



V.B. INDUSTRIES LIMITED

CIN No. : L51909WB1982PLC035222

9, OLD CHINA BAZAR STREET, 5TH FLOOR,
ROOM NO. 85, KOLKATA – 700001

Tele-fax : 033 – 2242 7270

E-mail : vbindustries1@gmail.com

Website : www.vbindustriesltd.in

22nd September 2017

The Deputy Manager
Dept. of Corporate Services
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

The Company Secretary
The Calcutta Stock Exchange Association
Ltd.
7, Lyons Range
Kolkata-700 001

Ref : Scrip Code BSE – 539123, CSE-10032008

Sub: Proceedings of the 30th Annual General Meeting held on 21st Sept 2017

Respected Sir or Madam,

With reference to the above, we are enclosing herewith proceedings of 30th Annual General Meeting held on 21st September 2017 at 11.30 AM at Registered Office of the Company.

The above information is provided in compliance with Regulation 30 of SEBI LODR Regulations, 2015.

This is for the information of Members.

Thanking You,

Yours Faithfully,
For V. B. INDUSTRIES LIMITED



PAYAL BAFNA
COMPLIANCE OFFICER

Enclosed : As stated above



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Proceedings of the 30th Annual General Meeting held on 21st Sept 2017 at 11.30 AM at
9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001

1. Chairman of the Meeting

Mr. Vikash Kothari, Managing Director of the Company was not present in the meeting, thus Mr. Johar Pal Singh, Independent Director of the Company, was elected as Chairman of the Meeting.

2. Quorum

The necessary quorum was being present including representatives of Statutory Auditors of the Company as well as Scrutinizer (for the purpose of voting at the meeting), Chairman called the meeting in order.

3. Register of Directors, Members and Register of Contracts

The Chairman informed the members that following Registers are available and thus are open for inspection of Members during the continuity of Annual General Meeting -

- The Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Companies Act, 2013;
- The Register of Contracts and Arrangements in which Directors are interested as per Section 189 of Companies Act, 2013.

4. Notice of the Meeting

The Notice convening Annual General Meeting was taken as read.

5. Auditors' Report

The Auditors Report was taken as read as per provision of Section 145 of Companies Act, 2013, as the said Report did not contain any qualification, observation of comment on the financial transactions or matters having any adverse effect on the functioning of the Company.

6. Chairman's Address

The Chairman addressed the members present in the Annual General Meeting about the affairs of the Company, highlighted on the determination of Company as "Shell Company" and afterwards answered the questions raised by several members. The Chairman also discussed about the Resolutions as set out in the Notice to the Annual General Meeting, on which voting would take place.

7. Poll at the Meeting

The Chairman declared that voting would take place according to Rule 20 of Companies, (Management & Administration) Rules, 2014 for passing the following Resolutions –





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1. Ordinary Resolution - Adoption of Financial Results

"Resolved that the Financial Statement of the Company for the financial year ended on 31st March 2017 and the Directors and Auditors Report be and are hereby adopted."

2. Ordinary Resolution - Appointment of M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E) as Statutory Auditors of the Company for the term of 5 years

"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 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of existing Auditors M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata, M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E), who have offered themselves for appointment as Auditors to the Company 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 office from the conclusion of the 30th Annual General Meeting up to the conclusion of the 35th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration, in addition to the reimbursement of applicable Taxes and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company as may be decided by the Board of Directors of the Company."

"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."

3. Ordinary Resolution – Appointment of Mr. Johar Pal Singh (DIN: 00113986) as Chairman & Managing Director of the Company, for a period of 3 years

"RESOLVED THAT pursuant to the provisions of Sections 2 (54), 196, 197, 203 read with Schedule V to the Act, and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) the Company hereby approves appointment of Mr. Johar Pal Singh (DIN : 00113986) as Chairman & Managing Director of the Company, for a period of 3 years commencing from 25th September 2017 up to 24th September 2020 in place of Mr. Vikash Kothari, existing Managing Director, upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically





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sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Mr. Johar Pal Singh."

4. Ordinary Resolution – Appointment of Mrs. Saroj Devi Kothari (DIN: 01312905) as Independent Director of the Company for the period of 5 Years

"RESOLVED THAT pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Mrs. Saroj Devi Kothari (DIN : 01312905), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 4th January 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 4th January 2017 and is not liable to retire by rotation."

5. Ordinary Resolution – Appointment of Ms. Pooja Jobanputra (DIN: 07583269) as Independent Director of the Company for the period of 5 Years

"RESOLVED THAT pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Ms. Pooja Jobanputra (DIN : 07583269), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 26th July 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 26th July 2017 and is not liable to retire by rotation."

8. Conclusion of Voting

Voting through Polls by Ballot Paper distributed among the Members (who have not voted through e-voting), present in-person or by Proxy, was took place. At the completion of the Voting, the Scrutinizer of Poll, first counted the Votes casted at the Annual General Meeting. The Scrutinizer then informed members that she will consolidate the Report after merging with E-voting and will submit combined Report to the Chairman of Meeting within 3 days from the date of Annual General Meeting.

9. Results of Voting

The Chairman informed the Members that the Result of Voting on the Resolutions would be declared forthwith after the receipt of Report from Scrutinizer and will also





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be displayed on Website of the Company as well as will be intimated to the Stock Exchanges, viz. BSE and CSE.

10. Vote of Thanks

The Meeting was concluded with Vote of thanks to the Chair.

