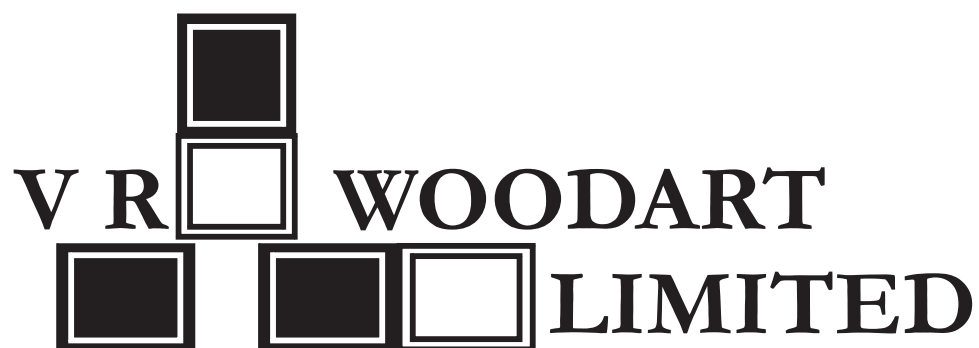


V. R. WOODART LIMITED



**ANNUAL REPORT
2014**

V. R. WOODART LIMITED
CIN: L51909MH1989PLC138292
ANNUAL REPORT FOR THE YEAR ENDED 31ST DECEMBER 2014

- | | | | |
|----|--|---|--|
| 1. | Date of Annual General Meeting | : | Tuesday, 30th June 2015 at 9.00 am |
| 2. | Venue | : | Vantage Institute, 413, 4th Floor,
Busa Industrial Estate, Hanuman Lane,
Off Ganpatrao Kadam Marg,
Lower Parel, Mumbai – 400 013 |
| 3. | Book Closure | : | Wednesday, 24th June 2015 to
Tuesday 30th June 2015 (Both days Inclusive) |
| 4. | Investors' Complaints may be
addressed to | : | The Secretarial Department
V R Woodart Limited
1-2, Shiv Smriti Chambers,
49-A, Dr. Annie Besant Road,
Worli, Mumbai – 400 018.
Phone: +91 22 4351 4444
Fax : +91 22 2493 6811
Email: investors@vrwoodart.com |

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V. R. WOODART LIMITED



Mr. Ajay Anand
DIN 00373248
Director

Mr. Sanjay Anand
DIN 01367853
Director

Nitin Panchal
DIN : 01301731
Director

Auditors

M/s. Majibail & Co.
Chartered Accountants
Mumbai.

Registered Office

1-2, Shiv Smriti Chambers,
49-A, Dr. Annie Besant Road, Worli
Mumbai 400 018.
Ph: +91 22 660 4600
Fax: +91 22 24936811
www.vrwoodart.com

Bankers

Canara Bank

Registrars and Share Transfer Agents

Sharex Dynamic (India) P Ltd.
Unit-1, Luthra Industrial Premises,
Andheri – Kurla Road, Safed Pool,
Andheri (East), Mumbai – 400 072.
Phone: 022 2851 5606 / 5644
Website: www.sharexindia.com
Email: sharexindia@vsnl.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **V R WOODART LIMITED** will be held on Tuesday, 30th June 2015 at Vantage Institute, 413, 4th Floor, Busa Industrial Estate, Hanuman Lane, Off Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013 at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December 2014 and the Statement of Profit & Loss for the year ended 31st December 2014 together with the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sanjay Anand, DIN: 01367853 who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139(1) of the Companies Act, 2013, M/s. Majibhai & Co., Chartered Accountants, Mumbai (Firm Rgn. No. 105870W) the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

By order of the Board of Directors
For **V. R. WOODART LIMITED**

Place: **Mumbai**
Date : **15.05.2015**

Ajay Anand
DIN 0373248
Director

Registered Office:
1-2, Shiv Smriti Chambers
49-A, Dr. Annie Besant Road,
Worli, Mumbai – 400 018

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF. The instrument appointing a 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.

A person can act as a proxy on behalf of the members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
2. The Register of Members and the Share Transfer Registers of the Company shall remain closed from Wednesday, 24th June 2015 to Tuesday, 30th June 2015 (Both days Inclusive).

3. Members are requested to inform any change in their address to the Registrars and Share Transfer Agents, Sharex Dynamic (India) Private Limited, Unit-1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai-400 072.
4. Documents referred to in any of the items in the Notice are available for inspection at the Registered Office of the Company on any working day during Business Hours of the Company between 9.00 a.m. to 1.00 p.m.
5. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers may be made available at the meeting.
6. Members are requested to bring their copy of this Annual Report to the Meeting.
7. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
8. Brief resume of Mr. Sanjay Anand, Director retiring by rotation is given under the Corporate Governance Report.
9. Voting Through Electronic Means and Ballot Forms:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

A. For Members receiving e-mail on their registered email ids from NSDL:

- a. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- c. Click on "Shareholder - Login".
- d. Put User ID and password as initial password noted in step (1) above and Click Login.
- e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- f. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- g. Select "EVEN" of V R WOODART LIMITED.
- h. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your
- l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of 25th AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. 9 (a) to Sl. No. (j) above, to cast vote.

C. Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

D. OTHER INSTRUCTIONS

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (iv) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd June 2015.
 - (v) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd June, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- E.** The remote e-voting period will commence at 9.00 a.m. on Saturday, 27th June, 2015 and will end at 5.00 p.m. on Monday, 29th June, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd June, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- F.** A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- G.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.
- H.** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- I.** The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
10. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary FCS 2655 and CP 1798 as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from item No. 1 to 3 of the Notice for point No. 9 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013.
11. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.

12. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.vrwoodart.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors
For **V. R. WOODART LIMITED**

Place: **Mumbai**
Date : **15.05.2015**

Ajay Anand
DIN 0373248
Director

Registered Office:
1-2, Shiv Smriti Chambers
49-A, Dr. Annie Besant Road,
Worli, Mumbai – 400 018

25th Annual Report



DIRECTORS' REPORT

Dear Shareholders,

Your Directors are presenting the 25th Annual Report of your Company and the Audited Accounts for the year ended 31st December 2014.

FINANCIAL RESULTS

(₹ in Lacs)

Particulars	For the year ended 31.12.2014	For the year ended 31.12.2013
Revenue from Operations	-	-
Profit / (Loss) before taxation	(78.72)	(1.88)
Profit/ (Loss) for the year carried to Balance Sheet	(78.72)	(1.88)

OPERATIONS

During the year under review, the Company's operations were closed and hence, the Company has not generated any revenue during the accounting year. The Company's losses stood at Rs. 78.72 Lacs as compared to Rs. 1.88 Lacs in the previous year. The accumulated losses of the Company stood at Rs. 1842.16 Lacs for the year ended on 31st December 2014.

DIVIDEND

In view of the carry forward losses, your Directors do not recommend any dividend on Equity Shares for the year under review.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the Public.

DIRECTORS

Mr. Sanjay Anand, DIN: 01367853 Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible offers himself for re-appointment. Your Directors recommend his re-appointment.

AUDITORS

The present Statutory Auditors of the Company, M/s. Majibail & Co., Chartered Accountants, (Firm Registration No. 105870W) retire at the conclusion of the ensuing Annual General Meeting. The Company has received a letter as required under Section 141 of the Companies Act, 2013 (erstwhile section 224(1B) of the Companies Act, 1956) from M/s. Majibail & Co., Chartered Accountants, confirming their eligibility and willingness to act as Statutory Auditors of the company. The Board of Directors recommend their appointment.

AUDIT REPORT

The Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- The Company has followed the applicable accounting standards except AS 15 in the preparation of the Annual Accounts.

- b) The Directors had selected the 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 at the end of the financial year and of the profit / loss of the Company for the year under review.
- c) The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the Annual Accounts on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the financial year under review as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchange is given as below:

During the year the company was not having any operational activities to be reported to the shareholders of the Company. The company's operations are closed and the company has become a dormant company since 5 years.

PERSONNEL

As on date, none of the employees of the Company fall within the purview of the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and Companies (Particulars of Employees) Amendment Rules, 2011.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & INNOVATIONS AND FOREIGN EXCHANGE

Since the Company is not carrying on manufacturing activities, the disclosure requirements under this are not applicable to your Company. However, the information conservation of energy and foreign exchange earnings and outgo is annexed and forms part of this report.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standard of Corporate Governance and adhere to the requirements set out by SEBI. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement, including the shareholders' information and auditor's certificate on its compliance, forms a part of this Annual Report.

ACKNOWLEDGEMENTS

The Board of Directors expresses their deep gratitude for the co-operation and support extended to the Company by its stakeholders, customers, suppliers, Bankers and various Government agencies. Your Directors also place on record the commitment and involvement of the employees at all levels and looks forward to their continuous co-operation.

By Order of the Board of Directors
For **V. R. WOODART LIMITED**

Place: **Mumbai**
Date : 27.02.2015

Ajay Anand **Sanjay Anand**
DIN 0373248 DIN1367853