

VAGHANI TECHNO-BUILD LIMITED

29th Annual Report 2022-23

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<p>29th Annual General Meeting on Friday, 22nd day of September 2023 at 1.00 pm. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")</p>

Vaghani 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 Ranjit Sanjeeva Shetty- Independent Director Mr Rohan Mansukh Shah- Independent Director
Chief Financial Officer	Ms Grishma Kantilal Savla
Company Secretary	Mr Anis Attar
Statutory Auditors	M/s. Shah & Taparia, Chartered Accountants Address: 203 Center Point Building, 100, Dr Babasaheb Ambed Opp. Bharatmata Lalbaug, Parel 400012
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
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	Accurate Securities & Registry Private Limited 203, Shangrila Arcade, Above Samsung Showroom, Shyamal Cross Roads, Satellite, Ahmedabad, Gujarat, 380015

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

NOTICE

Notice is hereby given that the Twenty Ninth Annual General meeting of the Members of M/s. Vaghani Techno Build Limited will be held on Friday 22nd September 2023 at 1.00 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:-

AS ORDINARY BUSINESS:-

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2023 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, 2023 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 appoint a Director in place of Mr. Nishit Savla (DIN: 01552667), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT, Mr Nishit Savla (DIN: 01552667), 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 Rs. 10 Crores and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **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 Rs. 10 crores (Rupees Ten Crores only) till the conclusion of 30th AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2023 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**

**Sd/-
Kantilal Manilal Savla
Chairman & Whole Time Director**

**Place: Mumbai
Date: 29th May 2023**

Notes

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of AGM.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2023 to Friday, 22nd September, 2023, both days inclusive.
3. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 29th AGM of the Company is being held through Video Conferencing (VC)/Other Audio Visual Means (OVAM). The deemed venue for the 29th AGM shall be the registered office of the Company.
4. 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
5. Since the AGM will be held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly the facility for appointment of proxies by the Members will not be available for the AGM and hence the route map, proxy form and attendance slip are not attached to this notice.
6. 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 EGM/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.
7. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) intending to attend the meeting in accordance with the terms of Section 113 of the Companies Act, 2013 are required to send scanned Board Resolution (PDF Format) by email to helpdesk@cinevistaas.com with a copy marked to evoting@nsdl.co.in.
8. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the requirement of sending hard copies of annual reports to shareholders has been dispensed with.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members holding shares in dematerialized form, who have not updated their email addresses, are requested to contact their Depository Participant for updation of their email id. Members holding shares in physical mode and

who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at info@accuratesecurities.com along with the copy of the signed request letter mentioning their name and address, self-attested copy of the PAN card and self-attested copy of a valid proof of address (eg. Aadhaar/Utility bill - not older than 3 months) in support of the member's address.

10. 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.
11. 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.
12. 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 voting on the date of the AGM will be provided by NSDL.
13. 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.vaghanitechnobuild.com. The Notice can also be accessed from the websites of the Stock Exchange 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.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the Statutory Auditor of the Company under regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 22nd September, 2023 during business hours. Members seeking any information with regard to the matter to be placed at the AGM are requested to send an e-mail to compliances@groupintegrated.com from their registered e-mail address on or before 16th September, 2023.

15. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions.

Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In order eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form.

Members can contact the Company's Share Transfer Agent for assistance in this regard at the following address:

Accurate Securities & Registry Private Limited (Unit: Vaghani Techno- Build Limited)
Shangrila Arcade, 203, above Samsung Showroom, nr. Shyamal Cross Road, Satellite, Ahmedabad, Gujarat 380015
Tel: 079 4800 0319,
E-mail: info@accuratesecurities.com
Website: <https://accuratesecurities.com/>

17. As per Section 72 of Companies Act, 2013, members can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in physical form can avail the nomination facility by filling Form No. SH-13 in duplicate with the Company's Share Transfer Agent i.e. Accurate Securities & Registry Private Limited. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares for availing this facility.
18. The results on resolutions will be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
19. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. www.vaghanitechnobuild.com under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges.
20. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Accurate Securities & Registry Private Limited, at info@accuratesecurities.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March

16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

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

The remote e-voting period begins on 19th September, 2023 at 09:00 A.M. and ends on 21st September, 2023 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. 16th September 2023 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 16th September, 2023.

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 of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-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-

	<p>Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful