

VAISHNO CEMENT COMPANY LIMITED

30TH ANNUAL REPORT 2016-2017

DIRECTOR'S REPORT

To,
Members,
Vaishno Cement Company Limited

The Directors present the **30th Annual Report** and Audited Accounts of the Company for the year ended 31st March 2017.

1. Financial Summary or highlights

The summarized financial results of the company for the year ended **31st March, 2017** are presented below:

(Rs in Lacs)

Financial Results	Current Year 2016-2017	Previous Year 2015-2016
Revenue from operations	-	-
Income	3.00	5.00
Profit / (Loss) before Tax & Extraordinary Items	(3.42)	(1.83)
Less : Provision for Taxation	0.00	0.00
Add / (Less) : Extra-Ordinary Items	0.00	0.00
Profit / (Loss) after Tax	(3.42)	(1.83)
Add: Profit/(Loss) brought forward from Previous Year	(904.31)	(902.51)
Balance carried Forward to next year	(907.73)	(904.31)

2. Overall Performance & Outlook

The Gross Revenue of the Company Stood at Rs.3.00 Lac in Comparison to last year's figure of Rs.5.00 Lac whereas Profit / (Loss) after Tax stood at Rs (3.42) Lac in comparison to last Year's Loss of Rs. (1.83) Lac.

3. Dividend on Equity Shares

The Directors have not proposed any dividend for the financial year in view of the loss during the year and absence of accumulated profits.

4. Share Capital

The paid up Equity Share Capital as on March 31, 2017 was Rs.8.95 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2017, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

5. Directors:

During the financial year, no directors have resigned from the board of the company.

Further, there was no appointment of director was being carried out during the year As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the

company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the Independent Directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements), 2015.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

➤ **Details of Directors / KMP appointed and resigned during the year**

Sl. No	Name	Designation	Date of Appointment	Date of Resignation
1.	Mrs.Suman Murarka	Company Secretary and Compliance Officer	22 nd April 2015	15 th July,2016
2.	Mrs. Sweta Agarwal	Company Secretary and Compliance Officer	15 th July,2016	-

The relevant details of the above Directors/KMP are given in the Corporate Governance Report

6. No of Meetings of The Board:

During the year 6 (Six) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

7. Other Committees:

The composition of all the Committee Meetings and its meetings during the financial year 2016-17 forms part of the Corporate Governance Report.

8. Details of Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the going concern status and Company's Operations in Future

During the year, there are no significant and material orders passed by the Regulators/courts that would impact the going concern status of the company and its future operations

9. Directors' Responsibility Statement u/s 134 (5) of the Companies Act, 2013

Pursuant to the provisions of Section 134 (5) of Companies Act, 2013, as amended, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) 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 as at 31st March, 2017 and of the profit and loss of the Company for the year ended 31st March, 2017;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts for the financial year ended 31st March, 2017 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. Deposits

The Company has no public deposits as of date and will not accept any deposits without prior approval of the Statutory Authorities concerned.

11. Statutory Auditors

The Board of Directors recommends to re-appoint Existing Auditors M/s. Basu & Co., Chartered Accountants (Firm Registration No. 302040E), Kolkata who were appointed as Statutory Auditors of the Company at last Annual General Meeting who hold office till the conclusion of 34th Annual general meeting subject to ratification of their appointment at every Annual General Meeting.

The observations and comments given in the Auditors Report read together with the notes to the accounts are self explanatory and hence do not call for any further information and explanation under section 134(3) of the Companies Act, 2013.

12. Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the followings:-

- Governance of Risk

- Identification of Risk
- Assessment of Control of Risk

The risks have been prioritized through a companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer makes a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

13. Particulars of Loans, Guarantees or Investments by the Company

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

14. Particulars of Contracts or Arrangements with Related Parties:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year, if any were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 thus disclosure in form AOC-2 is not required. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board; is uploaded on the Company's website.

All related party transactions entered into by the Company during the year has prior approval of the Audit Committee. There has been no materially significant related party transaction with the Company's Subsidiaries, Promoters, Directors, Management or their relatives which may have potential conflict with the interests of the Company. The necessary disclosures regarding the transactions with related parties are given in the Notes to the Annual Accounts for the FY 2016-2017

As per regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) regulations 2015 The Company has a policy on Related Party Transaction and the same has been displayed on the Company's website: <http://www.vccl.in>.

15. Details of Policy Developed and Implemented by the Company on its Corporate Social Responsibility Initiatives

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the Company does not fall under the criteria of Section 135 of Companies Act, 2013.

16. Policy on Directors' Appointment and Remuneration Including Criteria for Determining Qualifications, Positive Attributes, Independence of a Director, Key Managerial Personnel And other Employees

The Board shall have minimum 3 and maximum 12 directors, unless otherwise approved. No person of age less than 21 years shall be appointed as a director on the Board. The company shall have such persons on the Board who complies with the requirements of the Companies Act, 2013, Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 Memorandum of Association and Articles of Association of the Company and all other statutory provisions and guidelines as may be applicable from time to time. Composition of the Board shall be in compliance with the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) regulations 2015 Stock Exchange. Except for the Managing Director no other directors are paid remuneration, but are paid only sitting fees and profession fees for professional services rendered. The MD is paid remuneration and out of pocket expenses are reimbursed as approved by the Shareholders but is not paid any sitting fees. MD, Company Secretary and Chief Financial Officer shall be the Key Managerial Personnel (KMPs) of the Company. All persons who are Directors / KMPs, members of Senior Management and all other employees shall abide by the Code of Conduct. Directors/KMPs shall not acquire any disqualification and shall be persons of sound integrity and honesty, apart from knowledge, experience, etc. in their respective fields.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 are formulated by the Nomination and Remuneration Committee.

17. Establishment of Vigil Mechanism/Whistle Blower policy

As required under Rule 7 of The Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company has a vigil mechanism policy to deal with instance of fraud and mismanagement, if any and policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairman of the Audit Committee. The Whistle Blower Policy covering all employees and directors is hosted on the Company's website at www.vccl.in.

18. The Details in respect of adequacy of Internal Financial Controls

The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation to Section 134 (5) (e) of the Companies Act, 2013.

For the year ended 31st March, 2017, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations; wherein controls are in place and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the existing controls and identify

gaps, if any, and implement new and /or improved controls wherever the effect of such gaps would have a material effect on the Company's operation.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

19. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during each Calendar year:

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

20. Extract of the Annual Return

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure "A"** to this Report.

21. A Statement Indicating the Manner in which formal Annual Evaluation has been made by the board of its own Performance and that of its Committees and Individual Directors;

1. Nomination and Remuneration Committee of the Board had prepared and sent through its Chairman Draft parameterized feedback forms for evaluation of the Board, Independent Directors and Chairman.
2. Independent Directors at a meeting without anyone from the non-independent directors and management, considered/evaluated the Board's performance, performance of the Chairman and other non-independent Directors.

3. The Board subsequently evaluated performance of the Board, the Committees and Independent Directors.

22. The Details of Familiarization Programme arranged for Independent Directors have been disclosed on website of the Company and are available at the following link:

The Familiarization Programme for Independent Directors is hosted on the Company's website at <http://www.vccl.in>

23. Secretarial Audit Report

Pursuant to the requirements of the Companies Act, 2013, the Company has appointed Mr. Sanjeev Kumar Poddar, Practicing Company Secretaries (COP 4207) as the Secretarial Auditor for financial year 2016-2017 whose report of 12th May, 2017 is attached separately to this report as **Annexure "B"**.

24. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Since the Company is into the Business of broking & commission activities; the information regarding conservation of energy, Technology Absorption, Adoption and innovation, under section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is reported to be NIL and the Company has not earned or used foreign exchange earnings/outgoings during the year under review.

25. Particulars of Employees

None of the employees of the Company attract the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under report and therefore no disclosure need to be made under the said provision.

26. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

27. Management Discussion and Analysis

The Management Discussion and Analysis Report forms part of the Annual Report and include various matters specified under Regulation 34(2) (e) of the SEBI (LODR) Regulations, 2015 form part of this Report.

28. Corporate Governance Report

The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms an integral part of this report and the requisite Certificate duly signed by the

practicing Company Secretary confirming compliance with the conditions of Corporate Governance forms part of this Report.

29. Acknowledgement:

The Board of Directors express their appreciation for the sincere co-operation and assistance of Government Authorities, Bankers, Customers, Suppliers, Business Associates and the efforts put in by all the employees of the Company. The Board of Directors expresses their gratitude to all our valued shareholders for their confidence and continued support to the Company.

By order of the Board
For Vaishno Cement Company Limited

Sd/-

Registered Office:

Vaishno Chambers
6, Brabourne Road
Kolkata-700 001

Raj Kumar Jaiswal
(Din No: 00559127)
Chairman & Managing Director

Date: - 12th May, 2017

Place: - Kolkata

“Annexure – A”

Form MGT 9 - Extract of Annual Return as on Financial Year Ended on 31.03.2017

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. Registration and other Details –

CIN	L26942WB1992PLC057087
Registration Date	26/11/1992
Name of the Company	Vaishno Cement Company Ltd.
Category / Sub-Category of the Company	Public Company limited by shares
Address of the Registered Office and contact details	Vaishno Chambers,6,brrabourne Road Kolkata ,West Bengal- 700001 Telephone: +91 33 2225 3542 Email id: vaishno.cement@gmail.com Website: www.vccl.in
Whether listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. S. K. Infosolutions Pvt. Ltd. Address: 34/1A, Sudhir Chatterjee Street, Calcutta - 700 006 Tel No: 033 – 22196797,` Fax No :- 033- 22194815 Email :- contact@skcinfo.com

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Brokerage & Commission	997152	100%