

VANDANA KNITWEAR LIMITED

(Formerly Known as Trendy Knitwear Limited)

**22ND ANNUAL REPORT AND ACCOUNTS
2016-17**

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BOARD OF DIRECTORS

Mukesh Gadiya	-	Chairman & Managing Director
Babulal Khimraj Jain	-	Promoter & Executive Director
Pradeep Saremal Jain	-	Independent & Non-Executive Director
Pawan Mandowara	-	Independent & Non-Executive Director
Manish Tamboli	-	Independent & Non-Executive Director
Bhuneshwari	-	Executive Director
CS Nidhi Gupta	-	Company Secretary

BOARD COMMITTEES

- **AUDIT COMMITTEE**
- | | | |
|----------------------|---|----------|
| Manish Tamboli | - | Chairman |
| Babulal Khimraj Jain | - | Member |
| Pradeep Saremal Jain | - | Member |
- **SHARE TRANSFER / INVESTOR GRIEVANCES REDRESSAL COMMITTEE**
- | | | |
|----------------------|---|----------|
| Manish Tamboli | - | Member |
| Babulal Khimraj Jain | - | Chairman |
| Pradeep Saremal Jain | - | Member |
- **REMUNERATION COMMITTEE**
- | | | |
|----------------------|---|----------|
| Manish Tamboli | - | Member |
| Babulal Khimraj Jain | - | Member |
| Pradeep Saremal Jain | - | Chairman |

INTERNAL AUDITOR
M/s Ajay Gangrade & Co.
303, Silver Sanchora,
7 R.N.T. Marg, Indore.

COMPLIANCE OFFICER
Mr. Pradeep Saremal Jain

CHIEF EXECUTIVE OFFICER
Mr. Babulal Khimraj Jain

STATUTORY AUDITORS
M/s. S. N. KABRA & Company,
Chartered Accountants,
207 'C' Block Silver Mall,
R.N.T. Marg, Indore,
Madhya Pradesh – 452 001

REGISTRAR & SHARE TRANSFER AGENT
Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.
E-mail ID: Mumbai@linkintime.co.in
Tel. No.: 022-2596 3838; Fax No.: 022-2594 6969
Website: www.linkintime.co.in

REGISTERED OFFICE ADDRESS
4-1-223, Hanuman Takdi,
Bank Street, Hyderabad,
Telengana – 500 095
E-mail : trendyknitwear@gmail.com
www.trendyknitwearlimited.com

BANKERS
Axis Bank Ltd.
Dena Bank

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of VANDANA KNITWEAR LIMITED (formerly known as Trendy Knitwear Limited) will be held on Thursday, 28th day of September, 2017 at 11:00 A.M. at the registered office of the Company at 4-1-223, Hanuman Takdi, Bank Street, Hyderabad, Telengana - 500 095 for transacting the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31st, 2017 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Babulal Jain (DIN: 02387803), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s R. S. Bansal & Company, Chartered Accountants, (Registration No. FRN000939C), be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. Re-appointment of Mr. Mukesh Gadiya (DIN: 03025764) as Chairman and Managing Director of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), all other statutory provisions, approvals including Central Government, if required and subject to the provisions of Articles of Association of the Company, Mr. Mukesh Gadiya (DIN: 03025764) be and is

hereby appointed as Chairman and Managing Director of the Company for a period of 5 (five) year with effect from 14th August, 2017, subject to such terms, conditions and stipulations, including remuneration as set out in Explanatory statement annexed to the notice convening this meeting, with the liberty to the Board of Directors to alter and vary the terms and conditions including remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification (s) or re-enactments thereof.

RESOLVED FURTHER THAT Mr Mukesh Gadiya, in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED

PLACE: HYDERABAD
DATE: 14/08/2017

MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with applicable rules thereon, a person can act as a proxy on behalf of members not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company, carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
3. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Members and Proxies attending the Meeting should bring the attendance slip duly

filled in along with their Annual Reports and PHOTO ID proof for attending the Meeting.

5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. Members desiring any information with regards to the accounts are requested to write to the Company at least 10 (ten days) prior to the date of meeting to enable the Management to keep the information ready at the meeting.
7. All the documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company between 10.30 A.M. to 12.30 P.M. on all working days from the date hereof up to the date of meeting.
8. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
9. Members are requested to immediately intimate change of Address / bank mandate, if any, to their respective Depository Participants (DP) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agents, in respect of their physical share folios.
10. Members having shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's Registrars and Transfer Agents, for consolidation into single Folio.
11. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
12. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)" Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg.If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. *Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company

13. Profiles of the Directors seeking re-appointment, as required by SEBI Listing Regulations, is annexed to this notice.
14. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive).

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business of the accompanying Notice of the Annual General Meeting of the Company to be held on Thursday, 28th September, 2017 at 11.00 AM.

Item No. 4

The Board of Directors of the Company ("the Board") at its meeting held on August 14, 2017 has, subject to approval of members, re-appointed Mr. Mukesh Gadiya (DIN: 03025764) as a Chairman and Managing Director, for a further period of 5 (five) years w.e.f 14th August, 2017, on terms and conditions including remuneration as recommended by the Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Mukesh Gadiya as a Chairman and Managing Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Mukesh Gadiya are as under:

- | | |
|--------------------------------|--------------------------------|
| (a) Salary | upto Rs. 2,50,000/- per annum; |
| (b) Perquisites and Allowances | upto Rs. 1,50,000/- per annum. |

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Mr. Mukesh Gadiya has attained age of forty six years, and has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Mukesh Gadiya as Managing Director of the Company. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. Mukesh Gadiya as a Managing Director.

Mr. Mukesh Gadiya is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of

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Mr. Mukesh Gadiya under Section 190 of the Act.

Details of Mr. Mukesh Gadiya are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Mukesh Gadiya is interested in the resolution set out at Item No. 4 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED

PLACE: HYDERABAD
DATE: 14/08/2017

MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)" Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg.If your name is Ramesh Kumar with folio number 100 then enter Ra00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. *Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.