

(Company with Concrete Base)

CIN: L99999MH1982PLC028556

34th ANNUAL REPORT

2016-2017

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

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

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. Rajesh Vardhan
Mr. Shailesh Jogani

Stakeholders Relationship Committee

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

Nomination and Remuneration Committee

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

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 Fourth Annual General Meeting of the Members of **Vardhman Concrete Limited** (The Company) will be held on **Friday, 29th September, 2017** at **02:00 P.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 2017
- 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. Anshul Gupta (DIN: 00366622), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board**---Sd/---****Mr. Ramesh Vardhan
Managing Director
DIN: 00207488****Date : 24th August, 2017****Place: Mumbai**

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1. The route map showing directions to reach the venue of the 34th 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 34th 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 34th 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.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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 **25th September, 2017 at 09:00 a.m.** and **ends on 28th September, 2017 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 **22nd September, 2017** 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. **22nd September, 2017** 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. **22nd September, 2017**.

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 : 24th August, 2017
Place: Mumbai

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16. **Details of the Directors seeking Reappointment at the 34th Annual General Meeting as per SEBI Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015**

Name of Director	Mr. Anshul Gupta
Date of Birth	01 st February 1976
Date of Appointment (Original)	31 st December 2005
Brief Resume and Experience	Having vast experience in Finance
Expertise in specific functional areas	Finance
Qualification	MBA
Terms and condition of re-appointment	Liable to retire by rotation
Remuneration to be paid	NIL
Remuneration last drawn	NIL
Directorships held in other companies (excluding section 8 and foreign companies)	Private Limited Companies <ul style="list-style-type: none">Servicesmart Consultants and Financial Services Private Limited
Memberships of committees across other companies (includes only Audit & Shareholders'/ Stakeholder Relationship Committee)	NIL
Shares held in the Company	NIL
Relationship between directors inter-se	None
Number of Board Meetings attended during the Financial Year 2016-2017	5

By Order of the Board

---Sd/---

Mr. Ramesh Vardhan
Managing Director
DIN: 00207488**Date : 24th August, 2017**
Place: Mumbai

(Company with Concrete Base)

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Form No. MGT-11

Proxy Form

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

CIN : _____
Name of the Company : _____
Registered Office : _____

Name of the member(s)	:	_____
Registered address	:	_____
Email Id	:	_____
Folio No. / Client Id	:	_____
DP ID	:	_____

I/We, being the member (s) of **Vardhman Concrete Limited** hold _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____ Signature _____, or failing him /her

2. Name: _____

Address: _____

E-mail Id: _____ Signature _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the company, to be held on Friday, 29th day of September, 2017 at 02.00 p.m. and Survey No.35/10 Lohop Village, Khalapur Taluka, Nr. Vithoba Industrial Estate Raigad Dist 410-220 Maharashtra and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To consider and adopt Audited Financials as on 31 st March 2017.		
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. Anshul Gupta (DIN: 00366622), who retires by rotation and being eligible, offers himself for re-appointment		

Signed this..... day of..... 20....

Member's Signature

Affix Revenue
Stamp of
Rupee 1/-

Signature of 01st proxy

Signature of 02nd proxy

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

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PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member _____

Member's Folio Number _____

DP ID _____

Client ID _____

Name of the Proxy (In Block Letters) _____

(To be filled in if the Proxy attends instead of the Member)

(No. of Shares held: _____)

I hereby record my presence at the 34th Annual General Meeting at the registered Office of the Company at Survey No. 35/10, Lohop Village, Khalapur Taluka, Raigad District to be held on Friday, 29th September, 2017 at 02.00 p.m. or at any adjournment thereof.

Member's / Proxy Signature

(Company with Concrete Base)

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Route Map for the venue of 34th Annual General Meeting of the Company

