sectors of the economy which will strengthen the position of market, thus pushing the stock market upward and would pave path to provide good returns for the funds invested.

4. RISK AND CONCERNS

The business in which your company deals is based on the market performance of the securities. There is always risk associated with the volatility of the prices of shares which depends upon the performance of the companies in the overall market, and this being the most prior concern of your company, the company always endeavors to follow the market trend and risk and benefits attached to it before investing the precious funds in share market, so as to minimize the risk and maximize the returns.

5. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your company has proper and adequate internal control system which aims at conducting the business in an orderly and efficient manner, safeguarding the assets and resources of the company. It ensures the timely flow of financial and management information, effective and efficient implementation of policies and plans, completeness of accounting records and proper check on errors, frauds. The Board has framed a risk management plan for the company and suitably incorporated procedures in it for assessing and minimizing the prospective risks to which the company may be exposed. The Audit committee also monitors and evaluates the risk management plan placed in the company from time to time.

The company has appointed a firm of Internal Auditors. The internal auditors of the company keep a follow up on the internal financial reporting and information dissemination of the company between the departments. The Audit committee of the company interacts from time to time with the internal auditors of the company regarding the adequacy of internal financial control system placed in the company.

Further, the Company has adopted a Vigil Mechanism for directors and employees of the company to report their genuine concern for any unethical conduct or malpractice, violation of code of conduct observed by them in the company.

6. DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

REVENUE

Total revenue of the company is Rs. 3947290.50 in financial year 2015-2016 as compared to Rs. 4213643.00 in financial year 2014-2015.

The Profit Before Tax is Rs. 1158881.24 in financial year 2015-2016 as compared to Profit Before Tax of Rs. 1326304.75 in previous year.

TOTAL EXPENSES

Total expenses of the company is Rs. 2788409.26 in financial year 2015-2016 as compared to 2887338.25 in financial year 2014-2015.

DEPRECIATION

Depreciation for the current year is Rs. 15433.26 as compared to Rs. 15432.25 in previous year.

TAX EXPENSES

The current tax is Rs. 371040 in current year as compared to Rs. 769643 in the previous year.

NET PROFIT

The Net profit for the current year is Rs. 842138.24 as compared to Net profit of Rs. 881471.75 in previous year.

7. MATERIAL DEVELOPMENTS ON HUMAN RESOURCE

The Company has formulated an evaluation criteria for the performance evaluation of its Board of Directors, committees of board of the company, and for Independent Directors and for each individual directors. The Board of Directors evaluate the performance of the directors on individual basis and on whole from time to time to judge the capability of its directors and to check if they need training.

The company has adopted a practice of conducting familiarization programme as and when the company appoints an Independent Director in its board in order to familiarize him with the company, its working culture, its operations, management team, code of conduct for directors, the role and duties of independent directors.

Towards the end of the financial year, a discussion session was also arranged in the Board Meeting for knowing the experience of the independent directors in the entire year, achievement of compliance related and other targets of the company, making them aware of new rules, regulations to be implemented by the company.

The relations between the employees and the management have remained cordial and harmonious during the year under review.

There are 5 employees in the Company as on 31st of March, 2016.

8. CAUTIONARY STATEMENT

Statements in the 'Management Discussion and Analysis' describing the Company's objective, projections, expectations may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. These statements are subject to known and unknown risks, uncertainties and other factors such as change in the government regulations, tax laws, economic conditions and other incidental factors.

DECLARATION BY MANAGING DIRECTOR

I, Arun Kejriwal, Managing Director of M/S VIKALP SECURITIES LIMITED hereby confirm that :

1. The Board of Directors of M/S VIKALP SECURITIES LIMITED has laid down a code of conduct for all Board Members and Senior Management of the Company.
2. All the Board members and Senior Management have affirmed their compliance with the said code of conduct for the year ended March 31, 2016.

Place: Kanpur

Date: 11th August, 2016

For VIKALP SECURITIES LIMITED

**Arun Kejriwal
Managing Director**

CHAUDHARY PANDIYA & CO.
Chartered Accountants
INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
VIKALP SECURITIES LIMITED.
KANPUR.**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of VIKALP SECURITIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of Company as at 31st March 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2)

Vikalp Securities Ltd.

of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" ;and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For Chaudhary Pandiya & co.
Chartered Accountants
FRN 001903C

Place: Kanpur

Dated: 30-05-2016

(Ganesh Chaudhary)
Partner
M.No. 070838

ANNEXURE 'A' TO THE AUDITORS' REPORT

The annexure referred to in Independent Auditors Report to the members of the Company on the financial statements for the year ended 31st March, 2016 we report that;

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) As explained to us, the fixed assets of the Company have been physically verified by the management at reasonable intervals during the year; No material discrepancies were noticed on such verification;

(c) According to the information and explanation given to us and on the basis of the examination of the records of the Company, there is no immovable property in the Company; therefore paragraph 3(i)(c) of the Order is not applicable to the Company.

(ii) As per the information and explanation given to us, the management has conducted physical verification of inventory at reasonable intervals during the year of unquoted & non dematerialised securities and no material discrepancies were noticed on such verification.

(iii) According to the information and explanation given to us and on the basis of the examination of the records of the Company, The company has not granted any secured or unsecured loans to any companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly paragraph 3(iii) is not applicable to the Company.

(iv) According to the information and explanation given to us and on the basis of the examination of the records of the Company, The company has not granted any loans to any of its directors thus the provisions of section 185 of the Companies Act 2013 is not applicable.

But the Company has granted long term and short term unsecured loans to corporates, firms, and individuals, invested in shares and securities of listed companies and as well as in unquoted equity shares amounting to Rs.41391080.53, Rs.276346.36 and Rs.5145100.00 respectively thus the total of such loans and investment is Rs.46812526.89 which is in excess of sixty percent of the share capital and free reserves by Rs.26774356.00 as per the provisions of sub section 2 of section 186 of Companies Act 2013. Further in this regard the Company has not taken approval from the members of the company by way of special resolution.

(v) According to the information and explanation given to us and on the basis of the examination of the records of the Company; The Company has not accepted any deposits from public. Therefore, paragraph 3(v) of the order is not applicable.

(vi) The Company is not required to maintain any cost records that have been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, paragraph 3(vi) of the order is not applicable.

(vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been regular in depositing its undisputed statutory dues including income tax, cess and other material statutory dues with the appropriate authority. As explained to us, no undisputed amounts payable in respect of income tax, cess were in arrears as at 31st march, 2016 for a period of more than 6 months from the date they became payable.

(b) According to the information and explanation given to us there are no material dues on account of income tax, cess that has not been deposited with the appropriate authority on account of any dispute.

(viii) According to the information and explanation given to us and on the basis of our examination of records of the Company, the Company does not have any loans or borrowing from any financial institutions, bank, Government or dues to debenture holders during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore, paragraph 3(ix) of the order is not applicable

(x) To the best of our knowledge and belief and according to the information and explanation given to us, no material fraud on or by the company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanation given to us and on the basis of our examination, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act.

(xii) In our opinion and according to the information and explanation given to us, the company is not a nidhi company. Therefore, paragraph 3(xii) of the order is not applicable.

(xiii) According to the information and explanation given to us and on the basis of our examination of the records of the company, transactions with the related party are in compliance with sections 177 & 188 of the act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, paragraph 3(xiv) of the order is not applicable

Vikalp Securities Ltd.

(xv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Therefore, paragraph 3(xv) of the order is not applicable

(xvi) (a) The Company is required to obtain registration under section 45-IA of the Reserve Bank Of India Act 1934, but has failed to apply for the same.

(b) The company had surrendered its stock broking membership with SEBI in November 2012 and decided to engage in investment and trading activities of shares and securities but due to market conditions it could not do so and deployed its idle funds in giving loans but failed to apply for registration as NBFC with Reserve Bank Of India under section 45-IA

For Chaudhary Pandiya & co.

Chartered Accountants
FRN 001903C

Place: Kanpur

Dated: 30-05-2016

(Ganesh Chaudhary)

Partner
M.No. 070838

ANNEXURE - B TO THE AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditor's Report on financial statement of even date.)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of VIKALP SECURITIES LIMITED ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Vikalp Securities Ltd.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India for our audit opinion on the Company's internal financial controls system over financial reporting.

For Chaudhary Pandiya & co.

Chartered Accountants
FRN 001903C

Place: Kanpur

Dated: 30-05-2016

(Ganesh Chaudhary)
Partner
M.No. 070838

BALANCE SHEET AS AT 31ST MARCH 2016

| Particulars | Note No. | As at 31.03.2016 Amount (Rs.) | As at 31.03.2015 Amount (Rs.) |
|--------------------------------------|----------|----------------------------------|----------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| Share Capital | 1 | 30519000.00 | 30519000.00 |
| Reserve and Surplus | 2 | 2877950.61 | 2035812.37 |
| (2) Non - Current Liabilities | | | |
| Deferred Tax Liabilities | 3 | 2710.00 | 5478.00 |
| (3) Current Liabilities | | | |
| Short Term Borrowing | 4 | 14322035.32 | 13884719.32 |
| Other Current Liabilities | 5 | 96115.00 | 157037.00 |
| Short Term Provisions | 6 | 0.00 | 74029.00 |
| TOTAL | | 47817810.93 | 46676075.69 |
| II. ASSETS | | | |
| (1) Non Current Assets | | | |
| (a) Fixed Assets | | | |
| Tangible assets | 7 | 28158.28 | 43591.54 |
| (b) Non Current Investment | 8 | 5421446.36 | 5425702.36 |
| (c) Long Term Loans & Advances | 9 | 4577867.42 | 6439599.42 |
| (d) Other non Current Assets | 10 | 3309.00 | 3309.00 |
| (2) Current Assets | | | |
| (a) Inventories | 11 | 22899.22 | 22899.22 |
| (b) Cash & Cash Equivalents | 12 | 492159.60 | 1152697.10 |
| (c) Short Term Loans & Advances | 13 | 36813213.11 | 33142395.11 |
| (d) Other Current Assets | 14 | 458757.94 | 445881.94 |
| TOTAL | | 47817810.93 | 46676075.69 |

The accompanying notes form an integral part of these financial statements (Note No. 1 to 31)

AS PER OUR REPORT OF EVEN DATE

FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS
FRN 001903C

(GANESH CHAUDHARY)
PARTNER
M.N.70838

PLACE : KANPUR
DATED : 30.05.2016

FOR AND ON BEHALF OF THE BOARD
VIKALP SECURITIES LTD.

ARUN KEJRIWAL
MANAGING DIRECTOR

VINOD KUMAR SHARMA
DIRECTOR

ASHISH DIXIT
CHIEF FINANCIAL OFFICER

SHRAIYA PALIWAL
COMPANY SECRETARY

PROFIT & LOSS FOR THE YEAR ENDED 31-03-2016

| Particulars | Note No. | For The Year Ended 31.03.2016 Amount (Rs.) | For The Year Ended 31.03.2015 Amount (Rs.) |
|---|----------|--|--|
| I. Revenue | | | |
| i. Other Income | 15 | 3947290.50 | 4213643.00 |
| Total Revenue | | 3947290.50 | 4213643.00 |
| II. Expenses | | | |
| Employee benefits expense | 16 | 856055.00 | 738765.00 |
| Depreciation and amortization expenses | 7 | 15433.26 | 15432.25 |
| Other Expenses | 17 | 1090114.00 | 885643.00 |
| Finance Cost | 18 | 826807.00 | 1247498.00 |
| Total Expenses | | 2788409.26 | 2887338.25 |
| III. (Profit Before exceptional items and tax) (I-II) | | 1158881.24 | 1326304.75 |
| IV. Exceptional Items | | | |
| Loss on surrender of membership card with UPSE | | 0.00 | 0.00 |
| SEBI Turn over fees of previous years including interest | | 0.00 | 0.00 |
| V. Profit before Tax (III-IV) | | 1158881.24 | 1326304.75 |
| VI. Tax Expenses | | | |
| (1) Current Tax | | 371040.00 | 446239.00 |
| (2) Deferred Tax Assets / (Liability) | | 2768.00 | 1406.00 |
| (3) Earlier year excess Provision of Income Tax | | 51529.00 | 0.00 |
| VII. Profit/ (Loss) for the period from continuing operations (V-VI) | | 842138.24 | 881471.75 |
| VIII. Profit/ (Loss) for the period | | 842138.24 | 881471.75 |
| IX. Earning per equity share | | | |
| (1) Basic | | 0.28 | 0.29 |
| (2) Diluted | | 0.28 | 0.29 |
| Weighted average number of shares outstanding | | 3051900 | 3051900 |
| The note form the integral part of these financial statements (Note No. 1 to 31) | | | |

AS PER OUR REPORT OF EVEN DATE

FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS
FRN 001903C

(GANESH CHAUDHARY)
PARTNER
M.N.70838

PLACE : KANPUR
DATED : 30.05.2016

FOR AND ON BEHALF OF THE BOARD
VIKALP SECURITIES LTD.

ARUN KEJRIWAL
MANAGING DIRECTOR

VINOD KUMAR SHARMA
DIRECTOR

ASHISH DIXIT
CHIEF FINANCIAL OFFICER

SHRAIYA PALIWAL
COMPANY SECRETARY

CASH FLOW STATEMENT FOR THE YEAR 2015-2016

| | 2015-2016 | | 2014-2015 | |
|--|----------------|----------------|----------------|----------------|
| | AMOUNT(RS.) | AMOUNT(RS.) | AMOUNT(RS.) | AMOUNT(RS.) |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit before tax as per Statement of Profit & Loss | | 1,158,881.00 | | 1,326,305.00 |
| Adjusted for : | | | | |
| Depreciation | 15,433.00 | | 15,432.00 | |
| Dividend Income | (1,763.00) | | (1,302.00) | |
| Interest Income | (3,945,527.00) | | (4,212,341.00) | |
| | | (3,931,857.00) | - | (4,198,211.00) |
| Operating Profit before working capital changes. | | (2,772,976.00) | | (2,871,906.00) |
| Adjustment for :- | | | | |
| Trade & other receivables | 1,817,706.00 | | 127,565.00 | |
| Inventories | - | | - | |
| Trade & other payables | (137,719.00) | (1,955,425.00) | (213,345.00) | (85,780.00) |
| Cash Generated from operations | | (4,728,401.00) | | (2,957,686.00) |
| Net prior year Adjustments | - | | - | |
| Taxes paid (Net) | (316,743.00) | (316,743.00) | (444,833.00) | (444,833.00) |
| Net cash/(used in) Operating Activities | | (5,045,144.00) | | (3,402,519.00) |
| B CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Sale of Investments | - | | - | |
| Purchase of Fixed Assets | - | | - | |
| Dividend Income | 1,763.00 | | 1,302.00 | |
| Interest Income | 3,945,527.00 | | 4,212,341.00 | |
| Net Cash from Investing activities | | 3,947,290.00 | | 4,213,643.00 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Proceeds from Long Term Borrowings | - | | - | |
| Repayment To Long Term Borrowings | - | | - | |
| Short Term Borrowings | 437,316.00 | | (507,782.00) | |
| Net cash from (used in) Financing Activities | | 437,316.00 | | (507,782.00) |
| Net (Decrease)/Increase in Cash & Cash Equivalent (A+B+C) | | (660,538.00) | | 303,342.00 |
| Opening Balance of Cash & Cash Equivalents | | 1,152,697.00 | | 849,355.00 |
| Closing Balance of Cash & Cash Equivalents | | 492,159.00 | | 1,152,697.00 |

1- Figures in brackets represent cash out flows.

2- The above Cash Flow statement has been prepared under the " Indirect Method " set out in Accounting Standard (AS)-3 on Cash Flow statement issued by the Institute of Chartered Accountants of India.

3- Previous year comparatives have been reclassified to confirm with current year's presentation wherever applicable.

This is the Cash Flow Statement referred in our report even date.

AS PER OUR REPORT OF EVEN DATE

FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS
FRN 001903C

(GANESH CHAUDHARY)
PARTNER
M.N.70838

PLACE : KANPUR
DATED : 30.05.2016

FOR AND ON BEHALF OF THE BOARD
VIKALP SECURITIES LTD.

ARUN KEJRIWAL
MANAGING DIRECTOR

VINOD KUMAR SHARMA
DIRECTOR

ASHISH DIXIT
CHIEF FINANCIAL OFFICER

SHRAIYA PALIWAL
COMPANY SECRETARY

Note forming part of Balance Sheet

In Rs.

| PARTICULARS | | CURRENT YEAR | | PREVIOUS YEAR | |
|---|--|--------------------------|------------------------------------|--------------------------|--|
| Note No. "1" | | | | | |
| SHARE CAPITAL | | | | | |
| Authorised | | | | | |
| 1. | 3500000 Equity Share of Rs. 10/- each | 35000000.00 | | 35000000.00 | |
| Issued, Subscribed & Paid Up. | | | | | |
| 2. | 3051900 Equity Share of Rs. 10/-each fully paid | 30519000.00 | | 30519000.00 | |
| 3. | Details of shareholders holding more than 5 % of the aggregate shares in the company | | | | |
| Name of Shareholders | No. of share held as on 31.03.2016 | Percentage of Share held | No. of share held as on 31.03.2015 | Percentage of Share held | |
| Arun Kejriwal | 246112 | 8.07 | 246112 | 8.07 | |
| Krishnaditya Kejriwal | 179100 | 5.87 | 179100 | 5.87 | |
| Nisha Kejriwal | 830988 | 27.23 | 830988 | 27.23 | |
| 4. | Right, Preferences and Restrictions attached to Equity Share:- The company has one class of equity shares having a par value of Rs. 10 per share each. Shareholder is eligible for one vote per share held in the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding. | | | | |
| Note No. 2 | | CURRENT YEAR | | PREVIOUS YEAR | |
| Reserve and Surplus | | | | | |
| Opening Balances as per last Balance Sheet | | | | 1162704.19 | |
| Less:- Adjustment Relating to Fixed Assets (refer Note No. 20) | | | | 8363.57 | |
| Add: Net Profit of the year | | | | 881471.75 | |
| TOTAL | | 2877950.61 | | 2035812.37 | |
| Note No.3 | | | | | |
| Deferred Tax Liability (Net) | | | | | |
| Opening Balance of Deferred Tax Liability | | | | 6884.00 | |
| Less:- Deferred Tax Assets of current year due to timing difference of depreciation | | | | 1406.00 | |
| Deferred Tax Liability Net. | | | | 5478.00 | |
| TOTAL | | 2710.00 | | 5478.00 | |
| Note No.4 | | | | | |
| Short Terms Borrowings(from key managment personnal) | | | | | |
| Arun Kejriwal | | 14322035.32 | | 13884719.32 | |
| (Refer Note No.25 Term of repayment, Payable on demand) | | | | | |
| TOTAL | | 14322035.32 | | 13884719.32 | |
| Note No.5 | | | | | |
| Other Current Liabilities | | | | | |
| TDS Payable | | 5530.00 | | 115802.00 | |
| Chaudhary Pandiya & Co. | | 34499.00 | | 29999.00 | |
| Alok Basudeo & Co. | | 22736.00 | | 11236.00 | |
| Adesh Tandon & Associates | | 33350.00 | | 0.00 | |
| TOTAL | | 96115.00 | | 157037.00 | |
| Note No.6 | | | | | |
| Short Term Provisions | | | | | |
| Income Tax Payable | | 74029.00 | | 74029.00 | |
| Less:- Payment | | 22500.00 | | | |
| Less :- Excess Provisions of earlier years written back | | 51529.00 | | 0.00 | |
| TOTAL | | 0.00 | | 74029.00 | |

Note No. "7"

Tangible Assets

| ASSETS | GROSS BLOCK AS ON 01.04.2015 | TOTAL | DEPRECIATION UPTO 31-03-2015 | DURING THE YEAR | ADJUSTMENT | TOTAL UPTO 31.03.2016 | NET BLOCK AS AT 31.03.2016 | NET BLOCK AS AT 31.03.2015 |
|--------------------------|------------------------------------|------------------|------------------------------------|--------------------|----------------|-----------------------------|----------------------------------|----------------------------------|
| 1GENERATOR | 30000.00 | 30000.00 | 28500.00 | 0.00 | 0.00 | 28500 | 1500.00 | 1500.00 |
| 2OFFICE EQUIPMENT | 23347.39 | 23347.39 | 17145.29 | 419.56 | 0.00 | 17564.85 | 5782.54 | 6202.10 |
| 3EPABX | 15000.00 | 15000.00 | 14250.00 | 0.00 | 0.00 | 14250.00 | 750.00 | 750.00 |
| 4AIR CONDITIONERS | 20000.00 | 20000.00 | 19000.00 | 0.00 | 0.00 | 19000.00 | 1000.00 | 1000.00 |
| 5TELEPHONE | 24700.00 | 24700.00 | 5656.23 | 1618.98 | 0.00 | 7275.21 | 17424.79 | 19043.77 |
| 6FURNITURE & FIXTURES | 26191.08 | 26191.08 | 26190.08 | 0.00 | 0.00 | 26190.08 | 1.00 | 1.00 |
| 7COMPUTERS | 530989.00 | 530989.00 | 515894.33 | 13394.72 | 0.00 | 529289.05 | 1699.95 | 15094.67 |
| TOTAL | 670227.47 | 670227.47 | 626635.93 | 15433.26 | 0.00 | 642069.19 | 28158.28 | 43591.54 |
| PREVIOUS YEAR | 670227.47 | 670227.47 | 602840.11 | 15432.25 | 8363.57 | 626635.93 | 43591.54 | 67387.36 |

Vikalp Securities Ltd.

Note No.8

Non Current Investments INVESTMENTS

| (i) Long Term Investment in Shares (Trade Investment) Quoted Equity Shares & Shares of Rs. 10/- each unless otherwise specified | | QTY. | COST AS ON 31.03.2016 | Market Value As On 31-03-2016 | COST AS ON 31.03.2015 |
|--|-----------------|------|--------------------------|----------------------------------|--------------------------|
| ANIL CHEMICAL LIMITED | 100 | | 1960.00 | 1960.00 | 1960.00 |
| BETA NEPTHOL LIMITED | 100 | | 3600.00 | 3600.00 | 3600.00 |
| BRITANNIA INDUSTRIES LTD | 5 | | 181.51 | 10792.50 | 181.51 |
| COLGATE INDIA LIMITED | 12 | | 1652.49 | 12080.70 | 1652.49 |
| D.C.L.MARITECH LIMITED | 100 | | 775.00 | 775.00 | 775.00 |
| E.MERCK LIMITED | 4 | | 300.00 | 3648.00 | 300.00 |
| FIDILITY INDUSTRIES LTD | 1200 | | 59400.00 | 59400.00 | 59400.00 |
| FLORA WALL COVERING LTD | 4500 | | 13500.00 | 13500.00 | 13500.00 |
| HILTON RUBBER LIMITED | 500 | | 6850.00 | 6850.00 | 6850.00 |
| INDIAN HOTELS LIMITED | 20 | | 988.00 | 2337.00 | 988.00 |
| INVELL TRANSMISSION LTD | 700 | | 68755.00 | 68755.00 | 68755.00 |
| ISPAT PROFILE LIMITED | 362 | | 1991.00 | 1991.00 | 1991.00 |
| KESORAM TEXTILES LTD (BONUS) | 116 | | 0.00 | 13577.80 | 0.00 |
| KOTHARI INDUSTRIES LTD | 100 | | 16025.00 | 16025.00 | 16025.00 |
| MAHARASTRA GLASS & AGRO LTD | 500 | | 11136.36 | 11136.36 | 11136.36 |
| SECALS INDIA LIMITED | 175 | | 11025.00 | 11025.00 | 11025.00 |
| SHAAN INTERWELL (INDIA) LIMITED | 900 | | 56925.00 | 56925.00 | 56925.00 |
| SWILL INDIA LIMITED | 0 | | 0.00 | 4256.00 | 4256.00 |
| PARAMOUNT COSMATICS | 300 | | 13950.00 | 13950.00 | 13950.00 |
| ULTRATECH CEMENT LTD. | 1 | | 0.00 | - | - |
| VARUN POLY LIMITED | 1128 | | 7332.00 | 7332.00 | 7332.00 |
| | <u>10823.00</u> | | <u>276346.36</u> | <u>319916.36</u> | <u>280602.36</u> |

(ii.) Non Trade Investment Equity (Unquoted)

| | | | | |
|--|---------------|--|-------------------|-------------------|
| (Shares of Rs.10/-each, unless otherwise specified) | | | | |
| PREMEIR METCOST PVT. LTD | 150000 | | 1500000.00 | 1500000.00 |
| NEETI REAL ESTATE | 50000 | | 500000.00 | 500000.00 |
| 8.25% NCD Secured Redemable Debenture | | | | |
| BRITANNIA INDUSTRIES LTD. (Bonus | | | | |
| Debenture of Rs. 170/- | | | | |
| each) | | | | |
| GOKHELAY AGENCIES (P) LTD | 6000 | | 3000000.00 | 3000000.00 |
| (Shares of Rs.100/- each) | | | | |
| | <u>206006</u> | | <u>5000000.00</u> | <u>5000000.00</u> |

| | | | | |
|--|--|--|--------------------------|--------------------------|
| (iii) Long term Investment on time sharing basis | | | | |
| Holiday Resort of Sterling Securities Ltd. | | | 145100.00 | 145100.00 |
| (Refer Note No. 20) | | | | |
| TOTAL | | | <u>5421446.36</u> | <u>5425702.36</u> |

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| Note No. 9 | CURRENT YEAR | PREVIOUS YEAR |
|--|--------------------------|--------------------------|
| Long Term Loans & Advances | | |
| LOANS (Unsecured considered goods) | | |
| (Recoverable in Cash or in Kind or for value to be received) | | |
| Anup Mehrotra | 560000.00 | 560000.00 |
| D.N.Mehrotra | 784000.00 | 784000.00 |
| M.G.Construction Pvt. Ltd. | 1665067.42 | 2661999.42 |
| Arihant Techonopack Pvt. Ltd. | 0.00 | 864800.00 |
| Amar Nath Agarwal H.U.F | 163500.00 | 163500.00 |
| A.P.Sugandhi | 1405300.00 | 1405300.00 |
| TOTAL | <u>4577867.42</u> | <u>6439599.42</u> |
| Note No. 10 | | |
| Other Non Current Assets | | |
| KESA Security Deposit | 3309.00 | 3309.00 |
| TOTAL | <u>3309.00</u> | <u>3309.00</u> |

Vikalp Securities Ltd.

| Note No.11 | | CURRENT YEAR | PREVIOUS YEAR |
|---|-------------|------------------|-------------------|
| Trade Inventories (Refer Note No. 23) | QTY. | COST AS ON | COST AS ON |
| Quoted Equity Shares & Shares of Rs. 10/- each unless otherwise specified | | 31.03.2016 | 31.03.2015 |
| A.B.B. LIMITED | 5 | 445.05 | 445.05 |
| BHARAT COMMERCE LTD | 165 | 1320.00 | 1320.00 |
| CYNAMIDE AGRO LIMITED | 25 | 5525.00 | 5525.00 |
| FABWORTH LIMITED | 400 | 2840.00 | 2840.00 |
| GREAT OFFSHORE LTD (Bonus) | 66 | 0.00 | 0.00 |
| GRASIM INDUSTRIES LTD | 3 | 866.55 | 866.55 |
| G.E.SHIPPING LIMITED | 16 | 601.90 | 601.90 |
| KESORAM INDUSTRIES LTD | 116 | 3760.72 | 3760.72 |
| KOTHARI INDUSTRIAL LTD | 100 | 120.00 | 120.00 |
| MANSAROVER BEVERAGES & INDUSTRIES LTD | 800 | 1600.00 | 1600.00 |
| ORKAY INDUSTRIES LTD | 100 | 360.00 | 360.00 |
| STD BATTERIES LIMITED | 625 | 5380.00 | 5380.00 |
| UNI WORTH TEXTILE LID | 100 | 80.00 | 80.00 |
| TOTAL | 2521 | 22899.22 | 22899.22 |
| Note No.12 | | | |
| CASH AND CASH EQUIVALENTS | | | |
| Cash balance on Hand | | 94009.25 | 933637.25 |
| Balance with Scheduled Bank | | | |
| State Bank of India Current A/c | | 398150.35 | 219059.85 |
| TOTAL | | 492159.60 | 1152697.10 |

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| Note No.13 | | CURRENT YEAR | PREVIOUS YEAR |
|---|-----------|--------------------|--------------------|
| (A)Short Terms Loans and Advances (Unsecured considered goods) | | | |
| Ankul Katiyar | | 658.00 | 658.00 |
| A.R. Thermosets Pvt. Limited | | 1200000.00 | 0.00 |
| North Midland Construction Pvt. Ltd. | | 1659781.00 | 0.00 |
| Green Vegatable Presentine Pvt. Ltd. | | 2216000.00 | 2102969.00 |
| KAIL Agro Industries Ltd. | | 0.00 | 1662000.00 |
| Kapila Inftratech Pvt. Ltd. | | 0.00 | 1329600.00 |
| Blue World Corporation Pvt. Limited | | 2800000.00 | 0.00 |
| Savita Speciality Pvt. Ltd. | | 2055071.00 | 0.00 |
| Kumbhi Infraheights Pvt.Ltd. | | 2216000.00 | 2000000.00 |
| Maharajpur Infraheights Pvt. Ltd. | | 41310.00 | 500000.00 |
| Shri Giriraj Infrabuild Pvt. Ltd. | | 971103.00 | 0.00 |
| Purshottam Ram Food (formerly R R Food Products (India) Ltd. | | 4655622.00 | 4656844.00 |
| The Doctors X Ray & Pathlogy | | 0.00 | 1700000.00 |
| Ashok Flavour Pvt. Ltd | | 2600000.00 | 2810600.00 |
| Shri Giriraj Infratoll Pvt. Ltd. | | 1613320.00 | 401000.00 |
| Neeta Infracon & Stock Traders | | 0.00 | 1622530.00 |
| GAF Promoters Pvt. Ltd. | | 2702500.00 | 2702500.00 |
| Satvik Polychem Pvt. Ltd. | | 5594747.00 | 2649868.00 |
| Shipra Builders | | 5318400.00 | 5291177.00 |
| India bulls Securities limited | | 456.11 | 456.11 |
| Unnao Lucknow Developers | | 0.00 | 17800.00 |
| Govind Polymers Pvt Ltd. | | 568245.00 | 568866.00 |
| S.N.Infra Developers Pvt. Ltd | | 600000.00 | 616510.00 |
| Vipul Jain & Company | | 0.00 | 2509017.00 |
| TOTAL | | 36813213.11 | 33142395.11 |
| Note No. 14 | | | |
| Others Current Assets | | | |
| Provision for Income Tax (Current Year) | 371040.00 | | 0.00 |
| Less :- TDS | 378386.00 | | 0.00 |
| Income Tax Refundable | | 7346.00 | 0.00 |
| Skyline Financial Services Pvt. Ltd. | | 5530.00 | 0.00 |
| Income Tax Refundable (Earlier Years) | | 445881.94 | 445881.94 |
| TOTAL | | 458757.94 | 445881.94 |

Note forming part of Profit & Loss Account

| Note No. 15 | CURRENT YEAR | PREVIOUS YEAR |
|------------------------------------|-------------------|-------------------|
| Other Income | | |
| Interest on loan | 3945527.00 | 4212341.00 |
| Dividend | 1763.50 | 1302.00 |
| TOTAL | 3947290.50 | 4213643.00 |
| NOTE No.16 | | |
| Employee Benefit Expenses | | |
| Salary | 744000.00 | 642000.00 |
| Staff Welfare Expenses | 112055.00 | 96765.00 |
| TOTAL | 856055.00 | 738765.00 |
| NOTE No.17 | | |
| Other Expenses | | |
| Details of payment of Auditors | | |
| a. Audit fee | 21007.00 | 21007.00 |
| b. Other services | 8992.00 | 8992.00 |
| Internal Audit fee | 10000.00 | 11236.00 |
| Bank Charges | 2286.00 | 1741.00 |
| Demat Charges | 1950.00 | 0.00 |
| Legal Expenses | 74608.00 | 124572.00 |
| Listing fee | 224720.00 | 131110.00 |
| Postage & Telephone | 8073.00 | 6320.00 |
| Printing & Stationary | 10550.00 | 8365.00 |
| Rent | 120000.00 | 120000.00 |
| Office Maintenance | 101420.00 | 107810.00 |
| Professional fee Company Secretary | 29000.00 | 0.00 |
| Miscellaneous Expenses | 4256.00 | 18860.00 |
| Managing Director's Salary | 192000.00 | 192000.00 |
| Generator Maintenance | 88810.00 | 60545.00 |
| Electric Expenses | 6000.00 | 6000.00 |
| Conveyance | 18720.00 | 20080.00 |
| Advertisement Expenses | 157372.00 | 47005.00 |
| Service Tax Account | 10350.00 | 0.00 |
| TOTAL | 1090114.00 | 885643.00 |
| Note No. 18 | | |
| Finance Cost | | |
| Interest on Income Tax | 0.00 | 89478.00 |
| Interest paid to Arun Kejriwal | 819241.00 | 1158020.00 |
| Interest on TDS | 7566.00 | 0.00 |
| TOTAL | 826807.00 | 1247498.00 |

ANNEXURE-1

Statement of significant Accounting Policies and Practices
(Annexed to and forming part of the financial Statements for the year ended 31st March, 2016)

1. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :-

These Financial statements have been prepared to Comply with Accounting Principles Generally accepted in India (Indian GAAP) the accounting standards notified under the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 2013.

1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual reports and estimates are recognised in the period in which the results are known/materialized.

1.3 FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price or construction cost including any attributable cost of bringing the assets to its working condition for its use.

1.4 DEPRECIATION

Depreciation is provided on straight line method as per schedule II of the companies Act 2013.

1.5 STOCK IN TRADE

1. Share ,debentures, units & Securities are accounted under Stock in trade on trade dates.
2. The cost of stock in trade includes brokerage but does not include stamp duty which was charged to revenue.

1.6 VALUATION OF STOCK IN TRADE

Stock has been valued at cost instead of cost or market value which ever is lower because the company is doing business of shares & securities.

1.7 INVESTMENT

The Investments are long term i.e. non-current investment and are valued at cost since the company is doing business of shares & securities therefore no provision is being made for diminution in the investments.

1.8 INCOME

- (a) In respect of contracts relating to shares without taking or giving deliveries profit or Losses are accounted for on squaring up dates.
- (b) Income from dealing in shares / Securities is recognized on the basis of matched contract of similar deliveries dates for purchase & sales entered during the year.
- (c) Dividend on investment in shares & Securities are accounted for on receipt basis.

1.9 EXPENSES

All expenses are accounted on accrual basis.

1.10 TAXATION

The expense comprises of current tax and deferred tax charge or credit. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rate. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the period and available case law to re-assess realization/liabilities.

1.11. CONTINGENT LIABILITY

2015-2016

2014-2015

To the extent known

N I L

N I L

Vikalp Securities Ltd.

19. There is no permanent diminution in the value of Investments as on 31st March, 2016 as per the guidelines of AS-13 issued by the ICAI. Thus the company has valued investments at cost as the company is doing business of shares & securities. The profit /loss will be accounted for on sale of these securities as it is the main business of the company.

The company has not accounted for diminution in the value of the investment of unquoted equity shares if any as it could not be ascertained in want of the final accounts of the companies in which investments were being made, therefore market value of unquoted equity share is taken as nil.

20. Company invested Rs. 1,45,100.00 in Holiday Resorts of Sterling Securities Ltd. on time sharing basis and valued at cost (Market value not known).

21. Debtors, Creditors, Loans & Advances accounts are subject to confirmation.

22. Based on information available with the company as at March 31, 2016 there are no dues to Micro, Small & Medium Enterprises Development Act, 2006 as at March 31, 2016. Based on the information available with the company as at 31st March, 2016, there was neither any interest payable nor paid to any supplier under the aforesaid Act & similarly there is no such amount remaining unpaid as at March 31, 2016.

23. Quantitative information of Opening Stock, Purchases, Sales and Closing Stock:-

| | Current Year | | Previous Year | |
|---------------|---------------|---------------|---------------|---------------|
| | No. of Shares | Amounts (Rs.) | No of Shares | Amounts (Rs.) |
| Opening Stock | 2896 | 22899.22 | 2896 | 22899.22 |
| Purchases | N I L | N I L | N I L | N I L |
| Sales | N I L | N I L | N I L | N I L |
| Closing Stock | 2521* | 22899.22 | 2896 | 22899.22 |

* Vikalp Securities Ltd had 1000 shares of STD Batteries Ltd, but under the corporate action taken by STD Batteries Ltd the Company now holds only 625 shares of STD Batteries. Thus making its present holding from 2896 shares to 2521 shares.

24. Impairment of Assets:-

The indicators listed in paragraph 8 to 10 of accounting standard (AS-28) " Impairment of Assets" issued by the Institute of Chartered Accountants of India have been examined and on such examination, it has been found that none of the indicators are present in the case of the company.

25. Related Party Disclosures:-

A. Related Party & their relationship as per accounting standard 18 of the Institute of Chartered Accountants of India

Directors

Arun Kejriwal
Sharad Tandon
Ashish Dixit
T. N. Agarwal
Vinod Kumar Sharma
Sonali Kejriwal

B. Transaction during the period with related parties are as under:-

| Particulars | Subsidiaries (Rs.) | Associates (Rs.) | Key Management Personnel and their Relatives (Rs.) | Total (Rs.) | Previous Year (Rs.) |
|---------------|-----------------------|---------------------|--|----------------|------------------------|
| Loan Taken | ----- | ----- | 100000.00 | 100000.00 | 14392501.32 |
| Loan Repaid | ----- | ----- | 400000.00 | 400000.00 | ----- |
| Interest Paid | ----- | ----- | 819241.00 | 819241.00 | 1158020.00 |
| Remuneration | ----- | ----- | 192000.00 | 192000.00 | 192000.00 |

C. The maximum balance in the account of Mr. Arun Kejriwal, Managing Director is Rs. 14322035.32 during the year.

Note:- Related party relationship is as identified by the company and relied upon the auditors.

Thirtieth Annual Report

26. Earning Per Share.

Earning Per Share. The E.P.S. of the company as per guidelines of AS-20 issued by the Institute of Chartered Accountants of India is as

| | C.Y | P.Y |
|--|------------------|------------------|
| Net Profit / (Loss) after tax (before adjustment of extraordinary item) | 842138.24 | 881471.75 |
| No. of Equity Shares | 3051900 | 3051900 |
| Basic & Diluted EPS | 0.28 | 0.29 |

27. The company has written off Physical holding of 76 Equity Shares of Swill India Ltd. valuing Rs.4256 as these were not found during Physical Verification conducted by the management.

28. Employee Benefit :

(i) Since the Company have employees, who are not eligible for gratuity & other benefits, except Managing Director during the year provision of Gratuity, Leave encashment & other benefits are not required as per the recommendations of Accounting Standard (AS-15) prescribed by the Institute of Chartered Accountants of India. No provision of gratuity is being made on the salary of managing director.

(ii) The company is not covered under Provident Fund Act and Employees Estate Insurance Act.

(iii) The leave encashment has not been provided during the year as the employees have availed of their leaves.

29. The other applicable accounting standards as per the provision of Companies Act, 2013 has been followed by the company.

30. The previous year figures has/have been regrouped/rearranged wherever necessary to make them comparable.

31. Significant Accounting Policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure-1.

AS PER OUR REPORT OF EVEN DATE

FOR CHAUDHARY PANDIYA & CO
CHARTERED ACCOUNTANTS
FRN NO. 001903C

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
VIKALP SECURITIES LIMITED

(GANESH CHAUDHARY)
PARTNER
M.N.70838

ARUN KEJRIWAL
MANAGING DIRECTOR

VINOD KUMAR SHARMA
DIRECTOR

PLACE: KANPUR
DATED: 30-05-2016

ASHISH DIXIT
CHIEF FINANCIAL OFFICER

SHRAIYA PALIWAL
COMPANY SECRETARY

Vikalp Securities Ltd.

VIKALP SECURITIES LIMITED

Registered Office : 25/38, Karachi Khana, Kanpur - 208001, Uttar Pradesh

CIN : L65993UP1986PLC007727 , CONTACT NO. : 0512 - 2372665

EMAIL ID : vikalpsecuritieslimited@gmail.com , WEBSITE : www.vikalpsecurities.com

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Vikalp Securities Limited will be held on Thursday, the 29th day of September, 2016 at 09:00 A.M at the registered office of the company at 25/38, Karachi Khana, Kanpur, Uttar Pradesh -208001 to transact the following businesses:

ORDINARY BUSINESS

1.To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors ("the Board") and the Auditors thereon.

2.To appoint a Director in place of Ms. Sonali Kejriwal (DIN: 07137327), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

3.To ratify Auditors' appointment and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee of the Board of Directors, the appointment of M/s Chaudhary Pandiya & Company, Chartered Accountants(Firm Registration No. 001903C), Kanpur, who was appointed as Statutory Auditors of the company for a period of 2 years in the Annual General Meeting held in 2015 and who have also furnished the eligibility certificate under Section 141 of the Companies Act, 2013 for the remaining period of his tenure, be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS :

4. To appoint Mr. Arun Kejriwal (DIN : 00687890) as Managing Director of the company for 3 years with effect from 1st of July, 2016 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as a Special Resolution :

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications or re-enactments(s) thereof, for the time being in force), provisions of Articles of Association, based on the recommendation of Nomination and Remuneration Committee of the Board of Directors and the consent of the Board of Directors, and subject to the approval of the Central Government and such other consents and permission as may be necessary, the approval of members of the Company be and is hereby accorded for the appointment of Mr. Arun Kejriwal as Managing Director of the company for a period of three years with effect from 1st of July, 2016 on the followings terms and conditions as recommended by Nomination and Remuneration Committee in its meeting held on 13th of May, 2016 :

- (a) Tenure : 3 years with effect from 1st of July, 2016
- (b) Salary : 25000 p.m. in the first year of his tenure
30000 p.m. in the second year of his tenure
35000 p.m. in the third year of his tenure

Salary mentioned above includes perquisites payable to Mr. Arun Kejriwal but in any case managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013 read with schedule V of the said act.

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.

Gratuity payable should not exceed half a month's salary for each completed year of service.

"RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company may pay to Mr. Arun Kejriwal as managing director, remuneration by way of salary, and perquisites as specified supra, in accordance with the limits laid down in Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments(s) thereof, for the time being in force)."

Place: Kanpur

Date: 11/08/2016

By Order of the Board of Directors

**Arun Kejriwal
(Managing Director)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED, SIGNED. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed with this notice.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts regarding the special business items mentioned in notice above and the details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking re-appointment is annexed hereto.

3. In accordance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the business may be transacted through electronic voting system and the company is pleased to provide the facility for remote e-voting to its members. The Company has engaged National Securities Depository Limited (NSDL) for providing Remote E-voting services through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the company for your participation in voting on resolutions placed by company on e-Voting system. Remote E-voting is optional and not mandatory and Members desiring to opt for Remote E-voting are requested to read the instructions below:

Voting through Electronic Means

The process of login to e-Voting website is given below:

In case Member receives an email from NSDL (if members whose email IDs are registered with the Company/Depositories Participant)

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "**vikalpsecuritieslimited 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
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of VIKALP SECURITIES LIMITED. Members can cast their vote online from **September 26, 2016 (9:00 A.M.) till September 28, 2016 (5:00 P.M.)**.
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in.

Other information:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

Shareholders who have not registered their e-mail Id and will be receiving physical copy of the Notice of AGM:

- i) User ID and Password is provided at the remote e-voting sheet sent alongwith this Annual Report
 - ii) Please follow all steps given for new users from Sl. No. (2) to Sl. No. (9) above, to cast vote.
4. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
 5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
 6. It may be noted that this remote e-voting facility is optional. The remote e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:
Commencement of remote e-voting: From 9:00 A.M.. IST on 26th September, 2016
End of remote e-voting: Upto 5:00 P.M IST on 28th September, 2016
Remote e-Voting shall not be allowed beyond 5:00 p.m. of 28th September, 2016.
 7. At the venue of Annual General Meeting, voting shall be allowed through poll papers and the Members attending Annual General Meeting and who have not casted their vote by Remote E-voting shall be entitled to cast their vote through such Poll Paper mode.
 8. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, September 22 2016 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date. A person who is not a member as on the cut-off date mentioned above should treat this Notice for information purposes only.
 9. Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM and holding shares as on the Cut Off date of Thursday, September 22, 2016, may obtain their user ID and password for Remote E-voting from the Company's Registrar and Share Transfer Agent (RTA) or National Securities Depository Limited
 10. Please note that a Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.
 11. For proper conduct of the Annual General Meeting, Members/Proxies should fill the attendance slip for attending the Meeting. Members who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number and put their sign, at the places provided on the attendance slip and hand it over at the entrance of the venue to facilitate identification of membership at the Meeting.
 12. The Company has appointed Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No.1121) who is not in employment of the company, as 'Scrutinizer' for conducting the remote e-voting process and for conducting poll at the Annual General Meeting in a fair and transparent manner. The Scrutiniser has given his consent to act as such.
 13. The Scrutinizer shall, immediately after conclusion of the meeting, first count the votes cast at the meeting, therefore unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and shall make a combined Scrutinizer's Report of the votes cast in favour of or against, if any, to the Chairman of the Company.

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14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **22nd September, 2016**.
15. As soon as the scrutinizer submits its report to the company, the results declared alongwith the combined Scrutinizer's Report shall be displayed at the Registered Office of the Company and shall be placed on the website of the company and on the website of National Securities Depository Limited and will be communicated to all the Stock Exchanges where company is Listed.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at Annual General Meeting.
17. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being made available in electronic mode to Members whose email IDs are registered with the Company or Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend Annual General Meeting.
18. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
19. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. The Register of Members and the Share Transfer Books of the Company shall remain closed from 27th September 2016 to 29th September 2016 (both days inclusive).
21. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to inform the change of their registered address to our Registrar and Transfer Agent (RTA), M/s Skyline Financial Services Private Limited having registered office at D-153 A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 by quoting their folio number. The contact details of our Registrar and Transfer Agent are available on the company's website i.e. www.vikalpsecurities.com under investors tab.
22. No amount is lying with the company as contemplated in Section 205A of the Companies Act, 1956 or any other corresponding provision, if effective of the Companies Act, 2013. Hence question to transfer to the Investor Education and Protection Fund (IEPF Fund) does not arise.
23. Members desirous of obtaining any information with regard to the Annual Reports are requested to write to the Company's Registered Office at Kanpur at least ten days before the date of Annual General Meeting so that the information can be made available at the meeting.
24. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.
25. Non-Resident Indian members are requested to inform the Company's Registrar and Share Transfer Agent i.e. M/s Skyline Financial Services Private Limited, immediately of change in their residential status on return to India for permanent settlement together with the particulars of their bank Account maintained in India with complete name, branch, account type, account number and address of bank with Pin Code Number, if not furnished earlier.
26. All the documents, if any, referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of 30th Annual General Meeting of the Company.
27. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all the communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in physical form are requested to intimate their email addresses to the Company's Registrar and Share Transfer Agent i.e. M/s Skyline Financial Services Private Limited and members holding shares in electronic form are requested to intimate the change to their respective depository participant.

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28. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
29. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company' Registrar and Share Transfer Agent i.e. M/s Skyline Financial Services Private Limited.
30. Shareholders who are at present holding shares in physical form are requested to convert their holding into dematerialized form in order to save themselves from the risk associated with holding shares in physical form like loss of share certificate etc. For the same shareholders can contact our Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, the contact details of which is available on the website of the company.
31. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
32. A copy of this notice is also available on the website of the company i.e. www.vikalpsecurities.com at the Investors tab.
33. Members are requested to bring their copies of the Annual Report to the meeting.

Place: Kanpur
Date: 11/08/2016

By Order of the Board of Directors

Arun Kejriwal
(Managing Director)

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 4

Mr. Arun Kejriwal is a non-Independent Director of the Company. As per his last appointment as Managing Director, his tenure completed on 30th of June, 2016. Thus, the Board of Directors upon the recommendation of Nomination and Remuneration Committee proposes to appoint him as Managing Director of the Company for further 3 years with effect from 1st of July, 2016.

He being the promoter of the company is associated with the company since its incorporation. He has always devoted his full time and effort towards the functioning of the company and has remained associated with it in every ups and downs of the company. He has years of vast and rich experience in the area of business in which the company deals. Thus on the basis of his performance evaluation done by the Nomination and Remuneration Committee of the Board as per the criteria formulated by them and on finding his performance satisfactory, Board is of the view that his continuation with the company as managing director would be beneficial for achieving new heights and success.

Mr. Arun Kejriwal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Brief resume of Mr. Arun Kejriwal, qualification and nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board and Committees of Board, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided at the end of this notice.

Except Mr. Arun Kejriwal, his relatives and Ms. Sonali Kejriwal, none of the directors and Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 4 of the Notice in the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Place: Kanpur
Date: 11/08/2016

By Order of the Board of Directors

Arun Kejriwal
(Managing Director)

**BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN
ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2015-2016**

| | | |
|---|--|---|
| Name of Director | ARUN KEJRIWAL | SONALI KEJRIWAL |
| DIN | 00687890 | 07137327 |
| Category | Executive and Non-Independent Director being Managing Director of company | Non-Executive and Non-Independent Director |
| Date of Birth | 23/08/1958 | 07/06/1989 |
| Nationality | Indian | Indian |
| Date of Appointment on the Board | Promoter of the Company, appointed w.e.f 28/02/1986 as Director of the Company | Appointed on 28th of March, 2015 in the Board Meeting and regularised in the Annual General Meeting of the company of the financial year 2014-2015 |
| Qualification | Commerce Graduate | Bachelor of Technology |
| Expertise in specific functional areas | He has wide knowledge and deep insight into security market and practical experience in the business field. Having deep insight into security market, he will be in a better position to guide and advocate on the various relevant issues concerning the company. | She is the youngest member who has joined the Company as part of the Board of Directors in the year 2015. She has very strong command over mathematics and accounts, which would be helpful to the Board of Directors while carrying out the detailed analysis of financial statements of the Company. Besides that the Company is hopeful that she will bring into the company new and young and innovative ideas to strengthen the position and goodwill of the company which coupled with the experienced board members will help company in reaching new heights. |
| Number of shares held in the company | Rs. 2,46,112 | Rs. 1,00,000 |
| Number of Meetings of Board of Directors of the company attended during the year | 6 | 5. |
| Names of listed entities in which person also holds the directorship | NIL (directorship in no other listed company) Director in following Private Company KEJRIWAL GLOBAL SERVICES PRIVATE LIMITED (CIN : U93030UP2002PTC026826) | NIL |
| Names of listed entities in which person holds Membership of committees of the Board | NIL | NIL |
| Relationship between Directors inter-se and Key Managerial Personnel | Father of Ms. Sonali Kejriwal who is also a director in the company, besides that not related to any other director or key managerial personnel | She is the daughter of Mr. Arun Kejriwal, Managing Director of the company, besides that not related to any other director or key managerial personnel |

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ROUTE MAP FOR REACHING TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

From Kanpur Central Station or from Jhakarkati Bus Terminal, you need to take road for **Sagar Market** which is located in Karachi Khana, the Mall Road, General Ganj, Kanpur, Uttar Pradesh. The route for the same is shown in the map below. The venue of the Annual General Meeting i.e. 25/38, Karachi Khana, Kanpur-208001, Uttar Pradesh is located just nearby the Sagar Market.



Thirtieth Annual Report

VIKALP SECURITIES LIMITED

Registered Office : 25/38, Karachi Khana, Kanpur - 208001, Uttar Pradesh
CIN : L65993UP1986PLC007727 , CONTACT NO. : 0512 - 2372665
EMAIL ID : vikalpsecuritieslimited@gmail.com , WEBSITE : www.vikalpsecurities.com

Form No. MGT-11

Proxy form

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

CIN : L65993UP1986PLC007727

Name of the Company : VIKALP SECURITIES LIMITED

Registered Office : 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001

Name of the member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name :

Address:.....

E-mail Id :

Signature :, or failing him

2. Name :

Address:.....

E-mail Id :

Signature :, or failing him

3. Name :

Address:.....

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Thursday, the 29th day of September, 2016 at 09:00 A.M at The Registered Office of the company at 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

I wish my above proxy to vote in the manner as indicated in the box below :

Resolution No.

| Resolutions No. | Resolution | For | Against |
|-----------------|--|-----|---------|
| | Ordinary Business | | |
| 1 | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors ("the Board") and the Auditors thereon. | | |
| 2 | To appoint a Director in place of Ms. Sonali Kejriwal (DIN: 07137327), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment. | | |
| 3 | To Ratify the appointment of Statutory Auditors of the Company. | | |
| | Special Business | | |
| 4 | To appoint Mr. Arun Kejriwal (DIN:00687890) as a Managing Director for 3 years. | | |

Vikalp Securities Ltd.

Signed this day of 2016

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp of
Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
4. For resolutions, explanatory statement and notes, please refer to the notice of the Annual General Meeting.
- *5. This is only optional. Please put a ✓ in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated

VIKALP SECURITIES LIMITED

Registered Office : 25/38, Karachi Khana, Kanpur - 208001, Uttar Pradesh

CIN : L65993UP1986PLC007727 , CONTACT NO. : 0512 - 2372665

EMAIL ID : vikalpsecuritieslimited@gmail.com,

WEBSITE : www.vikalpsecurities.com

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING VENUE

ATTENDANCE SLIP

Folio No. :Number of Shares held :
*DP Id / Client Id :
Name of the Member :
Address of the Member
:
.....
Authorised Representative
Name of the Proxy :

I hereby record my presence at the 30th Annual General Meeting of the Company being held
on Thursday, the 29th day of September, 2016 at 09:00 A.M at the Registered Office of the
Company at 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001.

Signature of Member/
Authorised Representative

Signature of Proxy

*Applicable if shares held in electronic form.

