

VIKALP SECURITIES LIMITED

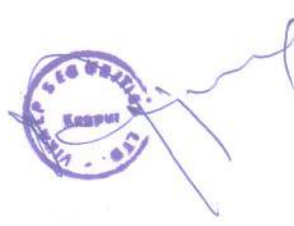


Regd. Office: 25/38, KARACHI KHANA, KANPUR, UTTAR PRADESH -208001

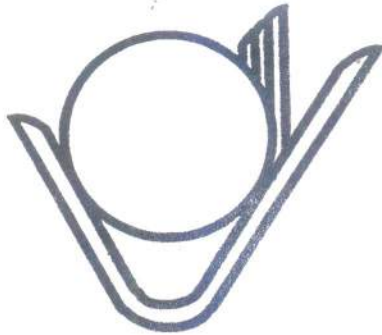
CIN-L65993UP1986PLC007727 , Contact No: 0512-2372665

Email id : arunkejriwal_2004@yahoo.co.in

FORM A

Covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company	VIKALP SECURITIES LIMITED
2	Annual financial statements for the year ended	31 st March, 2014
3	Type of Audit observation	Un- qualified
4	Frequency of observation	N.A.
5	To be signed by-	
	Mr. Arun Kejriwal Managing Director DIN : 00687890	
	CFO	
	Mr, Ganesh Chaudhary Auditor of the company M.N. 070838	
	Mr. Sharad Tandon Audit Committee Chairman Director DIN : 00687841	



Annual Report

2013-14

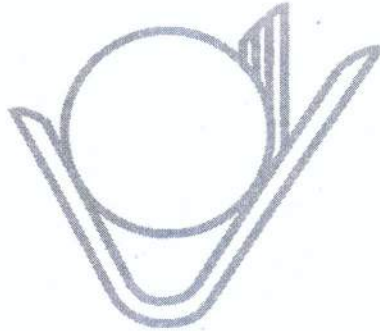
●●● **VIKALP SECURITIES LIMITED** ●●●

25/38, Karachi Khana, Kanpur 208001, UP

CIN-L65993UP1986PLC007727

Contact No. : 0512 2372665

E-mail : arunkejriwal_2004@yahoo.co.in



VIKALP SECURITIES LIMITED
Twenty Eight Annual Report
2013-14

- BOARD OF DIRECTORS** :
- (I) MR. ARUN KEJRIWAL, MANAGING DIRECTOR
 - (II) MR. SHARAD TANDON
 - (III) MR. ASHISH DIXIT
 - (IV) MR. T. N. AGARWAL
 - (V) MR. VINOD KUMAR SHARMA
- AUDITORS** :
- CHAUDHARY PANDIYA & CO.
513, PLAZA KALPANA,
24/147-B, BIRHANA ROAD,
KANPUR - 208 001 U.P.
- BANKER(S)** :
- (I) STANDARD CHARTERED BANK, KANPUR
 - (II) STATE BANK OF INDIA, BIRHANA ROAD, KANPUR
- REGISTERED OFFICE** :
- 25/38, KARACHI KHANA,
KANPUR - 208 001

Directors' Report

To,
The Members

Your Directors have pleasure in presenting their Annual Report together with Audited Accounts of the Company for the year ended 31st March 2014.

FINANCIAL RESULTS

	<u>2013-2014</u>	<u>2012-2013</u>
Total Income	4049529.44	3236183.53
Profit before Interest, Depreciation & Tax	2493120.22	1580380.5
Less : Depreciation	10881.37	5162.36
Interest	44379	'00
PBT/(Loss) Before Tax & exceptional items	2437859.92	1575218.14
Less: Exceptional items:	00	2553758
Profi (loss) before tax	2437859.92	-978539.86
Less:Fringe Benefit Tax	00	00
Deferred Tax Assets /(Liability)	4717	(1012)
Current Year Income tax	769643	492441
Prior Period Income/(Expenses)	1663499.92	-1469968.50
Appropriation	00	00
General Reserve	00	00
Balance Carried to Balance Sheet	1663499.92	-1469968.50

During the year under review, the total income of the Company is Rs.4049529.44as compared to previous year is Rs3236183.53. The Company has earned a profit before tax of Rs.2437859.92 as compared to loss of Rs.978539.86 in the previous year.

BUSINESSACTIVITIES :

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

FIXED DEPOSITS :

Your Company has not accepted any deposits and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

RECONSTITUTION OF VARIOUS COMMITTEES.

Audit Committee U/s 177, Nomination& remuneration and stakeholders relationship committee u/s 178 has been reconstituted as per companies act 2013 for the F-Y 2013-2014

DIRECTORS :

Mr. Arun Kejriwal, Mr. Vinod Sharma, the director of the company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

The Board of Directors has appointed Mr. Tej Narain Agarwal, Mr. Sharad Tandon, Mr. Ashish Dixit as independent Director of the Company for the period of five years. The relevant resolution is contained in the notice calling Annual general meeting.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to requirements under section 217(2AA) of the Companies Act, 1956 the Board of Directors of your Company confirms:

- I. That in the preparation of the annual accounts the applicable accounting standards had been followed and there are no material departures thereof.
- II. That the directors had 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 affairs of the company as at March 31, 2013 .
- III. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. That the directors had prepared the annual accounts on a going concern basis.

COMMENTS OF THE DIRECTORS :

Since the Auditor Report does not contain any adverse remark, therefore the director's report does not call for further explanations.

Vikalp Securities Ltd.

AUDITORS:

M/s. Chaudhary Pandiya & Company, Chartered Accountants, Kanpur the Auditor's of the Company are retiring at the conclusion of the ensuing Annual General Meeting have consented to continue in office, if appointed from conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting. They have confirmed their eligibility under section 141 of the Companies Act, 2013 for their appointment as Auditors of the Company

LISTING ON STOCK EXCHANGES:

The Company's equity shares are currently listed with the U. P. Stock Exchange Limited, Kanpur, Delhi Stock Exchange Limited, Delhi, The Mumbai Stock Exchange Assn. Ltd and The Calcutta Stock Exchange Ltd.

The Company has paid the requisite listing fees to the stock exchanges for the financial year under review except for Delhi Stock Exchange Limited and the Calcutta Stock Exchange Ltd as a delisting resolution had been passed in 2007 for the delisting of the shares from these stock exchanges. We have been advised that a fresh De novo formalities has to be done pursuant to recent delisting guidelines.

CORPORATE GOVERNANCE:

A Report on Corporate Governance as stipulated under Clause 49 of the Listing agreement entered with the Stock Exchanges, forms part of the Annual Report.

Your company has been in compliance with all the norms of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

PARTICULARS OF EMPLOYEE(S):

None of the Employee of the Company was in receipt of total remuneration of Rs 60, 00,000/- during the financial year under review or Rs. 5, 00,000/- per month. Hence, the information under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not required to be furnished.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

The Company has no activities relating to the conservation of energy or technology absorption.

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: - NIL

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

ACKNOWLEDGMENTS:

Your Directors place on record their appreciation for the excellent support, trust, guidance and cooperation extended & reposed by the 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 understanding and support extended by the shareholders and employees of the Company.

Place : Kanpur
Dated : 13/08/2014

For and on Behalf of Board

(Arun Kejriwal)
Managing Director

(Sharad Tandon)
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.

3.OUTLOOK

The investment prospects in India and on international level are increasing as the people are now taking much interest in the market and are keen for various investment options available in the economy and this is indeed promoting various sectors in the economy thus helping them to perform well and grow more and this in turn is making the security market also to perform well and flourish and 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.

6.DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Total Income of the company is Rs. 4049529.44 as compared to Rs. 3236183.53

The Profit Before Tax is Rs. 2437859.92 as compared to Loss Before Tax of Rs. 978539.86 in previous year.

The Net profit for the current year is Rs. 1663499.92 as compared to Net Loss of Rs. 1469968.50 in previous year

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

TO THE MEMBERS OF VIKALP SECURITIES LIMITED

I have examined the compliance of the conditions of Corporate Governance by VIKALP SECURITIES LIMITED, for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management; my examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and representations made by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements in all respects.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR CHAUDHARY PANDIYA & CO.
Chartered Accountants
FRN 001903C

PLACE : Kanpur
Dated : 30.05.2014

Ganesh Chaudhary
M.NO.070838
Partner

Corporate Governance Report

The Directors are pleased to present their 12th Corporate Governance report for the financial year 2013-2014, Corporate Governance is the application of the best management practices, compliance of law and adherence to ethical standards to achieve the company's objective of enhancing shareholder value and discharge of social responsibility. The Corporate Governance Structure in the company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the senior management, employees etc.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. Corporate Governance is an integral part of management, execution of business plans, policies and processes as the Company believes that it is a tool to attain and enhance the competitive strengths in business and ensure sustained performance for continuously enhancing the value for every stakeholder. Accordingly, VIKALP SECURITIES LIMITED endeavors to adhere to the highest levels of transparency, accountability and ethics in all its operations fully realizing at the same time social responsibilities. The Company's focus on Corporate Governance is reflected in following:

- Composition, size and functioning of and disclosures to the Board of Directors and various Committees of the Board.
- Board's commitment to discharge duties and responsibilities entrusted upon them by the Statute and to live up to the expectations of stakeholders of the Company and public at large.
- Strong value systems and ethical business conduct.
- Sound internal control.
- Transparency, accountability, social responsibility and ethics in all its operations.
- Putting in place the Code of Conduct for all the members of Board and team of senior management personnel.
- Efforts for prompt redressal of investors' grievances.
- Appropriate delegation of authority responsibility, monitoring of performance and collective decision making involving senior management team in all key decisions.
- Automated seamless integrated work flow to ensure consistency and timely flow of information.

2. Board of Directors

The Board of Directors of the company shall have an optimum combination of executive and non-executive directors with not less than fifty percent of the Board of directors comprising of non- executive director.

Where the chairman of the Board is a non-executive director at least one third of the board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent directors.

The Board of Directors of the Company are eminent persons with professional expertise and valuable experience in their respective areas of specialization and bring a wide range of skills and experience to the Board.

Composition of Board of Directors :

The Board of directors during the period under review is detailed below. The company has an optimum combination of executive and non executive director. The Board consist of Five(5) directors of which four(4) of the directors are Non Executive Directors as well as Independent. During the year there was no change in composition of Board of Director as such. Mr. Arun Kejriwal is the only Executive Director, non independent. Composition of the Board of directors showing the details of their status, directorship and committee membership is as follows:

Vikalp Securities Ltd.

3. COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF :

SL. NO.	NAME	POSITION	NO. OF BOARD MEETING ATTENDED DURING THE YEAR	WHETHER ATTENDED LAST AGM	SHARE-HOLDING IN THE COMPANY IN NUMBER & PERCENTAGE
1.	Shri Arun Kejriwal	Promoter, Executive/Non Independent Director, Chairman and Managing Director	8	Yes	246112 8.07%
2.	Shri Sharad Tandon	Non Executive Independent	8	Yes	NIL
3.	Shri T. N. Agarwal	Non Executive, Independent	8	Yes	NIL
4.	Mr. Vinod K. Sharma	Non Executive, Independent	8	Yes	NIL
5.	Mr. Ashish Dixit	Non Executive, Independent	8	Yes	NIL

4. OUTSIDE DIRECTORSHIPS AND MEMBERSHIP OF BOARD COMMITTEES :

Sl. No.	Name	Number of Directorships in other Public Companies	No. of Committee position held in other Companies	
			Chairman	Member
1.	Shri Arun Kejriwal	NIL	NIL	NIL
2.	Shri Sharad Tandon	NIL	NIL	NIL
3.	Shri T. N. Agarwal	NIL	NIL	NIL
4.	Mr. Ashish Dixit	NIL	NIL	NIL
5.	Mr. Vinod Kumar Sharma	NIL	NIL	NIL

Notes:

- Directorship held by Directors in other companies does not include alternate directorships, directorships in foreign companies, Section 25 and private limited companies.
- In accordance with Clause 49, Chairmanships/Memberships only in Audit Committee & Shareholders Grievance Committee of public limited companies have been considered for committee positions.
- None of the directors is a member in more than 10 committees and is not a Chairman in more than 5 committees across the Companies in which he is a director.

The Annual general Meeting was held on 28th September, 2013

NO Extra Ordinary General Meeting of the company was held on during the Financial Year.

5. BRIEF PROFILE OF THE DIRECTORS:

Mr. Sharad Tandon (65 year) is the Director of our Company and also holds the position of Chairman of our Audit Committee. He has rich experience in the line of business in which he is engaged. As he belongs to a very creative sphere of the work so his visionary power will enhance the growth and future development of the company it is anticipated that he will lead the company towards the bright future. He has been a director of our company since 2001.

Mr. Arun Kejriwal (55 year) is the Managing Director of our company. He holds a bachelor degree in Commerce. 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. Besides being the M.D. in our company, he is also a director of Ram coating & specialties private limited and Vrindavan constructions private limited. He has been a director of our company since 1986.

Mr. Tej Narain Agarwal (69 year) is the Director of our Company. He holds a bachelor degree in Technology. Besides being the Director in our company, he is also a director of Networks private limited, Netplast private limited and Macro leasing & Finance private limited. He has been a director of our company since 2004.

Mr. Vinod Kumar Sharma (44 year) is the Director of our Company. He holds a bachelor degree in Commerce. He has immense knowledge about security market, mutual fund and various other stock market areas. His presence is surely fruitful for the company, in attaining heights and will enable the company to reach pinnacles of success. He has been a director of our company since 2011.

Mr. Ashish Dixit (33 year) is the Director of our Company. He holds a bachelor degree in commerce. He has a rich experience in the field of event management and has the capability of working under time bound projects and he is fond of having a deep study in the subject matter. As he belongs to the very imaginative sphere of work so his visionary power will enhance the growth and future development of the company. He has been a director of our company since 2010.

6. BOARD MEETING AND PROCEDURES :

The Board of Director is the apex body constituted by the shareholders for overseeing the overall functioning of the company. Management policies and their effectiveness and ensures that the long term interest of the shareholders are being served.

The internal guidelines of the board and the Board Committee meeting is to facilitate the decision making process at the meetings of the Board /Committees in an informed and efficient manner.

The Board duly met for a total of 8(Eight) times during the year 2013-14, the dates on which the said meetings were held are 20th April, 2013, 24th April, 2013, 14th June, 2013, 16th July, 2013, 31st July, 2013, 31st October, 2013, 31st December, 2013, 31st January, 2014 During the year all the requirements of clause 49 of the listing Agreement has been complied with. The information as required under Annexure IA to clause 49 has been made available to the Board.

6A. Scheduling and selection of Agenda Items for Board meetings :

- (i) Minimum four Board meetings are held in each year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) The Company is encouraged to plan their functions well in advance, particularly with regards to matter requiring discussion / approval/ decision at the Board / Committee meetings.
- (iii) The Board has complete access to any information within the Company and with the employee of the Company. The information placed before the Board includes :-
 - 1) Annual operating plans and budgets and any updates.
 - 2) Capital budgets and any updates.
 - 3) Quarterly results for the company.
 - 4) Minutes of meetings of Audit committee and other Committees of the board as also resolutions passed by Circulation.
 - 5) The information on recruitment and remuneration of senior management personnel just below the Board level.
 - 6) Show cause, demand, prosecution notices and penalty notices which are materially important.
 - 7) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
 - 8) Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
 - 9) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
 - 10) Details of any joint ventures or collaboration agreement.
 - 11) Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
 - 12) Significant labour problems and their proposed solutions and any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
 - 13) Sale of material nature, investments, subsidiaries, assets, which is not in normal course of business.
 - 14) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
 - 15) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
 - 16) Internal audit findings and external audit report.
- (iii) The Chairman of the Board and Practicing Company Secretary in consultation with other concerned team members of the senior management and finalizes the agenda papers for the Board meetings.

6B. Board Material distributed in advance :

- (i) Agenda and Notes on Agenda are circulated to the Directors, in advance. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda.

(ii) In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance.

6C. Recording Minutes of proceedings at Board and Committee meetings :

The minutes of the proceedings of each of the Board and Committee meeting are duly recorded. Draft minutes are circulated to all the members of the Board / Committee for their comments.

6D. Post Meeting Follow up Mechanism :

Action taken report on the decision/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board / Committee for noting by the Board/Committee.

6E. Compliance :

The Compliance officer is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 read with the Rules issued there under and to the extent feasible, the Secretarial Standards recommended by the Institute of Company Secretaries of India, New Delhi.

6F. Board Meetings :

There were 8(Eight) Board meetings held during the financial year 2013-14 on 20th April, 2013, 24th April, 2013, 14th June, 2013, 16th July, 2013, 31st July, 2013, 31st October, 2013, 31st December, 2013, 31st January, 2014. The gap between any two Board Meetings did not exceed four months.

Leave of absence was granted to the non-attending directors on their request and noted in the attendance register.

7. BOARD COMMITTEES :

In terms of Clause 49 of the Listing Agreement, the Board has constituted three committees i.e. Audit Committee, Shareholders/Investors Grievance Committee and Remuneration. Further, Board has also constituted a Share Transfer Committee to handle the issues and for the compliance of legal formalities involved in the Transfer of Shares.

Board Committees

(A) Audit Committee

The Audit Committee has been constituted by the Board of Directors at its meeting in accordance with Clause 49 of the Listing Agreement with the Stock exchanges.

(i) The Composition as on 31st March 2014 was as under: -

Sl. No.	Names of Members	Designation	Executive/ Non Executive/ Independent	No. of Meetings attended during the year 2013-14
1	Shri Sharad Tandon	Chairman	Non Executive Independent	4
2.	Shri T.N. Agarwal	Member	Non Executive Independent	4
3.	Shri Ashish Dixit	Member	Non Executive Independent	4

The Chairman of the committee was present at the last Annual General Meeting held on 18th September, 2012.

The primary objective of Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

The audit committee met Four times during the year. The dates of the Audit Committee Meetings are 20th April, 2013, 31st July, 2013, 31st October, 2013, 31st January, 2014. The terms of the reference of the Audit Committee includes the matter specified in clause 49 of the listing agreement (as amended) with the stock exchanges. The Audit Committee reviewed the reports of the internal auditors, the report of the statutory auditors arising out of the quarterly, half yearly and annual review of the accounts, considered significant financial issues affecting the company and held discussion with the internal and statutory auditors and company management during the year.

(ii) Terms of Reference

The Audit Committee while exercising its functions has powers including but not limited to following:

- To investigate any activity brought to the notice of the Committee.
 - To seek information from any employee.
 - To obtain outside legal or other professional advice.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary.
- The Audit Committee performs such additional function as would be assigned to it from time to time by the Board and in particular the following-
- Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
 - Recommending to the Board, the appointment, reappointment and, if required the replacement or removal of the statutory auditor and fixation of the audit fees.
 - Approval of the payment to the statutory auditors for any other services rendered by the statutory auditors.
 - Reviewing with management the annual financial statement before submission to the Board for approval, with particular reference to:
 - Matters required being included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of the clause (2AA) of section 217 of the Companies Act, 1956;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of related party transactions;
 - Qualifications in the draft audit report.
 - Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 - Reviewing with the management, performance of statutory and internal auditors, and the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, seniority of the official heading the department, reporting scope and frequency of internal audit.
 - Discussion with internal auditors on any significant findings and follow up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payments of dividend) and creditors.
 - Carrying out such other function as may be entrusted by the Board from time to time.
- No whistle blower mechanism as such exists in the company. However, each one has free accessibility to auditors. The information as prescribed under Clause 49(II)(e) of the listing agreement has been reviewed from time to time.

(B) Shareholders'/ Investors' Grievances Committee

In compliance with Clause 49 of the Listing Agreement, the Shareholders/Investors Grievance Committee has been constituted by the Board for a speedy disposal of grievances / complaints relating to shareholders/investors.

Composition as on 31/03/2014 was as under: -

Sl. No.	Names of Members	Executive/ Non Executive/ Independent	No. of Meetings attended during the year 2013-14
1	Shri Sharad Tandon	Non Executive Independent	4
2	Shri Arun Kejriwal	Executive	4

Compliance officer :

Mr. Sharad Tandon is the Compliance Officer to expedite the process of share transfer and take prompt action on investor's complaints. The company has not received any investor complaint during the year. There was no case of share transfer.

The company has appointed Skyline Financial Services Private Limited to act as the Registry and transfer agent for electronic share registry work.

(C) Remuneration Committee

The Board has reconstituted Remuneration Committee, as and when required due to resignation and appointment of directors during the period under review comprising of Shri T.N. Agarwal, Mr. Ashish Dixit and Mr. Sharad Tandon and reconstituted the same comprising of Shri T.N. Agarwal and Mr. Vinod Kumar Sharma and Mr. Sharad Tandon

The Remuneration Committee has been constituted to: -

- recommend the policy on specific remuneration packages for Executive Directors Including pension rights and any compensation payments;
- Improve the terms of any Employee Stock Option Scheme or plan as may be issued from time to time by the Company.

The Composition as on 31st March 2014 was as under: -

Sl. No.	Names of Members	Executive/ Non Executive/Independent	No. of Meetings attended during the year
1.	Mr. T. N. Agarwal	Non Executive and independent	0
2.	Mr. Vinod Kumar Sharma	Non Executive and independent	0
3.	Mr. Sharad Tandon	Non Executive and independent	0

The remuneration earned during the year 2013-2014 by Non-Executive Directors is given below:

Sl. No.	Names of Non-Executive Director	Sitting Fees (Rs.)	Commission (Rs.)
		NIL	NIL

The Remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Remuneration policy is in consonance with the existing Industry practice.

*As per amended clause 49 of the Listing Agreement which will come into force on 1st October 2014. The Formation of remuneration committee becomes a mandatory requirement & its role is defined under the same.

(D) Share Transfer Committee:

The Board has constituted Share Transfer Committee, comprising of Shri Arun Kejriwal, Shri Tej Narian Agarwal and Mr. Sharad Tandon.

The Share Transfer Committee has been constituted to consider and take on record the transfer of shares and to look into the fact that all the legal formalities relating to the Transfer of shares have been duly made. However, there is physical Transfer of Securities during the financial year.

8. INTERNAL AUDIT SYSTEM

The Company has a robust system for internal audit and assesses corporate risk on an ongoing basis. The Audit committee of the Board periodically reviewed the audit observation and necessary directions are issued, whenever required.

9. CODE OF CONDUCTS FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The company has adopted a Code of Conduct for its directors and senior management personnel. This code is a comprehensive code applicable to all Directors (Executive as well as Non- Executive) as well as senior Management. The code lays down, in details, the standards of business conduct ethics and governance.

The code has been circulated to all the members of the Board and senior management and the compliance of the same has been affirmed by them annually. A declaration signed by the Chairman & Managing Director is enclosed herewith.

10. CEO/CFO CERTIFICATION

The CEO has certified to the Board, interalia the accuracy of financial statements and adequacy of Internal controls for the financial year ended March 31, 2014, as required under clause 49(v) of the Listing Agreement

11. GENERAL BODY MEETINGS

Particulars about the last three Annual General Meetings (AGMs) of the Company are:

Sl. No.	AGM Particulars	Date	Venue	Time
1	2012-13	18th September 2013	26/73 Karachi Khana Kanpur	11 a.m.
2	2011-12	28th September 2012	26/73 Karachi Khana Kanpur	11 a.m.
3	2010-11	30th September 2011	26/73 Karachi Khana Kanpur	11 a.m.

Details of Special Resolution was passed in the previous three annual general meetings :

Annual General Meetings	No. of Special Resolutions
2012-13	No Resolution
2011-12	No Resolution
2010-11	No Resolution

No item of business, which required the member's approval through postal ballot, was transacted during 2013-2014. Accordingly, the Companies (Postal Ballot) Rules, 2001 are not applicable to the Company during the said year.

12. DISCLOSURES

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosures of transactions with the related parties set out in notes number 27 forming part of Annual report.

The Company has generally complied with all requirements of Listing Agreement with the Stock Exchange as well as regulations and guidelines of SEBI, Stock Exchange or any other Statutory Authority on matters relating to capital markets in the last three years.

Regarding the valuation of inventory, it is pertinent to mention that the company has been following this valuation policy consistently.

13. WHISTLE BLOWER POLICY:

Although the company does have any Whistle Blower Policy at present, yet no personnel is being denied access to the Audit Committee.

14. MEANS OF COMMUNICATION:

- Your Company uses several modes of communicating with its external stakeholders such as announcements and press releases in newspapers, circular letters and reports to the members, intimation to the Stock Exchanges, responding to analyst's queries etc.
- Your company's quarterly results are disseminated through all the modes mentioned above.
- Your Company's Management Discussion & Analysis of the Business forms a part of this Annual Report and is given under the section so captioned.

Shareholding Pattern as on 31st March 2014:

S.No.	Category	Shares Held	% Shareholding
1	Promoters and Promoters Group	1456200	47.71
2	Mutual Funds & UTI	00	00
3	Banks, Financial Institutions, Insurance Companies, Central/State Gov. Institutions/ Non-governmental Institutions, Venture Capital	00	00
4	Foreign Institutional Investors (FIIs)	00	00
5	Private Corporate Bodies	420870	13.80
6	Individual	1162765	38.09
7	HUF	9265	0.33
8	NRIs/OCBs	2000	0.07
9	Clearing Members	00	00
TOTAL		3051900	100%

15. General Shareholding Information

Sl. No.	Silent items of Interest	Particulars
1.	AGM date, time and venue	30th September 2014, 04:00 pm, Registered Office
2.	Financial Calendar	Financial Year: April 1, 2013 to March 31, 2014 Financial Results for the first quarter End of July 2013 Financial Results for the second quarter End of October 2013 Financial Results for the third quarter End of January 2014 Financial Results for the Fourth quarter End of April 2014
3.	Date of Book Closure	The Share Transfer Book and Register of Members will remain closed from on 29th September to 30th September 2014.
4.	Dividend Payment Date	No interim dividend was declared during the year 2013-14 and the Directors have not recommended any dividend on equity shares for financial 2013-14 in ensuing Annual General Meeting.
5.	Listing on Stock Exchanges	The equity shares of the company are listed at 1. U P Stock Exchange, Uttar Pradesh 2. Bombay Stock Exchange, Mumbai 3. Calcutta, Stock Exchange, Kolkata 4. Delhi Stock Exchange, Delhi *The company proposes to delist its Equity shares from Delhi Stock Exchange and Calcutta Stock exchange and no steps has been taken pursuant to the Special Resolution passed at the Annual General Meeting held in 2007.
6.	Stock Code	A256 / A1 / A4 / A2
7.	Registrar & Share Transfer Agents	Skyline Financial Services Private Limited
8.	ISIN	INE 186E01011
9.	Share Transfer System	Share Transfer is effected within 30 days from the date of receipt.
10.	Dematerialization of shares and liquidity	Dematerialization of shares is completed
11.	Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	There are no such instruments pending conversion likely to impact in equity share capital.
12.	Plant Locations	NA
13.	Address for correspondence	25/38 Karachi Khana, Kanpur

DECLARATION BY MANAGING DIRECTOR

I, Arun Kejriwal, Managing Director of M/S VIKALP SECURITIES LIMITED hereby confirm pursuant to clause 49(1) (D) of the Listing Agreement, 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 Personnel of the Company.
2. All the Board members and Senior Management Personnel have affirmed their compliance with the said code of conduct for the year ended March 31, 2014.

Place : Kanpur
Date : 13th August, 2014

Arun Kejriwal
Managing Director

CEO CERTIFICATION

The Board of Directors,
Vikalp Securities Limited
25/38 Karachi Khana,
Kanpur - 208 001

Financial Statements for the year 2013-2014 Certification by CEO

I, Arun Kejriwal, Managing Director on the basis of the review of the financial statements and the cash flow statement for the financial year ended March 31, 2014 and to best of my knowledge and belief, I hereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2014 which are fraudulent, illegal or violative of the company's Code of Conduct.
4. I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the auditors and the Audit Committee, deficiencies, if any of which I am aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
5. I further certify that :-
 - (a) there have been no significant changes in internal control during this year except that control over certain areas has been further strengthened.
 - (b) there have been no significant changes in the accounting policies.
 - (c) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control systems over financial reporting.

Place : Kanpur
Date : 13th August, 2014

Arun Kejriwal
Managing Director

Company's Secretary Report

Registration No. of the Company : 20-7727

Nominal Capital : Rs. 3,50,00,000

To,
THE MEMBERS,
M/s Vikalp Securities Limited
25/38, Karachi Khana,
Kanpur - 208 001

We have examined the registers, records, books and papers of M/S VIKALP SECURITIES LIMITED as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in Memorandum and Articles of Association of the Company for the financial year ended as on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

- 1) The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate as per the provisions and the rules made there under and all entries therein have been duly recorded.
- 2) The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board and other authorities within the time prescribed under the Act and the rules made there under.
- 3) The Company being a Public Limited Company has the minimum prescribed paid-up capital.
- 4) The Board of Directors duly met 8 times respectively on 20th April, 2013, 24th April 2013, 14th June 2013, 16th July 2013, 31st July 2013, 31st October 2013, 31st December, 2013, 31st January, 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed.
- 5) The Company has closed its Register of Members from 14th September, 2013 to 18th September, 2013 during the financial year and necessary compliance of Section 154 of the Act has been made.
- 6) The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 18th September 2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
- 7) No Extra Ordinary General Meeting was held during the financial year.
- 8) The Company has not advanced loan to its Director and a Company as referred to under Section 295 of the Companies Act, 1956 during the year under scrutiny.
- 9) The company has not entered into contracts falling within the purview of section 297 of the Companies Act, 1956 during the year.
- 10) The company has made necessary entries in the register maintained under section 301 of the Companies Act, 1956.
- 11) As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
- 12) The company has not issued any duplicate share certificate during the financial year.
- 13) The Company :
 - a. Has delivered all the certificates on the lodgment thereof for transfer in accordance with the provisions of the Act. However there was no transmission or allotment of securities during the financial year.
 - b. Has not deposited any amount in a separate Bank account as no dividend was declared during the financial year.
 - c. Was not required to post dividend warrants to any member of the company as no dividend was declared during the year.
 - d. no amounts in unpaid dividend account, application money due for refund, maturity deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years so as to transfer them to the Investor Education and Protection Fund.
 - e. Has duly complied with the requirements of section 217 of the Act.
- 14) The Board of Directors of Company is duly constituted. There was no appointment of director, alternate directors, additional directors or directors to fill the casual vacancy during the financial year.

Twenty Eight Annual Report

- 15) The Company has appointed a Managing Director w.e.f 01/07/2013 for a term of three years in terms of the provisions of section 269,198,309 read with schedule 13 of the Companies Act,1956 However there was no appointment of Whole Time Director/Manager during the financial year.
- 16) The Company has not appointed any sole selling agents during the financial year.
- 17) The Company was not required to obtain any approvals of the Central Government, Company Law Board Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Companies Act, 1956 during the financial year.
- 18) The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
- 19) The Company has not issued any shares, debentures or other securities during the financial year.
- 20) The Company has not bought back any shares during the financial year.
- 21) There was no redemption of debentures during the financial year.
- 22) There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfers of shares.
- 23) The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58 A during the financial year.
- 24) The amount borrowed by the company from directors during the financial year ending 31st March, 2014 together with the already borrowed money is within the paid up capital & free reserves of the company.
- 25) The company has made investment & loans claiming exemption under 372A as a investment company but have not complied with the provisions of section 372 A.
- 26) The Company has not altered the provisions of Memorandum with respect to situation of the Company's registered office from one state to another during the financial year under scrutiny.
- 27) The Company has not altered the provisions of Memorandum with respect to the objects of the company during the financial year under scrutiny.
- 28) The Company has not altered the provisions of Memorandum with respect to name of the company during the financial year under scrutiny.
- 29) The Company has not altered the provisions of Memorandum with respect to Share Capital of the company during the year under scrutiny.
- 30) The Company has not altered its Articles of Association during the financial year under scrutiny.
- 31) There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any punishment was imposed on the Company during the Financial year for offences under the Act,.
- 32) The Company has not received any money as security from its employees during the financial year.
- 33) The company has not constituted a separate provident fund trust for its employees or class of employees as contemplated under section 418 of the Act.

Place : Kanpur
Dated : 13th August, 2014

SIGNATURE

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY
Proprietor
(C.P. No.: 1121)

Annexure - A

Registers as maintained by the Company :

1. Statutory Register

- 1) Register of members u/s 150
- 2) Registers and returns u/s 163
- 3) Minutes Book of Meetings u/s 193
- 4) Books of Accounts u/s 209
- 5) Registers u/s 301
- 6) Register of Director, Managing Director, Manager & Secretary u/s 303
- 7) Register of Director share holding u/s 307
- 8) Register of Mortgage & Charges u/s 143

2. Other Register

- 1) Register of Transfer
- 2) Register of Directors Attendance
- 3) Register of Share Holder Attendance
- 4) Register of Fixed Assets

Note : The other statutory registers are not required to be maintained as same are not applicable, as there exist no transactions to be recorded therein.

Annexure - B

1. Forms and Returns as filed by the Company with Registrar of Companies during the financial year ended on 31st March 2014.

S.No.	Forms/Return	Filed under Section	For	Date of Filing	Whether filed with in prescribed time yes/no	If delay in filling whether requisite additional fee paid yes/no
1	Form 66	383A	Compliance Certificate	08.10.2013	Yes	No
2	Form 23AC xbrl And Form 23ACA xbrl	220	Balance Sheet (Sch. VI) As at and Profit & Loss Account for the year ended 31.03.13	16.10.2013	Yes	No
3	Form 20B	159	Annual Return Made up to 18.10.2013	08.11.2013	Yes	No
4	Form 25C	269	Appointment of Mr. Arun Kejriwal as managing Director	06/08/2013	Yes	No
5	Form 18	146	Registered office Change	20.05.2013	Yes	No
6	Form 23	192	Appointment of managing Director	09/08/2013	No	Yes

(ii) Other Authorities - Nil

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
VIKALP SECURITIES LTD.,
KANPUR.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of VIKALP SECURITIES LTD. ("the company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and 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 Management is responsible for the 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 Standards notified under the Companies Act, 1956 (the Act) read with the General circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit of the company for the year ended on that date
- (c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry Of Corporate Affairs in respect of section 133 of the Companies Act, 2013
 - e. On the basis of written representations received from the Directors as on 31 March 2014, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of section 274 (1)(g) of the Act.

FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS
FRN 001903C

GANESH CHAUDHARY
PARTNER
M.N.070838

PLACE: KANPUR
DATE: 30.05.2014

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

ANNEXURE REFERED TO IN PARAGRAH 1 UNDER THE HEADING "REPORT ON LEGAL AND OTHER REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

1. In Respect of its Fixed Assets :
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All fixed assets have been physically verified by the management during the year. In our opinion frequency of verification is reasonable having regard to the size of the company and the nature of its assets. As informed no material discrepancies were noticed on such verification.
 - (c) There was no disposal of fixed assets during the year.
2. In Respect of its inventories:
 - (a) The management has conducted physical verification of inventory at reasonable intervals during the year of unquoted & non dematerialised securities.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the explanations given to us The Company is maintaining proper records of inventory and as informed no material discrepancy was noticed on physical verification.
3.
 - (a)
 - (i) According to the information and explanation given to us the company has not granted any unsecured loans to any company, firm or any other party covered in the register maintained under section 301 of the Companies Act, 1956. Therefore clause no (ii), (iii) & (iv) of clause no. 3(a) of the order are not applicable.
 - (b)
 - (i) According to the information and explanations given to us the company has taken unsecured loan from one other party covered in the register maintained under section 301 of the Companies Act, 1956 whose maximum balance at any time during the year is Rs. 14392501.32 and the balance outstanding at the end of year in Rs. 14392501.32.
 - (ii) No interest has been charged on the said loan taken by the company & other terms & condition of unsecured loan are prima facie not prejudicial to the interest of the company.
 - (iii) In our opinion and according to the information and explanation provided to us, the party is regular in payment of principal.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
5.
 - (a) According to the information and explanation given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301, of the companies Act, 1956 have been entered in the register required to be maintained under that section.
 - (b) In our opinion and according to the information and explanation given to us, there is transaction with parties with whom transactions exceeding value of Rupees Five Lakhs has been entered into during the financial year are at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us the company has not accepted any deposits from the public. Therefore the provisions of (VI) of paragraph 4 of the order are not applicable.
7. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
8. Since the company is engaged in the business of trading of shares and securities and investment business, the requirement of clause (VIII) of the paragraph 4 of the order are not applicable to the company.
9.
 - (a) According to the records of the company, the company is regular in depositing undisputed statutory dues including Income Tax, Service Tax, Securities Transaction Tax and other statutory dues as applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Service Tax, S.T.T & other applicable statutory dues were outstanding, at the year end for a period of more than six months from the date they became payable.
 - (b) According to the records of the Company, there are no dues outstanding of Income Tax, Service Tax and other applicable statutory dues on account of any dispute.

10. The Company does not have accumulated losses at the end of the financial year and has incurred cash profits during the financial year covered by our audit but there was Cash loss in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, the Company does not have any borrowings from financial institutions, banks or by way of debentures.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
14. In respect of dealing/trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures, and other securities have been held by the company, in its own name.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The Company do not have any term loans during the year.
17. The Company have any short term borrowings during the year.
18. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
19. The Company has not issued any debenture during the year.
20. The Company has not raised any money through a public issue during the year.
21. In our opinion and according to the information and explanations given to us the company has not noticed or reported any fraud on or by the Company.

FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS
FRN 001903C

GANESH CHAUDHARY
PARTNER
M.N.070838

PLACE : KANPUR
DATE : 30.05.2014

BALANCE SHEET AS AT 31ST MARCH 2014

Particulars	Note No.	As at 31.03.2014 Amount Rs.	As at 31.03.2013 Amount Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
Share Capital	1	30519000.00	30519000.00
Reserve and Surplus	2	1162704.19	-500795.73
(2) Non - Current Liabilities			
Deferred Tax Liabilities	3	6884.00	2167.00
(3) Current Liabilities			
Short Term Borrowing	4	14392501.32	12629558.00
Other Current Liabilities	5	23255.00	46034.00
Short Term Provisions	6	419750.00	497096.00
TOTAL		46524094.51	43193059.27
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets			
Tangible assets	7	67387.36	44269.73
(b) Non Current Investment	8	5425702.36	5476800.55
(c) Long Term Loans & Advances	9	6399099.42	6274449.42
(d) Other non Current Assets	10	3309.00	24477.00
(2) Current Assets			
(a) Inventories	11	22899.22	42251.28
(b) Cash & Cash Equivalents	12	849355.10	919504.35
(c) Short Term Loans & Advances	13	33756342.05	30411306.94
TOTAL		46524094.51	43193059.27

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.070838

PLACE : KANPUR
DATED : 30.05.2014

FOR AND ON BEHALF OF THE BOARD
VIKALP SECURITIES LTD.

ARUN KEJRIWAL MANAGING DIRECTOR

SHARAD TANDON DIRECTOR

ASHISH DIXIT DIRECTOR

PROFIT & LOSS FOR THE YEAR ENDED 31-03-2014

Particulars	Note No.	For The Year Ended 31.03.2014	For The Year Ended 31.03.2013
i. Revenue from Operations	14	111363.26	0.00
ii. Other Income	15	3938166.18	3236183.53
Total Revenue		4049529.44	3236183.53
II. Expenses			
Change in Inventories	16	19352.06	0.00
Employee benefits expense	17	790510.00	381730.00
Depreciation and amortization expenses	7	10881.37	5162.36
Other Expenses	18	746547.09	1274072.67
Finance Cost	19	44379.00	0.00
Total Expenses		1611669.52	1660965.03
III. Profit Before exceptional items and tax) (I-III)		2437859.92	1575218.50
IV. Exceptional Items			
Loss on surrender of membership card with UPSE		0.00	990000.00
SEBI Turn over fees of previous years including interest		0.00	1563758.00
Profit before tax		2437859.92	-978539.50
V. Profit before Tax (III-IV)		2437859.92	-978539.50
VI. Tax Expenses			
(1) Current Tax		769643.00	492441.00
(2) Deferred Tax Assets / (Liability)		-4717.00	1012.00
VII. Profit/ (Loss) for the period from continuing operations (V-VI)		1663499.92	-1469968.50
VIII. Profit/ (Loss) for the period		1663499.92	-1469968.50
IX. Earning per equity share			
(1) Basic		0.55	-0.48
(2) Diluted		0.55	-0.48
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 AND ON BEHALF OF THE BOARD
VIKALP SECURITIES LTD.FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS
FRN 001903C

ARUN KEJRIWAL

MANAGING DIRECTOR

(GANESH CHAUDHARY)

SHARAD TANDON

DIRECTOR

PARTNER
M.N.070838

ASHISH DIXIT

DIRECTOR

PLACE : KANPUR
DATED : 30.05.2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

	2013-2014		2012-2013	
	AMOUNT(RS.)	AMOUNT(RS.)	AMOUNT(RS.)	AMOUNT(RS.)

A. CASH FLOW FROM OPERATING ACTIVITIES

Net Profit before tax as per Statement of Profit & Loss		2,437,860.00		(978,540.00)
Adjusted for :				
Depreciation	10,881.00		5,162.00	
Dividend Income	(2,750.00)		(5,666.00)	
Interest Income	(3,904,245.00)		(3,230,517.00)	
		<u>(3,896,114.00)</u>	-	<u>(3,231,021.00)</u>
Operating Profit before working capital changes.		<u>(1,458,254.00)</u>		<u>(4,209,561.00)</u>
Adjustment for :-				
Trade & other receivables	(3,448,516.00)		(3,379,424.00)	
Inventories	19,352.00		-	
Trade & other payables	<u>(95,408.00)</u>	<u>(3,524,572.00)</u>	<u>487,433.00</u>	<u>(2,891,991.00)</u>
Cash Generated from operations		<u>(4,982,826.00)</u>		<u>(7,101,552.00)</u>
Net prior year Adjustments	-		-	
Taxes paid (Net)	(774,360.00)	<u>(774,360.00)</u>	(491,429.00)	<u>(491,429.00)</u>
Net cash/(used in) Operating Activities		<u>(5,757,186.00)</u>		<u>(7,592,981.00)</u>

B. CASH FLOW FROM INVESTING ACTIVITIES

Sale of Investments		51,098.00		1,000,000.00
Purchase of Fixed Assets		(33,999.00)		(6,400.00)
Dividend Income		2,750.00		5,666.00
Interest Income		<u>3,904,245.00</u>		<u>3,230,517.00</u>
Net Cash from Investing activities		<u>3,924,094.00</u>		<u>4,229,783.00</u>

C. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Long Term Borrowings		-		-
Repayment To Long Term Borrowings		-		(28,832.00)
Short Term Borrowings		<u>1,762,943.00</u>		<u>2,670,558.00</u>
Net cash from (used in) Financing Activities		<u>1,762,943.00</u>		<u>2,641,726.00</u>
Net (Decrease)/Increase in Cash & Cash Equivalent (A+B+C)		<u>(70,149.00)</u>		<u>(721,472.00)</u>
Opening Balance of Cash & Cash Equivalents		<u>919,504.00</u>		<u>1,640,976.00</u>
Closing Balance of Cash & Cash Equivalents		<u>849,355.00</u>		<u>919,504.00</u>

Notes:-

- 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 conform with current year's presentation wherever applicable.

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

For and on Behalf of Board of Director
VIKALP SECURITIES LTD.

FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS
FRN 001903C
(GANESH CHAUDHARY)
PARTNER
M.N.070838

ARUN KEJRIWAL
SHARAD TANDON
ASHISH DIXIT

MANAGING DIRECTOR
DIRECTOR
DIRECTOR

PLACE : KANPUR
DATED : 30.05.2014

Note forming part of Balance Sheet

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 31.03.2014	Percentage of Share held	No. of share held as on 31.03.2013	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 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				
Reserve and Surplus				
Opening Balances as per last Balance Sheet	-500795.73			969172.77
Add: Net Profit of the year	1663499.92	1162704.19		-1469968.5
TOTAL		1162704.19		-500795.73
Note No.3				
Deferred Tax Liability (Net)				
Opening Balance of Deferred Tax Liability	2167.00			3179.00
Less:-Deferred tax Assets of current year due to timing difference of depreciation	4717.00	6884.00		-1012.00
Deferred Tax Liability Net.				
TOTAL		6884.00		2167.00
Note No.4				
Short Terms Borrowings(from key management personnel)				
Arun Kejriwal		14392501.32		12629558.00
(Refer Note No.26 term of repayment payable on demand)				
TOTAL		14392501.32		12629558.00
Note No.5				
Other Current Liabilities				
Chaudhary Pandiya & Co.		23255.00		46034.00
TOTAL		23255.00		46034.00
Note No.6				
Short Term Provisions				
Telephone Expenses Payable		0.00		3506.00
Electric Expenses Payable		0.00		1149.00
Provision for Income Tax F.Y.12-13	492441.00			
Less:- TDS	291114.00			
Less:- Self Assessment Tax	201327.00	0.00		492441.00
Provision for Income Tax F.Y.13-14	769643.00			
Less:- TDS	349893.00	419750.00		0.00
TOTAL		419750.00		497096.00

Note No. "7"

Tangible Assets

ASSETS	RATE	GROSS BLOCK As On 01.04.2013	TOTAL Additions	DEPRECIATION		TOTAL	NET BLOCK		
				As At 31.03.2013	For The Year		As At 31.03.2014	As At 31.03.2013	
1 Generator	4.75%	30000.00	-	30000.00	24454.35	1425.00	25879.35	4120.65	5545.65
2. Office Equipment	4.75%	23347.39	-	23347.39	12930.98	1109.00	14039.98	9307.41	10416.41
3. EPABX	4.75%	15000.00	-	15000.00	12227.16	712.50	12939.66	2060.34	2772.84
4. Air Conditioners	4.75%	20000.00	-	20000.00	16303.17	950.00	17253.17	2746.83	3696.83
5. Telephone	4.75%	24700.00	-	24700.00	2864.00	1173.25	4037.25	20662.75	21836.00
6. Furniture & Fixtures	6.33%	26191.08	-	26191.08	26190.08	0.00	26190.08	1.00	1.00
7 Computers	16.21%	496990.00	33999.00	530989.00	496989.00	5511.62	502500.62	28488.38	1.00
Total		636228.47	33999.00	670227.47	591958.74	10881.37	602840.11	67387.36	44269.73
PY		629828.47	6400.00	636228.47	586796.38	5162.36	591958.74	44269.73	

20-6-2013

Non Current Assets

Note No.8

Non Current Investments

INVESTMENTS

(i) Long Term Investment in Shares

(Trade Investment)	QTY.	COST AS ON 31.03.2014	Market Value As On 31-03-2014	COST AS ON 31.03.2013
Quoted Equity Shares & Shares of Rs. 10/- each unless otherwise specified				
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	4216.75	1089.06
COLGATE INDIA LIMITED	6	1652.49	8240.70	4406.63
D.C.L.MARITECH LIMITED	100	775.00	775.00	775.00
E.MERCK LIMITED	4	300.00	2581.80	4050.00
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	1446.00	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	8421.60	0.00
KOTHARI INDUSTRIES LTD	100	16025.00	16025.00	16025.00
MAHARASTRA SAFTY LTD	500	11136.36	11136.36	11136.36
SECALS INDIA LIMITED	175	11025.00	11025.00	11025.00
SHAAN INTERWELL LIMITED	900	56925.00	56925.00	56925.00
SWILL INDIA LIMITED	76	4256.00	4256.00	4256.00
PARAMOUNT COSMATICS	300	13950.00	4575.00	13950.00
VARUN POLY LIMITED	1128	7332.00	7332.00	7332.00
VIDEOCON INDUSTRIES LTD	0	0.00	0.00	43686.50
		<u>10892.00</u>	<u>293012.21</u>	<u>331700.55</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. (Bouns Debenture Rs. 170/- each	6		
GOKHELAY AGENCIES (P) LTD (Shares of Rs.100/-each, unless otherwise specified)	6000	3000000.00	3000000.00
	206006	5000000.00	5000000.00

(iii.) Longterm Investment on time sharing basis

Holiday Resort of Sterling Securities Ltd. (Refer Note No. 21)		145100.00	145100.00
TOTAL		<u>5425702.36</u>	<u>5476800.55</u>

* Note:- The market value of the Four companies are not known as these are not traded in the market in the current year.

Note No. 9

Long Term Loans & Advances

LOANS (Unsecured considered goods)

(Recoverable in Cash or in Kind or for value to be received)

Vibhash Agarwal	0.00	500000.00
Anup Mehrotra	560000.00	500000.00
D.N.Mehrotra	784000.00	700000.00
M.G.Construction	2661999.42	1661999.42
Arihant Techonopack Pvt. Ltd.	929600.00	864800.00
Ganga Auto Finance	0.00	540500.00
Amar Nath Agarwal H.U.F	163500.00	162150.00
Siddharth Jaiswal	0.00	545000.00
A.P.Sugandhi	1300000.00	1300000.00
TOTAL	6399099.42	6774449.42
Less: Provision for Bad debts	0.00	500000.00
TOTAL	6399099.42	6274449.42

Note No. 10

Other Non Current Assets

KESA Security Deposit

U.P.S.E Delevery A/c.

Skyline Financial Services

TOTAL

Less: Provision for Bad debts

3309.00	3309.00
0.00	109131.13
0.00	21168.00
3309.00	133608.13
0.00	109131.13
3309.00	24477.00

Note No.11, Current Assets Trade Inventories (Refer Note No. 24) Quoted Equity Shares & Shares of Rs. 10/- each unless otherwise specified	Qty.	Cost as On 31.03.2014	Cost as On 31.03.2013
A.B.B. LIMITED	5	445.05	6230.76
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	10006.65
KESORAM INDUSTRIES LTD	116	3760.72	3760.72
KOTHARI INDUSTRIES LTD	100	120.00	120.00
MANSAROVER PAPER LTD	800	1600.00	1600.00
ORKAY SILK MILLS LTD	100	360.00	360.00
STD BATTERY LIMITED	1000	5380.00	5380.00
UNIWORTH INTERNATIONAL	100	80.00	80.00
VIDEOCON INDUSTRIES LTD	0	0.00	4161.60
		<u>22899.22</u>	<u>42251.28</u>
TOTAL		<u>22899.22</u>	<u>42251.28</u>

Note No.12

CASH AND CASH EQUIVALENTS

Cash balance on Hand	52382.25	7700.25
Balance with Scheduled Bank		
State Bank of India Current A/c	796972.85	832433.46
Balance with Scheduled Foreign Bank		
Standard Chartered Bank FDR including accrued interest	0.00	71738.56
Standard Chartered Bank (Main A/c)	0.00	7632.08
TOTAL	<u>849355.10</u>	<u>919504.35</u>

Vikalp Securities Ltd.

Note No.13

(A) Short Terms Loans and Advances
(Unsecured considered goods)

Kanti Traders	0.00	2500000.00
Ankul Katiyar	658.00	1012000.00
Barsana Developers Pvt. Ltd.	800000.00	800000.00
Devesh Agarwal	897250.00	1800000.00
KAIL Agro Industries Ltd.	1662000.00	1500000.00
Kapila Infratech Pvt. Ltd.	1329600.00	1200000.00
Kamad Infratech Private Ltd.	664800.00	600000.00
Kapila Krishi Udyog Ltd.	2216000.00	2000000.00
Passion Developers	1000000.00	1043940.00
R R Food Products (India)	4656817.00	4409136.00
The Doctors X Ray & Pathology	1700000.00	1700000.00
Amit Traders	520860.00	0.00
Ashok Flavour Pvt. Ltd	3021200.00	2810600.00
Shri Giriraj Infratoll Pvt. Ltd.	5101000.00	0.00
Om Prakash Agarwal	0.00	1662000.00
Neeta Infracon & Stock Traders	1582886.00	0.00
Sajan Kumar Agarwal	0.00	770700.00
GAF Promoters Pvt. Ltd.	2568240.00	0.00
Shri Ramniwas Rukmani Devi	0.00	5146129.00
Shipra Builders	4308910.00	0.00
India bulls Securities limited	456.11	0.00
Unnao Lucknow Developers	711392.00	0.00
Govind Polymers Pvt Ltd.	568391.00	554751.00

TOTAL (A)

33310460.11

29509256.00

(B) Others Advances

T.D.S Account

445881.94

902050.94

TOTAL (B)

68821237.80

62244898.59

GRAND TOTAL (A + B)

33756342.05

30411306.94

NOTE FORMING PART OF PROFIT & LOSS ACCOUNT

Note No.	CURRENT YEAR	PREVIOUS YEAR
NOTE No.14		
Revenue from operations		
Sales of Shares	111363.26	0.00
TOTAL	111363.26	0.00
Note No.		
	Current Year	Previous Year
NOTE No.15		
Other Income		
Int. on I.T.Refund 2011-2012	12375.00	0.00
Commission	150.00	0.00
Interest on Loan	3884863.0	3223817.00
Interest on FDR	7006.83	6700.38
Dividend	2749.50	5666.15
Profit on long term Investment in Shares	31021.85	0.00
TOTAL	3938166.18	3236183.53
NOTE No.16		
Change In Inventories		
Opening Stock	42251.28	42251.28
Less:- Closing Stock	22899.22	42251.28
TOTAL	19352.06	0.00
Note No. 17		
Empolyee Benefit Expenses		
Salary	720000.00	362500.00
Staff Welfare Expenses	70510.00	19230.00
	790510.00	381730.00

NOTE FORMING PART OF PROFIT & LOSS ACCOUNT

Note No.	CURRENT YEAR		PREVIOUS YEAR
NOTE No.18			
Other Expenses			
Details of payment of auditors:			
a. Audit Fee	21007.00		21007.00
b. Other Services	8992.00		8992.00
Bank Charges		29999.00	29999.00
Demat Charges		7713.90	16786.85
Legal Expenses		628.00	1320.00
Listing Fee		48082.00	26338.00
Postage & Telephone		16854.00	43145.60
Printing & Stationary		45509.00	84363.00
Rent		23746.00	47683.00
Office Maintenance		118500.00	114000.00
Computer Maintenance		167017.00	17050.00
Generator Maintenance		0.00	54079.00
Misc Exp ROC		20695.00	0.00
U.P.S.E. Annual Charges		24075.19	0.00
Managing Director Salary		0.00	13622.00
Generator Maintenance		174000.00	120000.00
Electric Expenses		0.00	27820.00
Bad Debts W/O		7111.00	19266.00
Capital Loss U.P.S.E		0.00	609131.13
Convenyance		0.00	41424.09
Advertisement Exp		61247.00	8045.00
Stamp Duty		1350.00	0.00
TOTAL		<u>746547.09</u>	<u>1274072.67</u>
Note No. 19			
FINANCE COST			
Interest on Income Tax		44379.00	0.00
TOTAL		<u>44379.00</u>	<u>0.00</u>

Twenty Eight Annual Report

20. There is no permanent diminution in the value of Investments as on 31st March, 2014. 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.
21. 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).
22. Debtors, Creditors, Loans & Advances accounts are subject to confirmation.
23. Based on information available with the company as at March 31, 2014 there are no dues to Micro, Small & Medium Enterprises Development Act, 2006 as at March 31, 2014. Based on the information available with the company as at 31st March, 2014, 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, 2014.
24. 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	3240	42251.28	3240	46121.28
Purchases	NIL	NIL	NIL	NIL
Sales	344	19352.06	NIL	NIL
Closing Stock	2896	22899.22	3240	42251.28

25. 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.
26. Related Party Disclosures:-

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

1. Directors

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

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

Particulars	Subsidiaries	Associates	Key Management Personal and their relatives (Rs.)	Total (Rs.)	Previous Year (Rs.)
Advance Taken	-----	-----	14392501.32	14392501.32	12629558.00
Advance Given	-----	-----	-----	-----	-----
Remuneration	-----	-----	174000.00	174000.00	120000.00

C. The maximum balance in the account of Mr. Arun Kejriwal Managing Director is Rs. 14392501.32/- during the year.

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

27. 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)	1663499.92	(1469968.50)
No. of Equity Shares	3051900	3051900
Basic & Diluted EPS	0.55	(0.48)

28. Employee Benefit :

- (i) Since the Company have employes ,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 Providend Fund Act and Employes 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, has been followed by the company.

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

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

As per our report of even date.

FOR CHAUDHARY PANDIYA & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

GANESH CHAUDHARY
PARTNER
M.No. 070838

ARUN KEJRIWAL
(MANAGING DIRECTOR)

SHARAD TANDON
(DIRECTOR)

ASHISH DIXIT
(DIRECTOR)

PLACE :- KANPUR
DATE :- 30-05-2014

ANNEXURE-1

Statement of significant Accounting Policies and Practices
(Annexed to and forming part of the financial Statements for the year ended 31st March, 2014)

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 ACCOUNTING CONVENTION

The Financial statements are prepared on going concern concept under historical cost convention on accrual basis and are in accordance with the applicable accounting standard issued by the Institute of Chartered Accounts of India notified under section 211 (3C) and the other relevant provisions of the Companies Act, 1956.

1.2 USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgements, 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 XIV of the companies Act 1956 on prorated basis.

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

To the extent known

2013-2014

NIL

2012-2013

NIL

NOTES FORMING PART OF THE ACCOUNTS

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE-PART IV

1. REGISTRATION DETAILS

Registration No. 7727	State Code 20
Balance Sheet Date	
31 03 2014	
Date Month Year	

II CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

Public Issue	Right Issue
NIL	NIL
Bonus Issue	Private Placement
NIL	NIL

III POSITION OF MOBILIZATION AND DEPLOYMENT OF FUND (AMT. IN RS. THOUSANDS)

Total Liabilities	Total Assets
	(Net of current Liabilities)
46524	46524

SOURCES OF FUNDS

Paid up Capital	Reserves and Surplus
30519	1162
Secured Loans	Unsecured Loans
NIL	14393

APPLICATION OF FUND

Net Fixed Assets	Investments
67	5426

NON CURRENT ASSETS

6402

Net Current Assets	Miscellaneous Expenditure
19793	NIL
Accumulated Losses	
NIL	

IV PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)

Turnover	Total Expenditure
4050	1612
+-(Profit/(Loss) Before Tax	+-(Profit / (Loss) After Tax
2438	1663
Earning per Share in Rs. (Annualised)	Dividend Rate (%)
0.55	NIL

V	EPS	2013-2014	2012-2013
	Profit/(Loss) during the year	1663499.92	-1469968.50
	No. of Equity Shares O/S	3051900	3051900
	Basic & diluted Earnings per Share	0.55	-0.48

VI GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY

(AS PER MONETARY TERMS)

Item Code No. (ITC Code)	Not Available
Product Description	(Share Broker Business)

VIKALP SECURITIES LIMITED

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

CIN : L65993UP1986PLC007727 ; Contact No:0512-2372665

Email Id : arunkejriwal_2004@Yahoo.co.in

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Vikalp Securities Limited will be held on Tuesday, the 30th day of September, 2014 at 04:00 P.M 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 year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 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 Mr. Arun Kejriwal (DIN: 00687890), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. To appoint a Director in place of Mr. Vinod Kumar Sharma (DIN: 03399019), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment

4. To appoint Auditors 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 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, M/s Chaudhary Pandiya & Company, Chartered Accountants, Kanpur, the retiring Auditors who have furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and are hereby re-appointed as the Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at remuneration to be decided by the board."

SPECIAL BUSINESS

5. To appoint Mr. Sharad Tandon (DIN:00687841) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 and the Rules framed there under read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or reenactments) and clause 49 of the Listing Agreement, Mr. Sharad Tandon Din-00687841 a non executive Independent Director who has submitted a declaration that he meets the criteria for Independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2019."

6. To appoint Mr. Tej Narain Agarwal (DIN: 01415001) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 and the Rules framed there under read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 (Including any statutory modification(s) or reenactments) and clause 49 of the Listing Agreement, Mr. Tej Narain Agarwal Din-01415001, a non executive Independent Director who has submitted a declaration that he meets the criteria for Independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2019."

7. To appoint Mr. Ashish Dixit (DIN: 03402551) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 and the Rules framed there under read with Schedule IV and all other applicable provisions, if any of the companies Act, 2013 (including any statutory modification(s) or reenactments) and clause 49 of the Listing Agreement, Mr. Ashish Dixit, Din-03402551 a non executive Independent Director who has submitted a declaration that he meets the criteria for Independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2019."

8. To increase the borrowing limits of Company beyond the Paid-up Capital and Free Reserves of the Company, and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of section 180(1) (c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs 20 crores over and above the paid-up capital of the Company and its free Reserves."

Vikalp Securities Ltd.

9. To get consent to hypothecate and mortgage the movable and immovable properties of the Company pursuant to section 180(1) (a) of Companies Act, 2013, and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

"RESOLVED THAT in terms of section 180(1) (a) of the Companies Act, 2013 the consent of the Company in general meeting be and is hereby accorded by special resolution to the Board of Directors to mortgage in future all or any of the movable or immovable property of the Company wherever situated, both present and the future and whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events in favour of any banks and/or financial institutions, in consideration of and to secure the term loan/credit facilities and/or financial assistance of any manner upto rupees 20 Crore (Twenty Crores) in the aggregate from the said institutions lent and/or to be lent to the Company together with the interest thereon at the agreed rate, compound interest additional interest, liquidated damages, on repayment, cost charges, expenses and the monies payable by the Company to the banks and/or financial institutions under the loan agreement, letters of sanction, memorandum of terms and conditions entered into or to be entered into by the Company in respect of the financial assistance."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents to be executed in favour of the banks and/or financial institutions and to do all such acts and deeds, things as may be necessary or incidental thereto to give effect to this resolution."

Place: Kanpur

By Order of the Board

Date: 13/08/2014

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. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in 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.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts 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 voting by electronic means ("e-voting") to its members. The Company has engaged the services of National Securities Depository Limited to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for the shareholders for e-voting are as under:

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 for new users is given below:

1. Open the attached PDF file "VIKALP 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.
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.
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 "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of (Vikalp Securities Limited).
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 to (officenns@gmail.com) with a copy marked to evoting@nsdl.co.in.

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

1. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
2. Click on "Shareholder - Login".
3. Put your existing User ID and password and Click Login.
4. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" of (VIKALP SECURITIES LIMITED).
6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
8. 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 to (officenns@gmail.com) with a copy marked to evoting@nsdl.co.in.

Please note that:

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.

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 e-voting 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 e-voting sheet.

(ii) Please follow all steps from Sl. No. (2) to Sl. No. (10) above, to cast vote.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsd.com.

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 e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsd.com> during the following voting period:

Commencement of e-voting: From 9:00 a.m. IST on 20th September

End of e-voting: Upto 5:p.m IST on 22nd September

E-Voting shall not be allowed beyond 5:00 p.m. of 22nd September. During the e-voting period, Shareholders of the Company holding shares as on the cut-off date (record date) 29th August either in physical form or in dematerialized form may cast their vote electronically.

7. The Company has appointed Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No.1121), as 'Scrutinizer' for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

8. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 29th August, 2014.

10. The results declared alongwith Scrutinizer's Report shall be placed on the website of NSDL within two days of passing of the resolutions at the 28th Annual General Meeting of the Company on 30th September, 2014 and communicate to all the Stock Exchanges where company is Listed.

11. 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 AGM.

12. The Notice of AGM, Annual Report and Attendance Slip are being sent 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 AGM, 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 AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filed Attendance Slip at the registration counter to attend AGM.

13. 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.

14. 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.

15. The Register of Members and the Share Transfer Books of the Company shall remain closed from 29th September 2014 to 30th September 2014 (both days inclusive).

16. 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 at its 246, 1st Floor, Sant Nagar, East of Kailash, New Delhi - 110 065 by quoting their folio number.

17. Pursuant to provisions of Section 205A (5) of the Companies Act, 1956, No dividends and Public Issue Refund etc. are remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account or Unpaid Public Issue Refund account, hence no transfer will be made to the Investor Education and Protection Fund (IEPF Fund) established by the Central Government.

18. Members desirous of obtaining any information with regard to the Annual Reports, are requested to write to the Company's Corporate 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.

19. All the documents 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 28th Annual General Meeting of the Company.

20. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all the communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

21. 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 / Skyline Financial Services Limited.

Place: Kanpur
Date: 13/08/2014

By Order of the Board

Arun Kejriwal
Managing Director

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

ITEM NO. 5-7

Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit are Independent Directors of the Company who are liable for retire by rotation as per old Companies Act, 1956.

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 by a listed Company.

It is proposed to appoint Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit, as independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.

Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit, are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has also received declarations from Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Sharad Tandon, Mr. Tej Narain Agarwal, Mr. Vinod Sharma & Mr. Ashish Dixit are independent of the management.

Brief resume of Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of, Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Mr. Sharad Tandon, Mr. Tej Narain Agarwal, & Mr. Ashish Dixit are interested in the resolutions set out respectively at Item Nos. 5 to 7 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 to 7 of the Notice for approval by the shareholders.

ITEM NO 8

Section 180(1) (c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the power to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company only with the consent of the Company by a special resolution.

Hence, the Special Resolution at Item No. 8 is intended for this purpose. The Board commends the passing of Special Resolution at Item No.8 of the Notice to authorize the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs 20 crores over and above the paid-up capital of the Company and its free reserves for the business of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.8 of the Notice.

None of the other Company is interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

ITEM NO 9

It may be mentioned here that the Companies Act, 2013 has been notified in the Official Gazette and is being implemented by the Ministry of Corporate Affairs in phases. On implementation of the provisions of Section 180 (1) (a), approval of the shareholders shall be deemed to be in accordance with the relevant corresponding provisions of the Companies Act, 2013.

The Section 180(1) (b) of Companies Act, 2013 contemplates that sale lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company can be done after obtaining approval of shareholder in the general Meeting by way of Special resolution. As a legal precaution the corporate sector is of the view that mortgage/ hypothecation of property of the Company including movable/immovable property of the Company for the financial assistance taken or to be taken from the bank/Financial Institution etc. for the purpose of business of the Company with the lender may amount to disposal of undertaking in terms of aforesaid Section. Therefore having regard to extension of the mortgage and hypothecation in future, It has become necessary to confer upon the board the power to do so. Therefore an enabling resolution being proposed at item No.9 to be passed as special resolution. It is pertinent to mention here that this resolution is not intended to be passed for the purpose of sale of any of the undertaking but for the purpose of mortgage and hypothecation the property of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.9 of the Notice.

None of the other Company is interested in the said resolution.

The Board commends the Special Resolution set out at Item No.9 of the Notice for approval by the shareholders.

Date: 13/08/2014

Place : Kanpur

By Order of the Board

Arun Kejriwal
(Managing Director)

VIKALP SECURITIES LIMITED

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

CIN - L65993UP1986PLC007727 ; Contact No : 0512-2372665

Email id : arunkejriwal_2004@yahoo.co.in

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 28th Annual General Meeting of the company, to be held on Tuesday, the 30th day of September, 2014 at 04:00 P.M 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.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 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 Arun Kejriwal (DIN: 00687890), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
3. To appoint a Director in place of Mr. Vinod Kumar Sharma (DIN: 03399019), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
4. To appoint Statutory Auditors of the Company and fix their remuneration
5. To appoint Mr. Sharad Tandon (DIN:00687841) as an Independent Director
6. To appoint Mr. Tej Narain Agarwal (DIN: 01415001) as an Independent Director
7. To appoint Mr. Ashish Dixit (DIN: 03402551) as an Independent Director
8. To increase the borrowing limits of Company beyond the Paid-up Capital and Free Reserves of the Company
9. To get consent to hypothecate and mortgage the movable and immovable properties of the Company pursuant to section 180(1) (a) of Companies Act, 2013

Signed this day of 2014

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

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

VIKALP SECURITIES LIMITED

Regd. Office: 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001
CIN - L65993UP1986PLC007727 ; Contact No : 0512-2372665
Email Id : arunkejriwal_2004@yahoo.co.in

ADMISSION SLIP

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

I hereby record my presence at the 28th Annual General Meeting of the Company being held on Tuesday, the 30th day of September, 2014 at 04:00 P.M at 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001.

Signature of Member/
Authorised Representative

Signature of Proxy

*Applicable if shares held in physical form

VIKALP SECURITIES LIMITED

Regd. Office: 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001
CIN - L65993UP1986PLC007727 ; Contact No : 0512-2372665
Email Id : arunkejriwal_2004@yahoo.co.in

Electronic Voting

The Company is providing electronic voting (e-voting) facility for the Resolutions contained in the Notice of 28th Annual General Meeting of the Company being held on Tuesday, the 30th day of September, 2014 , The procedure for e-voting has been mentioned in the aforesaid Notice. Your USER ID and Password for e-voting purposes are given below:

Electronic Voting Event Number (EVEN)	User ID	Password