

# **35<sup>TH</sup> ANNUAL REPORT**

## **2017-18**

(Company with Concrete Base)  
CIN: L99999MH1982PLC028556

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

#### **Board of Directors**

Mr. Ramesh Vardhan	Managing Director
Mr. Rajesh Vardhan	Non Executive Director
Mr. Anshul Gupta	Non Executive Director
Mr. Arvind Kothari	Independent Director
Mr. ShaileshJogani	Independent Director
Ms. Foram Mehta	Independent 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. SaileshJogani  
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

#### **Compliance Officer**

Ramesh Vardhan

(Company with Concrete Base)  
CIN: L99999MH1982PLC028556  
Notice

Notice is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Members of **Vardhman Concrete Limited** (The Company) will be held on **Saturday, 29<sup>th</sup> September, 2018** at **03:00 P.M.** at the registered office of the Company at **Survey No.35/10, Malohop Village, Khalapur Taluka, Raigad District, Maharashtra –410206** to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Financial Statements for Financial Year ended 31st March 2018 alongwith Balance Sheet as on March 31<sup>st</sup>, 2018 and the Profit & Loss Account for the year ended as on that date and the reports of the Board of Directors' & Auditors thereon.
- 2) To appoint a Director in place of Mr. Rajesh Vardhan (DIN- 00199986), who retires by rotation and being eligible has offered himself for re-appointment.

**By Order of the Board**

---Sd/---

**Mr. Ramesh Vardhan**  
**Managing Director**  
**DIN: 00207488**

**Date :14<sup>th</sup> August, 2018**  
**Place: Mumbai**

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**Notes:**

- a. The route map showing directions to reach the venue of the 35<sup>th</sup> AGM is annexed.
- b. The Company has granted exemption to the Statutory Auditor from attending the Annual General Meeting.
- c. A Member entitled to attend and vote at the Annual General Meeting (the AGM) is entitled to appoint a proxy to attend and vote on poll, instead of her/him and a proxy need not be a Member of the Company.
- d. 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 AGM and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
- e. A person can act as a proxy on behalf of 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 the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- f. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
- g. For the convenience of the Members, an Attendance Slip along with the Proxy Form is annexed herewith. Members are requested to sign in the space provided and fill up the particulars and hand over the attendance slip at the place of the AGM.
- h. In case of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
- i. The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending AGM.
- j. Section 20 of the Companies Act, 2013 permits service of documents to members by a Company through electronic mode. Accordingly, as a part of the Green Initiative the Company shall e-mail the copy of the Annual Report and the Notice of 35<sup>th</sup> Annual General Meeting to the members whose e-mail id's are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. Further, in terms of SEBI Circular No. CIR/ CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the physical copies of Annual Report is being sent through permitted mode to all other members who have not registered their email address(es).
- k. Share holders holding physical shares are requested to dematerialise their shares. The Company has appointed **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**. Shareholders who have not updated their email ID till date are requested to update their email address with their depository participant for demat holding of shares and with the Registrar & Share Transfer Agents of the Company, Link Intime India Private Limited and for physical holding of shares the shareholders are requested to contact the Registrar & Share Transfer Agents, Link Intime India Private Limited for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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- l. 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.
- m. 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 the Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
- n. Members desirous of getting any information in respect of the contents of the Annual report are requested to write to the Company atleast one week before the AGM so as to enable the Management to keep the information ready & replies will be provided at the.
- o. **Voting at Annual General Meeting-** The Company shall conduct voting by means of ballot / poll process for the resolutions to be discussed at the AGM. Further the members who would have already voted by means of remote e-voting shall not be allowed to vote by ballot / poll at the AGM. 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 below.
- p. 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 Regulation 44 of the Securities and Exchange Board of India (India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of “remote e-voting” to its Members in respect of the businesses to be transacted at the 35<sup>th</sup> Annual General Meeting (“AGM”). The Company has engaged the service of the CDSL as the Authorised Agency to provide e-voting facilities.
- q. **Voting Results**
  - i. The voting rights of members shall be in proportion to their shares of the paid up Equity Share Capital of the Company (i.e. One Vote for Every One Share held).
  - ii. The Company has appointed M/s. Priti J Sheth & Associates, Practicing Company Secretaries, to act as the scrutinizer for e- voting process as well as to conduct and prepare scrutinizers report for the voting by poll / ballot to be conducted at the AGM.
  - iii. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  - iv. The result declared along with the scrutinizer’s report shall be placed on the notice board at the registered office of the Company and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com). The Company shall also forward the results to BSE Limited, where the shares of the Company are listed.
- r. 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:**

- i. The voting period begins on Wednesday, 26<sup>th</sup> September, 2018 at 09:00 am and ends on Friday 28<sup>th</sup> September, 2018 at 05:00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> September,

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2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in physical Form should enter Folio Number registered with the Company.
- v. Next enter the image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on earlier voting of the Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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</li> </ul>
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. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Vardhman Concrete 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.

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- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Note 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 Corporates.
  - 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) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power Of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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).

**By Order of the Board**

---Sd/---

**Mr. Ramesh Vardhan**  
**Managing Director**  
**DIN: 00207488**

**Date : 14<sup>th</sup> August, 2018**  
**Place: Mumbai**



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Details of the Directors seeking appointment/re-appointment at the Thirty Fifth (35<sup>th</sup>) Annual General Meeting as per Companies Act, 2013, Secretarial Standards and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

Name of the Director	<b>Mr. Rajesh Vardhan</b>
Director Identification Number (DIN)	00199986
Age	52 Years
Date of Appointment (Original)	04 October, 2005
Qualification	BSC, LLB
<b>Brief Resume and Experience</b>	<p>He has over a decade of experience in the areas of Real Estate Development.</p> <p>He promoted Vardhman Developers Pvt Limited in the year 1990 which was converted to public Company in the year 1995. Then early in the year 1995 he promoted Vardhan Capital &amp; Finance Ltd.</p> <p>Apart from Real Estate and finance business he has also diversified the business in the field of entertainment &amp; hospitality by opening theme amusement park in Mumbai.</p> <p>He is the recipient of Indira Gandhi Priyadarshani Award And also Rajiv Gandhi Shiromani Award. He is also an active member of MCHI and various other associations. He is also Vice President of JITO</p>
<b>Expertise in specific functional areas</b>	Real Estate Execution, Finance & Legal
<b>Directorships held in other companies (excluding section 8 and foreign companies)</b>	<p><b>Public Companies</b></p> <ol style="list-style-type: none"> <li>1. Vardhan Capital And Finance Limited-MD</li> <li>2. Vardhman Developers Limited-WTD</li> </ol> <p><b>Private Company</b></p> <ol style="list-style-type: none"> <li>3. Pahlajani Developers Private Limited</li> <li>4. Diwali Developers Private Limited</li> <li>5. Vibuti Construction Private Limited</li> <li>6. Vardhman Home Developers Private Limited</li> <li>7. Vardhman Growmore Developers Private Limited</li> <li>8. Vardhman Residency Private Limited</li> <li>9. Flower Boom Builders Private Limited</li> <li>10. Amrit Tradelink Private Limited</li> <li>11. Vardhman Multicuisine Private Limited</li> <li>12. Bluestock Investments Private Limited</li> <li>13. Shilpkar Developers Private Limited</li> <li>14. Indelible Realtors Private Limited</li> <li>15. Stork Realtors Private Limited</li> <li>16. Enso Holdings &amp; Finance Private Limited</li> <li>17. Indelible Holdings Private Limited</li> <li>18. Vardhman Entertainment &amp; Hospitality Private Limited</li> </ol>
<b>Memberships of committees across other companies (includes only Audit &amp; Shareholders'/Stakeholder Relationship Committee)</b>	<p><b>Audit Committee</b> Vardhan Capital And Finance Limited</p> <p><b>Stakeholder Relationship Committee</b> Vardhan Capital And Finance Limited</p>
<b>Relationship between directors inter-se</b>	Mr. Rajesh Vardhan is brother of Mr. Ramesh Vardhan

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<b>Terms and Conditions of re-appointment</b>	Liabile to retire by rotation
<b>Remuneration to be paid</b>	NIL
<b>Remuneration last drawn</b>	NIL
<b>Shareholding in the Company</b>	569850 Shares (7.96%)
<b>No. of Board Meetings attended/ held during the previous financial year</b>	5

**By Order of the Board**

---Sd/---

**Mr. Ramesh Vardhan**  
**Managing Director**  
**DIN: 00207488**

**Date : 14<sup>th</sup> August, 2018**  
**Place: Mumbai**