



6th ANNUAL REPORT

2015-2016

CONTENTS

	<i>Page No.</i>
<i>1. Corporate Information</i>	<i>3</i>
<i>2. Notice of Annual General Meeting</i>	<i>4</i>
<i>3. Director's Report</i>	<i>10</i>
<i>4. Extract of Annual Return (MGT- 9)</i>	<i>17</i>
<i>5. Form MR-3</i>	<i>28</i>
<i>6. Corporate Governance Report</i>	<i>31</i>
<i>7. CFO Certification</i>	<i>41</i>
<i>8. Management Discussion and Analysis Report</i>	<i>42</i>
<i>9. Independent Auditors Report</i>	<i>45</i>
<i>10. Balance Sheet</i>	<i>56</i>
<i>11. Statement of Profit & Loss</i>	<i>57</i>
<i>12. Cash Flow Statement</i>	<i>58</i>
<i>13. Notes to Financial Statement</i>	<i>59</i>
<i>14. Proxy Form</i>	<i>68</i>
<i>15. Attendance Slip</i>	<i>69</i>

Board of Directors:

Mr. Vikram Bajaj, Director
Mr. Lokesh Patwa, Whole Time Director
Ms. Neha Shukla, Independent Director
Ms. Shyamal Mitra, Independent Director

Audit Committee

Neha Shukla	Chairman
Shyamal Mitra	Member
Lokesh Patwa	Member

Chief Financial Officer:

Mr. Himanshu Jha

Company Secretary & Compliance Officer:

Ms. Priya Agarwal

Additional Information:**Registered Office:**

#18, Giri Babu Lane, 1st Floor,
Room No. 1A, Anupam Chambers,
Kolkata- 700 012,
West Bengal, India
Tel: 033-40060699

Statutory Auditors:

M/s. A.K. Meharia & Associates
Chartered Accountant
7, Ganesh Chandra Avenue,
3rd Floor, Kolkata-700013

Banker:

ICICI Bank
Kolkata Branch
22, R N Mukherjee Road,
Kolkata- 700001

Registrar and Share Transfer Agent:

Cameo Corporate Services Limited
Subramanian Building,
1 Club House Road,
Chennai- 600002
Ph: 044 28460395
Email: cameosys@cameoindia.com

Lead Manager:

Guinness Corporate Advisors Pvt. Ltd.
18 Deshapriya Park Road,
Kolkata- 700026
Tel: +91-33-30015555
Fax: +91-33-30015531

Stock Exchanges Where Shares of the Company are Listed:

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Fax No. (022) 22723121/8013/8390/8307

VMV HOLIDAYS LIMITED
(CIN: L63090WB2010PLC151907).
Email: vmvholidays.sme@gmail.com, website: www.vmvholidays.com
Reg Office: 18, Giri Babu Lane, 1st Floor, Room No. 1A, Kolkata- 700012.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the Sixth Annual General Meeting of VMV HOLIDAYS LIMITED will be held on Friday, 16th September, 2016 at 1:00 P.M. at its Registered Office at 18, Giri Babu Lane, 1st Floor, Room No. 1A, Kolkata- 700012 to transact the following business:-

Ordinary Business:

1) To consider and adopt the Audited Financial Statements for the year ended March 31, 2016 and the Reports of the Auditors and Directors thereon.

2) To appoint Statutory Auditors and in that connection to consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, (Firm’s Regn. No. 324666E) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next four Annual General Meeting at such remuneration and on such terms and conditions as may be fixed by the Board of Directors based on the recommendations of the Audit Committee.”

3) To re-appoint Mr. Vikram Bajaj (DIN: 00553791), Director of the Company, who retires by rotation and being eligible, seeks re-appointment.

**By Order of the Board
For VMV HOLIDAYS LIMITED**

**Place: Kolkata
Date: 16.08.2016**

Sd/-

**Priya Agarwal
(Company Secretary)
M. No.:38800**

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a Member of the company. The instrument appointing the proxy form must be duly filled in all respect, in order to be effective, should be lodged with the Company at its Registered Office not less than 48 hours before the commencement of the meeting.

In term of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of Member not exceeding 50 and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding 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 of any other shareholder.

2. Members / Proxies should bring the Attendance Slip duly filled in for attending the Annual General Meeting. Copies of Annual Report and Attendance Slip will not be available for distribution at the venue of the Meeting.

3. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday **12 September 2016** to Friday **16 September, 2016** (both days inclusive).

6. Members desiring any information on the Accounts of the company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.

7. Members are requested to notify immediately any change in their address to the Company.

8. Shareholders are requested to quote Registered Folio Number in all the correspondence with the Company.

9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 10, 2016.

10. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on or before August 19, 2016.

11. 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 details to the R&T Agent or to the Registered Office of the Company.

12. The Results declared shall be placed on the Company's website and communicated to the BSE.

13. A copy of this notice has been placed on the website of the Company.

14. A copy of the Notice of AGM along with the copy of Annual Report for F.Y. 2015-16 has been sent to shareholders at the registered address made available by the Depositories. The aforesaid documents can also be accessed on Company's website: www.vmvholidays.com under home/ investors/ annual reports. Shareholders can also register their e-mail IDs and contact numbers with the Company by sending details to vmvholidays.sme@gmail.com to enable the Company to communicate to the shareholders, the information about various developments in the Company. Shareholders who wish to avail soft copies of the Notice/ Annual Report may be provided the same upon request.

15. There is no business of special nature that needs to be transacted at the ensuing Annual General Meeting.

16. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in single name and in physical form may file Nomination in the prescribed Form SH-13 with the R&T Agent. In respect of shares held in electronic form, the Nomination form may be filed in with the respective Depository Participant.

17. Pursuant to Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and the provisions of Listing Agreement with the Stock Exchanges, the Company is pleased to provide Members facility through M/s National Securities Depository Limited. (NSDL) to exercise their right to vote by electrical means on any or all of the businesses specified in the Notice of 6th Annual General Meeting. Members may exercise their right to vote by electronic means for the resolutions to be passed at the Meeting. A note on the e-voting process is provided hereunder:

Voting through Electronic means:

- 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 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 from a place other than venue of the AGM ("remote e-voting") 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 remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **13th September, 2016 (10:00 AM) and ends on 15th 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 **10th September, 2016**, may cast their vote by remote e-voting. The remote 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.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of Annual General Meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

- V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "VMV Holidays Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (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 scrutinizer@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 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 :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
---	-----------------------	----------------------------

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote 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.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. 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 10th September, 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. 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. 10th September, 2016, may obtain the 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 forgot 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.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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.
- XIII. Ms. Disha Dugar, Practising Company Secretary (FCS No. 8128, C.P. No. 10895) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"
- XV. 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 remote 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.vmvholidays.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
For VMV HOLIDAYS LIMITED**

**Place: Kolkata
Date: 16.08.2016**

**Sd/-
Priya Agarwal
(Company Secretary)
M. No.:38800**

VMV HOLIDAYS LIMITED
(CIN: L63090WB2010PLC151907)
(Previously known as VMV Holidays Pvt. Ltd.)
Reg Office: 18, Giri Babu Lane, 1st Floor, Room No. 1A, Kolkata- 700012.

Directors' Report to the Members

Your Directors have pleasure in presenting the Sixth Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2015 is summarized below:-

Amount in (Rs.)

Particulars	Year ended 31st March 2016	Year ended 31st March 2015
Total Income	6,96,91,708.51	3,21,14,877.93
Profit Before Tax	(8,38,304.38)	(6,34,621.06)
Less : Current Tax	(4,27,180.00)	-
Less: Short provision for earlier years	-	(3655.47)
Less: Deferred Tax	6,72,265.00	(706.00)
Profit After Tax	(5,93,219.38)	(6,38,982.53)

STATE OF COMPANY'S AFFAIR

We are please to inform that the listing of securities of the company on the SME platform of Bombay Stock Exchange will be completing one year on 14th of July, 2016 and the company has paid listing fees for the Financial year 2015 – 16. The listing of the company on a national platform has provided it with enormous opportunities for the expansion of the business.

The Company has decided to concentrate on its travelling activities and packages in domestic as well as international arena. It basically includes air ticket booking, hotel booking, car booking and other related activities. To begin with, the Company has made arrangements by becoming a member of the well known associations of Travel & Tourism industry. The benefits of which would accrue to the shareholders in the coming financial year.