

# **VAGHANI TECHNO-BUILD LIMITED**

**22<sup>nd</sup>  
Annual Report  
2015-16**

## VAGHANI TECHNO-BUILD LIMITED

<b>Board of Directors:</b>	Mr. Kantilal Savla - Chairman & Whole-time Director Mr. Ramesh Meisheri - Director Ms. Grishma Savla - Director and CFO Mr. Bhavesh Ratilal Parekh - Director (w.e.f. 21.07.2015)
<b>Company Secretary:</b>	Mrs. Manisha G. Kudtarkar (w.e.f. from 30 <sup>th</sup> May, 2016)
<b>Auditors:</b>	M/s. M.L. Bhuwania & Co. Chartered Accountants
<b>Bankers:</b>	IDBI Bank, Vidyavihar (East) Branch, Mumbai 400 077  Union Bank of India, Turner Road Branch, Bandra, Mumbai 400 050
<b>Regd. Office:</b>	D-Wing, Karma Sankalp, Corner of 6 <sup>th</sup> & 7 <sup>th</sup> Road of Rajawadi, Ghatkopar (east), Mumbai - 400 077
<b>Registrar and Share Transfer Agent:</b>	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai - 400 078 Tel. (022) 25963838

**VAGHANI TECHNO-BUILD LIMITED**  
**CIN: L74999MH1994PLC187866**  
**ADDRESS : D Wing, Karma Sankalp, Corner of 6th and 7th Road of Rajawadi,**  
**Ghatkopar (East), Mumbai - 400 077**  
**E-MAIL ID: investor@vaghanitechnobuild.com**  
**WEBSITE: www.vaghanitechnobuild.com**

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**NOTICE**

Notice is hereby given that the Twenty Second Annual General Meeting of the members of **VAGHANI TECHNO-BUILD LIMITED** will be held at the Registered Office of the Company at D-wing, Karma Sankalp, Corner of 6<sup>th</sup> and 7<sup>th</sup> Road of Rajawadi, Ghatkopar (East), Mumbai - 400 077 on Friday 30<sup>th</sup> September, 2016 at 1.00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2016 including the audited Balance sheet as at 31<sup>st</sup> March, 2016 and the statement of Profit & Loss Account of the Company for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Grishma Savla (DIN 01693533), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, M/s M.L. Bhuwania & Co, Chartered Accountants (Registration No. 101484W), the retiring auditors of the Company be and hereby appointed as the auditors of the Company to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax, out-of-pocket, and travelling, etc., as may be decided by the Board of Directors of the Company and the Auditors.

**SPECIAL BUSINESS:**

4. **To consider and, if thought fit, to pass the following Resolution, as an Ordinary Resolution**

“RESOLVED THAT pursuant to Section 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as “the Board” which term shall be unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Kantilal M. Savla as Whole-time Director of the company for a period of 3 years with effect from 2<sup>nd</sup> February, 2016 without any remuneration.”

**5. To consider and, if thought fit, to pass the following Resolution as a Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board, which term shall be deemed to include any Committee thereof) of the company to borrow from time to time such sum or sums of money as they deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which money to be borrowed by the Board of Directors/Committee and which may remain outstanding at any given point of time shall not exceed the sum of Rs.50 crores (Rupees Fifty crores only) on such terms and conditions as to interest, repayment, security or otherwise as they may, in their absolute direction, deem fit,”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above Resolutions.”

**6. To consider and, if thought fit, to pass the following Resolution, as a Special Resolution**

“RESOLVED THAT pursuant to the provisions of the Section 180(1)(a) and the other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of the Company to mortgage and/ or create charge on all or any one or more of the movable/ immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of National/ International Financial Institutions/Banks/Trustees for the Bond holders (in case of issue of Bonds)etc. hereinafter referred as” the lenders” to secure any Term Loans/ Cash Credit Facilities/Debentures/Bonds or the like, obtained / to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective loan/ other agreement(s) entered /to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and it shall always be deemed to have been authorised to finalise and execute with the Lenders/Trustees for the holders of the requisite agreement, documents , deeds and writings for borrowing and/ or for creating the aforesaid mortgage(s) and/ or charge(s) and to do all such acts, deeds and things as may be necessary to give effect to the above Resolutions.”

**7. To consider and, if thought fit, to pass the following Resolution, as a Special Resolution**

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 read alongwith Section 188 of the Companies Act, 2013 and subject to such approvals as may be necessary; the consent of the members be and is hereby accorded to the Board of Directors of the Company to (i) give any loan(s) and /or (ii) give any guarantee(s) / provide any security(ies) in connection with loan(s) made to and/ or (iii) make investment by way of subscription, purchase or otherwise of shares, debentures and/ or any other securities, of any other body corporate(s) including related parties, whether Indian or overseas, which the Board may, in their absolute discretion, deem beneficial and in the interest of the Company, in one or more tranches, provided that the aggregate amount of loans, guarantees,

securities granted and investments made in securities by the Company shall not at any time exceed the limit of Rs. 200 crores (Rupees Two Hundred Crores only).

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board be and is hereby authorized to negotiate and finalize the terms and conditions from time to time and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient and to exercise all the rights and powers, as deem necessary, proper and desirable, including to settle any question, difficulty or doubt that may arise in respect of such loan(s), investment(s), guarantee(s) or security(ies) made or given by the Company (as the case may be)."

**By Order of the Board of Directors  
For Vaghani Techno-Build Limited**

**Sd/-  
Manisha Kudtarkar  
Company Secretary**

**Place: Mumbai**

**Date: 9<sup>th</sup> August, 2016**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY. THE INSTRUMENT(S) APPOINTING A PROXY, IF ANY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding taken together not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. In terms of Section 152 of the Companies Act, 2013, Ms. Grishma Savla (DIN 01693533), Director, retire by rotation at the Meeting and being eligible, offer herself for re-appointment. The Board of Directors of the Company commends her re-appointment. Brief resume of Director including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the listing Regulations, 2015"), are provided in the Corporate Governance Report forming part of the Annual Report (**Annexure A**).
4. The Register of Members and Share Transfer Books of the Company will remain closed from 26 September, 2016 to 30th September, 2016 (both days inclusive).
5. Members are requested to intimate the Registrar and Share Transfer Agent of the Company- Link Intime India Private Limited, immediately of any change in their address, in respect of equity shares

held in physical mode and to their Depository Participants (DP) in respect of equity shares held in dematerialized form.

6. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Share Transfer Agent of the Company.
7. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address with the Company or with the Depository. Members who have not registered their e-mail address either with the Company or with the Depository can now register the same by submitting updated email address to Link Intime India Private Limited, the Registrar and Share Transfer Agent or Company. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the 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 filled in Attendance Slip at the registration counter to attend the AGM. Members may also note that the Annual Report for FY 2015-2016 will also be available on the Company's website: [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com) for their download.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the listing Regulations, 2015"), Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited, on all resolutions set forth in this notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2016 (9.00 a.m. IST) and ends on 29<sup>th</sup> September, 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <b>folio/client id</b> number in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>In case the <b>folio</b> number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with <b>folio</b> number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Vaghani Techno-Build Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut - off date and not casting their votes electronically, may cast their vote at the AGM venue, facility will be available at the venue. The results of e-voting will be placed by the Company on the website: [www.vaghani.technobuild.com](http://www.vaghani.technobuild.com) within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.

9. The resolutions proposed will be deemed to have been passed on the date of AGM subject to receipt of number of votes in favour of the resolutions.
10. Mr. Narayan Parekh, Partner, PRS Associates, Practicing Company Secretaries, (Membership No: ACS 8059) has been appointed as the Scrutinizer to scrutinize the e-voting process.
11. Voting will be provided to the members through e-voting and / or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
12. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered office on all working days of the Company between 10.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting except Saturday and Sunday.
13. Members/Proxies are requested to bring their attendance slip dully filled in along with their copy of Annual Report to the Meeting.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying Notice dated 9<sup>th</sup> August, 2016.

### **Item No. 4**

The Board of Directors of the Company at their meeting held on 2<sup>nd</sup> February, 2016, re-appointed Mr. Kantilal M. Savla as the Whole-time director of the Company for a period of 3 years with effect from 2<sup>nd</sup> February, 2016 without any remuneration.

Under Part II of the Schedule V of the Companies Act, 2013, the appointment referred in Part I and Part II of the said schedule shall be subject to approval by a resolution of shareholders in general meeting.

Your Directors recommend the approval of proposed resolution by way of an Ordinary resolution.

None of the directors of the company, except Mr. Kantilal M Savla and Ms. Grishma Savla director being relative, are interested in the said resolution.

### **Item No. 5 & 6**

To meet the requirements of funds for effective implementation of the business process, the company may have to borrow additional funds from time to time by way of loans from banks / financial or other institutions and/or issue bond, debentures or other debt securities. As per Section 180(1)(c) of the Companies Act, 2013, the power of the Board of directors to borrow money(s) (apart from the temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserve of the Company, requires approval from the shareholders of the Company.

Further, the said borrowing/issue of securities may be required to be secured by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the companies Act, 2013, creation of mortgage or charge on all or any part of the moveable and/or immovable properties of the company, covered under the provisions of the said Section and hence requires the approval from the shareholders of the Company by way of Special Resolution.

Accordingly, the respective special resolutions under section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 as mentioned in Item No. 5 & 6 of the Annual General Meeting Notice for your approval.

Accordingly, the Board recommends the special resolution set forth in item no. 5 & 6 of the notice for approval of the members.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolutions.

### **Item No. 7**

In view of increased turnover and profitability during past years, the company may have spare funds. In order to make optimum utilization of funds available with the company, the Board of Directors of the Company proposes to extends financial support in the form of investments, loans and guarantees/ security to various group companies and also other entities from time to time.

As per Section 186 of the Companies Act, 2013, the Board of Directors of any Company can invest / give loans/ guarantees or provide security upto (i) 60% of its paid up share capital, free reserves and securities premium account or (ii) 100% of its free reserves and securities premium account, whichever is higher (prescribed limits). Investment / loan / guarantee / security beyond the prescribed limits, would require the approval/ consent of the members by way of special resolution.

Hence, it is proposed to authorise the Board of Directors of the Company to provide inter-corporate loans, investments, guarantees or security in connection with loan(s) up to Rs. 200 Crores.

Your Directors recommend the approval of proposed resolution by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

**By Order of the Board of Directors  
For Vaghani Techno-Build Limited**

**Sd/-  
Manisha Kudtarkar  
Company Secretary**

**Place: Mumbai**

**Date: 9<sup>th</sup> August, 2016**

**Annexure A**

**ANNEXURE TO THE NOTICE:**

**Disclosure pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Name of Director</b>	<b>Mr. Kantilal M Savla</b>	<b>Ms. Grishma Savla</b>
Date of Birth	13.05.1959	06.07.1985
Date of Appointment	31.01.2009	12.08.2014
Qualification	B.com & OPM (Owner/President - Management Program) from Harvard Business School	M. Sc (International securities, investment and banking)
Expertise in specific functional areas	Construction & Real Estate Business	Experience in the field of Finance and Accounts and investment
Directorship in Indian other Public Limited Companies as on 31.3.2016.	2	2
Chairman / Member of the committee of other companies	1	Nil
No of shares held in the Company as on 31.3.2016	9,78,760	Nil

**Note:** \*Directorship / Committee memberships exclude Alternate Directorships and Directorships in Private/Foreign Companies incorporate under Section 8 of the Companies Act, 2013

## DIRECTOR'S REPORT

Your Directors have pleasure in presenting the **Twenty Second Annual Report** of the Company along with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2016.

### 1. FINANCIAL RESULTS:

(Amount in Rs)

Particulars	31-03-2016	31-03-2015
Total Income	7,55,04,672	7,20,002
Total Expenses	6,69,88,079	15,99,752
<b>Profit (Loss) before Tax</b>	<b>85,16,593</b>	<b>(8,79,750)</b>
Provision for Tax	-	(19,46,494)
<b>Profit (loss) after Tax</b>	<b>85,16,593</b>	<b>(28,26,244)</b>
<b>Balance brought forward:</b>		
Surplus in the Profit & Loss Account	1,23,87,050	1,52,13,294
Add : Profit/(loss) for the year	85,16,593	(28,26,244)
<b>Balance carried to Balance Sheet</b>	<b>2,09,03,643</b>	<b>1,23,87,050</b>

### 2. PERFORMANCE & RESULTS:

During the year under review, the Company has earned a profit of Rs. 85,16,593/- as against a loss of Rs. 28,26,244/- of the previous year. Your Directors are unceasingly looking for future growth of the Company in real estate industry.

### 3. OPERATIONS AND FUTURE PLANS:

The Company continues to be engaged in the activities pertaining to Transfer of Development Rights (TDR) and real estate business. Further steps will be taken to accelerate the same.

### 4. CHANGES IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, there was no change in nature of the business of the Company.

### 5. DIVIDEND:

In order to conserve the resources and to plough back the profits for future growth of the Company, Your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2016.

### 6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Auditors are an integral part of the internal control mechanism. To maintain its objectivity and independence, the Internal Auditors reports to the Chairman of the Audit Committee of the Board.

### 7. STATUTORY AUDITORS AND AUDITOR'S REPORT:

#### **Statutory Auditor:**

M/s M. L Bhuwania and Co. Chartered Accountants, retiring auditors, is eligible for re-appointment and has expressed their willingness to accept office, if re-appointed. They have furnished a Certificate under section 141 of the Companies Act, 2013 for their eligibility for re-appointment and consent letter to act as a auditor

They have further confirmed that the said appointment, if made, would be within the prescribed limits under section 143(1)(g) of the Companies Act, 2013. Your directors recommend their appointment as the statutory auditors till the conclusion of the next Annual General Meeting.

The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any other comments. The Auditors Report does not contain any qualifications, reservations or adverse remarks.

#### **8. SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Ankita Jasrapuria, Practising Company Secretary, to undertake the Secretarial Audit of the Company for the Financial Year 2015-16. The Secretarial Audit Report (e-form MR-3) is annexed herewith as **Annexure-III**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

#### **9. INTERNAL AUDITOR:**

Pursuant to the provisions of section 138(1) of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company has appointed M/s P.M. Maisheri and Associates, Chartered Accountants, as an Internal Auditor of the Company for the Financial year 2015-16.

#### **10. EXTRACT OF ANNUAL RETURN:**

In accordance with requirements under Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as (**Annexure- I**).

#### **11. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provisions of Section 134 (3) (o) and 135(1) of the Companies Act, 2013 read with Rule 8 of Companies (CSR) rules is not applicable to the Company as it is not falling under the criteria mentioned in the Act.

#### **12. DIRECTORS:**

##### **A. Changes in directors and Key Managerial Personnel**

##### **Directors retiring by rotation**

In terms of Section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013, for determining the Directors liable to retire by rotation, the Independent Directors are not included in the total number of Directors of the Company. Accordingly, Ms. Grishma Savla (DIN: 01693533) shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment as a Director of the Company.

Brief profile of the Directors proposed to be re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are part of the Notice convening the Annual General Meeting.

##### **Appointment of Company Secretary and Key Managerial Personnel**

During the year under review, no person falling within the definition of Key Managerial Personnel (KMP) as defined under section 2(51) and 203 of the Companies Act, 2013 was appointed. However, the Board of directors at their meeting held on 30<sup>th</sup> May, 2016 have appointed Ms. Manisha G. Kudtarkar as a Company

Secretary (Key Managerial Personnel) of the Company pursuant to Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **B. Familiarization Program for Independent Directors**

Every Independent Director of the Company is provided with ongoing information about the industry and the Company so as to familiarize them with the latest developments. The Independent Directors also visit the facilities at various locations of the Company where they can visit and familiarize themselves with the operations of the Company.

#### **C. Annual Evaluation of Board of Directors, its Committees and individual Directors:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual evaluation of its own performance, the directors individually, as well as the working of its committees. The structured evaluation report was prepared after taking into consideration inputs received from the directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who are evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and its minority shareholders etc. The performance evaluation of the Independent directors was carried out by the entire Board. The performance evaluation of the Chairman and the non-independent directors was carried out by the independent directors who also reviewed the adequacy and flow of information of the Board. The directors expressed their satisfaction with the evaluation process.

#### **13. DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors have given declarations that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **14. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other business matters.

The notice of Board Meeting is given well in advance to all the Directors. The Agenda of the Board / Committee meetings is circulated at least a week prior to the date of the meeting.

During the year under review, seven (7) Board Meetings and five (5) Audit committee meetings were convened and held. Details of each such meeting are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **15. COMMITTEES OF THE BOARD**

During the financial year 2015-16, the Company had four (4) Committees of the Board, namely

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Share Transfer committee

The Board decides the terms of reference for these companies. Minutes of meetings of the Committees are

placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc. of these Committees are provided in detail, in the Corporate Governance Report, which forms a part of this Annual Report.

**16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism (Whistle Blower Policy) for Directors and employees of the Company to report genuine concerns. The Whistle Blower Policy provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The policy is also available on the website of the Company: [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com)

**17. NOMINATION AND REMUNERATION POLICY:**

The Nomination & Remuneration Committee of the Board of Directors has adopted a policy, which deals with the manner of selection and appointment of Directors, Senior Management and their remuneration. The policy complies with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013.

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company is available on the website of the Company: [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com)

**18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:**

During the year under review, the Company has entered into contracts / arrangements / transactions with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, which were in ordinary course of business and on an arm's length basis. The details of which are as under:

All Related Party Transactions are placed before the Audit Committee and also the Board for their approval. Prior omnibus approval of the Audit Committee is obtained for the transactions, which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

Sr. No.	Name of the Related party	Name of the director or KMP who is related, if any	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take decision on the proposed resolution.
1	Integrated Spaces limited	1. Mr. Kantilal M. Savla 2. Ms. Grishma K. Savla	Common Directorship	Contract Agreement of Rs. 3,00,00,000/- Sale of Rights to generate TDR.	Nil

The transactions with the related parties are disclosed in Note No. 22 to the 'Notes on Accounts forming part of the Annual Report.

**19. CORPORATE GOVERNANCE:**

A detailed report on the Corporate Governance system and practices of the Company forming part of this report is given as a separate section of the Annual report.

The Compliance certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith as **Annexure – II**.

**20. RISK MANAGEMENT POLICY**

The Company follows a proactive risk management policy, aimed at protecting its assets and employees, which at the same time ensuring growth and continuity of its business. Further, regular updates are made available to the Board at the Board meeting and in special cases on ad-hoc basis.

**21. DIRECTORS RESPONSIBILITY STATEMENT:**

In compliance with Section 134(3)(c) of the companies Act, 2013, your directors, on the basis of information made available to them, confirm the following for the year under review:

- (i) in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards had been followed and that no material departures have been made from the same.
- (ii) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period.
- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) They have prepared the annual accounts on a going concern basis.
- (v) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**22. MANAGEMENT DISCUSSION AND ANALYSIS**

A Management Discussion and Analysis on the business and operations of the company forming part of this report is given as a separate section of the annual report.

**23. MANAGERIAL REMUNERATION**

During the year under review, the Company has not paid any remuneration, sitting fees for attending Board / Committee Meetings and Commission to any of its Directors.

**24. RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES:**

During the year under review, no remuneration has been paid to any of the directors, and hence the ratio of remuneration of each Director to the median of the employees has not been calculated.

**25. PERSONNEL / PARTICULARS OF EMPLOYEES:**

The company continues to maintain cordial relationship with its workforce.

There were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as covered under the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The total number of permanent employees employed with your company as 31<sup>st</sup> March, 2016 and as on 31<sup>st</sup> March, 2015 is one (1).

**26. INDUSTRIAL RELATIONS**

The industrial relations continued to be generally peaceful and cordial during the year. Your Directors recognize and appreciate the sincere and hard work, loyalty, dedicated efforts and contribution of all the employees during the year under review.

**27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company has not consumed energy of the significant level and accordingly no measures were taken for energy conservation and no additional investment was made for reduction of energy conservation. The particulars regarding technology absorption and Foreign exchange earnings and out go pursuant to Section 134 (3) (m) of the Companies Act, 2013 are NIL.

**28. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The earnings and expenditure in foreign currency are NIL.

**29. SEXUAL HARASSMENT:**

During the year under review, there were no cases filed or reported pursuant to the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**30. DEPOSITS:**

The Company has not accepted any deposits from public within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review and no amount of principal or interest on fixed deposits was outstanding as on the Balance Sheet Date.

**31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investments covered under the provision of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**32. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds, which were required to be transferred to Investor Education and Protection Fund (IEPF).

**33. CASH FLOW STATEMENT:**

In conformity with the Accounting Standard-3 issued by the Institute of Chartered Accountants of India and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Cash Flow Statement for the year ended March 31, 2016 is annexed to the accounts.

**34. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS, IF ANY:**

There are no significant material order passed by the Regulators/ Courts which would impact the going concern status of your Company and its future operations.

**35. MATERIAL EVENTS OCCURRING AFTER BALANCE SHEET DATE:**

During the year under review, there were no other material events and commitments affecting financial position of the Company occurring after Balance sheet date.

**36. AMOUNT TRANSFER TO RESERVES:**

During the year under review, the company does not propose to transfer any amount to its Reserves pursuant to the provisions of Section 134(3)(j) of the Companies Act, 2013.

**37. ISSUE OF SHARES:**

The Company during the year under review has not issued any Sweat Equity Shares or Shares with differential rights or under Employee Stock option scheme nor did it buy-back any of its shares.

**38. SUBSIDIARIES:**

Since the Company has no subsidiaries, provisions of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(iv) of Companies (Accounts) Rules, 2014 are not applicable.

**39. LISTING WITH STOCK EXCHANGE:**

The Company has complied with the requirements of the BSE Ltd. / SEBI and any Statutory Authority on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by these authorities.

Shares of the Company are listed with BSE Limited. Scrip Code No. 531676.

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE Ltd. where the Company's shares are listed.

**40. ACKNOWLEDGMENTS:**

Yours Company and its Directors wish to sincerely thank all the customers, financial institutions, creditors etc for their continuing support and co-operation.

Yours Directors express their appreciation for the dedicated and sincere services rendered by the employees of the Company and sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them.

For and on behalf of the Board of Directors  
For **Vaghani Techno-Build Limited**

Sd/-  
**Kantilal M Savla**  
Chairman & Whole Time Director

Place: Mumbai

Date: 9<sup>th</sup> August, 2016

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31<sup>st</sup> March 2016

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

**I. REGISTRATION AND OTHER DETAILS:**

CIN	:	L74999MH1994PLC187866
Registration Date	:	06/10/1994
Name of the Company	:	VAGHANI TECHNO - BUILD LIMITED
Category / Sub-Category of the Company	:	Company Limited by Shares
Address of the Registered office and contact details	:	D Wing, Karma Sankalp, Corner of 6 <sup>th</sup> and 7 <sup>th</sup> Road of Rajawadi, Ghatkopar (East), Mumbai - 400 077
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel. (022) 2596 3838

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Development Rights	99832211	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Sr No	Category of Shareholders	Shareholding at the beginning of the year 01.04.2015				Shareholding at the end of the year 31.03.2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	3914022	0	3914022	74.98	3914022	0	3914022	0	0
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0	0.00
(d)	Any Other (Specify)									
	Sub Total (A)(1)	3914022	0	3914022	74.98	3914022	0	3914022	0	0
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0	0.00
(b)	Government	0	0	0	0.00	0	0	0	0	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0	0.00
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.00	0	0	0	0	0.00
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	3914022	0	3914022	74.98	3914022	0	3914022	0	0.00
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	60	60	0.00	0	60	60	0.00	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00

(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	60	60	0.00	0	60	60	0.00	0.00
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	508475	198974	707449	13.55	462965	191054	654019	12.53	-1.02
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	567585	0	567585	10.87	415815	0	415815	7.97	-2.9
(b)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	Hindu Undivided Family	0	0	0	0.00	205488	0	205488	100.00	100.00
	Non Resident Indians (Non Repat)	110	0	110	0.00	110	0	110	0.00	0.00
	Non Resident Indians (Repat)	2608	0	2608	0.05	1525	0	1525	0.02	-0.03
	Clearing Member	12431	0	12431	0.24	6680	0	6680	0.12	-0.12
	Bodies Corporate	15735	0	15735	0.30	22281	0	22281	0.42	0.12
	Sub Total (B)(3)	1106944	198974	1305918	25.02	1114864	191054	1305918	25.02	0.00
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	1106944	199034	1305978	25.02	1114864	191114	1305978	25.02	0.00
	Total (A)+(B)	5020966	199034	5220000	100.00	5028886	191114	5220000	100.00	0.00
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	Total (A)+(B)+(C)	5020966	199034	5220000	100.00	5028886	191114	5220000	100.00	

ii. SHAREHOLDING OF PROMOTERS:

Sr No	Shareholder's Name	Shareholding at the beginning of the year 01.04.2015			Shareholding at the end of the year 31.03.2016			% change in shareholding during the year
		No. of Shares held	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares held	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Govind Jivrajbhai Vaghani	1595985	30.57	0.00	1595985	30.57	0.00	0.00
2	Kantilal Manilal Savla	978760	18.75	0.00	978760	18.75	0.00	0.00
3	Gunvanti Papatlal Gala	489380	9.38	0.00	489380	9.38	0.00	0.00
4	Kartik Papatlal Gala	489380	9.38	0.00	489380	9.38	0.00	0.00
5	Meet Govind Vaghani	242400	4.64	0.00	242400	4.64	0.00	0.00
6	Kirti Govind Vaghani	118117	2.26	0.00	118117	2.26	0.00	0.00
	Total	3914022	74.98	0.00	3914022	74.98	0.00	0.00

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

There is no change in promoters' shareholding during the year under review.

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	<b>Vasant Meghji Rajyagor</b>				
	At the beginning of the year	1,35,587	2.60	1,35,587	2.60
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)			1,35,587	2.60
2.	<b>Machhindra Narayan Koli</b>				
	At the beginning of the year	1,33,002	2.55	1,33,002	2.55
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)			1,33,002	2.55
3.	<b>Swati Pragnesh Joshi</b>				
	At the beginning of the year	78,155	1.50	78,155	1.50

	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	a. 05-02-2016(Market Sell)	-2,400	-0.05	75,755	1.45
	b. 12-02-2016(Market Sell)	-800	-0.01	74,955	1.44
	At the End of the year ( or on the date of separation, if separated during the year)			74,955	1.44
<b>4.</b>	<b>Romi Shailesh Daxini</b>				
	At the beginning of the year	1,33,893	2.57	1,33,893	2.57
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	c. 10-04-2015(Market Purchase)	3,607	0.06	1,37,500	2.63
	d. 24-04-2015(Market Purchase)	15,000	0.29	1,52,500	2.92
	e. 08-05-2015(Market Purchase)	3,050	0.62	1,55,500	2.30
	f. 28-08-2015(Market Sell)	-100	0.00	1,55,450	2.30
	g. 04-09-2015(Market Sell)	-1,55,100	-2.29	350	0.01
	h. 13-11-2015(Market Sell)	-350	-0.01	0	0
	At the End of the year ( or on the date of separation, if separated during the year)			0	0.00
<b>5.</b>	<b>Rishabh Kamlesh Jhaveri</b>				
	At the beginning of the year	39,500	0.77	39,500	0.77
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)			39,500	0.77
<b>6.</b>	<b>Sadhana Bhavesh Sheth</b>				
	At the beginning of the year	13,370	0.26	13,370	0.26
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	At the End of the year ( or on the date of separation, if separated during the year)			13,370	0.26
<b>7.</b>	<b>Narayan S. Bhadbhade</b>				
	At the beginning of the year	12,400	0.24	12,400	0.24
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /				

	transfer / bonus / sweat equity etc)				
	a. 01-05-2015 (Market Purchase)	-500	-0.01	11,900	0.23
	b. 22-05-2015 (Market Purchase)	-99	-0.00	11,801	0.23
	c. 29-01-2016 (Market Purchase)	-1,000	-0.02	10,801	0.21
	d. 05-02-2016 (Market Purchase)	-859	-0.02	9,942	0.19
	e. 12-02-2016 (Market Purchase)	-450	-0.01	9,492	0.18
	At the End of the year ( or on the date of separation, if separated during the year)			9,492	0.18
<b>8.</b>	<b>MadhusudanRao Gadalay</b>				
	At the beginning of the year	11,909	0.23	11,909	0.23
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)			11,909	0.23
<b>9.</b>	<b>Kavali Balaji</b>				
	At the beginning of the year	11,905	0.23	11,905	0.23
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)			11,905	0.23
<b>10.</b>	<b>Ajit Kantilal Shah</b>				
	At the beginning of the year	11,769	0.23	11,769	0.23
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)			11,769	0.23
<b>11.</b>	<b>Pragnesh Manikantbhai JOSHI HUF .</b>				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	a. 04-09-2015 (Market Purchase)	1,70,578	3.27	1,70,578	3.27
	At the End of the year ( or on the date of separation, if separated during the year)			1,70,578	3.27

<b>12.</b>	J M Financial				
	At the beginning of the year	3,607	0.07	3,607	0.07
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) (Market Sell)	3,607	0.07	0	0.00
	At the End of the year ( or on the date of separation, if separated during the year)			0	0.00

**v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Mr. Kantilal Savla</b>				
	At the beginning of the year	9,78,760	18.75	9,78,760	18.75
	Date wise Increase / Decrease in Shareholding during the year specifying reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year			9,78,760	18.75
<b>2.</b>	<b>Ms. Grishma Savla</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year			-	-
<b>3.</b>	<b>Mr. Ramesh Meisheri</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year			-	-
<b>4.</b>	<b>Mr. Sabu Daniel</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year			-	-
<b>5.</b>	<b>Mr. Bharat Shah</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-

	specifying reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	At the End of the year			-	-
<b>6.</b>	<b>Ms. Archana Todi</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year			-	-

## I **INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	1,65,01,866	NIL	1,65,01,866
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>1,65,01,866</b>	<b>NIL</b>	<b>1,65,01,866</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	1,65,01,866	NIL	1,65,01,866
Net Change	<b>NIL</b>	<b>1,65,01,866</b>	<b>NIL</b>	<b>1,65,01,866</b>
<b>Indebtedness at the end of the financial year</b>				
Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## II **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### A. *Remuneration to Managing Director, Whole-time Directors and/or Manager:*

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Name of MD/ WTD/ Manager	Total Amount
		<b>Mr. Kantilal Savla</b>	<b>Ms. Grishma Savla</b>	
<b>1</b>	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL

2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission			
	- as % of profit	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL
	Ceiling as per the Act			

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Ramesh Meisheri	Mr. Bhavesh Parekh	
	<b>1. Independent Directors</b>			
	Fee for attending board / committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
	<b>2. Other Non-Executive Directors</b>	<b>NIL</b>		
	Fee for attending board / committee meetings	NIL		NIL
	Commission	NIL		NIL
	Others, please specify	NIL		NIL
	Total (2)	NIL		NIL
	Total (B)=(1+2)	NIL		NIL
	Total Managerial Remuneration	NIL		NIL
	Overall Ceiling as per the Act			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
<b>1</b>	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	3,65,972	NIL	<b>3,65,972</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	<b>NIL</b>
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	NIL	<b>NIL</b>
2	Stock Option	NIL	NIL	NIL	<b>NIL</b>
3	Sweat Equity	NIL	NIL	NIL	<b>NIL</b>
4	Commission				
	- as % of profit	NIL	NIL	NIL	<b>NIL</b>
	- others, specify	NIL	NIL	NIL	<b>NIL</b>
5	Others, please specify	NIL	NIL	NIL	<b>NIL</b>
	<b>Total</b>	<b>NIL</b>	<b>3,65,972</b>	<b>NIL</b>	<b>3,65,972</b>

**III PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**CORPORATE GOVERNANCE REPORT**

The Directors present the Company's report on Corporate Governance for the Year ended 31<sup>st</sup> March, 2016. In accordance with the Listing Agreement under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with BSE Limited, the Report containing the details of Corporate Governance systems and process at Vaghani Techno Build Limited is as under:

**1. Company's philosophy on code of Governance:**

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long term shareholder value and enhances interest of other stakeholders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

**2. Board of Directors:**

- (i) The Company's Board of Directors comprises of four (4) Directors including two Independent Directors as on March 31, 2016. All the Independent Directors on the Board are eminent professionals, having wide range of skills and experience in business, industry, finance, law and public enterprises. The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- (ii) The composition of Board of Directors during the year, their names and the category of position held, number of Directorships and Committee positions held by them and the details of attendance of each Director at the Board Meetings and Annual General Meeting (AGM) are as under:

Name of the Directors	Whether Promoter, Executive Director or Non-Executive Director/ Independent Director	No of Board Meetings attended	Attendance of last AGM	*No. of outside Directorship held	No. of Board Committees of other Companies in which a member#
Mr. Kantilal Savla	Promoter / Executive	7	Yes	2	Nil
Ms. Grishma Savla	Promoter / Executive	7	Yes	2	Nil
Mr. Ramesh Meisheri	Non-Executive / Independent Director	7	Yes	Nil	Nil
Mr. Bhavesh Parekh ^	Non-Executive / Independent Director	5	Yes	Nil	Nil
Mr. Sabu Daniel**	Non-Executive / Independent Director	1	No	Nil	Nil

\* Excludes Private Limited Companies.

# Excludes 1) Committees other than Audit Committee and Stakeholders Relationship/Shareholder's /Investor's Grievance Committee and 2) Committee Membership/Chairmanship in Companies other than Public Limited Companies.

^ Mr. Bhavesh Parekh was appointed as a Director on 21<sup>st</sup> July, 2015

\*\* Mr. Sabu Daniel resigned as Director on 21<sup>st</sup> July, 2015

**(iii) Board Meetings and Annual General Meeting:**

During the year under review, Seven (7) Board Meetings were held, the dates being 25<sup>th</sup> May,

2015, 21<sup>st</sup> July, 2015, 14<sup>th</sup> August, 2015, 1<sup>st</sup> September, 2015, 9<sup>th</sup> November, 2015, 16<sup>th</sup> December, 2015 and 09<sup>th</sup> February, 2016. The gap between two consecutive meetings does not exceeded one hundred and twenty days. All the information required to be furnished to the Board was made available to them along with detailed Agenda Notes.

The last Annual General Meeting was held on 26<sup>th</sup> September, 2015.

**(iv) Shareholding of Non- Executive Directors in the Company:**

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2016:

Name of Directors	Category	No. of Shares held
Mr. Ramesh Meisheri	Independent	Nil
Mr Bhavesh Parekh	Independent	Nil

**(v) Disclosure of relationships between Director inter-se:**

Table given below shows the relationship between the Directors:

Name of the Directors	Designation	*Relationship between Directors Inter-se
Mr. Kantilal Savla	Promoter	Father of Ms. Grishma Savla
Ms. Grishma Savla	Promoter	Daughter of Mr. Kantilal Savla
Mr. Ramesh Meisheri	Independent	Not related to any other Director
Mr. Bhavesh Parekh	Independent	Not related to any other Director

\* As per definition of Relative under Section 2(77) read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

**(vi) Familiarisation programmes for Independent Directors:**

Every Independent Director of the Company is provided with ongoing information about the industry and the Company to familiarize them with the latest developments. The Independent Directors also visit the facilities at various locations of the Company where they can visit and familiarize themselves with the operations of the Company.

The details of the Policy for the familiarization programmes for the Independent Directors are hosted on the website of the Company, which can be accessed at the website: [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com)

**2.1 Board Committees:**

The Board has constituted the following Committees of Directors:

**A) Audit Committee:**

**(i) Terms of Reference of the Audit Committee:**

The terms of reference of Audit Committee are in accordance with the requirements as per Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The brief description of the terms of reference of the Audit Committee is as under:

The scope and role of the Audit Committee is to review Internal Audit Reports, Statutory Auditor's Report on financial statements, to generally interact with Internal Auditors to review their finding, suggestions and other related matter and with Statutory Auditors, to review Quarterly Financial Statements before submission to the Board for approval, discuss the financial performance, transactions with related parties etc.

At a special invitation, Statutory Auditors, Internal Auditors, Chief Financial Officer, the Executive Directors attend the Audit Committee Meetings to clarify points raised by the Committee.

The Chairman of the Audit Committee Mr. Ramesh Meisheri was present at the last Annual General Meeting of the Company held on September 26, 2015, to address the shareholders queries, pertaining to the Annual Accounts of the Company.

- (ii) The Audit Committee comprised of 2 Independent Directors and 1 Executive Promoter Director. The Independent Directors are eminent professionals having experience in Industry, Corporate Finance, Accounts and Corporate Law. Composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Rules made there under alongwith the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Five Meetings of the Audit Committee were held during the year ended March 31, 2016 on the following dates: 25<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 1<sup>st</sup> September, 2015, 9<sup>th</sup> November, 2015 and 9<sup>th</sup> February, 2016. The attendance of each member at the Meetings was as under:

Name of Members	Designation	Category	Number of Meetings attended
Mr. Ramesh Meisheri	Chairman	Non-Executive Independent Director	5
Mr. Bhavesh Parekh <sup>^</sup>	Member	Non-Executive Independent Director	4
Mr. Sabu Daniel **	Member	Non-Executive Independent Director	1
Mr. Kantilal Savla	Member	Executive Director	5

<sup>^</sup> Mr. Bhavesh Parekh was appointed as a Director on 21<sup>st</sup> July, 2015

\*\* Mr. Sabu Daniel resigned as Director on 21<sup>st</sup> July, 2015

#### **B) Nomination and Remuneration Committee:**

- (i) Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of Nomination and Remuneration Committee are in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The brief description of the terms of reference of the Nomination and Remuneration Committee is as under:

The Committee is vested with the responsibility to function as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and recommends to the Board the specific compensation package for the Executive Directors and fees payable to Non- Executive Directors besides framing guidelines for overall compensation packages of Directors/ Key Managerial Personnel (KMP).

- (ii) The Nomination and Remuneration Committee comprised of two Independent Director and one Executive Promoter Director. Composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Rules made there under alongwith the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Four (4) Meetings of the Nomination and Remuneration Committee were held during the year ended 31<sup>st</sup> March, 2016 on 25<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 1<sup>st</sup> September, 2015, and 9<sup>th</sup> February, 2016. The attendance of each member at the meetings was as under:

Name of Members	Designation	Category	Number of Meetings attended
Mr. Ramesh Meisheri	Chairman	Non-Executive Independent Director	4
Mr. Bhavesh Parekh <sup>^</sup>	Member	Non-Executive Independent Director	3
Mr. Sabu Daniel**	Member	Non-Executive Independent Director	1
Mr. Kantilal Savla	Member	Promoter / Executive	4

^ Mr. Bhavesh Parekh was appointed as a Director on 21<sup>st</sup> July, 2015

\*\* Mr. Sabu Daniel resigned as Director on 21<sup>st</sup> July, 2015

(vii) Remuneration Policy:

The Executive and Non-Executive Directors do not draw any remuneration from the Company including the sitting fees. Presently, the Company does not have any Stock Option Scheme.

**C) Stakeholders Relationship Committee:**

(i) The term of reference of Stakeholders Relationship Committee are in accordance with requirements of Section 178 of the Companies Act; 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The brief description of the terms of reference of the Stakeholders Relationship Committee is as under:

The scope and role of the Committee is to consider and resolve the grievances of shareholders of the Company.

The main object of the Committee is the satisfactory redressal of investor's complaints and providing quality services to the Shareholders of the Company.

(ii) The Stakeholders Relationship Committee comprised of 2 Independent Directors and one Executive Director.

Name of Members	Designation	Category	Number of Meetings attended
Mr. Ramesh Meisheri	Chairman	Non-Executive Independent Director	4
Mr. Bhavesh Parekh <sup>^</sup>	Member	Non-Executive Independent Director	3
Mr. Sabu Daniel <sup>**</sup>	Member	Non-Executive Independent Director	1
Mr. Kantilal Savla	Member	Executive Director	4

Four (4) Meetings of the Stake Holders Relationship Committee were held during the year ended 31<sup>st</sup> March, 2016 on 25<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 1<sup>st</sup> September, 2015, and 9<sup>th</sup> February, 2016.

During the period under review no complaints were received.

(iii) **Share Transfer System:**

In order to expedite the process of share transfers, the Board of Directors of the Company has delegated the power of share transfers, split, transposition, transmission etc., to a committee, which meets twice a month for the purpose.

Shares lodged for transfer in the physical form either at the registered office of the Company or at the Registrar's office are normally processed at the earliest and within 15 days from the date of its receipt provided the documents are complete in all respects. There were no share transfers pending for more than 15 days as on March 31, 2016

The Company has designated an exclusive e-mail ID viz. [investor@vaghanitechnobuild.com](mailto:investor@vaghanitechnobuild.com) for redressal of shareholder's complaints/ grievances.

**D) Independent Directors Meeting:**

The terms of reference of the Independent Directors Meeting broadly comprises:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

One Meeting of the Independent Directors was held during the year ended March 31, 2016 on 30<sup>th</sup> March, 2016. All the Independent Directors were present at the Meeting.

**E) (i) Annual General Body Meetings held in last three years:**

All the Annual General Meetings during the preceding three years were held at D-wing, Karma Sankalp, Corner of 6<sup>th</sup> & 7<sup>th</sup> Road of Rajawadi, Ghatkopar (East), Mumbai - 400077. The date, time and Special Resolutions passed thereat are as follows:

Year	Date	Time	Special Resolution Passed
2014-15	26/09/2015	11.30 A.M.	Nil
2013-14	30/09/2014	11.30 A.M.	Nil
2012-13	30/09/2013	10.30 A.M.	Nil

(ii) Whether Special Resolution were put through postal ballot last year: Nil

(ii) Any special resolution proposed to be conducted through postal ballot this year: No

**3. Means of Communication:**

All important information relating to the Company, its financial performance, shareholding pattern, business, quarterly results, press releases are published in English Daily newspaper and in Marathi daily paper in the Mumbai edition. The financial results of the Company are also available on the website of the Company and BSE limited. A Management Discussion and Analysis Report is a part of the Company's Annual Report.

**4. General Shareholder Information:**

**(i) Annual General Meeting for the Financial Year 2015-16**

**Date :** September 30, 2016  
**Time :** 1.00 p.m.  
**Venue :** D-wing, Karma Sankalp,  
 Corner of 6th & 7th Road of Rajawadi,  
 Ghatkopar (East), Mumbai - 400077

**(ii) Financial Calendar 2016-17 (Tentative):**

**First Quarterly Results :** By August 15, 2016  
**Second Quarterly Results :** By November 15, 2016  
**Third Quarterly Results :** By February 15, 2017  
**Fourth Quarterly Results :** By May 30, 2017

**(iii) Date of Book Closure :** September 26, 2016 to September 30, 2016 (both days inclusive)

**(iv) Listing on Stock Exchanges:** BSE Limited, Mumbai

**(v) Stock Code**

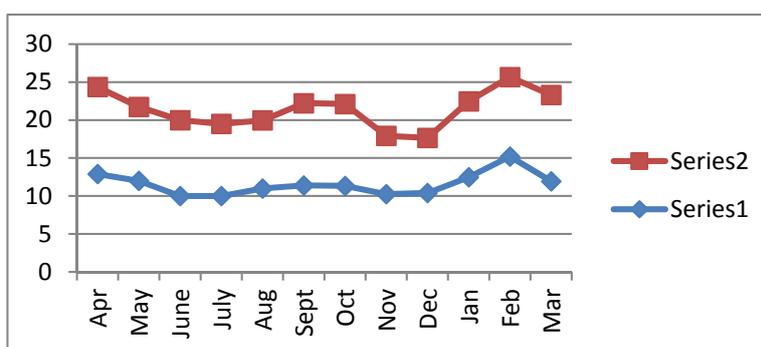
**Scrip ID :** VAGHANI  
**Scrip Code :** 531616  
**ISIN No. :** INE554H01021

**(vi) CIN :** L74999MH1994PLC187866

- (vii) **Stock Market Price Data:** Monthly High and Low at the BSE Limited for the financial year ended 31<sup>st</sup> March, 2016

Month	Quotation at BSE Ltd.	
	High(Rs.)	Low(Rs.)
April, 2015	12.90	11.46
May, 2015	12.00	9.74
June, 2015	10.00	10.00
July, 2015	10.00	9.50
August, 2015	11.00	8.97
September, 2015	11.40	10.83
October, 2015	11.34	10.78
November, 2015	10.25	7.68
December, 2015	10.40	7.25
January, 2016	12.48	10.00
February, 2016	15.20	10.47
March, 2016	11.95	11.36

- (viii) **Performance of the share price of the Company :**



Series 1: High Price, Series 2 : Low Price

**(ix) Registrar and Transfer Agent:**

The Company has engaged the services of M/s. Link Intime India Private Limited SEBI registered. Category- I Registrar as its Share Transfer Agent for both physical and demat segments of Equity Shares of the Company. Members are advised to approach M/s. Link Intime India Private Limited, the Registrar and Transfer Agent for processing the transfers, sub-division, consolidation, splitting of securities, demat and remat request directly.

- i. Name and Address: : Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compound,  
L B S Marg, Bhandup (West), Mumbai - 400 078  
Tel. (022) 25963838

**(x) Dematerialisation of Equity Shares:**

The Company has established required connectivity with National Securities Depository Limited and Central Depository Services (India) Limited and the same are available in electronic segment under ISIN - INE554H01021

**(xi) Outstanding GDRs/Warrants, Convertible Bonds, Conversion date and likely impact on equity:**

There is no GDR/ADR/Warrants or any convertible Instruments pertaining conversion or any other instrument likely to impact the equity share capital of the Company.

(xii) Distribution of Shareholding as on March 31, 2016:

Shareholders Range	Number of shareholders	% of total Shareholders	No. of Shares	% of total Shares
UPTO TO 500	756	60.92	1,50,283	2.88
501 TO 1000	346	27.89	2,39,510	4.59
1001 TO 2000	66	5.32	1,00,386	1.92
2001 TO 3000	30	2.42	78,669	1.51
3001 TO 4000	11	0.89	38,994	0.75
4001 TO 5000	6	0.48	28,338	0.54
5001 TO 10000	13	1.04	92,897	1.78
10001 TO ABOVE	13	1.04	44,90,923	86.03
<b>TOTAL</b>	<b>1241</b>	<b>100.00</b>	<b>52,20,000</b>	<b>100.00</b>

(xiii) Shareholding pattern on the basis of categories of shareholders as on 31<sup>st</sup> March, 2016 is as under:

Category of Shareholders	No of shares held	%
Promoters and Persons Acting in Concert	39,14,022	74.98
Banks, Financial institutions, Mutual Funds, Insurance companies	60	0.00
Private Corporate Bodies	22,281	0.43
Indian Public	12,76,957	24.46
Clearing Member / NRIs	6,680	0.13
<b>TOTAL</b>	<b>52,20,000</b>	<b>100.00</b>

(xiv) Plant Location : NIL

(xv) Address for Correspondence:

Name	Vaghani Techno - Build Limited
Address	D Wing, Karma Sankalp, Corner of 6 <sup>th</sup> and 7 <sup>th</sup> Road of Rajawadi, Ghatkopar (East), Mumbai - 400 077
Contact nos.	Tel. (022) 2501 8800
Email id	<a href="mailto:investor@vaghanitechnobuild.com">investor@vaghanitechnobuild.com</a>
Website	<a href="http://www.vaghanitechnobuild.com">www.vaghanitechnobuild.com</a>
Fax No	+912225018888

5. Other Disclosures:

- (I) There are no materially significant transactions with related parties viz., Promoters, Directors or the Management, their Subsidiaries or relatives etc., having potential conflict with Company's interest at large.
- (II) The Company has followed all relevant Accounting Standards and Indian GAAP as may be amended from time to time while preparing the financial statements.
- (III) There have been no instances of non-compliances by the Company on any matter related to Capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.
- (IV) During the year under review, exercise on Risk Management was carried out and reviewed periodically covering the entire spectrum of business operations of the Company. The Board has been informed about the risk assessment and minimization procedures through means of a

properly defined frame work. Business risk assessment, evaluation and its management is an opening process within the Company.

- (V) There was no pecuniary relationship or transactions of Non-executive Directors vis-à-vis the Company during the year under review. The Company has no stock option policy as part of remuneration package applicable for Whole-time Directors or its employees.
- (VI) Reconciliation of Share Capital Audit:  
A qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted Capital with NSDL and CDSL and total issued and listed capital of the Company as per books. The Secretarial Audit Report confirms that the total issued/ paid up capital is in accordance with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- (VII) The Company has no material Subsidiary
- (VIII) Web link for policy on dealing with related party transactions is :- [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com).
- (IX) Disclosure of commodity price risks and commodity hedging activities:- N.A.

#### 6. CODE OF CONDUCT:

The Company has complied with the Code of Conduct for Directors and Senior Management approved by the Board. The Code of Conduct is made available on the website of your company.

#### 7. CEO/CFO CERTIFICATION:

Ms. Grishma Savla, Director of the Company who is entrusted with the Finance functions also has issued necessary Certificate pursuant to the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and same is attached forms part of the Annual Report.

#### 8. MANAGEMENT DISCUSSION AND ANALYSIS:

Management discussion and analysis forms part of the Annual Report.

#### 9. Code of Insider Trading

The Company has adopted and implemented a Code of Conduct to SEBI (Prohibition of Insider Trading Regulations), 2015. The code lays down the guidelines, which include procedures to be followed and disclosures to be made by the insiders while dealing with the shares of the Company.

#### 10. Any Query on Annual Report:

Name	Manisha G. Kudtarkar
Contact nos.	Tel. (022) 2501 8800
Email id	<a href="mailto:investor@vaghanitechnobuild.com">investor@vaghanitechnobuild.com</a>

Place: Mumbai  
Date: 9<sup>th</sup> August, 2016

For and on behalf of the Board of Directors  
For Vaghani Techno - Build Limited

Sd/-  
Kantilal M Savla  
Chairman & Whole Time Director

## DECLARATION ON CODE OF CONDUCT

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all the Board members and Senior Management Personnel have complied with the Code of Conduct of the Company as adopted by the Company for the year ended 31<sup>st</sup> March, 2016.

For and on behalf of the Board of Directors  
For **Vaghani Techno - Build Limited**

Place: Mumbai  
Date: 9<sup>th</sup> August, 2016

Sd/-  
Kantilal M Savla  
Chairman & Whole Time Director

## CEO/CFO CERTIFICATE

To,  
The Board of Directors  
**Vaghani Techno - Build Limited**  
Mumbai

We, Mr. Kantilal Savla, Chairman and Whole Time Director and Ms. Grishma Savla, Director and Chief Financial Officer of the Company do hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii. 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.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee
  - i. Significant changes in internal control during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors  
For **Vaghani Techno - Build Limited**

Place: Mumbai  
Date: 9<sup>th</sup> August, 2016

Sd/-  
Kantilal M Savla  
Chairman &  
Whole Time Director

Sd/-  
Grishma Savla  
Director and CFO

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### A. INDUSTRY STRUCTURE AND DEVELOPMENTS :

As the economy of India is projected to grow with reasonable stride, each and every sector of the industry will be rising including TDR sector. As you are aware that the company is in activities pertaining Transfer Development Rights (TDR), it will also have, the enormous opportunities with the rising economy.

### B. OPPORTUNITIES AND THREATS :

TDR FSI market is highly volatile and its price are influenced by demand and supply cap. The Municipal Corporation of Greater Mumbai has published draft Development Control Regulation. 2034 Volume. The scope of utilization of TDR FSI is linked with Ready Reckoner price whereby price realization of TDR FSI will improve besides the scope of utilization of TDR FSI is proposed to be extended to Mumbai city which may add up to additional demand.

However, the Hon'ble High Court has directed M.C.G.M. for not to permit new development in M.C.G.M. limit due to solid waste management issue, whereby the utilization of TDR FSI has been prohibited until Hon'ble High Court issues new direction.

### C. SEGMENT WISE PERFORMANCE :

The Company has a single segment pertaining to Transfer Development Rights and it is taking all the necessary steps to increase its profit level.

### D. OUTLOOK

The initiatives are being taken by the Company for improving the quality standards and reduction of costs at appropriate level and every effort is being taken at all levels to tackle all the types of situations which will improve productivity and profitability.

### E. RISK & CONCERNS

The Company is in to TDR Trading where TDR FSI Prices are governed as per demand and supply of TDR FSI in the market as such it is highly volatile which can affect Company's performance.

### F. INTERNAL CONTROL SYSTEM AND PROCEDURE :

The Company has in place adequate internal control system and procedure commensurate with the Size and nature of business. These procedures are designed to ensure.

1. That all assets and resources are used efficiently and adequately protected
2. That all internal policies and statutory guidelines are complied with; and
3. That accuracy and timing of financial reports and management information is maintained.

### G. FINANCIAL AND OPERTAION PERFORMANCE :

The total income of the Company for the year under review was Rs. 755.04 Lacs as against Rs. 7.20 Lacs achieved during the previous year. Expenditure incurred during the year is Rs. 669.88 Lacs vis-à-vis Rs. 15.99 Lacs in the previous year and the Company's profit is Rs. 85.16 Lacs as against Loss of Rs. 28.26 Lacs in the previous year. EPS of the Company has increased from Rs.( 0.54) per share in the previous year to Rs. 1.63 per share in the current year.

#### i. TURNOVER :

The turnover of the Company for the Current year was Rs.755.04 lacs as compared to Nil turnover of the company for the previous year.

**ii. OPERATION PROFIT (PBIDT) & MARGIN :**

PBIDT of the Company for the year is Rs. 85.16 lacs as against loss of Rs. 8.79 in the previous year.

**iii. POWER & FUEL COST :**

Nil

**iv. EMPLOYEES COST:**

The Company is concerned with long term people issues and macro concerns about structure, quality, culture, values, commitment and matching resources to future need.

**v. INTEREST :**

Nil

**vi. PROFIT BEFORE TAX**

The Profit before tax for the current year is Rs. 85.16 Lacs as compared to the loss for the year 2015 of Rs. 8.79 Lacs.

**vii. INCOME TAX**

The effective income tax for the year 2015 was nil versus Rs. Rs. 16.22 in the current year 2016. Provision for current tax is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

**H. HUMAN RESOURCES/ INDUSTRIAL REALATIONS**

The Company has established team working of all employees at various levels in the company. The Company is managed under the guidance of its Executive Director Mr. Kantilal Savla who in turn is supported by the office staff and assistants.

**I. CAUTIONERY STATEMENT:**

Certain statements in this section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results which could be different from what the directors envisage in terms of the future performance and outlook.

For and on behalf of the Board of Directors  
For **Vaghani Techno - Build Limited**

Place: Mumbai

Date: 9<sup>th</sup> August, 2016

Sd/-  
**Kantilal M Savla**  
Chairman & Whole Time Director

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
**Vaghani Techno-Build Limited**

We have examined the compliance of conditions of Corporate Governance by **Vaghani Techno-Build Limited** ("the Company") for the year ended March 31, 2016, as stipulated in para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We 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.

Sd/-  
**Ankita Jasrapuria**  
**Practicing Company Secretaries**  
**ACS No.: 38477, C. P. No.: 14322**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2016**

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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

To,  
The Members  
Vaghani Techno-Build Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vaghani Techno-Build Limited** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The factories Act, 1948
- (vii) The Payment of Wages Act, 1936
- (viii) The Minimum Wages Act, 1948
- (ix) Employees Provident Fund and Misc. Provision Act, 1952
- (x) Employees State Insurance Act, 1948
- (xi) The Payment of Bonus Act, 1965
- (xii) The environment (Protection) Act, 1986

- (xiii) Electricity Act, 2003
- (xiv) Indian Stamp Act, 1999
- (xv) Income Tax Act, 1961 and Indirect Tax Law
- (xvi) Negotiable Instrument Act, 1881
- (xvii) Maternity Benefits Act, 1961
- (xviii) Payment of Gratuity Act, 1972
- (xix) The Apprentices Act, 1961
- (xx) Service Tax
- (xxi) Vat Act
- (xxii) Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
- (xxiii) Air (Prevention & Control of Pollution) Act 1981 and rules thereunder

The Company has not undertaken any of the activities during the audit period as envisaged in the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and hence are not relevant for the purpose of audit :-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Regulations entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the

minutes of the meetings of the Board of Directors or committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period none of the following events has taken place:

- I. Public/Rights/Preferential Issue of shares/Debentures/Sweat equity etc.
- II. Redemption/buy back of securities
- III. Major decision taken by the members in pursuance to section 180 of the Companies Act,
- IV. Merger/Amalgamation/Reconstruction, etc.
- V. Foreign Technical Collaborations.

**Sd/-**  
**Ankita Jasrapuria**  
**Practicing Company Secretaries**  
**ACS No.: 38477, C. P. No.: 14322**

**Place : Mumbai**  
**Date : 28<sup>th</sup> May, 2016**

## INDEPENDENT AUDITOR'S REPORT

### To the Members of VAGHANI TECHNO-BUILD LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of VAGHANI TECHNO-BUILD LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, 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 Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

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

## **Emphasis of matters**

We draw attention to Note No. 11.1 of the financials statement which states about "Advance Given to Suppliers" includes Rs. 65,00,000 which are outstanding since long but no provision for doubtful advances has been made in the accounts as the management is hopeful of recovery. Our opinion is not qualified in respect of this matter.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 19 (a) to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For and on behalf of**  
**M. L. Bhuwania & Co.**  
**Chartered Accountants**  
**Firm's Registration No. 101484W**

**Sd/-**  
**J. P. Bairagra**  
**Partner**  
**Membership No. 12839**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2016**

**Annexure- A referred to in paragraph titled as “Report on other Legal and Regulatory Requirements” of Auditor’s report to the members Vaghani Techno-Build Limited for the year ended 31st March 2016.**

On the basis of the records produced to us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- (i) The company does not have fixed assets. Accordingly clause 3 (i) of the Order is not applicable to the Company.
- (ii) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventories as compared to the book records were not material and have been properly dealt with in the books of account.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year. Accordingly, clause 3 (iii) of the Order is not applicable to the Company.
- (iv) The Company has not granted any loans, has not made investments, has not provided any guarantees and security to directors or to any other parties during the year. Accordingly, clause 3 (iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public. Accordingly, clause 3 (v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed maintenance of cost records for the company under sub section (1) of section 148 of the Companies Act, 2013. Accordingly, clause 3 (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Excise Duty, Customs Duty, Value Added Tax, Cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable were outstanding as at the last day of the financial year 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 of Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited on account of any dispute.

The disputed amounts that have not been deposited in respect of Income Tax is as under:

Name of Statute	Nature of Dues	Financial Year	Amount (Rs.)	Forum where dispute is pending
Income Tax Act,1961	Income Tax Dues	32,18,208	2009-10 & 2010-11	Income Tax Appellate Tribunal

- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not taken any loan or borrowing from banks, government, financial institutions and has not issued debentures during the year. Accordingly, clause 3 (viii) of the Order is not applicable to the Company.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and through term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable to the Company.

- (x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The company has not paid or provided for managerial remuneration during the year. Accordingly, clause 3 (xi) of the Order is not applicable to the Company.
- (xii) 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 Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) of the Order is not applicable to the Company.

**For and on behalf of**  
**M. L. BHUWANIA & CO.**  
**Chartered Accountants**  
**Firm Registration No. 101484W**

**Sd/-**  
**J. P. Bairagra**  
**Partner**  
**Membership No. 12839**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2016**

**Annexure- B referred to in paragraph titled as “Report on the Internal Financial Controls under clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013” (“the Act”)**

We have audited the internal financial controls over financial reporting of **Vaghani Techno-Build Limited** (“the Company”) as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

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

**For and on behalf of**  
**M. L. BHUWANIA & CO.**  
**Chartered Accountants**  
**Firm Registration No. 101484W**

**Sd/-**  
**J. P. Bairagra**  
**Partner**  
**Membership No. 12839**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2016**

**VAGHANI TECHNO-BUILD LIMITED**  
**BALANCE SHEET AS ON 31ST MARCH, 2016**

(Amount in Rupees)

Particulars	Note No.	AS AT 31st MARCH, 2016	AS AT 31st MARCH, 2015
<b>I EQUITY AND LIABILITIES</b>			
<b>1) Shareholder's Funds</b>			
(a) Share Capital	1	5,22,00,000	5,22,00,000
(b) Reserves & Surplus	2	2,09,03,643	1,23,87,050
<b>2) Current Liabilities</b>			
(a) Short Term Borrowings	3	-	1,65,01,866
(b) Trade Payables	4	25,61,270	5,25,586
(c) Other Current Liabilities	5	1,33,619	1,54,636
(d) Short - Term Provisions	6	33,19,331	16,96,494
<b>TOTAL</b>		<b>7,91,17,863</b>	<b>8,34,65,632</b>
<b>II ASSETS</b>			
<b>1) Non - Current Assets</b>			
(a) Long - Term Loans and Advances	7	41,13,343	28,92,255
<b>2) Current Assets</b>			
(a) Inventories	8	4,49,31,317	6,69,06,516
(b) Trade Receivables	9	2,22,10,000	-
(c) Cash & Bank Balances	10	4,37,349	8,83,241
(d) Short Term - Loans and Advances	11	74,25,854	1,27,83,620
<b>TOTAL</b>		<b>7,91,17,863</b>	<b>8,34,65,632</b>
<b>Contingent Liabilities and Commitments</b>	12		
<b>SIGNIFICANT ACCOUNTING POLICIES &amp; NOTES TO ACCOUNTS</b>	1-28		

The notes referred above form an integral part of the Balance Sheet.

As per our report attached of even date

**FOR M. L. BHUWANIA & CO.**  
**CHARTERED ACCOUNTANTS**  
Firm Registration Number : 101484W

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
J.P. BAIRAGRA  
PARTNER  
MEMBERSHIP NO.12839

Sd/-  
KANTILAL M. SAVLA  
CHAIRMAN &  
WHOLE-TIME DIRECTOR

Sd/-  
GRISHMA K. SAVLA  
CHIEF FINANCIAL  
OFFICER

PLACE : MUMBAI  
DATED : 30<sup>TH</sup> MAY, 2016

Sd/-  
MANISHA KUDTARKAR  
COMPANY SECRETARY

**VAGHANI TECHNO-BUILD LIMITED**

**Statement of Profit and Loss for the year ended 31st March , 2016**

(Amount in Rupees)				
	Particulars	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>I</b>	Revenue from Operations	13	7,52,94,575	-
	Other Income	14	2,10,097	7,20,002
	<b>Total Revenue</b>		<b>7,55,04,672</b>	<b>7,20,002</b>
	<b>Expenses</b>			
	Cost of Construction	15	9,40,447	6,69,06,516
	Purchases of Stock - in - Trade	16	4,21,49,579	-
	Changes in Inventories of Stock-in-Trade	17	2,19,75,199	(6,69,06,516)
<b>II</b>	Employee Benefits Expense	18	3,65,972	4,82,474
<b>III</b>	Finance Costs	19	-	32,188
<b>IV</b>	Other Expenses	20	15,56,882	10,85,090
	<b>Total Expenses</b>		<b>6,69,88,079</b>	<b>15,99,752</b>
	<b>Profit before tax</b>		<b>85,16,593</b>	<b>(8,79,750)</b>
	Less: Tax Expense			
	Current Tax		16,22,837	-
<b>V</b>	MAT Credit Entitlement		(16,22,837)	-
	Taxes for earlier year		-	19,46,494
	<b>Profit (Loss) for the period</b>		<b>85,16,593</b>	<b>(28,26,244)</b>
	<b>Basic &amp; Diluted Earning Per Share</b>	21	<b>1.63</b>	<b>(0.54)</b>
	<b>Face Value Per Share</b>		<b>10.00</b>	<b>10.00</b>
	<b>SIGNIFICANT ACCOUNTING POLICIES &amp; NOTES TO ACCOUNTS</b>	1-28		

The notes referred above form an integral part of the Statement of Profit and Loss.

As per our report attached of even date  
**FOR M. L. BHUWANIA & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration Number: 101484W**

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**J.P. BAIRAGRA**  
**PARTNER**  
**MEMBERSHIP NO.12839**

Sd/-  
**KANTILAL M. SAVLA**  
**CHAIRMAN &**  
**WHOLE-TIME DIRECTOR**

Sd/-  
**GRISHMA K. SAVLA**  
**CHIEF FINANCIAL**  
**OFFICER**

**PLACE : MUMBAI**  
**DATED : 30<sup>TH</sup> MAY, 2016**

Sd/-  
**MANISHA KUDTARKAR**  
**COMPANY SECRETARY**

**VAGHANI TECHNO-BUILD LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

		2015-2016	2014-2015
<b>A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before tax & Extraordinary Items	85,16,593	-8,79,750
	Adjustment for:		
	Interest Income	-1,94,631	-7,20,002
	Finance Cost	-	32,188
		<u>-1,94,631</u>	<u>-6,87,814</u>
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>83,21,962</b>	<b>-15,67,564</b>
	<b>ADJUSTMENTS FOR :</b>		
	Short Term Loans and Advances	-4,80,485	169
	Inventories	2,19,75,199	-19,06,516
	Trade Receivables	-2,22,10,000	-
	Trade Payables	20,35,684	2,17,775
	Other Current Liabilities	-21,017	1,49,032
		<u>12,99,381</u>	<u>-15,39,540</u>
	Cash Generated from Operations	96,21,343	-31,07,104
	Direct Taxes Paid (Net of Interest On Income Tax Refund)	-	-3,34,383
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>96,21,343</b>	<b>-34,41,487</b>
<b>B)</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Loan Received Back	62,40,000	5,40,427
	Interest Received	1,94,631	7,20,002
	<b>NET CASH FROM INVESTING ACTIVITY</b>	<b>64,34,631</b>	<b>12,60,429</b>
<b>C)</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Repayments of Borrowings	-1,65,01,866	17,09,987
	Interest Paid	-	-199
	<b>NET CASH USED IN FINANCING ACTIVITY</b>	<b>-1,65,01,866</b>	<b>17,09,788</b>
	<b>NET CHANGES IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>-4,45,892</b>	<b>-4,71,270</b>
	<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>8,83,241</b>	<b>13,54,511</b>
	<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>4,37,349</b>	<b>8,83,241</b>
		<u>-4,45,892</u>	<u>-4,71,270</u>

**Notes: Closing Balance of Cash & Cash Equivalents (Refer Note No. 10)**

1	<u>Cash and Cash Equivalents Includes:</u>		
	Cash in Hand	3,85,702	3,77,924
	<u>Balance with Schedules Banks in Current Account</u>	<u>51,647</u>	<u>5,05,317</u>
		<b>4,37,349</b>	<b>8,83,241</b>

2. Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

As per our report attached of even date  
**FOR M. L. BHUWANIA & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration Number : 101484W**

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**J.P. BAIRAGRA**  
**PARTNER**  
**MEMBERSHIP NO.12839**

Sd/-  
**KANTILAL M. SAVLA**  
**CHAIRMAN &**  
**WHOLE-TIME DIRECTOR**

Sd/-  
**GRISHMA K. SAVLA**  
**CHIEF FINANCIAL**  
**OFFICER**

**PLACE : MUMBAI**  
**DATED : 30<sup>TH</sup> MAY, 2016**

Sd/-  
**MANISHA KUDTARKAR**  
**COMPANY SECRETARY**

**VAGHANI TECHNO BUILD LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

**NOTES FORMING PART OF THE BALANCE SHEET**

**1 SHARE CAPITAL**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Authorized Share Capital</b>		
1,00,00,000 Equity shares, Rs. 10 /-par value (Previous Year : 1,00,00,000 Equity shares, Rs. 10 /- par value)	10,00,00,000	10,00,00,000
	<b>10,00,00,000</b>	<b>10,00,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>		
52,20,000 Equity shares, Rs. 10 /- par value (Previous Year : 52,20,000 Equity shares, Rs. 10 /-par value)	5,22,00,000	5,22,00,000
	<b>5,22,00,000</b>	<b>5,22,00,000</b>

**Note No 1.1 The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2016:**

Particulars	March 31, 2016		March 31, 2015	
	No of Share	Amount	No of Share	Amount
Number of shares at the beginning	52,20,000	5,22,00,000	52,20,000	5,22,00,000
Add: Shares issued during the year	-	-	-	-
Less : Shares Bought back (if any)	-	-	-	-
<b>Number of shares at the end</b>	<b>52,20,000</b>	<b>5,22,00,000</b>	<b>52,20,000</b>	<b>5,22,00,000</b>

**Note No 1.2 Terms/Rights attached to equity shares**

(A) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No 1.3 The details of shareholders holding more than 5% shares in the Company :**

Name of the Shareholders	No. of shares held	% held as at	No. of shares held	% held as at
		March 31, 2016		March 31, 2015
Govind J. Vaghani	15,95,985	30.57%	15,95,985	30.57%
Kantilal M. Savla	9,78,760	18.75%	9,78,760	18.75%
Gunvanti Popatlal Gala	4,89,380	9.38%	4,89,380	9.38%
Kartik Popatlal Gala	4,89,380	9.38%	4,89,380	9.38%

**2 RESERVES & SURPLUS**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Surplus</b>		
At the beginning of the year	1,23,87,050	1,52,13,294
Add: Net Profit/(Loss) after tax transferred from Statement of Profit & Loss	85,16,593	(28,26,244)
	<b>2,09,03,643</b>	<b>1,23,87,050</b>

**3 SHORT TERM BORROWINGS**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured Loans</b>		
<b>Loans and Advance from Related Parties</b>		
Loan from Directors	-	1,65,01,866
	-	<b>1,65,01,866</b>

**VAGHANI TECHNO BUILD LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS  
NOTES FORMING PART OF THE BALANCE SHEET**

**4 TRADE PAYABLES**

Particulars	As at	As at
	March 31, 2016	March 31, 2015
Sundry Creditors For TDR	20,98,980	-
Sundry Creditors For Expenses (Refer Note No. 4.1)	4,62,290	5,25,586
	<b>25,61,270</b>	<b>5,25,586</b>

Note No. 4.1

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act, have not been given.

**5 OTHER CURRENT LIABILITIES**

Particulars	As at	As at
	March 31, 2016	March 31, 2015
<u>Other Liabilities</u>		
Statutory Dues Payable	1,33,619	1,54,636
	<b>1,33,619</b>	<b>1,54,636</b>

**6 SHORT TERM PROVISIONS**

Particulars	As at	As at
	March 31, 2016	March 31, 2015
<u>Others</u>		
Provision for Taxation (Net of Advance Tax)	33,19,331	16,96,494
	<b>33,19,331</b>	<b>16,96,494</b>

**7 LONG TERM LOANS & ADVANCES**

Particulars	As at	As at
	March 31, 2016	March 31, 2015
<b>(Unsecured, Considered Good, unless specified otherwise)</b>		
<u>Other Loan and Advances</u>		
Advance Tax and Tax Deducted at Source	-	4,01,749
Minimum Alternative Tax Credit	41,13,343	24,90,506
	<b>41,13,343</b>	<b>28,92,255</b>

**8 INVENTORIES**

Particulars	As at	As at
	March 31, 2016	March 31, 2015
Work in Progress - TDR Projects	4,49,31,317	6,69,06,516
	<b>4,49,31,317</b>	<b>6,69,06,516</b>

**9 TRADE RECEIVABLES**

Particulars	As at	As at
	March 31, 2016	March 31, 2015
<b>(Unsecured, Considered Good, Unless Specified otherwise)</b>		
Outstanding for more than six months from the date they are due for payment	2,22,10,000	-
Others	-	-
	<b>2,22,10,000</b>	<b>-</b>

**VAGHANI TECHNO BUILD LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS  
NOTES FORMING PART OF THE BALANCE SHEET**

**10 CASH & BANK BALANCES**

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>Cash &amp; Cash Equivalents</b>		
<u>Balances With Banks</u>		
- In Current Account	51,647	5,05,317
Cash in Hand	3,85,702	3,77,924
	<b>4,37,349</b>	<b>8,83,241</b>

**11 SHORT TERM LOANS & ADVANCES**

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>(Unsecured, Considered Good, Unless Specified otherwise)</b>		
<u>Other Loans and Advances</u>		
Security Deposits	5,00,000	-
Advance Recoverable in Cash or Kind	-	19,515
Loan to Other Parties	-	62,40,000
Advance Given to Suppliers (Refer Note No. 11.1)	65,00,000	65,00,000
Advance Tax and Tax Deducted at Source (Net of Provision for Taxes)	4,25,854	24,105
	<b>74,25,854</b>	<b>1,27,83,620</b>

**Note No. 11.1**

Advance given to Suppliers include Rs. 65,00,000 (Previous year: 65,00,000) outstanding since long but no provision has been made as the Management is hopeful of recovery.

**12 CONTINGENT LIABILITIES**

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>Contingent Liabilities</b>		
Disputed Income Tax Liability	32,42,313	32,42,313
	<b>32,42,313</b>	<b>32,42,313</b>

**VAGHANI TECHNO-BUILD LIMITED**

**NOTES FORMING PART OF THE STATEMENT OF PROFIT AND LOSS**

<b>13 REVENUE FROM OPERATIONS</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Sale of Products (Refer Note No. 13.1)	7,52,94,575	-
	<b>7,52,94,575</b>	<b>-</b>
<b>Note No 13.1 Sale of Products</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Sale of Development Rights	7,52,94,575	-
	<b>7,52,94,575</b>	<b>-</b>
<b>14 OTHER INCOME</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Interest Income (Refer Note No 14.1)	1,94,631	7,20,002
Miscellaneous Income	15,466	-
	<b>2,10,097</b>	<b>7,20,002</b>
<b>Note No 14.1</b>		
<b>Break-up of Interest Income</b>	<b>2015-2016</b>	<b>2014-2015</b>
Interest on loan to Others	1,94,631	7,20,002
	<b>1,94,631</b>	<b>7,20,002</b>
<b>15 Cost of Construction</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Direct cost related to TDR Project	53,589	6,51,89,864
Allocated Indirect Cost (Refer Note No. 15.1)	8,86,858	17,16,652
	<b>9,40,447</b>	<b>6,69,06,516</b>
<b>Note No 15.1</b>		
Includes interest inventorised amounting to Rs. 8,86,858 (Previous year Rs. 17,16,652)		
<b>16 PURCHASES OF STOCK IN TRADE</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
<b>Stock in Trade</b>		
Traded goods (Refer Note No 16.1)	4,21,49,579	-
	<b>4,21,49,579</b>	<b>-</b>
<b>Note No 16.1 Traded goods</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Transfer of Development Rights	4,21,49,579	-
	<b>4,21,49,579</b>	<b>-</b>
<b>17 CHANGES IN INVENTORIES OF WORK IN PROGRESS</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
<b>Work in progress</b>		
Opening Stock of Work In Progress	6,69,06,516	-
Less: Closing Stock of Work in Progress	4,49,31,317	6,69,06,516
	<b>2,19,75,199</b>	<b>-6,69,06,516</b>
<b>18 EMPLOYEE BENEFIT EXPENSES</b>		
<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Salary, Wages & Bonus	3,65,972	4,82,474
	<b>3,65,972</b>	<b>4,82,474</b>

**VAGHANI TECHNO-BUILD LIMITED**

**NOTES FORMING PART OF THE STATEMENT OF PROFIT AND LOSS**

**19 FINANCE COSTS**

<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Interest Expenses (Refer Note No 19.1)	-	32,188
	-	32,188
<b>Note No 19.1: Break-up of Interest Expenses</b>		
Interest Paid to Bank	-	199
Interest paid on Income Tax	-	31,989
	-	<b>32,188</b>

**20 OTHER EXPENSES**

<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Auditors Remuneration (Refer Note No 20.1)	1,49,813	1,02,812
Legal and Professional Fees	4,18,169	5,32,698
Rate & Taxes	2,500	2,500
Miscellaneous Expenses	9,86,400	4,47,081
	<b>15,56,882</b>	<b>10,85,090</b>

**Note No 20.1: Auditors Remuneration**

	<b>2015-2016</b>	<b>2014-2015</b>
<b>As auditor :</b>		
Audit Fee (including limited review)	90,000	75,000
Tax Audit Fee	15,000	15,000
Service Tax	15,625	11,124
	<u>1,20,625</u>	<u>1,01,124</u>
<b>In other capacity :</b>		
Other Services	25,500	1,500
Service Tax	3,688	188
	<u>29,188</u>	<u>1,688</u>
	<b>1,49,813</b>	<b>1,02,812</b>

**21 BASIC & DILUTED EARNING PER SHARE**

<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
(A) Profit attributable to Equity Shareholders (Rs.)	<b>85,16,593</b>	<b>(28,26,244)</b>
(B) No. of Equity Share outstanding during the year.	52,20,000	52,20,000
(C) Face Value of each Equity Share (Rs.)	10	10
(D) Basic & Diluted Earning Per Share (Rs.)	<b>1.63</b>	<b>(0.54)</b>

**VAGHANI TECHNO-BUILD LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

**22 RELATED PARTY DISCLOSURES**

A. Names of related parties and description of relationship:

1. Key Management Personnel

Mr. Kantilal M. Savla (Chairman)

2. Entities where Key Management Personnel and their relatives have control or significant influence.

Integrated Spaces Ltd.

B. Transactions that have taken place during the year with related parties by the Company and outstanding at the end of the year

Name of Related Parties	Nature of Transaction	2015-2016	2014-2015
Mr. Kantilal M. Savla	Opening	1,65,01,866	1,47,91,879
	Loan Taken	2,37,48,172	28,29,987
	Loan Refund	4,02,50,038	11,20,000
	Loan outstanding at the year end	-	1,65,01,866
	Interest Paid	8,86,858	17,16,652

Integrated Spaces Limited	Sale of Rights to Generate TDR	3,00,00,000	-
	Trade Receivables outstanding at the year end	2,22,10,000	-

23 The Company is engaged in the Real Estate related business and accordingly there are no reportable segments.

24 In the opinion of the Board, Current Assets, Loan and Advances are of the value stated if realised in the ordinary course of business. The provision for all known and determined liabilities are adequate and not in excess of the amounts reasonable required.

25 Balances of the Trade Receivables, Trade Payables, Loans and Advances are subject to confirmation, reconciliation and consequent adjustment if any. However, in the opinion of the management such adjustments, if any, will not be material.

26 Others disclosure of Schedule III are not applicable to the company.

**27 Significant Accounting Policies**

**(A) Basis of Preparation of Financial Statement**

The financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on an accrual basis and comply in all material respects with the mandatory Accounting Standards notified under section 133 of the Companies Act, 2013 ("the Act"), read together with paragraph 7 of the Companies (Accounts) Rules 2014.

**(B) Inventories Valuation**

TDR Stock are valued at lower of cost and net realisable value. Cost is arrived at on the basis of specific identification method.

**(C) Revenue Recognition**

Income from sale of right to generate Transfer of Development Rights (TDR) is recognised when the project is handed over to the authority. In case of sale of such rights when the project is at work in progress stage, revenue is recognised on the date of such sale/transfer.

Sale of Transfer of Development Rights is recognised on entering into an agreement with the Purchaser of the Transfer of Development Rights.

**(D) Other Income**

Interest income is recorded on a time proportion basis taking in to account the amounts invested and the rate of interest.

**(E) Earning Per Share**

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares except where the results would be anti-dilutive. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential equity shares.

**(F) Taxation**

(i) Provision for Income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income- tax Act, 1961.

(ii) The deferred tax for timing differences between the book profits and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date. Deferred Tax Asset arising from timing differences are recognised to the extent there is a virtual certainty that this would be realised in future and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

**(G) Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

**(H) Provision & Contingent Liability**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

28 Previous year's figures have been regrouped/rearranged wherever necessary to confirm the current presentation as per the Schedule III.

As per our report attached of even date

**FOR M. L. BHUWANIA & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration Number : 101484W**

**Sd/-**  
**J.P. BAIRAGRA**  
**PARTNER**  
**MEMBERSHIP NO.12839**

**Sd/-**  
**KANTILAL M. SAVLA**  
**CHAIRMAN &**  
**WHOLE-TIME DIRECTOR**

**Sd/-**  
**GRISHMA K. SAVLA**  
**CHIEF FINANCIAL**  
**OFFICER**

**PLACE : MUMBAI**  
**DATED : 30<sup>TH</sup> MAY, 2016**

**Sd/-**  
**MANISHA KUDTARKAR**  
**COMPANY SECRETARY**

## PROXY FORM

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

### VAGHANI TECHNO-BUILD LIMITED

Reg. Off.: D Wing, Karma Sankalp, Corner of 6<sup>th</sup> & 7<sup>th</sup> Road of Rajawadi, Ghatkopar (E), Mumbai 400 077

Telephone No. (022) 25018800

Email ID: investor@vaghanitechnobuild.com

CIN: L74999MH1994PLC187866

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	

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

- Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_ Address: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_ Address: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_ Address: \_\_\_\_\_  
Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual general meeting of the company, to be held on the 30<sup>th</sup> day of September, 2016 At 01.00 P.M. at D Wing, Karma Sankalp, Corner of 6<sup>th</sup> & 7<sup>th</sup> Road of Rajawadi , Ghatkopar (E), Mumbai 400 077 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### RESOLUTIONS:

S. No.	Particulars
	<b>ORDINARY BUSINESS</b>
1	Adoption of Financial statements for the year ended March 31, 2016 and the Directors' and Auditors' Reports thereon.
2	Re-appointment of Ms. Grishma Savla as Director, who retires by rotation.
3	Appointment of M/s M. L. Bhuwania & Co., Chartered Accountants as Auditors and fixing their remuneration.
	<b>SPECIAL BUSINESS</b>
4	Appointment of Mr. Kantilal Savla as Whole Time Director
5	Authorization for Borrowing money in excess of limit u/s 180(1)(c) of Companies Act, 2013
6	Providing security u/s 180(1)(a) of the Companies Act, 2013
7	Increase in limits for providing loans, guarantee, security and making investment under Section 186 of the Companies Act, 2013

Signed this \_\_\_\_ day of \_\_\_\_\_, 2016

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

#### Note:

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

- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**VAGHANI TECHNO-BUILD LIMITED**

Reg. Off.: D Wing, Karma Sankalp, Corner of 6<sup>th</sup> & 7<sup>th</sup> Road of Rajawadi, Ghatkopar (E), Mumbai 400 077

Telephone No. (022) 25018800

Email ID: investor@vaghanitechnobuild.com

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CIN: L74999MH1994PLC187866

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

**NAME AND ADDRESS OF THE SHAREHOLDER:**

I hereby record my presence at the Twenty Second Annual General Meeting of the Company held on Friday, the 30<sup>th</sup> September, 2016 at 01.00 p.m. at D Wing, Karma Sankalp, Corner of 6<sup>th</sup> & 7<sup>th</sup> Road of Rajawadi, Ghatkopar (E), Mumbai 400 077.

Note:

1. *Only Member/Proxyholder can attend the Meeting.*
2. *Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.*

\_\_\_\_\_  
Signature of Shareholder/Proxy

Route Map to the Venue:





Speed Post / Courier

To,

If undelivered please return to:  
Link Intime India Pvt Ltd  
Unit: Vaghani Techno-Build Limited  
C-13, Pannalal Silk Mills Compound,  
L B S Marg, Bhandup (West),  
Mumbai - 400 078  
Tel.: (022) 25963838