

33rd ANNUAL REPORT

2015-2016

VARDHMAN CONCRETE LIMITED

33rd Annual Report

(Company with Concrete Base)
CIN: L99999MH1982PLC028556

Registered Office: Survey No. 35/10, Lohop Village, Khalapur Taluka, Raigad District – 410 220	Corporate Office: 120, Commerce House, 140, N.M. Marg, Fort Mumbai – 400 001	Registrar and Transfer Agents: Link Intime Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078
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Board of Directors

Mr. Ramesh Vardhan	Managing Director
Mr. Rajesh Vardhan	Director
Mr. Anshul Gupta	Director
Mr. Arvind Kothari	Director
Mr. Shailesh Jogani	Director
Ms. Foram Mehta	Director

Board Committees

Audit Committee

Mr. Arvind Kothari
Mr. Shailesh Jogani
Mr. Rajesh Vardhan

Stakeholders Relationship Committee

Mr. Arvind Kothari
Mr. Anshul Gupta
Mr. Ramesh Vardhan

Nomination and Remuneration Committee

Mr. Arvind Kothari
Ms. Foram Mehta
Mr. Shailesh Jogani

Statutory Auditors:

M/s Amar Bafna & Associates
201, Apollo Chambers Premise
CHS Mogra Village,
Old Nagardas Road,
Andheri (West),
Mumbai – 400 058

(Company with Concrete Base)**CIN: L99999MH1982PLC028556****Notice**

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of **Vardhman Concrete Limited** (The Company) will be held on **Saturday, 24th September 2016** at **09:00 A.M.** at the registered office of the Company at **Survey No.35/10, Lohop Village, Khalapur Taluka, Raigad District, Maharashtra - 410206** to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account together with the Reports of the Directors and Auditors for the financial year ended 31st March 2016
- 2) To ratify the appointment of M/s. Amar Bafna & Associates, Chartered Accountants, Mumbai who were appointed as Statutory Auditors of the Company in the 31st Annual General Meeting of the Company for 5 consecutive years.
- 3) To appoint a Director in place of Mr. Ramesh Vardhan (DIN: 00207488), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 4) To approve appointment of Mr. Ramesh Vardhan (DIN: 00207488) as Managing Director of the Company for 5 years w.e.f. 01st August, 2016 and approve his remuneration

To consider and if thought fit to pass the following resolution as Special resolution with or without modification(s)

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and any other relevant provisions of Companies Act, 2013 read with Schedule V of Companies Act 2013, Companies (Appointment and Remuneration) Rules 2014, and all amendments, enactments made thereto from time to time and pursuant to the approval of Nomination and Remuneration Committee and Board of Directors of the Company, the shareholders of the Company hereby approve the appointment of **Mr. Ramesh Vardhan (DIN: 00207488)** as Managing Director of the Company for a term of 5 years with effect from 01st August, 2016 upto 31st July 2021.

RESOLVED FURTHER THAT the shareholders of the Company hereby approve the following terms and conditions with regards to remuneration to be paid if any as follows:

Salary	:	In the range of Rs.25,000/- to Rs.75,000/- per month
HRA	:	In the range of Rs. 15,000/- to Rs.25,000/- per month
Perquisites & Board Allowances	:	Equivalent to Annual salary or as decided by the Board from time to time
Retirements Benefits	:	Company's contribution to PF Superannuation Fund or Annuity Fund to the extent nontaxable under I.T. Act 1961 Gratuity as per the rules of the Company and Leave encashment at the end of tenure
Accommodation	:	Furnished or House Rent Allowance or expenditure on maintenance of Self-occupied House
Medical Expenses Reimbursement	:	For Self and Family
Club Membership Fees	:	Maximum of 2 Clubs excluding admission and life Membership fees
Leave travel Allowance	:	For Self and Family
Car and telephone	:	At residence for official use. Provision of Mobile Telephone

RESOLVED FURTHER THAT in case of no profit / loss or insufficient / inadequate profits the remuneration shall be paid as prescribed under schedule V of the Companies Act, 2013 for a period not exceeding 3 years

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, take necessary actions, issue appointment letter, furnish certified true copy of this resolution, file necessary returns with Registrar of Companies, intimation to the Stock Exchange and take steps from time to time to give effect to this resolution.

- 5) To Authorise the Board of Directors to Borrow Money

To pass the following resolution with or without modification/s as Special Resolution

"RESOLVED THAT pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 and any other amendments, enactments, rules and regulations made thereunder read with the Articles of Association of the Company and subject to the approval of any Statutory, Government, Semi Government Authorities, Central or State Government, Judicial /

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Quasi Judicial bodies, Financial Institutions, Creditors, Debenture holders / trustee any other person if any, the consent of the Shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the company to borrow upto INR 150,00,00,000/- (Rupees One Hundred and Fifty Crores) exceeding 100% of aggregate of Paid up Share Capital and Free Reserves of the Company (excluding the temporary loan availed from Banks), as loan including long term loan, whether secured or unsecured from Financial Institutions, Banks, Body Corporate, Companies, Directors, Members, Co-operative societies or any other person artificial or natural from time to time as may be required for day to day operations of the Company, acquisition of any land, property, assets, materials, capital expenditure for expansion of the operations of the company as may be deemed appropriate and necessary by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors are authorized to borrow any amount as “temporary loans” from the Bank in the Ordinary Course of Business which are repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature and the aforesaid limit excludes and will not be applicable to the temporary loans as per the provisions of Section 180 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director/s of the Company either singly / jointly and / or severally be and is / are hereby authorised to file and/or furnish the certified true copy of this resolution with Registrar of Companies and any other Statutory/Regulatory Authorities, Judicial or Quasi judicial authorities, Government, Semi – Government Authorities, Banks, Financial Institutions, lenders, Bodies Corporate, or any other person artificial or natural and do all such acts, deeds, take necessary steps and actions from time to as may be deemed appropriate and necessary to give effect to this resolution.”

By Order of the Board

---Sd/---

Mr. Ramesh Vardhan
Managing Director
DIN: 00207488**Date : 12th August, 2016**
Place: Mumbai

Statement under section 102 (1) of the Companies Act, 2013)

The following statement sets out all the material facts relating to the Special Business mentioned in the Notice of 33rd Annual General Meeting

Item No. 4

To approve appointment of Mr. Ramesh Vardhan (DIN: 00207488) as Managing Director of the Company for 5 years w.e.f. 01st August, 2016 and approve his remuneration

The tenure of Mr. Ramesh Vardhan (DIN: 00207488) as Managing Director of the Company ended on 31st July, 2016, the Board of Directors of the Company in their Board Meeting held on 12th August 2016 on the recommendation of Nomination and Remuneration Committee appointed Mr. Ramesh Vardhan as Managing Director of the Company for a term 5 years with effect from 01st August, 2016 upto 31st July 2021.

Further as per the provisions of Section 196 of the Companies Act, 2013 the Shareholders of the Company are required to approve appointment of Mr. Ramesh Vardhan (DIN: 00207488) as Managing Director of the Company along with remuneration payable to him.

The details of Mr. Ramesh Vardhan in pursuance of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard-2 are mentioned in Notes.

Disclosures required for payment of remuneration as per Schedule V of Companies Act, 2013**I. General Information about the Company**

Nature of Industry: (i) Construction Activity

Date of Commencement of Commercial Production: The Company is already in Operation.

Financial Performance of Company: The financial data as per the latest Audited Balance Sheet and Profit and Loss Account for the F.Y. ended 31st March 2016

Particulars	Amount in (INR)
Net Profit before tax	(5,614,040)
Current Tax	-
Deferred Tax	(118,812)
Net Profit (loss) after Tax	(5,495,198)
Paid Up Equity Share Capital	73,136,250
Reserves and Surplus	(158,136,845)

Foreign Investments or collaborations: The Company doesn't have any foreign investors and has not made any investments in foreign collaborations or body corporate.

Information about Appointee

Background details: Mr. Ramesh Vardhan is a Promoter Director of the Company having an overall experience of more than 25 years in the real estate and construction field.

Past remuneration: NIL

Recognition or awards: NIL

Job Profile and his suitability: Mr. Ramesh Vardhan is a Promoter Director of the Company and manages the operation and management and administration of the Company and has an overall experience of more than 25 years

Remuneration proposed: As per draft resolution provided in the Notice of 33rd Annual General Meeting

Comparative remuneration in the industry: We are unable to give any comparative figures as the financial performances and individual cases differ, though in the same industry.

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Pecuniary relationship: Apart from receiving managerial remuneration Mr. Ramesh Vardhan does not have any pecuniary relationship with the Company.

Further, Mr. Ramesh Vardhan is promoter director of the Company and brother of Mr. Rajesh Vardhan (who is a Director of the Company)

III. Other Information

Reasons of loss or inadequate profits: The Company didn't carry out any Operations during the F.Y. 2015-2016

Steps taken or proposed to be taken for improvement: Company is taking steps to increase profitability by undertaking new projects and expanding the current business activities.

Expected increase in productivity and profits: The company expects its turnover and profitability to improve over a period of next 2-3 years.

Item No. 5**To Authorise the Board of Directors to Borrow Money**

The Board of Directors wishes to expand the operations of Company and they same may be funded from borrowing funds from various Financial Institutions, Banks, Body Corporate, Companies, Directors, Members, Co-operative societies or any other person artificial or natural from time to time.

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013 prior approval of the Members of the Company is required if the amount proposed to be borrowed by the Board of Directors of the Company exceeds 100% of Aggregate of Paid Up Capital and Free Reserves of the Company Financial Institutions, Banks, Body Corporate, Companies, Directors, Members, Co-operative societies or any other person artificial or natural from time to time.

The Board of Directors hereby request the Members to grant their approval by way of passing the resolution as appended in Item No. 5 of the Notice of 33rd Annual General Meeting as Special Resolution.

None of the Directors / KMP's or their relatives are directly or indirectly interested in the said resolution except to the extent of their shareholding in the Company

By Order of the Board**---Sd/---****Mr. Ramesh Vardhan
Managing Director
DIN: 00207488****Date : 12th August, 2016
Place: Mumbai**

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Notes:

1. The route map showing directions to reach the venue of the 33rd AGM is annexed.
2. The Company has granted exemption to the Statutory Auditor and the Secretarial Auditor from attending the Annual General Meeting.
3. A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote instead of herself/himself and a proxy need not be a Member of the Company.
4. The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the meeting.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
6. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
7. The Company shall e-mail the copy of the Annual Report and the Notice of 33rd Annual General Meeting to the members whose e-mail id's are registered as allowed under the provisions of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015
8. Share holders are requested to dematerialize their shares. The Company has appointed **M/s. Link Intime India Private Limited**, Mumbai for handling share transfer job and also for maintaining electronic connectivity with NSDL AND CDSL who have allotted ISIN ACTIVATION NUMBER AS – ISIN No – **INE115C01014**.
9. Members desirous of making nomination in terms of Section 72 of the Companies Act, 2013 in respect of their shareholding may approach the Registrar for assistance. Shareholders holding shares in electronic form may approach their DP with whom they maintain their account for nomination.
10. Members are requested to notify immediately any change in their address :
 - to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
11. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready & replies will be provided at the meeting.
12. Pursuant to provisions of Companies Act, 2013 read with rules made thereunder and pursuant to SEBI LODR Regulations, the Shareholders of the Company are eligible to cast their vote electronically as per the procedure mentioned in the attached instruction sheet.
13. The instructions for members for voting electronically are as under:-
 - I. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the clause 35B of the Listing Agreement, the Company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the Annual General Meeting) to its Members in respect of the businesses to be transacted at the 33rd Annual General Meeting ("AGM"). The Company has engaged the service of the CDSL as the Authorised Agency to provide e-voting facilities.
 - II. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instruction provided herein: Instructions to Members for e-voting are as under:

In case of members receiving e-mail:

 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.

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- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below: For Members holding shares in Demat Form and Physical Form PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field. DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
 - Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the Dividend Bank details field as mentioned in instruction (iii).
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant on which you choose to vote.
- (xi) 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. (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) 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.

Note for Non-Individual Shareholders and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power Of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.

(B) The voting period begins on **21st September, 2016 at 09:00 a.m.** and **ends on 23rd September, 2016 at 05:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **17th September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Details for contact for issues relating to e-voting:

M/s. Link Intime India Pvt. Ltd.

C-13, Pannalal Silk Mills Compound LBS Marg,

Bhandup (West) Mumbai - 400078

Phone: 2596 3838 Fax: 2594 6969 E-mail: rnt.helpdesk@linkintime.co.in

Other information:

i. Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or beneficial holders as on the cut-off date i.e. **17th September, 2016** shall view the Notice of AGM on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.

ii. The voting rights of Members 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. **17th September, 2016**.

iii. Ms. Priti J. Sheth & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

iv. The Scrutinizers shall make a consolidated Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

v. The Results shall be declared on or after the AGM of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the website of www.evoting.cdsl.com within 2 (two) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company is listed.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

14. Members are requested to notify immediately any change in their address :

- to their Depository Participants (DPs) in respect of their electronic share accounts; and
- to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.

15. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready & replies will be provided at the meeting.

All the documents referred to in accompanying Notice are open for inspection at the registered office of the Company on all the working days, except Saturdays, Sundays, and holidays between 11.00 a.m. and 1.00 p.m. upto the date of Annual general Meeting.

By Order of the Board

---Sd/---

Mr. Ramesh Vardhan
Managing Director
DIN: 00207488

Date : 12th August, 2016

Place: Mumbai

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16. Details of the Directors seeking Reappointment at the 33rd Annual General Meeting as per SEBI Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015

Name of Director	Mr. Ramesh Vardhan
Date of Birth	01 st October 1962
Date of Appointment (Original)	04 th October 2005
Brief Resume and Experience	Promoter of the Company having an experience of more than 25 years in the field of real estate and construction activity
Expertise in specific functional areas	Real Estate Execution, Finance
Qualification	Commerce Graduate
Terms and condition of re-appointment	Term of 5 year remuneration for 3 years and liable to retire by rotation
Remuneration to be paid	As mentioned in the draft resolution provided in Notice of 33 rd Annual General Meeting.
Remuneration last drawn	NIL
Directorships held in other companies (excluding section 8 and foreign companies)	<p>Listed Companies</p> <ul style="list-style-type: none"> Vardhan Capital and Finance Limited. <p>Unlisted Public Companies</p> <ul style="list-style-type: none"> The Association of the Commerce Houseblock Owners Limited Vardhman Developers Limited Ltd <p>Private Limited Companies</p> <ul style="list-style-type: none"> Pahlajani Developers Private Limited Diwali Developers Private Limited. Vibuti Construction Private Limited Stork Developers Private Limited Vardhman Home Developers Private Limited Vardhman Growmore Developers Private Limited Vardhman Residency Private Limited Flower Boom Builders Private Limited Vardhman Multicuisine Private Limited Bluestock Investments Private Limited Indelible Realtors Private Limited Stork Realtors Private Limited Enso Holdings & Finance Private Limited Indelible Holdings Private Limited Vardhman Entertainment & Hospitality Private Limited
Memberships of committees across other companies (includes only Audit & Shareholders'/ Stakeholder Relationship Committee)	2
Shares held in the Company	309706
Relationship between directors inter-se	Brother of Mr. Rajesh Vardhan
Number of Board Meetings attended during the Financial Year 2015-2016	6

By Order of the Board

---Sd/---

Mr. Ramesh Vardhan
Managing Director
DIN: 00207488

Date : 12th August, 2016
Place: Mumbai