

# V. B. Industries Limited



**29<sup>TH</sup> ANNUAL REPORT  
2015-2016**



# V. B. INDUSTRIES LIMITED

## BOARD OF DIRECTORS

Vikash Kothari	Managing Director
Sandip Ray	Independent Director
Raj Kumar Sharma	Independent Director
Susmita Kundu	Independent Director

## COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Payal Bafna, ACS

Corporate Identification No.  
L51909WB1982PLC035222

## REGISTERED OFFICE

9, Old China Bazar Street  
Room No. 85, 5th Floor  
Kolkata -700 001

29<sup>TH</sup>  
**ANNUAL REPORT**  
2015 - 2016

## BANKERS

Kotak Mahindra Bank Ltd.  
Punjab National Bank

## AUDITORS

M/s. M. Jhunjunwala & Associates  
Chartered Accountants

## REGISTRAR & SHARE TRANSFER AGENT

ABS Consultants Private Limited  
99, Stephen House  
4, B.B.D. Bag (East)  
Kolkata-700 002

## ANNUAL GENERAL MEETING

Date : 21<sup>st</sup> September, 2016  
Time : 11.30 A.M.  
Venue : 9, Old China Bazar Street  
Room No. 85, 5th Floor  
Kolkata -700 001

## C O N T E N T S

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*Members are requested to bring their copy of Annual Report at the time of Meeting*

**NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of M/s. **V. B. INDUSTRIES LIMITED** will be held on Wednesday, the 21<sup>st</sup> day of September, 2016 at 11.30 A.M. at its Registered Office of the Company at 9, Old China Bazar Street, Room No. 85, 5<sup>th</sup> Floor, Kolkata -700 001 to transact the following businesses as:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2016.
2. To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee, M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (Firm Registration No. 317159E), who have offered themselves for appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting up to the conclusion of Annual General Meeting to be held in year 2021, (subject to ratification by the members at every subsequent AGM), in place of M/s. M. Jhunjhunwala & Associates, Chartered Accountants, who have expressed their unwillingness to continue, at a remuneration as may be mutually agreed upon by the Board of Directors of the Company and Auditors, in addition to the reimbursement of Service Tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the Financial Year ending March 31, 2017.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**SPECIAL BUSINESS :****INSERTION OF NEW OBJECT CLAUSE AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

3. To consider and, if thought fit, to assent / dissent the following resolution as a Special Resolution:

“**RESOLVED THAT** Pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, as may be required, the following new Clause No. 88 of Clause B of Memorandum of Association of the Company be and is hereby inserted after Clause No. 87.”

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF NEW OBJECTS:**

88. To provide the necessary infrastructure to harvest and develop forest resources based, to

promote forest resources based Industries, to arrange marketing of timber and other forest resources on the mainland and abroad, to plant, grow, cultivate, produce, and raise plantations of various forest species of proven utility and other agricultural, plantation, horticultural crops, medicinal and aromatic plants and to buy, sell, export, import, process, distribute, or otherwise deal with all kinds of forest crops, natural products agricultural, plantation and horticultural crops, medicinal and aromatic plants, to carry on the business of planters, cultivators, producers, sellers and dealers in timber, processed or not and such other products of every description and to manufacture, dispose of sell and deal in products of natural forest and forest plantations, agricultural, plantation and horticultural crops and medicinal and aromatic plants, to establish, administer, own and run industries for manufacturing forest products, agricultural, plantation and horticultural products, medicinal and aromatic plants, to conduct and contract for training and research connected with the integrated development of forest resources of the islands and cultivation as well as processing of agricultural, plantation and horticultural crops, medicinal and aromatic plants, to maintain and improve Wild Life and other Natural Resources, to provide Insurance of producers or their primary produce.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider and, if thought fit, to assent / dissent the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, approval of the members be and is hereby accorded to keep the Register of Members, Index of Members and other such Registers as may be required to be maintained under Section 88 of the Companies Act, 2013, be kept at the office of the Registrar and Transfer Agent (RTA) of the Company viz. ABS Consultants Private Limited, Unit: V. B. Industries Limited, 99, Stephen House, 6<sup>th</sup> Floor, 4, B.B.D. Bag (East), Kolkata-700 001 or with such other RTA, as appointed from time to time and at such other office or place within Kolkata or Mumbai, where such RTA may shift or exist, from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**Notes :**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company’s Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. The Register of Member and the Share Transfer Books of the Company will remain closed from 15<sup>th</sup> September 2016 to 21<sup>st</sup> September 2016 (both days inclusive).
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this Annual General Meeting.
7. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail id [vbindustries1@gmail.com](mailto:vbindustries1@gmail.com) for quick and prompt redressal of their grievances.
8. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
9. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by appropriate authorities at the Annual General Meeting.
10. Members desirous of getting any information about the Accounts / Reports of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
11. Members are requested to intimate change in their address immediately to M/s ABS Consultants Private Limited, the Company's Registrar and Share Transfer Agents, at their office at 99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002.
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s ABS Consultants Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
13. The Securities and Exchange Board of India (SEBI) has made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
- b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.



- c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
  15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
  16. Copies of Annual Report 2016 are being sent by electronic mode only to all the members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2016 are being sent by the permitted mode.
  17. The Notice for the 29<sup>th</sup> AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all those members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
  18. Members may also note that the Notice of the 29<sup>th</sup> AGM and the Annual Report for 2015-2016 will also be available on the Company's website [www.vbindustriestd.in](http://www.vbindustriestd.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : [vbindustries1@gmail.com](mailto:vbindustries1@gmail.com)
  19. A route map showing directions to reach the venue of the 29<sup>th</sup> Annual General Meeting is given at the end of the Report.
  20. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
  21. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 14, 2016.
  22. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against)

and send it to Ms. Gayatri Phatak, Scrutinizer, C/o ABS Consultants Private Limited, Unit: V. B. Industries Limited, 99, Stephen House, 6<sup>th</sup> Floor, 4, B.B.D. Bag (East), Kolkata-700 001, Tel. No: +91 33-2220 1043, Fax No : +91 33- 2243 0153, E-mail : [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net) so as to reach him on or before September 19, 2016 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.

23. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of “remote e-voting” (e-voting from place other than venue of the AGM) to exercise their votes at the 29<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
24. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 29<sup>th</sup> AGM. The Members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
25. The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer’s Report shall be available on the Company’s website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.
26. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
27. The details for voting electronically are as under -
  - a) Date and time of commencement of voting through electronic means: **Saturday, September 17, 2016 at 9.00 a. m.**
  - b) Date and time of end of voting through electronic means beyond which voting will not be allowed : **Tuesday, September 20, 2016 at 5.00 p. m.**
  - c) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 14, 2016**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
  - d) Details of Website: [www.evotingindia.com](http://www.evotingindia.com)
  - e) **Details of Scrutinizer:** Gayatri Phatak, Practising Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: [gayatribhideandco@gmail.com](mailto:gayatribhideandco@gmail.com)
  - f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.
28. **The instructions for Members for e-voting are as under:**



Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- i Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- ii Click on “Shareholders” tab
- iii Now, select the Voting Sequence No. as mentioned in the Attendance Slip along with “V. B. INDUSTRIES LIMITED” from the drop down menu and click on “SUBMIT”.
- iv Now Enter your User ID (as mentioned in the Attendance Slip)
  - 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 please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes.
- viii After entering these details appropriately, click on “SUBMIT” tab.
- ix Members holding shares in physical form will then directly reach to 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 in **Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for V. B. INDUSTRIES 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 the 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 changed 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 For Non – Individual Shareholders and Custodians :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### Statement pursuant to Section 102 of the Companies Act 2013

#### ITEM NO. 3

The Company, as per provision of Section 13 of Companies Act, 2013 (“the Act”) and its Rules thereunder, shall not except with the consent of Members by Special Resolution alter the provisions of its Memorandum of Association.

Further, Incidental or Ancillary Objects Clause of Memorandum of Association of the Company does not allow company to carry the business in agricultural products or segment and thus it is necessary to make addition of proposed new clause no. 88 to empower company to enter into / carry the business in agricultural segment.

Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution as set out in Item No. 3 for the approval by the members as Special Resolution.

#### ITEM NO. 4

As required under the provisions of Section 94 of the Companies Act, 2013 read along with the

Companies (Management and Administration) Rules, 2013, there under certain documents such as the Register of Members, Index thereof and certain other registers, certificates, documents etc. as provided under Section 88 of the Companies Act, 2013 are required to be kept at the registered office of the Company. However, these documents can be kept at any other place in India, in which more than one-tenth of the total number of members resides, with the approval of the members by way of Special Resolution.

Currently, the Register/Index of Members etc. is being maintained at the office of its Registrar and Share Transfer Agents (RTA) ABS Consultants Private Limited ('ABS') having its office at 99, Stephen House, 6<sup>th</sup> Floor, 4, B.B.D. Bag (East), Kolkata-700 001.

It is therefore proposed to change the place of keeping / maintaining the aforesaid Registers from the office of ABS to the office of said Registrar and Transfer Agent.

Further, the Company may decide in future, to change its RTA and in that case the Company is being empowered to change the place of keeping / maintaining the aforesaid Registers and other documents into the office of such new Registrar and Transfer Agent as appointed from time to time.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, West Bengal, Kolkata, as required under the said Section 94(1) of the Companies Act, 2013 and Rule 15 of The Companies (Management and Administration) Rules, 2013.

Accordingly, the Board of Directors recommend passing of the Special Resolutions as set out in this Notice at Item No. 4.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, inimically or otherwise in aforesaid resolution.

Kolkata, May 30, 2016

By order of the Board  
For **V. B. INDUSTRIES LIMITED**

**Registered Office :**

9, Old China Bazar Street  
5<sup>th</sup> Floor, Room No. 85, Kolkata-700 001

**Payal Bafna**  
Company Secretary

**ADDENDUM TO NOTICE**

Addendum to Notice dated 30<sup>th</sup> May, 2016 convening 29<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 21<sup>st</sup> September, 2016 at 11.30 A.M. at 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001.

Attention of the members is invited to the Notice of 29<sup>th</sup> Annual General Meeting of the members of the Company dated 30<sup>th</sup> May, 2016 already sent to all the Shareholders. Notice is further given that the following item of business shall be included in the aforesaid notice as a new Item No. 5 under Special Business:

**SPECIAL BUSINESS:****INSERTION OF NEW OBJECT CLAUSE AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY****5. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:**

“**RESOLVED THAT** Pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, as may be required, the following new Clause No. 89 to 94 of Clause B of Memorandum of Association of the Company be and is hereby inserted after Clause No. 88.”

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF NEW OBJECTS:**

89. To carry on the business of manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of automotive components, electrical components, spare parts, products, equipment for all types of two-wheeler, passenger cars, light motor vehicles, multi-utility vehicles, heavy motor vehicles, All Terrain Vehicles (ATVs) and all other types of automobiles.
90. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all kinds of equipment, machinery apparatus, tools, assemblies, spares, components, jigs, dies, utensils, commodities for manufacturing all types of automotive components and equipment.
91. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of electrical components for home appliance products.
92. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of telecommunication components.
93. To carry on the business of research and development, design, provision of technical assistance and licenses, consulting and otherwise of manufacturing systems including production control and quality control and improvement of production lines relating to above objects.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****ITEM NO. 5**

The Company, as per provision of Section 13 of Companies Act, 2013 (“the Act”) and its Rules thereunder, shall not except with the consent of Members by Special Resolution alter the provisions of its Memorandum of Association.

Further, Incidental or Ancillary Objects Clause of Memorandum of Association of the Company does not allow company to carry the business in electrical business or segment and thus it is necessary to make addition of proposed new clause no. 89 to 94 to empower company to enter into / carry the business in agricultural segment.

Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution as set out in Item No. 5 for the approval by the members as Special Resolution.

Kolkata, September 2, 2016

By order of the Board  
For **V. B. INDUSTRIES LIMITED**

**Registered Office :**

9, Old China Bazar Street  
5<sup>th</sup> Floor, Room No. 85, Kolkata-700 001

**Payal Bafna**  
Company Secretary

**NOTE**

Members of the Company are requested to read and follow the Notes provided in the Notice to AGM dated 30<sup>th</sup> May 2016 and the details and instructions for e-voting provided in serial no. 27 and 28 of said AGM Notice .

## DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the 29<sup>th</sup> Annual Report of your Company together with the Audited Statements of Accounts for the financial year ended March 31, 2016.

₹ in Lac

Financial Results	Year Ended 31.03.2016	Year Ended 31.03.2015
Gross Revenue from Operations	14501.43	2372.56
Profit before Tax & Extraordinary Items	44.06	20.86
Less : Tax Expenses (including Deferred Tax)	13.88	6.62
Profit after Tax	30.18	14.24
Less : Income Tax for Earlier Years	0.07	-
Profit available for Appropriation	30.11	14.24
Add : Profit Carried Forward from Previous Year	38.11	23.87
Balance carried forward to Next Year	68.22	38.11

### OVERVIEW OF ECONOMY

The Economy of India is the seventh-largest in the world by nominal GDP and the third-largest by purchasing power parity (PPP). The country is classified as a newly industrialized country, one of the G-20 major economies, a member of BRICS and a developing economy with an average growth rate of approximately 7% over the last two decades.

The long-term growth prospective of the Indian economy is positive due to its young population, corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. The Indian economy has the potential to become the world's 3rd-largest economy by the next decade, and one of the largest economies by mid-century. And the outlook for short-term growth is also good as according to the IMF, the Indian economy is the "bright spot" in the global landscape. India also topped the World Bank's growth outlook for 2015-16 for the first time with the economy having grown 7.6% in 2015-16 and expected to grow 8.0%+ in 2016-17.

### FINANCIAL PERFORMANCE & OUTLOOK

The Company is mainly into the business of Finance and Investments and is investing its funds into the Securities Market, both in listed and un-listed shares. In addition, the Company has also started trading in textile segment in current financial year, mainly the trading activities in yarn.

In term of financial performance, gross revenue from operations stood at ₹ 14501.43 lac compared to ₹ 2372.56 lac in the previous year. The operating Profit before Tax stood at ₹ 44.06 lac as against ₹ 20.86 lac in the previous year. The Net Profit for the year stood at ₹ 30.18 lac against previous years' Net Profit of ₹ 14.24 lac.

Your Company is optimistic of continues to grow as the time progresses.

### DIVIDEND AND RESERVES

Due to inadequate profit and looking to the future challenges as well as to conserve resources, Directors have decided not to recommend any dividend for the year under review.

During the year under review, no amount from Profit was transferred to General Reserve.



**SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2016 was ₹ 13.10795 Crore. During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

**FINANCE AND ACCOUNTS**

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31<sup>st</sup> March 2016.

The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

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

**SUBSIDIARY COMPANY**

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

**RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, 2015. Transactions during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted and thus disclosure in form AOC-2 in term of Section 134 of Companies Act, 2013 is not required. Further, there are no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

**MANAGEMENT DISCUSSION & ANALYSIS**

As required by Regulation 34 of SEBI LODR Regulations, 2015, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

**MANAGEMENT**

There is no Change in Management of the Company during the year under review.

**DIRECTORS**

During the year Mr. Ram Prakash Chowdhary has resigned from the Board w.e.f. 28<sup>th</sup> April 2015. Further, Mr. Johar Pal Singh, an Independent Director has resigned from the Board w.e.f. 8<sup>th</sup> May 2015.

Apart from the above, there is no change in the composition of Board of Directors of the Company.

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

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

### INDEPENDENT DIRECTORS

As per provisions of Section 149 of the Companies Act, 2013 independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per requirements of Regulation 25 of SEBI LODR Regulations, 2015, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

### DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Ram Prakash Chowdhary	Chairman	-	28 <sup>th</sup> April 2015
2.	Johar Pal Singh	Independent Director	-	8 <sup>th</sup> May 2015

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

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

### MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year and date of the report.

### DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- that in the preparation of the Annual Accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;

3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **BUSINESS RISK MANAGEMENT**

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

However the Company is not required to constitute Risk Management Committee under SEBI LODR Regulations, 2015.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. [www.vbindustriesltd.in](http://www.vbindustriesltd.in)

### **INFORMATION TECHNOLOGY**

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

### **RESEARCH & DEVELOPMENT**

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

### **AUDITORS**

#### **Statutory Auditors**

Existing Auditors M/s M. Jhunjhunwala & Associates, Chartered Accountants, Kolkata who are retiring in ensuring Annual General Meeting have expressed their un-willingness to re-appoint themselves as Auditors of the Company

In place of existing Auditors, the Audit Committee recommended M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (Firm Registration No. 317159E) for appointment and to audit the accounts of the Company from the conclusion of the 29<sup>th</sup> Annual General Meeting up to the conclusion of the 34<sup>th</sup> consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 from M/s. B. S. Kedia & Co.; that they are eligible for appointment as auditors, and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949, or the rules and regulations made there-under.

The proposed appointment is as per the term and within the limits laid down by or under the authority of the Companies Act, 2013 and that there are no proceedings pending against them or any of their partners with respect to professional conduct.

#### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Madan Mohan Kothari, Company Secretaries in Practice (C. P. No. 8734) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed elsewhere in this Annual Report.

#### **Internal Auditors**

The Company has appointed M/s Mahato Prabir & Associates, Chartered Accountant Firm, Kolkata (FRN - 325966E) to undertake the Internal Audit of the Company.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed elsewhere in this Annual Report.

#### **PARTICULARS OF EMPLOYEES**

The Company wishes to place on record their appreciation to the contribution made by the employee of the Company during the period.

During the year under review there were no employees who were in receipt of the remuneration beyond the limits prescribed under Rule 5 (2) of Companies (Appointment and Remuneration) Rules, 2014 and therefore no disclosures need to be made under the said section.

#### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

#### **PARTICULARS UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013**

Since the Company is into the business of Financing, into the Investment activities in Shares and Securities and into the business of trading in textile products; the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

**PUBLIC DEPOSITS**

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 73 of the Companies Act 2013 and the rules there under.

**REPORT ON CORPORATE GOVERNANCE**

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 2013 and the SEBI LODR Regulations, 2015. Pursuant to Regulation 27 of the SEBI LODR Regulations, 2015, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

**CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

**APPRECIATION**

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Kolkata, May 30, 2016

By order of the Board  
For **V. B. INDUSTRIES LIMITED**

**Registered Office :**

9, Old China Bazar Street  
5<sup>th</sup> Floor, Room No. 85, Kolkata-700 001

**VIKASH KOTHARI**  
(DIN : 06823998)  
**MANAGING DIRECTOR**

## MANAGEMENT DISCUSSION & ANALYSIS

### MACRO ECONOMIC ENVIRONMENT

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17.

The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

### BUSINESS SEGMENT

The Company is operating into the business of Finance and Investments and into the Textile Segment wherein the Company is into the business of trading of Yarn in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

### OPPORTUNITIES

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities.

The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for Micro and Small Enterprises, issuing guideline to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by both government and private sector, India is undoubtedly one of the world's most vibrant capital markets.

In regard to textile segment, India is the second largest producer of textiles and garments in the world. The Indian textiles and apparel industry is expected to grow to a size of US\$ 223 billion by 2021, according to a report by Technopak Advisors. This industry accounts for almost 24% of the world's spindle capacity and 8% of global rotor capacity. Abundant availability of raw materials such as cotton, wool, silk and jute as well as skilled workforce have made the country a sourcing hub

### THREATS & CONCERNS

The IT systems of financial institutions are expanding. But that doesn't mean there is enough safety. Cybercrime is something that we should all look out for. As cybercrime made headlines in 2015, it is important that these institutions advance their security and infrastructure.

In regard to the Regulatory scrutiny, financial institutions will have to deal with the risk compliance issues by investing heavily in it. They also have to ensure proper risk monitoring.

In regard to the Textile Segment, due to over specialization in cotton, the bulk of the international market is missed out, synthetic products in India are expensive and fabric required for items like swimsuit, sky-wear and industrial apparel is relatively unavailable. Spinning sector lacks modernization and there is a



need of introducing new technology. High power costs and long export lead times are also the cause of concern as it is eroding India's export competitiveness across the textile chain. Productivity levels for manufacturing various apparel items are far lower in India in comparison with its competitors, which is also a cause of concern for this industry.

**HUMAN RESOURCES**

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2015-16, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

**COMPLIANCE**

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Kolkata, May 30, 2016

By order of the Board  
For **V. B. INDUSTRIES LIMITED**

**Registered Office :**

9, Old China Bazar Street  
5<sup>th</sup> Floor, Room No. 85, Kolkata-700 001

**VIKASH KOTHARI**  
(DIN : 06823998)  
**MANAGING DIRECTOR**

## SECRETARIAL AUDIT REPORT FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2016

[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]

The Members,  
M/s. V. B. Industries Limited

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

Based on our verification of M/s. V. B. Industries Limited'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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment;
5. 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, 2013;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable, since there is no delisting of equity shares during the financial year)
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not relevant / applicable, since there is no delisting of equity shares during the financial year)
6. Other laws applicable specifically to the company namely:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - b) Reserve Bank of India Act, 1934 and the rules made there under to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder;
  - c) Provident Fund Act 1952;
  - d) The West Bengal Shops and Establishments Act, 1963.
  - e) The Listing Agreements entered into by the Company with BSE Limited (BSE) and Calcutta Stock Exchange Association Ltd. (CSE).
  - f) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (with effect from December 1, 2015).

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction etc.
- e) Foreign technical collaborations.

Place : Kolkata  
Date : May 30, 2016

**Madan Mohan Kothari**  
Practicing Company Secretary  
C. P. No. 8734

**ANNEXURE A TO THE SECRETARIAL AUDIT REPORT**

The Members,  
M/s. V. B. Industries Limited  
Kolkata

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : May 30, 2016

**Madan Mohan Kothari**  
Practicing Company Secretary  
C. P. No. 8734

## EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2016  
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

### FORM NO. MGT – 9

I. Registration & Other Details	
CIN	L51909WB1982PLC035222
Registration Date	27/08/1982
Name of the Company	V. B. Industries Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	9, Old China Bazar Street, 5 <sup>th</sup> Floor, Room No. 85, Kolkata-700 019 Tel : +91 33 2242 7270 Email : vbindustries1@gmail.com Website : www.vbindustriesltd.in
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	ABS Consultants Private Limited 99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002 Tel : +91 33 2243 0153 / 2220 1043

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:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
Financing Activities & Trading / Investment in Shares & Securities	66110	27.54%
Trading in Yarn & Textile Products	46411	72.46%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	117500	-	117500	0.90	117500	-	117500	0.90	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-

c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / Fis	-	-	-	-	-	-	-	-	-
f) Any Other .....	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1)</b>	<b>117500</b>	<b>-</b>	<b>117500</b>	<b>0.90</b>	<b>117500</b>	<b>-</b>	<b>117500</b>	<b>0.90</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / Fis	-	-	-	-	-	-	-	-	-
e) Any Other .....	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2)</b>									
<b>Total Shareholding of Promoters (A1) + (A2)</b>	<b>117500</b>	<b>-</b>	<b>117500</b>	<b>0.90</b>	<b>117500</b>	<b>-</b>	<b>117500</b>	<b>0.90</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total B(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i. Indians	3340658	5000	3345658	25.52	3340658	5000	3345658	25.52	-
ii. Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i. Individual Shareholders holding nominal share capital up to ₹ 2 lakh	2920908	247490	3168398	24.17	2920908	247490	3168398	24.17	-
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	6341394	100000	6441394	49.14	6341394	100000	6441394	49.14	-
<b>c) Others (Specify)</b>									
i. Clearing Members	-	-	-	-	-	-	-	-	-
ii. Trust	-	35000	35000	0.27	-	35000	35000	0.27	-
<b>Sub Total B(2)</b>	<b>12602960</b>	<b>387490</b>	<b>12990450</b>	<b>99.10</b>	<b>12602960</b>	<b>387490</b>	<b>12990450</b>	<b>99.10</b>	<b>-</b>
<b>Total Public Shareholding B = B(1) + B(2)</b>	<b>12602960</b>	<b>387490</b>	<b>12990450</b>	<b>99.10</b>	<b>12602960</b>	<b>387490</b>	<b>12990450</b>	<b>99.10</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>12720460</b>	<b>387490</b>	<b>13107950</b>	<b>100.00</b>	<b>12720460</b>	<b>387490</b>	<b>13107950</b>	<b>100.00</b>	<b>-</b>



ii) Shareholding of Promoters							
Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Raj Kumar Sharma	77,500	0.59	Nil	77,500	0.59	Nil	-
Ram Prakash Chowdhary	40,000	0.31	Nil	40,000	0.31	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)						
Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	117500	0.90	117500	0.90	Not Applicable	
At the end of the Year	117500	0.90	117500	0.90		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)					
For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase/ decrease in Shareholding	Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
Vinahast Dealcom Pvt. Ltd.	Nil	0.00%	Refer Note 1 below	7,88,590	6.02%
Smruti Sushilkumar Shinde	5,00,000	3.81%	Not Any	5,00,000	3.81%
Outstripe Suppliers Pvt. Ltd.	Nil	0.00%	Refer Note 1 below	4,92,731	3.76%
Ekaparnik Vintrade Pvt. Ltd.	Nil	0.00%	Refer Note 1 below	4,42,716	3.38%
Om Prakash Bukrediwala	Nil	0.00%	Refer Note 1 below	4,21,116	3.21%
Ebrahim N Mithiborwala	3,00,000	2.29%	Not Any	3,00,000	2.29%
Onceover Dealtrade Pvt. Ltd.	Nil	0.00%	Refer Note 1 below	2,80,093	2.14%
Hiten Haridas Sachdev	Nil	0.00%	Refer Note 1 below	2,20,000	1.68%
Indrawati Commosales Pvt. Ltd.	Nil	0.00%	Refer Note 1 below	2,01,650	1.54%
Headfirst Vintrade Pvt. Ltd.	Nil	0.00%	Refer Note 1 below	1,82,244	1.39%

#### Note 1

The Equity Shares of the Company are frequently traded on BSE and the Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories. Due to these reasons the Company is unable to provide details of date wise change in Shareholding of top 10 shareholders during the current financial year.

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Ram Prakash Chowdhary, Director</b>				
At the beginning of the year .....	40,000	0.31%	40,000	0.31%
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	Not Any			
<b>Raj Kumar Sharma, Director</b>				
At the beginning of the year .....	77,500	0.59%	77,500	0.59%
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	Not Any			

#### V. INDEBTEDNESS

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

	Secured Loans Excluding deposits ₹ in Crore	Unsecured Loans ₹ in Crore	Deposits ₹ in Crore	Total Indebtedness ₹ in Crore
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
• Addition				
• Reduction				
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
Sr. No.	Particulars of Remuneration	Vikash Kothari (MD)	Payal Bafna (CS)	Jagannath Pandit (CFO)
1.	Gross Salary	₹ 4,00,000	₹ 3,33,750	₹ 1,80,000
2.	Value of Perquisites	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty			No Instance		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			No Instance		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty			No Instance		
Punishment					
Compounding					

## ANNEXURE TO THE DIRECTORS' REPORT

### CORPORATE GOVERNANCE

Pursuant to Regulation 34 of SEBI LODR Regulations, 2015 (hereinafter referred as “**Listing Regulations**”) along with other requirements as specified in Schedule V of these regulations, Compliance with the requirements of Corporate Governance is set out below.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders.

#### The goal is achieved through –

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Proper business conduct by the Board, Senior Management and Employees.

### GOVERNANCE STRUCTURE

The Corporate Governance Structure at M/s. V. B. Industries Ltd. is as under :-

1. **Board of Directors** : The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board** : The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

### BOARD OF DIRECTORS

#### Size & Composition of Directors

The Board has four members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board. The Chairman of the Board is an Executive Director.

Details of Composition of Board, category of the Directors and their other details are given below :-

Name	Category of Director	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairmanship in other Listed Cos.	No. of Directorship in other Listed Cos.
Vikash Kothari*	Managing Director	06823998	10 <sup>th</sup> March 2014	Nil	Nil	Nil
Raj Kumar Sharma	Independent Director	02114170	18 <sup>th</sup> March 2010	1	1	1
Sandip Ray	Independent Director	02495503	18 <sup>th</sup> March 2010	Nil	Nil	Nil
Susmita Kundu	Independent Director	07101257	14 <sup>th</sup> March 2015	2	1	3

\*Chairman of the Board

#### Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than M/s. V. B. Industries Limited.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. No Directors are related with each other.
5. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

#### Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

#### Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as per requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

#### Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant.

Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

### Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

### Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

### Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

### Details of Board Meetings

The Board of Directors met 15 times on 4<sup>th</sup> April, 17<sup>th</sup> April, 28<sup>th</sup> April, 2<sup>nd</sup> May, 8<sup>th</sup> May, 14<sup>th</sup> May, 29<sup>th</sup> May, 19<sup>th</sup> June, 1<sup>st</sup> August, 8<sup>th</sup> August, 14<sup>th</sup> August, 9<sup>th</sup> November and 6<sup>th</sup> December in year 2015 and on 11<sup>th</sup> February and 28<sup>th</sup> March in the year 2016 during the financial year 2015-2016.

Attendance of Board of Directors at the Board Meetings and at the last Annual General Meeting :

Name	Designation	Attendance at the AGM	Meetings Attended
Vikash Kothari*	Managing Director	Yes	15
Sandip Ray	Independent Director	Yes	15
Raj Kumar Sharma	Independent Director	Yes	15
Susmita Kundu	Independent Director	Yes	15

\*Chairman of the Board

### AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

### TERMS OF REFERENCE

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors,

recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

#### **FUNCTIONS OF AUDIT COMMITTEE**

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2016.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site [www.vbindustriesltd.in](http://www.vbindustriesltd.in) and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

#### **INTERNAL CONTROLS AND GOVERNANCE PROCESSES**

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

#### **CONSTITUTION AND MEETINGS OF AUDIT COMMITTEE**

The Audit Committee was re-constituted in the meeting of Board of Directors of the Company held on 2<sup>nd</sup> May, 2015 wherein Mr. Vikash Kothari was appointed as Committee Member in place of Mr. Ram Prakash Chowdhary.

The members of Audit Committee met 5 times on 4<sup>th</sup> April, 28<sup>th</sup> May, 14<sup>th</sup> August and 9<sup>th</sup> November in year 2015 and on 11<sup>th</sup> February in the year 2016 during the financial year 2015-2016.



Name	Number of Meetings Held	Meetings Attended
Vikash Kothari	5	5
Raj Kumar Sharma	5	5
Sandip Ray*	5	5

\*Chairman of the Committee

### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-executives, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

#### Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

### POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

#### Criteria of selection of Non Executive Directors

- The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
  - a. Qualification, expertise and experience of the Directors in their respective fields;
  - b. Personal, Professional or business standing;
  - c. Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### **Remuneration**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **CEO & Managing Director – Criteria for selection / appointment**

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### **Remuneration for the CEO & Managing Director**

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

#### **Constitution and Meetings of Nomination & Remuneration Committee**

Nomination & Remuneration Committee was re-constituted in the meeting of Board of Directors held on 2<sup>nd</sup> May 2015 and again re-constituted in the meeting of Board of Directors held on 11th Feb 2016 wherein Mrs. Susmita Kundu was appointed as Committee Member in place of Mr. Vikash Kothari.

The members of Nomination & Remuneration Committee met 3 times on 28<sup>th</sup> May and 9<sup>th</sup> November in year 2015 and on 11<sup>th</sup> February in the year 2016 during the financial year 2015-2016.

Name	Number of Meetings Held	Meetings Attended
Vikash Kothari\$	2	2
Raj Kumar Sharma	3	3
Sandip Ray*	3	3
Susmita Kundu\$	1	1

\*Chairman of Committee; Appointed and resigned w.e.f. 11<sup>th</sup> February 2016

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

#### Terms of Reference

The Board has clearly defined the terms of reference for this committee, which generally meets once a month. The Committee looks into the matters of Shareholders / Investors grievances along with other matters listed below:

- approval of transfer of shares/debentures and issue of duplicate/split/consolidation/sub-division of share/ debenture certificates;
- opening/modification of operation and closing of bank accounts;
- grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions; to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding shares;
- to change the signatories for availment of various facility from Banks/Financial Institutions;
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, ABS Consultants Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders' Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

#### Compliance Officer

The Company has appointed Ms. Payal Bafna, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

#### Composition of Committee and Meetings attended

The Stakeholders' Relationship Committee was re-constituted in the meeting of Board of Directors held

on 2<sup>nd</sup> May, 2015 wherein Mr. Vikash Kothari was appointed as Committee Member in place of Mr. Ram Prakash Chowdhary.

During the year, 6 meetings of the Stakeholders' Relationship Committee were held on 4<sup>th</sup> April, 5<sup>th</sup> August, 9<sup>th</sup> November, 20<sup>th</sup> November and 30<sup>th</sup> December in year 2015 and on 17<sup>th</sup> March in the year 2016 during the financial year 2015-2016.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Sandip Ray*	Chairman	Independent, Non-Executive	6
Mr. Raj Kumar Sharma	Member	Independent, Non-Executive	6
Mr. Vikash Kothari	Member	Non-Independent, Executive	5
Mr. Ram Prakash Chowshary	Member	Promoter, Executive	1

\*Chairman of Committee

### Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any compliant from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(9) of Listing Regulations, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email id [vbindustries1@gmail.com](mailto:vbindustries1@gmail.com) to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

### Independent Directors' Meeting

During the year under review, the Independent Directors met on March 28, 2016, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the 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.

All the Independent Directors were present at the Meeting.

### GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings :

Annual General Meeting	Date & Time	Venue
28 <sup>th</sup> Annual General Meeting	28 <sup>th</sup> September 2015, 11.00 AM	9, Old China Bazar Street, Room No. 85, 5 <sup>th</sup> Floor, Kolkata -700 001
27 <sup>th</sup> Annual General Meeting	30 <sup>th</sup> September 2014, 11.00 AM	9, Old China Bazar Street, Room No. 85, 5 <sup>th</sup> Floor, Kolkata -700 001
26 <sup>th</sup> Annual General Meeting	28 <sup>th</sup> September 2013, 1.30 PM	2, Ganesh Chandra Avenue, 2 <sup>nd</sup> Floor, Kolkata-700 013

**Special Resolution passed at last three Annual General Meetings:**

Company has passed following Special Resolution in pursuance of the prevailing Laws, Rules, Regulations, Guidelines, Standards, etc. in the 28th Annual General Meetings -

- Adoption of new set of Articles of Association of the Company as per Section 14 of the Companies Act, 2013

Apart from the above, no special resolution has been passed in remaining two out of last three Annual General Meeting.

**Passing of Resolution by Postal Ballot:**

No Special Resolution has passed through Postal Ballot Rules during last three years.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

**Extra-Ordinary General Meeting**

No Extra-Ordinary General Meeting was held during the financial year ended 31<sup>st</sup> March 2016.

**BOARD DISCLOSURES****COMPLIANCE WITH GOVERNANCE FRAMEWORK**

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

**STRICTURES AND PENALTIES**

No strictures or penalties have been imposed on the Company by any of the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any Statutory Authority on any matters related to capital markets during the last three years.

**DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

**RISK MANAGEMENT**

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

**SEBI / STOCK EXCHANGE COMPLIANCE**

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations (effective from 1<sup>st</sup> December 2015). Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

**DISCLOSURES**

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) **Reconciliation of Share Capital** : As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**CODE OF BUSINESS CONDUCT & ETHICS**

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

**CONFLICT OF INTEREST**

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. [www.vbindustriesltd.in](http://www.vbindustriesltd.in).

**COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS**

- The unaudited quarterly / half yearly / yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations. The aforesaid financial results are being provided to Stock Exchanges where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter published in leading English and Bengali daily newspapers. The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs by way of intimation to all Exchanges, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- The Annual Report of the Company, the quarterly / half yearly and the annual results and the press releases (if any) of the Company are also placed on the Company's website: [www.vbindustriesltd.in](http://www.vbindustriesltd.in).
- In compliance with Listing Regulations, quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE are filed electronically on BSE's on-line portal. Filing with CSE is done via emailing the same from its official email Id. The Company has complied with filing submissions through BSE's BSE Online Portal.
- A separate dedicated section under 'Investor Info' on the Company's website gives information on unclaimed dividends (if any), quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

**NON-MANDATORY REQUIREMENTS**

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

**GENERAL SHAREHOLDER INFORMATION**

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

**SHAREHOLDERS' INFORMATION****a. Next Annual General Meeting**

The information regarding 29<sup>th</sup> Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2016 is as follows :-

Day & Date : Wednesday, 21<sup>st</sup> September 2016

Time : 11.30 A.M.

Venue : 9, Old China Bazar Street, Room No. 85, 5<sup>th</sup> Floor, Kolkata -700 001

**b. Financial Calendar : 1<sup>st</sup> April to 31<sup>st</sup> March.****c. Future Calendar for next financial year :-**

Subject Matter	Tentative Dates
Financial Reporting of 1 <sup>st</sup> Quarter ended on 30 <sup>th</sup> June 2016	Mid of August, 2016
Financial Reporting of 2 <sup>nd</sup> Quarter ended on 30 <sup>th</sup> September 2016	Mid of November, 2016
Financial Reporting of 3 <sup>rd</sup> Quarter ended on 31 <sup>st</sup> December 2016	Mid of February 2017
Financial Reporting of 4 <sup>th</sup> Quarter ended on 31 <sup>st</sup> March 2017	During May 2017
Date of Annual General Meeting	During September 2017

**d. Date of Book Closure : 15<sup>th</sup> Sept. 2016 to 21<sup>st</sup> Sept. 2016. (Both days inclusive)**



- e. **Dividend Payment** : No Dividend has been recommended for the year.
- f. **Dividend History** : The Company has not paid any Dividend during last 10 years.
- g. **Unclaimed Dividend / Share Certificates**

The unclaimed Dividend for a period of seven years is compulsorily deposited in Investor Education and Protection Fund (IEPF) Account in accordance with Section 205C of the Companies Act, 1956 administered by Central Government which cannot be claimed by the Shareholders / Investors. The details of unclaimed dividend are posted on the website of the Company.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2016:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	Not Any	Not Any	Nil	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the Close of Financial Year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

- h. **Listing of Shares** : BSE and CSE
- i. **Listing Fees** : Annual Listing Fees to both CSE & BSE for Financial year 2016-2017 have been paid.
- j. **Stock Code & ISIN Code** : 539123 on BSE, 10025057 on CSE  
: INE334E01017 on CDSL & NSDL
- k. **Market Price Data** :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2015	-	-	-	29094.61	26897.54
May 2015	152.78	62.49	2,332	28071.16	26423.99
June 2015	262.10	160.40	2,70,200	27968.75	26307.07
July 2015	307.00	258.00	5,46,753	28578.33	27416.39
August 2015	307.10	302.00	7,90,897	28417.59	25298.42
September 2015	354.50	300.00	3,82,124	26471.82	24833.54
October 2015	376.20	348.00	6,12,803	27618.14	26168.71
November 2015	376.40	371.00	3,23,776	26824.30	25451.42
December 2015	376.10	374.00	4,31,390	26256.42	24867.73
January 2016	376.20	374.00	4,16,380	26197.27	23839.76
February 2016	376.00	374.80	2,12,636	25002.32	22494.61
March 2016	376.10	374.40	4,30,360	25479.62	23133.18

1. **Registrar & Share Transfer Agent :**

M/s. ABS Consultants Private Limited has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

**M/s. ABS Consultants Private Limited**

99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002

Phone – 033-22430153 / 033-22201043, Fax 033-22430153, E-Mail: absconsultant@vsnl.net

**m. Share Transfer Systems**

The Share transfer is processed by the Registrar & Share Transfer Agent, ABS Consultants Private Limited and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

**n. Distribution of Shareholding as on 31<sup>st</sup> March 2016**

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-500	184	27.30	19997	0.15
501-1000	10	1.48	7480	0.06
1001-2000	14	2.08	22750	0.17
2001-3000	37	5.49	99205	0.76
3001-4000	35	5.19	133935	1.02
4001-5000	78	11.57	381807	2.91
5001-10000	113	16.77	1044164	7.97
10001-50000	156	23.15	3817655	29.12
50001-100000	22	3.26	1636739	12.49
100001 & above	25	3.71	5944218	45.35
<b>Total....</b>	<b>674</b>	<b>100.00</b>	<b>13107950</b>	<b>100.00</b>

**o. Shareholding Pattern as on 31<sup>st</sup> March 2016**

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	117500	0.90
Indian Bank / Mutual Funds	0	0
NRI/OCBS	0	0
Private Corporate Bodies	3345658	25.52
Indian Public	9609792	73.31
Trust	35000	0.27
<b>Total .....</b>	<b>13107950</b>	<b>100.00</b>

**p. Top 10 Shareholders as on March 31, 2016 other than Promoter/ Promoter Group**

Sl. No.	Name of Shareholder	No. of Shares held	% of total shares
1.	Vinahast Dealcom Private Limited	7,88,590	6.02%
2.	Smruti Sushilkumar Shinde	5,00,000	3.81%
3.	Outstripe Suppliers Private Limited	4,92,731	3.76%
4.	Ekaparnik Vintrade Private Limited	4,42,716	3.38%
5.	Om Prakash Bukrediwala	4,21,116	3.21%
6.	Ebrahim N Mithiborwala	3,00,000	2.29%
7.	Onceover Dealtrade Private Limited	2,80,093	2.14%
8.	Hiten Haridas Sachdev	2,20,000	1.68%
9.	Indrawati Commosales Private Limited	2,01,650	1.54%
10.	Headfirst Vintrade Private Limited	1,82,244	1.39%

**q. Dematerialization of Shares & Liquidity**

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialise their shares with either of the Depositories.

**Procedures for dematerialization / rematerialization of Equity Shares:-**

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

The Shares of Company are traded on BSE Limited and Calcutta Stock Exchange Ltd. 97.04% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31<sup>st</sup> March 2016.

**r. Nomination**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

**s. Requirement of PAN Card in case of Transfer of Shares in Physical Form**

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

**t. For the Attention of Shareholders holding shares in electronic form**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

**u. Details on use of Public Funds Obtained in the last three years :**

No Fund has been raised during last three financial years.

**v. Investors Correspondence**

Compliance Officer	RTA	Correspondence Office
Ms. Payal Bafna Company Secretary & Compliance Officer Tel : +91 33-2242 7270 Email : <a href="mailto:vbindustries1@gmail.com">vbindustries1@gmail.com</a>	ABS Consultants Private Limited 99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002 Tel : +91 33 2243 0153 2220 1043	9, Old China Bazar Street, 5 <sup>th</sup> Floor, Room No. 85, Kolkata-700 019 Tel : +91 33 2242 7270 Email : <a href="mailto:vbindustries1@gmail.com">vbindustries1@gmail.com</a> Website : <a href="http://www.vbindustriesltd.in">www.vbindustriesltd.in</a>

**w. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :**

Not Any.

**x. Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

**y. Registered Office**

9, Old China Bazar Street,

Room No. 85, 5<sup>th</sup> Floor, Kolkata -700 001

Tel : +91 33 2242 7270; Email : [vbindustries1@gmail.com](mailto:vbindustries1@gmail.com);

URL : [www.vbindustriesltd.in](http://www.vbindustriesltd.in)

**CEO / CFO CERTIFICATION**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/s. V. B. Industries Limited (“the Company”) to the best of our knowledge and belief 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 statements 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 for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such 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 over financial reporting 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) instances of significant fraud of which we 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 **V. B. INDUSTRIES LIMITED**

S/d-

**Vikash Kothari**

**Managing Director**

Kolkata, 30<sup>th</sup> May 2016

For **V. B. INDUSTRIES LIMITED**

S/d-

**Jagannath Pandit**

**Chief Financial Officer**

Kolkata, 30<sup>th</sup> May 2016

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**ANNUAL CERTIFICATE UNDER REGULATION 26 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. V. B. Industries Limited Code of Business Conduct and Ethics for the year ended March 31, 2016.

For **V. B. INDUSTRIES LIMITED**

S/d-

**Vikash Kothari**

**Managing Director**

(DIN : 06823998)

Kolkata, 30<sup>th</sup> May 2016

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To The Members of

**M/s. V. B. INDUSTRIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by **M/s. V. B. Industries Ltd.** (The Company), for the year ended March 31, 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and 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 SEBI Listing Regulations, 2015.

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

For **M. Jhunjunwala & Associates**

Chartered Accountants

Firm Registration No. 328750E

Place : Kolkata

Date : May 30, 2016

**Mohit Jhunjunwala**

Proprietor

Membership No. 300180

## INDEPENDENT AUDITORS' REPORT

To The Members of  
M/s. V. B. Industries Limited

### Report on the Financial Statements

1. We have audited the accompanying financial statements of M/s. V. B. Industries Limited (the Company) which comprises the Balance Sheet as at 31st March 2016, the Statements of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

2. The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentations 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 the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. 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 auditors' 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 Directors, as well as evaluating the overall presentation of the financial statements.
7. 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**

8. 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 March 31, 2016 and its profit and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

- a. Inventories include shares of some quoted companies worth Rs. 2991.86 Lacs which are not held in the name of the company. This is in contravention to section 187 of the Companies Act, 2013.
- b. Income from Interest on Loan could not be measured and completeness of Interest income accrued as per revenue recognition Accounting Standard - 9 could not be assessed as management was unable to provide the interest income calculation at the time of audit according to loans/ advances made during the current financial on the prorata basis.

**Emphasis of Matter**

- a. Confirmation of balances of Loans and Advances are not available for verification.

**Report on other Legal and Regulatory Requirements**

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in the agreement with the books of accounts;
- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 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<sup>st</sup> March 2016 taken on records by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2016 from being appointed as a director in terms of Section 164(2) of the Companies Act 2013;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (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 knowledge and according the explanations given to us, none of the clauses are applicable to the Company.

For **M. Jhunjhunwala & Associates**

Chartered Accountants

Firm Registration No. 328750E

Place : Kolkata

Date : May 30, 2016

**Mohit Jhunjhunwala**

Proprietor

Membership No. 300180

**ANNEXURE A TO INDEPENDENT AUDITORS' REPORT**

**Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of M/s. V. B. Industries Limited on the standalone financial statements for the year ended March 31, 2016**

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

1. We have audited the internal financial controls over financial reporting of M/s. V. B. Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

2. 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 Act.

**Auditors' Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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**

6. 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 –

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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
- c) 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**

7. 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**

8. 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 March 31, 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 **M. Jhunjunwala & Associates**

Chartered Accountants

Firm Registration No. 328750E

Place : Kolkata

Date : May 30, 2016

**Mohit Jhunjunwala**

Proprietor

Membership No. 300180

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of M/s. V. B. Industries Limited on the standalone financial statements for the year ended March 31, 2016 -

**1) In respect of its Fixed Assets:**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;

**2) In respect of Inventory:**

- a) The management has conducted physical verification of inventory at reasonable intervals during the year.
  - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
  - d) According the information and explanation given by the management, it is to report that inventories valuing to Rs. 2991.86 Lac held by the Company, is not in the name of Company and Shares are yet to be transferred in the name of Company.
- 3) The Company has not granted any loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence clauses (b) & (c) are not applicable.
  - 4) The Company has not granted loans or made investment or given any guarantee or security as covered in the provisions of section 185 and 186 of the Companies Act, 2013 therefore, Clause (IV) of the order is not applicable to the company.
  - 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
  - 6) The requirement of maintaining Cost Records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the company.
  - 7)
    - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
    - b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
    - c) According to the information and explanations given to us, the dues outstanding of income tax, sales-tax, service tax, duty of customs, duty of excise or value added tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statue	Nature of Dues	Disputed Amount	Financial Year for which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	4,78,780	2013-14	Income Tax Appellate Tribunal

- d) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- 8) The Company has not taken loan from any financial institution or bank therefore, Clause (VIII) of the order is not applicable to the company.
- 9) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.
- 10) Based on the Audit procedures performed for the purpose of reporting the true and fair view of financial statements and according to the information and explanations provided to us, we report that no material fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.
- 11) According to the information and explanations given to us, the managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V of the Act.
- 12) In our opinion, the Company is not a nidhi company. Therefore the provisions of Clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- 13) According to the information and explanations given to us, transactions with related parties are in compliances with section 177 and 188 of the Act where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, and on overall examination of Balance Sheet, the Company has not made any Preferential Allotment or private placement of Shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) are not applicable to the Company, and not commented upon.
- 15) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him.
- 16) According to the information and explanations given to us, we report that the Company is not required to be registered itself under section 45-IA of the Reserve Bank of India Act, 1934.

For **M. Jhunjunwala & Associates**

Chartered Accountants

Firm Registration No. 328750E

Place : Kolkata

Date : May 30, 2016

**Mohit Jhunjunwala**

Proprietor

Membership No. 300180

## Balance Sheet as at 31st March 2016

PARTICULARS	Note No.	31.03.2016 ₹	31.03.2015 ₹
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	2.1	131,079,500	131,079,500
Reserves and Surplus	2.2	865,138,813	862,127,127
		<b>996,218,313</b>	<b>993,206,627</b>
<b>NON-CURRENT LIABILITIES</b>			
Defferred Tax Liability		42,223	22,703
<b>CURRENT LIABILITIES</b>			
Trade Payables	2.3	343,953,661	-
Other Current Liabilities	2.4	1,242,098	994,000
Short-Term Provisions	2.5	1,368,050	639,400
		<b>346,563,809</b>	<b>1,633,400</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,342,824,344</b>	<b>994,862,730</b>
<b>ASSETS</b>			
<b>NON- CURRENT ASSETS</b>			
Fixed Assets (Tangible)	2.6	84,452	126,673
Other Non- Current Assets	2.7	418,230	503,368
		<b>502,682</b>	<b>630,041</b>
<b>CURRENT ASSETS</b>			
Trade Receivable	2.8	288,802,101	-
Inventories	2.9	299,186,600	661,319,600
Cash and Bank Balances	2.10	1,273,575	861,928
Short-term loans and advances	2.11	753,059,386	332,051,161
		<b>1,342,321,662</b>	<b>994,232,689</b>
<b>TOTAL</b>		<b>1,342,824,344</b>	<b>994,862,730</b>

Significant Accounting Policies

1

As per our Report of even date

For **M. Jhunjhunwala & Associates**

Chartered Accountants

FRN. 328750E

**Mohit Jhunjhunwala**

Proprietor

M. No : 300180

Place : Kolkata

Date : 30th May 2016

For and on behalf of the Board

**Vikash Kothari**

Managing Director

DIN: 06823998

**Jagannath Pandit**

CFO

**Raj Kr. Sharma**

Director

DIN: 02114170

**Payal Bafna**

Company Secretary

### Statement of Profit & Loss for the Year Ended 31st March, 2016

PARTICULARS	Note No.	31.03.2016 ₹	31.03.2015 ₹
<b>INCOME</b>			
Revenue from Operations	2.12	1,438,975,001	233,365,000
Other Income	2.13	11,168,335	3,891,273
<b>TOTAL INCOME</b>		<b>1,450,143,336</b>	<b>237,256,273</b>
<b>EXPENSES</b>			
Change of Stock-in-Trade	2.14	1,442,679,661	233,365,000
Employee Benefit Expenses	2.15	1,350,750	879,001
Other Expenses	2.16	1,579,144	778,063
Depreciation & Amortisation Expenses	2.17	127,359	148,465
<b>TOTAL EXPENSES</b>		<b>1,445,736,914</b>	<b>235,170,529</b>
<b>PROFIT BEFORE TAXATION</b>		<b>4,406,422</b>	<b>2,085,744</b>
<b>Tax Expense</b>	2.18		
Current Tax		1,368,050	639,400
Deferred Tax		19,520	22,703
Income Tax for Earlier Year		7,166	-
<b>NET PROFIT FOR THE YEAR</b>		<b>3,011,686</b>	<b>1,423,641</b>
<b>Earnings per Equity Share:</b>	2.17		
Basic and Diluted (Face Value of ₹ 10/- each, Previous Year ₹ 10/- each)		0.23	0.11

#### As per our Report of even date

**For M. Jhunjunwala & Associates**  
Chartered Accountants  
FRN. 328750E

**For and on behalf of the Board**

**Mohit Jhunjunwala**  
Proprietor  
M. No : 300180

**Vikash Kothari**  
Managing Director  
DIN: 06823998

**Raj Kr. Sharma**  
Director  
DIN: 02114170

Place : Kolkata  
Date : 30th May 2016

**Jagannath Pandit**  
CFO

**Payal Bafna**  
Company Secretary



## Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2016

(In ₹)

PARTICULARS	31.03.2016	31.03.2015
<b>A. Cash Flow from Operating Activities</b>		
<i>Net Profit before Tax and Extraordinary Items</i>	4,406,422	2,085,744
<i>Adjustments for</i>		
Interest Received	(11,168,335)	(3,891,273)
Depreciation	42,221	63,327
Deferred Revenue Expenditure w/off	77,400	77,400
Preliminary Expenses w/off	7,738	7,738
<b>Operating profit before working capital changes</b>	<b>(6,634,554)</b>	<b>(1,657,064)</b>
<i>Adjustments for Working Capital Changes</i>		
Decrease / (Increase) Loan & Advances	(421,008,225)	(220,106,520)
Decrease / (Increase) Trade Receivables	(288,802,101)	-
Decrease / (Increase) in Inventories	362,133,000	(661,319,600)
(Decrease) / Increase in Other Current Liabilities and Provisions	344,930,409	290,763
<b>Cash Generated from operations</b>	<b>(2,746,918)</b>	<b>(882,792,421)</b>
<b>Income tax earlier year</b>	<b>(7,166)</b>	<b>-</b>
Income Tax Liability for the year	(1,368,050)	(639,400)
<b>Net Cash From Operating Activities</b>	<b>(4,122,134)</b>	<b>(883,431,821)</b>
<b>B. Cash Flow From Investing Activities</b>		
Net Purchase of Fixed Assets	-	-
Net (Purchase) / Sale of Investments	-	879,409,600
<b>Net Cash from Investing Activities</b>	<b>-</b>	<b>879,409,600</b>
<b>C. Cash Flow From Financing Activities</b>		
Interest Income / (Expense)	11,168,335	3,891,273
Extraordinary Items	-	-
<b>Net Cash used in Financing Activities</b>	<b>11,168,335</b>	<b>3,891,273</b>
<i>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</i>	<b>411,647</b>	<b>(130,948)</b>
<i>Opening Balance of Cash &amp; Cash Equivalents</i>	861,928	992,876
<i>Closing Balance of Cash &amp; Cash Equivalents</i>	<b>1,273,575</b>	<b>861,928</b>

**As per our Report of even date****For M. Jhunjunwala & Associates**

Chartered Accountants

FRN. 328750E

**For and on behalf of the Board****Mohit Jhunjunwala**

Proprietor

M. No : 300180

**Vikash Kothari**

Managing Director

DIN: 06823998

**Raj Kr. Sharma**

Director

DIN: 02114170

Place : Kolkata

Date : 30th May 2016

**Jagannath Pandit**

CFO

**Payal Bafna**

Company Secretary

**SIGNIFICANT ACCOUNT POLICIES AND NOTES TO ACCOUNTS****A. CORPORATE INFORMATION AND REGISTERED OFFICE**

M/s. V. B. Industries Limited is engaged in the business of Finance & Investments and is carrying the business of trading / investment in shares & securities, both quoted and un-quoted, providing financial assistance to Individuals and Corporates and also into the business of trading of Yarn, forming part of textile business.

The Registered Office of the Company is situated at 9, Old China Bazar Street, Room No. 85, 5<sup>th</sup> Floor, Kolkata -700 001

**B. SIGNIFICANT ACCOUNTING POLICIES:****a. Basis of Preparation**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI) to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

**b. General**

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

**c. Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the required amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual amounts and the estimates are recognised in the period in which the results are known / materialised.

**d. Cash Flow Statement**

As required by Accounting Standard-3 “Cash Flow Statement” issued by “The Institute of Chartered Accountants of India” the Cash Flow for the period is reported using indirect method. The Cash and Cash Equivalent of the Company comprises of Cash in hand and Current account with Scheduled Banks.

**e. Fixed Assets**

All assets held with the intention of being used for the purpose of providing services and not for sale in the normal course of business are recognized as Fixed Assets and are stated at cost less accumulated depreciation after considering lease adjustment account. All costs including finance cost attributable to fixed assets till assets are ready for intended use are capitalized.

**f. Depreciation**

Depreciation is provided to the extent of depreciable amount on written Down Value (WDV) at the rates and method prescribed in the Schedule II of the Companies Act, 2013 and manner at written down value Method Rates and on pro rata basis for the additions during the year.

**g. Inventories**

The inventories have been valued at the method prescribed in the Accounting Standards.

**h. Revenue Recognition**

Revenue is recognized and expenditure is accounted for on their accrual.

**i. Employees Benefit****Gratuity**

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

**Provident Fund**

The provisions of the Employees Provident Fund are not applicable to the company since the numbers of employees employed during the year were less than the minimum prescribed for the benefits.

**Leave Salary**

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

**j. Taxation**

Taxes on Income are accrued in the same period as the revenue and the expenses to which they relate. Deferred tax assets are recognized to the extent there is a virtual certainty of its realization.

**k. Impairment of Assets**

An asset is treated as impaired, when carrying cost of asset exceeds its recoverable amount. As at Balance Sheet Date, the carrying amount of assets is tested for impairment so as to determine:

- a. Provision for Impairment Loss, if any, required or
- b. The reversal, if any, required of impairment loss recognized in previous periods.

Impairment Loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

**l. Provisions, Contingent Liabilities & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

A contingent liability is a possible obligation that arises from past whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the part C of the Notes.

Contingent Assets are neither recognised nor disclosed in the financial statements.

**m. Borrowing Cost**

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged off to revenue.

**n. Related Parties**

Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.

As required by AS-18 “Related Party Disclosure” only following related party relationships are covered:

- i. Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding Companies, subsidiaries and fellow subsidiaries);
  - ii. Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;
  - iii. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
  - iv. Key management personnel (KMP) and relatives of such personnel; and
  - v. Enterprises over which any person described in (iii) or (iv) is able to exercise significant influence.
- o. Earnings Per Share**

The Earning per Share (Basic as well as Diluted) is calculated based on the net profit or loss for the period attributable to equity shareholders i.e. the net profit or loss for the period after deducting Proposed Preference Dividend and any attributable tax thereto.

For the purpose of calculating (Basic and Diluted EPS), the number of equity shares taken are the weighted average number of equity shares outstanding during the period.

**p. Deferred Revenue Expenditures**

Miscellaneous Expenditures are written off uniformly over a period of 5 years.

**q. Income Tax**

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the prudence, of timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more periods.

**C. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES GENERAL**

**a. Contingent Liabilities & Commitments**

There is significant erosion in value of Inventories held by the Company. The market value of inventories was stood at ₹ 48.69 Lac at the close of financial year as against purchase cost of ₹ 2991.86 Lac. The Company has not provided for difference in cost of inventories and its market value.

**b. Additional Information disclosed as per Part II of The Companies Act, 2013 – Nil**

**c. Segment Reporting –**

Based on the Similarity of activities, risks and reward structure, organization structure and internal reporting systems, the Company has structured its operations into the following Segment:-

- a. Investments in Capital Market & Mutual Fund related activities and Financing activities
- b. Trading in Textile Products viz. yarn

₹ in Lac

Sl. No.	Particulars	2015-2016	2014-2015
	<b>Segment Revenue</b>		
a)	Finance & Investment activities	10,507.15	-
b)	Trading in Textile Segment	3,994.28	2,372.56
c)	Other Un-allocable activities	-	-
	<b>Total Income from Operations .....</b>	<b>14,501.43</b>	<b>2,372.56</b>

2.	<b>Segment Profit/(Loss) before Interest &amp; Tax</b>		
a)	Finance & Investment activities	5.93	20.86
b)	Trading in Textile Segment	38.13	-
c)	Other Un-allocable activities	-	-
	<b>Profit before Tax .....</b>	<b>44.06</b>	<b>20.86</b>

**d. Disclosure of related party transactions:**

Wholly owned Subsidiary : Not Any  
Company under same Management : Not Any

List of Related Parties & their Relations & details of Key Managerial Person:

Mr. Vikash Kothari - Managing Director  
Mr. Jagannath Pandit - Chief Financial Officer  
Ms. Payal Bafna - Company Secretary & Compliance Officer  
Prime Capital Market Limited - Common Directorship

**e. Transactions with related parties :**

Name of Related Party	Nature of Transactions	Amount in ₹	
		2015-16	2014-15
Prime Capital Market Ltd.	Purchase of Shares	Nil	₹ 47.00 Lac

**f. Details of Loans given, Investments made, guarantees given covered under section 186(4) of The Companies Act, 2013**

Sl. No.	Name of Party	Rate of Interest	Tenure	Purpose	Amount (₹)	Amount of Repayment
1.	Singh Wahini Moul Pvt. Ltd.	12%	On Demand	Business	25,31,069	25,31,069
2.	Vasupati Niketan Pvt. Ltd.	12%	On Demand	Business	42,49,121	40,00,000
3.	Matrivani Niketan Pvt. Ltd.	12%	On Demand	Business	42,50,297	40,00,000
4.	Aryan Mining & Trading Pvt. Ltd.	15%	On Demand	Business	53,66,904	53,66,904
5.	G.U. Merchandise Pvt. Ltd.	10%	On Demand	Business	85,28,845	80,21,304
6.	Kamlesh Mercantile Pvt. Ltd.	12%	On Demand	Business	63,32,787	60,00,000
7.	Smart Tie Up Private Limited	12%	On Demand	Business	72,20,000	-
8.	Yousons Investment Pvt. Ltd	12%	On Demand	Business	3,39,905	3,39,905
9.	Sharda Plywood India Pvt. Ltd	12%	On Demand	Business	25,66,984	25,00,000
10.	Nazia Salim Khan	12%	On Demand	Business	61,37,424	-
11.	Dolphin Finance Pvt. Limited	12%	On Demand	Business	76,87,678	-
12.	Neeta Prasad Lad	10%	On Demand	Business	1,80,19,637	-
13.	Shree Ganesh Developers	12%	On Demand	Business	4,12,01,359	-
14.	Prasad Mines Lad	9%	On Demand	Business	2,13,47,650	-
15.	Ratanlal Jivraj	9%	On Demand	Business	72,08,852	-
16.	Mr.Nitin Ramchand	10%	On Demand	Business	2,98,49,025	-
17.	Pradeep Kumar Saraf	12%	On Demand	Business	31,61,556	30,00,000
18.	Suresh Kumar Moud	12%	On Demand	Business	82,16,986	-
19.	Naresh Purohit	12%	On Demand	Business	51,22,054	-
20.	JSR Industries Private Limited	12%	On Demand	Business	52,20,871	-
21.	Vandana C Sinde	12%	On Demand	Business	30,26,630	-

g. Confirmation of balances/reconciliation of accounts pertaining to certain advances / creditors / debtors is pending for the year end. Hence, the balances have been adopted as per the books of accounts.

- h. Inventories include shares of some quoted companies worth ₹ 2991.86 Lacs which are not held in the name of the company. This is in contravention to section 187 of the Companies Act, 2013.
- i. Income from Interest on Loan could not be measured and completeness of Interest income accrued as per revenue recognition Accounting Standard - 9 could not be assessed as management was unable to provide the interest income calculation at the time of audit according to loans/ advances made during the current financial on the prorata basis.
- j. Previous years' figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date

**For M. Jhunjhunwala & Associates**

Chartered Accountant

Firm Registration No. : 328750E

**Mohit Jhunjhunwala**

Proprietor

Membership No. 300180

Kolkata, May 30, 2016

**For & on behalf of the Board**

**Vikash Kothari**

(DIN : 01625637)

Managing Director

**Jagannath Pandit**

Chief Financial Officer

**Raj Kumar Sharma**

(DIN : 06823998)

Director

**Payal Bafna**

Company Secretary

## Notes forming part of the Financial Statements for the year ended March 31, 2016

### Note No.2.1 SHARE CAPITAL

Particulars	31.03.2016		31.03.2015	
	Number	₹	Number	₹
<b>Authorised</b>				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	14,000,000	140,000,000	14,000,000	140,000,000
Issued, Subscribed & Paid Up:				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	13,107,950	131,079,500	13,107,950	131,079,500
<b>Total</b>	<b>13,107,950</b>	<b>131,079,500</b>	<b>13,107,950</b>	<b>131,079,500</b>

### Reconciliation of number of shares

Particulars	31.03.2016		31.03.2015	
	Number	₹	Number	₹
Shares Outstanding at the beginning of the year	13,107,950	131,079,500	13,107,950	131,079,500
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	13,107,950	131,079,500	13,107,950	131,079,500

The company has one class of Equity shares having a par value of ₹ 10/- each. Each shareholder is eligible to one vote per share held.

### Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	31.03.2016		31.03.2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Flame Dealers Private Limited	855,939	6.53	855,939	6.53
<b>Total</b>	<b>855,939</b>	<b>6.53</b>	<b>855,939</b>	<b>6.53</b>

### Note No. 2.2 RESERVES AND SURPLUS

Particulars	31.03.2016	31.03.2015
	₹	₹
<b>Securities Premium Account</b>		
Balance at the beginning of the Year	858,260,400	858,260,400
Add / (Less) : Adjustments for the year	-	-
<b>Balance at the end of the Year</b>	<b>858,260,400</b>	<b>858,260,400</b>
<b>General Reserves</b>		
Balance at the beginning of the Year	55,952	55,952
Add : Amount Transferred from Statement of Profit & Loss	-	-
<b>Balance at the end of the Year</b>	<b>55,952</b>	<b>55,952</b>

Particulars	31.03.2016	31.03.2015
	₹	₹
<b>Surplus in Statement of Profit &amp; Loss</b>		
Balance at the beginning of the Year	3,810,775	2,387,134
Add: Net Profit for the year	3,011,686	1,423,641
<b>Balance at the end of the Year</b>	<b>6,822,461</b>	<b>3,810,775</b>
<b>Total</b>	<b>865,138,813</b>	<b>862,127,127</b>

**Note No. 2.3 TRADE PAYABLES**

<b>Unsecured, considered good</b>		
Dues of Micro Enterprises & Small Enterprises	-	-
Dues to Creditors other than Micro Enterprises & Small Enterprises	343,953,661	-
<b>Total</b>	<b>343,953,661</b>	<b>-</b>

Note : No amount is payable to Small Scale Industrial Undertakings. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the Act can not be furnished.

**Note No. 2.4 OTHER CURRENT LIABILITIES**

<b>Other payables</b>		
Provision for Expenses	1,242,098	994,000
<b>Total</b>	<b>1,242,098</b>	<b>994,000</b>

**Note No. 2.5. SHORT TERM PROVISIONS**

Provision for Taxation	1,368,050	639,400
<b>Total</b>	<b>1,368,050</b>	<b>639,400</b>



## Note 2.6: Fixed Assets

Particulars	Useful Life	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		Cost as on 01.04.2015	Addition during the year	Deduction during the year	Cost as on 31.03.2016	Up to 31.03.2015	For the year 2015-16	Up to 31.03.2016	As on 31.03.2016	As on 31.03.2015
Computers	3 Years	190,000	-	-	190,000	63,327	42,221	105,548	84,452	126,673
Previous Year		190,000	-	-	190,000	63,327	42,221	105,548	84,452	126,673
		190,000	-	-	190,000	-	63,327	63,327	126,673	

Amount in ₹

**Note No. 2.7 OTHER NON- CURRENT ASSETS**

Particulars	31.03.2016	31.03.2015
	₹	₹
<b>(Unsecured, Considered good)</b>		
Deferred Revenue Expenditure	387,000	464,400
Preliminary Expenses	31,230	38,968
<b>Total</b>	<b>418,230</b>	<b>503,368</b>

**Note No. 2.8 OTHER NON- CURRENT ASSETS**

<b>(Unsecured, Considered good)</b>		
Outstanding for the period of more than Six Months	-	-
Other Debts	288,802,101	-
<b>Total</b>	<b>288,802,101</b>	<b>-</b>

**Note. No 2.9 INVENTORIES**

Particulars	Numbers	Face Value	31.03.2016	31.03.2015
			₹	₹
<b>Inventories</b>				
<b>(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)</b>				
Denim Developers Limited	3,122,300	10.00	-	31,223,000
PS IT Infrastructure & Services Limited	543,976	1.00	299,186,600	378,576,550
Pine Animation Ltd	1,932,704	1.00	-	182,640,550
			<b>299,186,600</b>	<b>592,440,100</b>
<b>(2) IN FULLY PAID-UP EQUITY SHARES (UN-QUOTED)</b>				
Satabdi Tradelink Pvt Ltd	938,450	10.00	-	9,384,500
Lakshay Energy Ltd	5,472,000	10.00	-	54,720,000
Allmost Developers Pvt Ltd	7,500	10.00	-	75,000
Brijdham Dealcom Pvt Ltd	47,000	10.00	-	4,700,000
			-	68,879,500
<b>Total</b>			<b>299,186,600</b>	<b>661,319,600</b>

Market Value of Quoted Investments as on 31st March 2016 is ₹ 48,68,585/-

**Note No 2.10 CASH AND BANK BALANCES**

Particulars	31.03.2016	31.03.2015
	₹	₹
<b>Cash and Cash Equivalents</b>		
Balances with Banks		
In Current Accounts	1,013,360	438,135
Cash in hand	260,215	423,793
<b>Total</b>	<b>1,273,575</b>	<b>861,928</b>

**Note No. 2.11 SHORT-TERM LOANS & ADVANCES**

Particulars	31.03.2016	31.03.2015
	₹	₹
<b>Unsecured, Considered Good</b>		
Loan & Advances to Others	751,315,959	331,068,115
Advance Tax Payment	1,000,000	500,000
Tax Deducted at Source	743,427	483,046
<b>Total</b>	<b>753,059,386</b>	<b>332,051,161</b>

**Note No. 2.12 REVENUE FORM OPERATIONS**

Sale of Yarn	1,050,715,001	-
Sale of Shares	388,260,000	233,365,000
<b>Total</b>	<b>1,438,975,001</b>	<b>233,365,000</b>

**Note No. 2.13 Other Income**

Interest on Loan	11,168,335	3,891,273
<b>Total</b>	<b>11,168,335</b>	<b>3,891,273</b>

**Note No. 2.14 INCREASE / DECREASE OF STOCK**

Opening Stock of Shares	661,319,600	879,409,600
Opening Stock of Yarn	-	-
	<b>661,319,600</b>	<b>879,409,600</b>
Add: Purchase of Shares	36,700,000	15,275,000
Add: Purchase of Yarn	1,043,846,661	-
	<b>1,080,546,661</b>	<b>15,275,000</b>
Less: Closing Stock of Shares	299,186,600	661,319,600
Less: Closing Stock of Yarn	-	-
<b>Total</b>	<b>1,442,679,661</b>	<b>233,365,000</b>

**Note No. 2.15 EMPLOYEE COST**

Salaries	1,255,750	791,001
Staff welfare Expenses	95,000	88,000
<b>Total</b>	<b>1,350,750</b>	<b>879,001</b>

**Note No. 2.16 OTHER EXPENSES**

Payment to Auditors	35,000	25,000
Accounting Charges	24,000	24,000
Advertisements	39,084	29,396
Bank Charges	2,848	1,222
Fright & Carriers	170,340	-
Coolie & Cartage	107,230	-
Board Meeting & AGM Expenses	82,600	80,200
Conveyance & Travelling Expenses	78,420	77,670
Demat Charges	800	-
Depository Annual Charges	103,490	73,034

Particulars	31.03.2016	31.03.2015
	₹	₹
ROC Filing Fees	18,700	25,600
Listing Fees to Stock Exchanges	286,519	171,878
Retainership Expenses	240,000	-
General Expenses	95,820	26,202
Secretarial Audit Fees	5,000	-
Internal Audit Fees	5,000	-
Office Maintenance Charges	75,880	70,290
Office Rent	60,000	42,000
Printing & Stationery	44,285	52,164
Professional Fees	27,680	20,500
RTA Fees	30,848	11,500
Telephone Charges	45,600	47,407
<b>Total</b>	<b>1,579,144</b>	<b>778,063</b>

**Note No. 2.17 DEPRECIATION & AMORTISATION EXPENSES**

Depreciation	42,221	63,327
Deferred Revenue Expenditure w/off	77,400	77,400
Preliminary Expenses w/off	7,738	7,738
<b>Total</b>	<b>127,359</b>	<b>148,465</b>

**Note No. 2.18 TAX EXPENSES**

Income Tax	1,368,050	639,400
Deferred Tax	19,520	22,703
Income Tax for earlier years	7,166	-
<b>Total</b>	<b>1,394,736</b>	<b>662,103</b>

**Note No. 2.19 Earning Per Share (EPS)**

i) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholder	3,011,686	1,423,641
ii) Number of Equity Shares used as denominator for calculating EPS	13,107,950	13,107,950
iii) Basic and Diluted Earning per Share	0.23	0.11
iv) Face Value per Equity Share	10.00	10.00

# V. B. INDUSTRIES LIMITED

CIN : L51909WB1982PLC035222

Regd. Office : 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001

Tel : +91 33 2242 7270; Email : vbindustries1@gmail.com; Website : www.vbindustriesltd.in

## ATTENDANCE SLIP

<b>Regd. Folio / DP ID &amp; Client ID</b>		
	<b>Name and Address of the Shareholder</b>	

- I hereby record my presence at the 29th Annual General Meeting of the Company, to be held on Wednesday, 21st September 2016 at 11.30 A.M. at 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001 and at any adjournment thereof.
- 
- Signature of the Shareholder/Proxy Present
  - Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
  - Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue**

**PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING VENUE**

## ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

### Notes:

- Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
- Please read the Instructions printed under the Item No. 28 to the Notice dated 30th May 2016 of the 29th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 17.09.2016 and ends at 5.00 P.M. on 20.09.2016, the e-voting module shall be disabled by CDSL for voting thereafter.

**No gift of any nature will be distributed at the Annual General Meeting**



# V. B. INDUSTRIES LIMITED

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## Form No. MGT – 11, PROXY FORM / BALLOT FORM

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

Name of the Member \_\_\_\_\_

Registered Address \_\_\_\_\_

Folio No. / DP/Client ID \_\_\_\_\_ Email ID \_\_\_\_\_

I/We being the members of \_\_\_\_\_ Shares of V. B. Industries Limited, hereby appoint -

1. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him
2. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him
3. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Wednesday, 21st September 2016 at 11.30 A.M. at 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :	For	Against
1. Adoption of Financial Statements for the year ended March 31, 2016		
2. Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata, as Auditors and to fix their remuneration.		
Special Business :		
3. Insertion of new Object Clause No. 88 and alteration of Memorandum of Association of the Company.		
4. Change in place of keeping certain documents / records related to Shareholders		
5. Insertion of new Object Clause No. 89 to 94 and alteration of Memorandum of Association of the Company.		

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

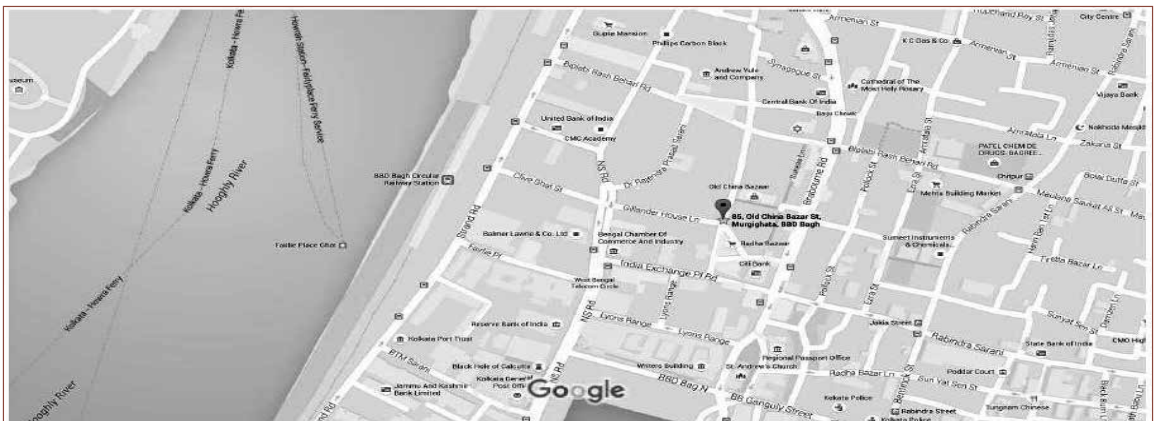
Sign. of Shareholder \_\_\_\_\_ Sign. of Proxy \_\_\_\_\_

Affix  
Revenue  
Stamp  
₹ 1/-

### Notes :

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 Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice dated 30th May 2016 and addendum to notice dated 2nd September 2016 of the 29th Annual General Meeting.

### Location Plan of Registered Office (Venue of AGM) of M/s. V. B. Industries Limited







# V. B. INDUSTRIES LIMITED

CIN : L51909WB1982PLC035222

Regd. Office : 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001  
Tel : +91 33 2242 7270; Email : vbindustries1@gmail.com; Website : www.vbindustriesltd.in

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE & CSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.	:		
PAN No.	:		
E-mail ID	:		
Telephone Nos. with STD Code	:	-91	
Name and Signatures	:	1	
		2	
		3	

Thanking you,

**For V. B. INDUSTRIES LIMITED**

S/d-

**Payal Bafna**

Company Secretary & Compliance Officer





**BOOK-POST**

*If undelivered, please return to:*

**V. B. INDUSTRIES LIMITED**

9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001