VAGHANI TECHNO-BUILD LIMITED

27th Annual Report 2020-21

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27th Annual General Meeting on Thursday, 30th day of September 2021 at 1.00 pm. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on account of COVID-19 pandemic

Vaghani	i Techno Build Limited
Board of Directors	Mr Kantilal Manilal Savla-Wholetime Director
	Mr Sushil Kapoor-Independent Director
	Mr Nishit Kantilal Savla- Director
	Ms Grishma Kantilal Savla- Director
	Mr Ranjeet Sanjeeva Shetty- Independent Director
	Mr Rohan Mansuklal Shah- Independent Director
Chief Financial Officer	Ms Grishma Savla
Company Secretary	Mr Anis Attar
Statutory Auditors	M/s. M.L. Bhuwania & Co. LLP
Secretarial Auditors	M/s. Manthan Negandhi & Co.
	Practising Company Secretaries
	Office No 1218, Prasad Chambers, Tata Road No.2, Opera House, Mumbai 400004
Bankers	IDBI Bank,
	Vidyavihar (East) Branch,
	Mumbai 400 077
	Union Donk of India
	Turper Deed Prench, Pandra
	Mumbai 400050
	Mullibal 400050
Regd. Office	D-Wing, Karma Sankalp, Corner of 6 th & 7 th Road of Rajawadi, Ghatkopar (East), Mumbai – 400 077
Registrar and Share Transfer Agent	Link Intime India Private Limited C101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083 Tel. +91 22 49186000 Fax. +91 22 49186060

VAGHANI TECHNO-BUILD LIMITED CIN: L74999MH1994PLC187866 ADDRESS: D Wing, Karma Sankalp, Corner of 6th and 7th Road of Rajawadi, Ghatkopar (East), Mumbai – 400077 Email id: investor@vaghanitechnobuild.com WEBSITE: www.vaghanitechnobuild.com

<u>NOTICE</u>

Notice is hereby given that the Twenty Seventh Annual General meeting of the members of M/s. Vaghani Techno Build Limited be held on 30th September 2021 at 1.00 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:-

AS ORDINARY BUSINESS:-

 To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditor thereon and in this regard to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the annual general meeting and submitted to this meeting be and are hereby received, considered and adopted."

2. To re-appoint Mr Kantilal Savla as a director liable to retire by rotation and in this regard to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

"**RESOLVED THAT**, Ms Kantilal Manilal Savla (DIN: 00403389), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a director of the Company liable to retire by rotation."

3. To appoint Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any

statutory modification(s) or re-enactment(s) thereof, M/s Shah & Taparia, Chartered Accountants (Registration No.109463W), be and hereby appointed as the auditors of the Company to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration plus applicable taxes, out-of-pocket, and travelling, etc., as may be decided by the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To seek consent for Related Parties Transactions upto an aggregate limit of 10 Crores only and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"**RESOLVED THAT** approval of the Members of the Company be and is hereby accorded to enter into agreement(s)/transaction(s) with Related Parties in the ordinary course of business at arm's length basis for the purpose of raising funds for the business, to take/give property/properties on lease/rent, to avail/render any services or any other kind of transactions which construe to be Related Party Transactions up to an aggregate limit of 10 crores (Rupees Ten Crores only) till the conclusion of 28th AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2021 till the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Officials of the Company to give effect to the aforesaid Resolution."

By Order of the Board of Directors For Vaghani Techno-Build Limited

-/-Kantilal Manilal Savla Chairman & Whole Time Director

Place: Mumbai Date: 07th September, 2021

Notes

- 1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vaghani.technobuild.com. The Notice can also be accessed from the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2021 at 09:00 A.M. and ends on 29th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14th August 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14th August, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type	Login Mothod
Type of	Login Miethou
shareholders	
Individual	1. If you are already registered for NSDL IDeAS facility, please
Shareholders	visit the e-Services website of NSDL. Open web browser by
holding securities	typing the following URL: <u>https://eservices.nsdl.com/</u> either on
in demat mode	a Personal Computer or on a mobile. Once the home page of e-
with NSDL.	Services is launched, click on the "Beneficial Owner" icon
	under "Login" which is available under "IDeAS" section. A
	new screen will open. You will have to enter your User ID and
	Password. After successful authentication, you will be able to
	see e-Voting services. Click on "Access to e-Voting" under e-
	Voting services and you will be able to see e-Voting page. Click
	on options available against company name or e-Voting service
	provider - NSDL and you will be re-directed to NSDL e-Voting
	website for casting your vote during the remote e-Voting period
	or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services option to
	2. If the user is not registered for iDeAS e-services, option to
	register is available at <u>https://eservices.nsdl.com</u> . Select

		"Register Online for IDeAS" Portal or click at
		https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1.	Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <u>https://web.cdslindia.com/myeasi/home/login</u> or <u>www.cdslindia.com</u> and click on New System Myeasi.
	2.	After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3.	If the user is not registered for Easi/Easiest, option to register is available at <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u>
	4.	Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <u>www.cdslindia.com</u> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual	You can also login using the login credentials of your demat account
Shareholders	through your Depository Participant registered with NSDL/CDSL for
(holding securities	e-Voting facility. Once login, you will be able to see e-Voting option.
in demat mode)	Once you click on e-Voting option, you will be redirected to
login through their	NSDL/CDSL Depository site after successful authentication, wherein
depository	you can see e-Voting feature. Click on options available against
participants	company name or e-Voting service provider-NSDL and you will be
	redirected to e-Voting website of NSDL for casting your vote during
	the remote e-Voting period or joining virtual meeting & voting during
	the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related</u> <u>to login through Depository i.e. NSDL and CDSL.</u>

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding	Members facing any technical issue in login can contact
securities in demat mode with	CDSL helpdesk by sending a request at
CDSL	helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <u>https://eservices.nsdl.com/</u> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************* then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered