

# INLAND VIKASH LIMITED

166/75, Village-North Nilra, P.S. –Domjur, Bankra, West Bengal- 711403, India

Ph-033-40219000 Fax-033-22831917/22434440

E-mail- [info.inlandvikash@gmail.com](mailto:info.inlandvikash@gmail.com), CIN NO: L63090WB1948PLC016193

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## **NOTICE OF THE MEETING**

Notice is hereby given that the 64<sup>th</sup> Annual General Meeting (AGM) of the members of Inland Vikash Limited will be held on 29<sup>th</sup> September, 2014 At 1.30pm, at the Registered Office of the Company at 166/75, Village-North Nilra, P.S. –Domjur, Bankra, West Bengal- 711403 to transact the following business:

### **Ordinary Business:**

1. To consider and adopt the Audited Balance Sheet of the Company as at 31.03.2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Directors in place of Prem Prakash Basotia (DIN 00452348), who retires by rotation and being eligible, offer himself for reappointment.
3. To reappoint the Auditors M/s B. Jain & Co., and to authorize the Board of Directors to fix their remuneration.

### **Special Business:**

#### **4. Appointment of Mr. Suraj Deo Singh as Independent Director**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152, 160 and any other applicable provisions of Companies Act, 2013 and the Rules made thereunder ( including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Suraj Deo Singh (DIN 00452447), former rotational Independent Director of the company, and in respect of whom the Company has received a notice from a member proposing his candidature for the office of director of the company, be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) consecutive years”

#### **5. Appointment of Mrs. Ruby Bagri as Women Independent Director.**

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

“RESOLVED THAT pursuant to sections 149, 152 and any other applicable provisions of Companies Act, 2013, Mrs. Ruby Bagri,(DIN: 06953276) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, from a Member proposing her candidature for the office of

Independent Director, be and is hereby appointed as an Independent Director of the Company and shall hold office for a term of 3yrs and that she shall not be liable to retire by rotation.”

#### **6. Appointment of Mr. Kailash Chand Mundhra as a Managing Director**

To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary Resolution

“RESOLVED THAT in pursuance of the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, Kailash Chand Mundhra (DIN 00452271) who was appointed as independent director earlier be and is hereby revoke his independent directorship and appointed as a Managing Director of the Company for a period of 3 (Three) years, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the notice convening the meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Kailash Chand Mundhra, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or enactment thereof.

By Order of the Board of Directors,

For Inland Vikash Limited,

Sd/-

Prem Prakash Basotia

Director

Place: KOLKATA

Dated: 22.08.2014

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be valid must reach the registered office of the Company at least 48 hours before the meeting. Proxy Form is also sent herewith.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A Member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders

2. Share Transfer Books of the Company will remain closed from 26th September, 2014 to 29th September, 2014. (both days inclusive) on account of Annual General Meeting.
3. The relative Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.

**4. VOTING THROUGH ELECTRONIC MEANS**

I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

**III.) The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 23-Sep-2014 at 9 AM and ends on 25-Sep-2014 at 6 PM .. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22-August-2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.

- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li> </ul> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> </ul> <p>If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 22/08/2014.</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (140818058) for the relevant "**Inland Vikash Limited**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22-August-2014.
6. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 22-August-2014.
7. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 22-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
8. Shri Sonesh Jain, Practising Company Secretary (COP No. 11865) Prop. of Jain Sonesh and Associates (34387) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Stock Exchange.
10. The investors may contact for redressal of their grievances/queries. For this purpose, they may either write to her at the Registered office address or e-mail their grievances/queries to the following e-mail address: info.inlandvikash@gmail.com

By Order of the Board of Directors,

For Inland Vikash Limited,

Sd/-

Prem Prakash Basotia

Director

Place: KOLKATA

Dated: 22.08.2014

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,2013 :**

### **Item No. 4**

Suraj Deo Singh (DIN 00452447) retires by rotation and being eligible to be appointed as an Independent director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 3 (three) consecutive years.

The Company has also received declarations from Suraj Deo Singh that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Suraj Deo Singh joined the Board in the year 2011 and is one of the Non-Executive Independent Directors of the Company.

Suraj Deo Singh has many years experience in finance and management.

### **Item No. 5**

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors and Women director by a listed company.

It is proposed to appoint Mrs. Ruby Bagri(DIN: 06953276) as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 3 (three) consecutive years.

Mrs. Ruby Bagri is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Directors.

Mrs Ruby Bagri has got experience in finance and management.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mrs. Ruby Bagri for the office of Directors of the Company.

The Company has also received declarations from Mrs. Ruby Bagri that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

**Item No. 6**

Mr Kailash Chand Mundhra(DIN 00452271) was appointed with effect from 01/07/2011 as an independent director. He has very rich experience in industries and is acquainted with thorough knowledge of the business. The company requires full time personnel to take the operations further. So,the Board of Directors of the Company at its meeting accepted letter of revocation of Independent directorship from Mr Kailash Chand Mundhra and recommended his appointment as Managing director for a period of three (3) years on the following terms and conditions:

1. Salary : Rs.25,000/- per month.

The Managing Director and Executive Directors, hold office as such, subject to the provisions of Section 164 of the Companies Act, 2013.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement of concern or interest under Section 190 of the Companies Act, 2013.

These appointments have been made under Schedule V of the Companies Act, 2013.

No Directors is deemed to be interested in the resolution.

By Order of the Board of Directors,

For Inland Vikash Limited,

Sd/-

Prem Prakash Basotia

Director

Place: KOLKATA

Dated: 22.08.2014



**INLAND VIKASH LIMITED**

**166/75, Village-North Nilra, P.S. –Domjur, Bankra, West Bengal- 711403, India**

**Ph-033-40219000 Fax-033-22831917/22434440**

**E-mail- [info.inlandvikash@gmail.com](mailto:info.inlandvikash@gmail.com), CIN NO: L63090WB1948PLC016193**

I hereby record my presence at the 64<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 29th September, 2014 at 1:30 PM at 166/75, Village-North Nilra, P.S. –Domjur, Bankra, West Bengal- 711403.

Full Name of the member (In BLOCK LETTERS):.....

Folio No ..... DP ID No ..... Client ID No .....

Full Name of Proxy (In BLOCKLETTERS): .....

Member/Proxy(s) Signature:.....

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members by registered post.

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b>	<b>User ID and Password</b>
<b>140818058</b>	<b>Please refer Note No. 4 of the Notice.</b>

.....tear here.....

INLAND VIKASH LIMITED

166/75, Village-North Nilra, P.S. –Domjur, Bankra, West Bengal- 711403, India

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**FORM NO. MGT-11**

**[Pursuant To Section 105(6) of the Companies Act 2013 of the Companies(Management and Administration) Rules, 2014]**

CIN : L63090WB1948PLC016193

Name of the Company: INLAND VIKASH LTD.

Regd Office :166/75, Village-North Nilra, P.S. –Domjur, Bankra, West Bengal- 711403

Name of the Members

Registered Address

E-Mail Id

Folio No./Client No.

DP ID

I / We, being the member(s) of shares of the above 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 • .....Or failing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on 29th September, 2014 at 1:30 PM at 166/75, Village-North Nilra, P.S. –Domjur, Bankra, West Bengal- 711403 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No	Resolution	Optional	
		For	Against
<b>Ordinary Business :</b>			
1	Consider and adopt of Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	Appointment of Mr. Prem Prakash Basotia who retires by rotation and being eligible offer himself for re-appointment.		
3.	Re-appointment of Auditor M/s B. Jain & Co., and to authorize the Board of Directors to fix their remuneration.		
<b>Special Business :</b>			
4.	Appointment of Mr Suraj Deo Singh as Independent Director.		
5.	Appointment of Mrs. Ruby Bagri as Independent Director		
6.	Appointment of Mr. Kailash Chand Mundhra as a MD.		

Signed this..... Day of ..... 2014

Signature of the Shareholder(s)..

Signature of the

Proxy(s) .....

Affix  
Revenue  
Stamp

**Notes:**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.