

VAGHANI TECHNO-BUILD LIMITED

28791905

19th
Annual Report
2012-13

VAGHANI TECHNO-BUILD LIMITED

Board of Directors: Mr. Kantilal Savla – Chairman & Wholetime Director
Mr. Ramesh Meisheri
Mr. Sabu Daniel
Mr. Bharat Shah (##)
Mr. Bavchandbhai Vaghani (*)
Mr. Jayesh Nisar (**)
Mr. Manojkumar Sharma (#)

(*)Resigned on 14th August, 2012

(**)Resigned on 15th May, 2012

(#)Resigned on 11th December, 2012

(##) Appointed on 11th December, 2012

Auditors: M/s. M.L. Bhuwania & Co.
Chartered Accountants

Bankers: Union Bank of India,
Turner Road Branch, Bandra, Mumbai 400 050

Regd. Office: D-Wing, Karma Sankalp
Corner of 6th & 7th Road of Rajawadi,
Ghatkopar (east), Mumbai – 400 077.

**Registrar and Share
Transfer Agent:** Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L B S Marg, Bhandup (West),
Mumbai - 400 078.
Tel. (022) 25963838

NOTICE

Notice is hereby given that Nineteenth Annual General Meeting of **VAGHANI TECHNO-BUILD LIMITED** will be held at the Registered Office of the Company at D-wing, Karma Sankalp, Corner of 6th and 7th Road of Rajawadi, Ghatkopar (East), Mumbai – 400 077 on Monday, 30th September, 2013 at 10.30 A.M. to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS

1. To adopt the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the year ended on 31st March, 2013 and the Reports of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Meishri, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s M.L. Bhuwania & Co, Chartered Accountants, the retiring Auditors who are eligible for re-appointment as Auditors of the Company from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if though fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 260 and other applicable provisions of the Companies Act, 1956, Mr. Bharat Shah, who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- pursuant to the provisions of Section 257 of the Act from a Member signifying his intention to propose Mr. Bharat Shah as a candidate for the office of Director of the Company, be and hereby appointed as a Director of the Company liable to retire by rotation."

5. To consider and if though fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII as amended and all applicable provisions if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kantilal M Savla as the whole time Director of the Company for a period of 3 years with effect from 31st January, 2013 without any remuneration."

Registered Office:
D Wing, Karma Sankalp,
Corner of 6th & 7th Road of Rajawadi
Ghatkopar (east), Mumbai – 400 077.

For and on behalf of Board of Directors

Sd/-
Kantilal M Savla
Chairman & Wholetime Director.

Place: Mumbai
Date: 30th May, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 26-09-2013 to 30-09-2013 (both days inclusive).
3. The members are requested to:
 - a) Intimate to the Company's Registrars and Share Transfer Agents M/s. Link Intime India Private Limited the changes, if any, in their registered address, Bank account number / details etc. at an early date;
 - b) Quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
 - c) Approach the Company for consolidation of folios, if shareholdings are under multiple folios;
 - d) Get the shares transferred in joint names, if they are held in single name to avoid inconvenience;
 - e) Bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
 - f) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the Registered Office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
 - g) Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting is attached hereto.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM No. 4 :

Mr. Bharat Shah was appointed as an Additional Director on the Board of the Company with effect from 11.12.2012 to hold the office till the conclusion of the ensuing Annual General Meeting, in terms of Section 260 of the Companies Act, 1956.

Mr. Bharat Shah vacates his office at this Annual General Meeting pursuant to Section 260 of the Act. The Board at its meeting held on 30th May, 2013 recommended for the approval of the Members, the appointment of Mr. Bharat Shah as Director of the Company.

Notice under Section 257 of the Act has been received from a Member proposing the appointment Mr. Bharat Shah as Director of the Company. Requisite consent, pursuant to Section 264(1) of the Act, has been filed by him to act as the Director of the Company.

None of the Directors of the Company, except Mr. Bharat Shah is interested in the said resolution.

ITEM No. 5 :

The Board of Directors of the Company at their meeting held on 31st January, 2013 re-appointed Mr. Kantilal. M. Savla as the Whole Time Director of the Company for a period of 3 years with effect from 31st January, 2013 without any remuneration

Under Part III of Schedule XIII, the appointment referred in Part I and Part II of the said schedule shall be subject to approval by a resolution of shareholders in general meeting

The Board of Directors accordingly recommends the resolution(s) set out at the item no. 5 for the approval of the Members.

None of the Directors of the Company, except Mr. Kantilal M Savla is interested in the said resolution.

Disclosure pursuant to Clause 49 of the Listing Agreement:

Disclosure of Directors seeking re-appointment at the Annual General Meeting to be held on 30th September, 2013.

Name of Director	Mr. Ramesh U. Meisheri	Mr. Bharat L Shah	Mr. Kantilal M Savla
Date of Birth	24.08.1944	11.05.1955	13.05.1959
Date of Appointment	31.01.2009	11.12.2012	31.01.2009
Qualification	BE Mech	B.E. (ELECTRICAL),	B.com & OPM (Owner/President – Management Program) from Harvard Business School
Expertise in specific functional areas	Engineering projects and Maintenance activities	Business Processes and System enablement using Information Technology spear heading the initiative Of Implementation Of ERP Systems Across The Group Management Of It Resources Across The Group	Construction & Real Estate Business
Chairman / Member of the committee of other companies*	NIL	NIL	2

* only public Limited Companies are considered

For and on behalf of the Board of Directors

Sd/-

Kantilal M Savla
Chairman & Wholetime Director

Place: Mumbai
Date: 30th May, 2013

DIRECTOR'S REPORT

Dear Members,

Your Directors present their NINETEENTH ANNUAL REPORT together with the Audited Accounts along-with the report of the Auditors for the year ended 31st March, 2013

FINANCIAL RESULTS

(in Lacs ₹)

Particulars	Year 2012-13	Year 2011-12
Income	289.34	320.34
Total Expenditure	691.26	334.43
Profit Before Tax	(401.92)	(14.10)
Provision for Tax	-	-
Profit /(Loss) for the period (after tax)	(401.92)	(14.10)

DIVIDEND

The Board of Directors, in view of the loss incurred during the year, regrets their inability to recommend any dividend for the year ended 31st March, 2013.

REVIEW OF OPERATIONS

The total income of the Company for the year under review was ₹ 289.34Lacs as against ₹ 320.34 Lacs achieved during the previous year. Expenditure Incurred during the year is ₹ 691.26 Lacs and the Company's earnings is ₹(401.92) Lacs as against (14.10) Lacs in the previous year. EPS of the Company has decreased from ₹ (0.27) per share in the previous year to ₹ (7.70) per share in the current year

BUSINESS AND FUTURE PLAN

The Company is trading in Transfer of Development Rights (TDR). Further steps will be taken to accelerate the same.

DIRECTORS

Mr. Ramesh U. Meisheri retire by rotation and being eligible offers himself for reappointment.

Mr. Jayesh Raichand Nisar resigned from the directorship due to his pre-occupation and he ceased to be director of the Company w.e.f. 15/05/2012. The Board placed on record its appreciation for the valuable services and support rendered by him during his tenure on the Board of the Company.

Mr. Bavchandbhai J Vaghani resigned from the directorship due to his pre-occupation and he ceased to be director of the Company w.e.f. 14/08/2012. The Board placed on record its appreciation for the valuable services and support rendered by him during his tenure on the Board of the Company

Mr. Manoj Shivnarayan Sharma resigned from the directorship due to his pre-occupation and he ceased to be director of the Company w.e.f. 11/12/2012. The Board placed on record its appreciation for the valuable services and support rendered by him during his tenure on the Board of the Company.

Mr. Bharat L Shah appointed as an additional director of the Company w.e.f. 11/12/2012. to hold office up to conclusion of this ensuing Annual General Meeting and the approval of the members in the ensuing Annual General Meeting would be sought for his appointment

Mr. Kantilal M Savla is reappointed as Wholetime Director for a further period of 3 years with effect from 31st January, 2013 without any remuneration and the approval of the members in the ensuing Annual General Meeting would be sought for his appointment

A brief resume of the Directors being re-appointed are attached to the Notice of the ensuing Annual General Meeting.

DEPOSITS

The Company has not accepted any deposits from the public within the meaning of the Companies (Acceptance of Deposits) Rules, 1975 during the year under review.

AUDITORS

M/s M. L. Bhuwania and Co., Chartered Accountants, retiring auditors, is eligible for re-appointment and has expressed their willingness to accept office, if re-appointed. They have furnished Certificate u/s 224 (IB) of the Companies Act, 1956 for their eligibility for re-appointment. Your directors recommend their appointment as the statutory auditors till the conclusion of the next Annual General Meeting.

AUDITORS' REPORT

Explanation to opinions expressed under Independent Auditors Report and Report on other Legal and Regulatory Requirements as required under Section 217(3) of Companies Act, 1956

Under the heading Emphasis of matter the auditors have attempted to draw the attention towards Note No. 11 of the Financial Statement which states about advances of Rs. 65,00,000 which are outstanding since long but no provision for doubtful advances has been made in the accounts and mentioned that their opinion is not qualified in respect of this matter. Here your directors would like to clarify that management is hopeful of recovery

Under the heading Other matter the auditors have attempted to draw the attention towards the matter that company has not appointed full time Company Secretary as required by 383A of the Companies Act, 1956. Here your directors would like to clarify that company is in the process of appointing full time Company Secretary.

In Point VII of Annexure to Report on other Legal and Regulatory Requirements it is mentioned that the Company does not have an internal audit System. Your director would like to clarify that the Company is taking all steps to achieve adequate internal audit system in the operation, optimum utilization of resources and effective monitoring thereof and compliance with laws applicable.

POLLUTION AND ENERGY CONSERVATION AND FOREIGN EXCHANGE

Your Company has not consumed energy of the significant level and accordingly no measures were taken for energy conservation and no additional investment was made for reduction of energy conservation. The particulars regarding technology absorption and Foreign exchange earnings and out go pursuant to Section 217 (1) (e) of the Companies Act, 1956 are NIL. During the year the company has not earned or expended foreign exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors hereby confirm the following:

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. That the Directors have selected such 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 ended 31.03.2013 and of the Profit & Loss of the Company for that year;
3. That they had taken proper and sufficient care for the 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.
4. That the Directors have prepared the annual accounts on 'going concern' basis.

CORPORATE GOVERNANCE

As per clause 49 of the Listing Agreement with the Stock Exchange, the report of the Corporate Governance and the Certificate of the practicing Company Secretaries "PRS Associates", Mumbai in respect of compliance thereof are appended hereto and forming part of this report.

LISITNG

Shares of the Company are listed with BSE Limited. Scrip Code No. 531676.

The Company has paid the annual listing fee to the above stock exchange for the financial year 2012-13.

DEMATERIALIZATION OF SHARES

To provide better and smooth services to the shareholders, the company's equity shares are made available for dematerialization in electronic mode in the depository system operated by National Securities Depository Limited (NSDL) and with the Central Depository Services Limited (CDSL).

PARTICULARS OF EMPLOYEES

There was no employee drawing in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

APPRECIATION:

Your Directors express their sincere gratitude for the assistance and co-operation extended by customers, various Government, Semi-Government and Local Authorities, suppliers and business associates.

The Board of Directors also thanks the Investor Shareholders for their support, co-operation and faith in the Company and look forward for their continued support in future.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 30th May, 2013

Sd/-
Kantilal M Savla
Chairman & Wholetime Director

CORPORATE GOVERNANCE

The Company pursuant to Clause 49 of the listing agreement with the Stock Exchange furnishes its report on the code on Corporate Governance.

COMPANYS' PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all its interactions, Shareholders have right to have complete information about the Directors and Management and their interest in the company as well as governance practices followed by them. Towards this end, the company is making extensive disclosures from time to time.

Board of Directors

I. Composition and Category

The Board of Company consists of as on 31st March, 2013 four (4) directors, which include the one (1) Executive Directors and four (3) Independent Directors.

Name of Directors	Executive/Non-Executive / Independent	No. of outside Directorship(s) Held (Public)
Kantilal M. Savla	Executive	3
Bavchandbhai J. Vaghani(*)	Executive	NIL
Ramesh U. Meisheri	Independent	NIL
Manoj S.Sharma(#)	Independent	NIL
Sabu P. Daniel	Independent	NIL
Jayesh R. Nisar(**)	Independent	NIL
Bharat . L .Shah (##)	Independent	NIL

(*) Resigned on 14th August, 2012

(**) Resigned on 15th May, 2012

(#) Resigned on 11th December, 2012

(##) Appointed on 11th December, 2012

II. Board Meetings, attendance, position held in meetings

The Board met nine (9) times on 01/04/2012, 15/05/2012, 14/08/2012, 28/08/2012, 28/09/2012, 09/11/2012, 11/12/2012, 31/01/2012, 12/02/2013. Notices of the meetings with agenda along with necessary details were sent to the directors in time.

The names and categories of the Directors, their attendance at Board meetings and General Meeting as also position held by them in committees of other public limited companies as on 31st March, 2013 are given below:

Name of the Director	Category	Attendance particular 2012-13					
		Board Meeting held during tenure of Director	Board Meeting Attended	Last A G M	No. of Directorship in other Public Ltd. Cos	Chairman/ Member of the committee of other Cos.	Chairman/ Membership in other public limited Cos.
1. Kantilal M. Savla	Chairman	9	9	Yes	3	2	2
2. Bavchandbhai J. Vaghani (*)	Executive	3	3	No	NIL	NIL	NIL
3. Ramesh U. Meisheri	Independent	9	9	Yes	NIL	NIL	NIL
4. Manoj S. Sharma(#)	Independent	7	7	Yes	NIL	NIL	NIL
5. Sabu P. Daniel	Independent	9	9	Yes	NIL	NIL	NIL