



October 4, 2016

Corporate Relationship Department,
BSE Limited,
New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sir,

Sub: 26th Annual Report

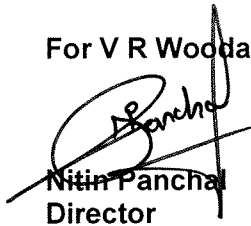
Ref: V R WOODART LIMITED (STOCK CODE: 523888)

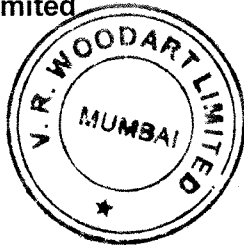
Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 please find enclosed copy of 26th Annual Report of the Company, which was approved and adopted as per the provisions of Companies Act, 2013 at the 26th Annual General Meeting of the Company held on 29th September, 2016.

You are requested to kindly take the same on record and bring it to the notice of your constituents.

Thanking you,

For V R Woodart Limited


Nitin Panchal
Director



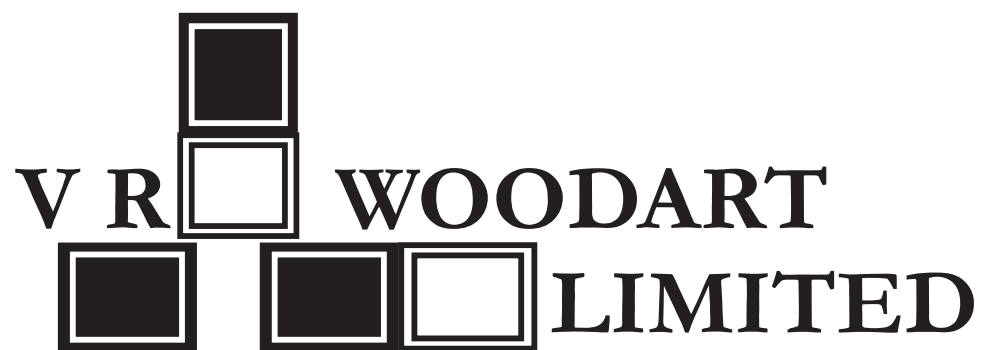
CIN No. L51909MH1989PLC138292

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

Tel. : 91 (22) 43514444, 66604600 * Fax : 91 (22) 24936811 * E-mail : info@vrwoodart.com*

Website : www.vrwoodart.com

V R WOODART LIMITED



26th ANNUAL REPORT
31ST MARCH 2016

V R WOODART LIMITED
CIN: L51909MH1989PLC138292
ANNUAL REPORT FOR THE PERIOD ENDED 31ST MARCH 2016

- | | | |
|---|---|--|
| 1. Date of Annual General Meeting | : | Thursday, 29th September, 2016. |
| 2. Time & Venue | : | 11.30 a.m. 1-2, Shiv Smriti Chambers,
49-A, Dr. Annie Besant Road, Worli,
Mumbai – 400 018. |
| 3. Book Closure | : | Friday, 23rd September, 2016 to
Thursday 29th September, 2016 (both days inclusive) |
| 4. Accounting Period | : | 1st January 2015 - 31st March 2016 |
| 5. 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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Mr. Ajay Anand
DIN : 00373248
Director

Mr. Sanjay Anand
DIN : 01367853
Director

Mr. Nitin Panchal
DIN : 01301731
Director

CIN: L51909MH1989PLC138292
Stock Code: BSE - 523888
ISIN: INE317D01014

Registered Office:
1-2, Shiv Smriti Chambers,
49-A, Dr. Annie Besant Road
Mumbai - 400018.
Ph: +91 22 6660 4600
Fax: +91 22 24936811
www.vrwoodart.com

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

Secretarial Auditors:
M/s. Sanjay Dholakia & Associates
Company Secretaries
Mumbai

Registrars and Share Transfer Agents
Sharex Dynamic (India) Limited
Unit-1, Luthra Industrial Premises,
Andheri-Kurla Road, Safed Pool,
Andheri (East), Mumbai – 400072.
Ph: 022 2851 5606/ 5644
Website: www.sharexindia.com
Email: sharexindia@vsnl.com

Bankers:
Canara Bank

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **VR Woodart Limited** will be held on Thursday, 29th September, 2016 at 11.30 a.m. at 1-2, Shiv Smriti Chambers, 49-A, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet and Statement of Profit & Loss Account of the Company for the period ended 31st March, 2016 together with the Report of the Board of 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 reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the resolution passed by the Members at the 25th Annual General Meeting held on 30th June, 2015 in respect of appointment of the Auditors, M/s. Majibail & Co., Chartered Accountants (Firm Registration No. 105870W) till the conclusion of the 28th AGM to be held in the year 2018, the Company hereby ratifies and confirms the appointment of M/s. Majibail & Co., as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the Financial Year ending March 31, 2017 on 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

Place: **Mumbai**
Date : **19th August, 2016**

Ajay Anand
Director
DIN : 00373248

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Proxies, in order to be effective, must be received at the Registered office of the Company not less than 48 hours before the commencement of the AGM.
3. The Register of Members and Transfer Books of the Company will be closed from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive).
4. Members are requested to furnish bank details, email address, change of address etc. to Sharex Dynamic (I) Pvt. Ltd, Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E),

Mumbai - 400 072, who are the Company's Registrar and Share Transfer Agents. In respect of members holding shares in electronic mode, the details would be as furnished to the Depositories.

5. In order to receive copies of Annual Reports and other communication through e-mail, Members are requested to register their e-mail addresses with the Company by sending an e-mail to investors@vrwoodart.com. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measures, members who have not registered their e-mail address are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days up to the date of the Annual General Meeting during office hours 9.00 a.m. to 6.00 p.m.
7. Members/Proxies, Authorised Representative are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and client ID / Folio No.
8. Investor Grievance Redressal:
The Company has designated an exclusive e-mail id viz. investors@vrwoodart.com to enable investors to register their complaints, if any.
9. e-voting
 - i. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 26th 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).
 - ii. 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.
 - iii. 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.
 - iv. The e-voting period commences on Monday, 26th September, 2016 (9:00 am) and ends on Wednesday, 28th September, 2016 (5:00 pm). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the Member shall not be allowed to change it subsequently.

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

 - i. Open the e-mail and also open PDF file namely "VRWL-evoting" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder — Login.

- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- viii. Select "EVEN" (e-voting Event Number) of V. R. Woodart Limited which is 105536. Now you are ready for e-voting as Cast Vote page opens.
- ix. Members can cast their vote online from 9.00 a.m. on Monday, 26th September, 2016 upto 5.00 p.m. on Wednesday, 28th September, 2016.
- x. e-voting shall not be allowed beyond 5.00 p.m. on Wednesday, 28th September, 2016.
- xi. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when, prompted.
- xii. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xiii. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xiv. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are 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 to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/ Depositories):

- (i) Initial password, is provided as below, in the enclosed ballot form:

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

C. OTHER INSTRUCTIONS

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Members and e-voting user manual – Members, available at the downloads section of www.evoting.nsdl.com.
- ii. 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).
- iii. 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 22nd September, 2016.
- iv. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice may obtain login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- v. 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.
- vi. 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

remote e-voting as well as voting at the AGM through ballot paper.

10. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary (FCS 2655) holding 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 as per point No. 11 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 remote e-voting facility.
12. The Scrutinizer shall after the conclusion of voting at the Annual 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 casted 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 BSE Limited, Mumbai.
14. A brief resume of Directors proposed to be re-appointed at this Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 is as follows:

Name of the Director	Mr. Sanjay Anand
Date of Birth	28.11.1961
Date of Appointment	24.09.1998
Qualifications	B. A.
Expertise in specific functional area	Textile Industry
Directorship held in other Pubic Companies	Faze Three Limited
Memberships/ Chairmanships held other Pubic Companies	Member of Audit Committee and Stakeholders Relationship Committee in Faze Thee Limited

By order of the Board of Directors

Place: **Mumbai**
Date : **19th August, 2016**

Ajay Anand
Director
DIN: 00373248

DIRECTORS' REPORT

Dear Members,

Your Directors are presenting the 26th Annual Report of your Company and the Audited Financial Statements for the period ended 31st March, 2016.

1. FINANCIAL HIGHLIGHTS :

(₹ in Lacs)

Particulars	For the period ended 31.03.2016 (15 months)	For the Accounting year ended 31.12.2014
Revenue from Operations	-	-
Profit / (Loss) before taxation	(6.57)	(78.72)
Profit/ (Loss) for the period carried to Balance Sheet	(6.57)	(78.72)

2. OPERATIONAL PERFORMANCE:

The Company did not carry on any operations during the period & hence, the Company has not generated any revenue during the accounting period under review. The Company has suffered a loss of ₹ 6.57 Lacs as compared to ₹ 78.72 Lacs in the previous year. The accumulated losses of the Company stood at ₹ 1600.21 Lacs.

3. CHANGE IN THE FINANCIAL YEAR:

The Company has changed its financial year from 1st January - 31st December to 1st April - 31st March, pursuant to Second Proviso of Section 2(41) of the Companies Act, 2013. The next financial year will close on 31st March, 2017.

4. DIVIDEND:

In view of the carry forward losses, your Directors do not recommend any dividend on equity shares for the period under review.

5. RESERVES:

The Company has not transferred any amount to reserves due to losses during the period under review.

6. DEPOSITS:

The Company has not accepted any deposits from the Public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, or under Chapter V of the Companies Act, 2013.

7. SUBSIDIARY COMPANY:

The Company does not have any subsidiary, associate or joint venture company as on March 31, 2016.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134 (3) (c) of the Companies Act, 2013: