

V.B. INDUSTRIES LIMITED



**30TH
ANNUAL
REPORT
2016-2017**

V. B. INDUSTRIES LIMITED

BOARD OF DIRECTORS

Vikash Kothari	Managing Director
Sandip Ray	Independent Director
Johar Pal Singh	Independent Director
Saroj Devi Kothari	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Payal Bafna, ACS

Corporate Identification No.
L51909WB1982PLC035222

REGISTERED OFFICE

9, Old China Bazar Street
Room No. 85, 5th Floor
Kolkata -700 001

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BANKERS

Kotak Mahindra Bank Ltd.
Punjab National Bank

AUDITORS

M/s. B. S. Kedia & Co.
Chartered Accountants, Kolkata

REGISTRAR & SHARE TRANSFER AGENT

ABS Consultants Private Limited
99, Stephen House
4, B.B.D. Bag (East)
Kolkata-700 002

ANNUAL GENERAL MEETING

Date : 21st September, 2017
Time : 11.30 A.M.
Venue : 9, Old China Bazar Street
Room No. 85, 5th Floor
Kolkata -700 001

C O N T E N T S

- ☞ Notice
- ☞ Directors' Report
- ☞ Management Discussion & Analysis
- ☞ Secretarial Audit Report (MR-3)
- ☞ Extract of Annual Return (MGT-9)
- ☞ Report on Corporate Governance
- ☞ Auditors' Certificate on Corporate Governance
- ☞ Auditors' Report
- ☞ Balance Sheet
- ☞ Statement of Profit & Loss
- ☞ Statement of Cash Flow
- ☞ Notes on Financial Statements
- ☞ Proxy / Ballot Form (MGT-11)

Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of M/s. **V. B. INDUSTRIES LIMITED** will be held on Thursday, the 21st day of September, 2017 at 11.30 A.M. at its Registered Office of the Company at 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001 to transact the following businesses as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2017.
2. 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 Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of existing Auditors M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata, M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 30th Annual General Meeting up to the conclusion of the 35th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration, in addition to the reimbursement of applicable Taxes and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company as may be decided by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS :

3. To consider and, if thought fit, to assent / dissent the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2 (54), 196, 197, 203 read with Schedule V to the Act, and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) the Company hereby approves appointment of Mr. Johar Pal Singh (DIN : 00113986) as Chairman & Managing Director of the Company, for a period of 3 years commencing from 25th September 2017 up to 24th September 2020 in place of Mr. Vikash Kothari, existing Managing Director, upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Mr. Johar Pal Singh.”

4. To consider and, if thought fit, to assent / dissent the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Mrs. Saroj Devi Kothari (DIN : 01312905), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 4th January 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 4th January 2017 and is not liable to retire by rotation.”

5. To consider and, if thought fit, to assent / dissent the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Ms. Pooja Jobanputra (DIN : 07583269), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 26th July 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 26th July 2017 and is not liable to retire by rotation.”

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. The Register of Member and the Share Transfer Books of the Company will remain closed from 15th September 2017 to 21st September 2017 (both days inclusive).
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this Annual General Meeting.
7. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail id vbindustries1@gmail.com for quick and prompt redressal of their grievances.
8. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
9. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by appropriate authorities at the Annual General Meeting.
10. Members desirous of getting any information about the Accounts / Reports of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
11. Members are requested to intimate change in their address immediately to M/s ABS Consultants Private Limited, the Company's Registrar and Share Transfer Agents, at their office at 99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002.
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s ABS Consultants Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
13. The Securities and Exchange Board of India (SEBI) has made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.
SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
 - a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.

16. Copies of Annual Report 2017 are being sent by electronic mode only to all the members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2017 are being sent by the permitted mode.
17. The Notice for the 30th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all those members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
18. Members may also note that the Notice of the 30th AGM and the Annual Report for 2016-2017 will also be available on the Company's website www.vbindustriesltd.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : vbindustries1@gmail.com
19. A route map showing directions to reach the venue of the 30th Annual General Meeting is given at the end of the Report.
20. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
21. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 14, 2017.
22. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Gayatri Phatak, Scrutinizer, C/o ABS Consultants Private Limited, Unit: V. B. Industries Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001, Tel. No: +91 33-2220 1043, Fax No : +91 33- 2243 0153, E-mail : absconsultant@vsnl.net so as to reach him on or before September 19, 2017 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.
23. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 30th AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

24. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 30th AGM. The Members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vbindustriesltd.in within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
26. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
27. The details for voting electronically are as under -
- Date and time of commencement of voting through electronic means: **Monday, September 18, 2017 at 9.00 a. m.**
 - Date and time of end of voting through electronic means beyond which voting will not be allowed : **Wednesday, September 20, 2017 at 5.00 p. m.**
 - During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 14, 2017**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
 - Details of Website: www.evotingindia.com
 - Details of Scrutinizer:** Gayatri Phatak, Practising Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatribhideandco@gmail.com
 - Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.

28. The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- Log on to the e-voting website www.evotingindia.com during the voting period
- Click on "Shareholders" tab
- Now, select the Voting Sequence No. as mentioned in the Attendance Slip along with "V. B. INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT".
- Now Enter your User ID (as mentioned in the Attendance Slip)
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes.

- viii After entering these details appropriately, click on “SUBMIT” tab.
- ix Members holding shares in physical form will then directly reach to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x For Members holding shares in physical form, the details in **Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for V. B. INDUSTRIES LIMITED on which you choose to vote.
- xii On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi You can also take out the print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix For Institutional Shareholders and Custodians :**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 3

The Board at its meeting held on 1st October 2016, appointed Mr. Johar Pal Singh as Additional Director of the Company with effect from 1st October 2016, pursuant to Section 161 of the Companies Act, 2013.

Existing Managing Director Mr. Vikash Kothari has shown his unwillingness to continue as Managing Director of the Company after the forthcoming Annual General Meeting and hence the Company has offered the post of Managing Director to Mr. Johar Pal Singh which has been accepted by him.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Johar Pal Singh will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the member along with a necessary deposit proposing the candidature of Mr. Johar Pal Singh for the office of the Director.

Mr. Johar Pal Singh is graduate in commerce and having education degree of B. Com., LLB. He is having experience of more than 35 years in the field of legal, taxation and financial matters. He is serving many other listed Companies as Independent Director and is contributing to his ability to take timely decision for the growth and success of the Companies.

In regard to remuneration and perquisites, to be determined and paid, will be decided by the Nomination & Remuneration Committee and will be within the limits prescribed in the Act.

Mr. Johar Pal Singh is interested in the resolutions set out respectively at Item No. 3 of the Notice with regard to his respective appointment.

The relatives of Mr. Johar Pal Singh may deemed to be interested in the resolutions set out respectively at Item No. 3 of the Notice, to the extent of his shareholding interest, if any, in the Company.

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 these resolutions.

The Board recommends the resolutions set forth in the Item No. 3 of the Notice for approval of the members.

ITEM NO. 4

The Board at its meeting held on 4th January 2017, appointed Mrs. Saroj Devi Kothari as Additional Director of the Company with effect from 4th January 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mrs. Saroj Devi Kothari will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the member along with a necessary deposit proposing the

candidature of Mrs. Saroj Devi Kothari for the office of the Director.

The Company has received from Mrs. Saroj Devi Kothari –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.
- A declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013

Further, the Board at its meeting held on 4th January 2017, also appointed (subject to approval of members in AGM), Mrs. Saroj Devi Kothari as Non-Executive, Independent Director of the Company for a period of 5 Years commencing from 4th January 2017 on following terms & conditions –

1. Remuneration – Company will make payment of Sitting Fees and such amount will be decided mutually, within prescribed limits, subject to maximum of ₹ 5000/- per meeting, apart from expenses to be incurred for attending meetings.
2. Period of Appointment – 5 Years commencing from 4th January 2017.
3. The Appointment may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The resolution seeks the approval of members for the appointment of Mrs. Saroj Devi Kothari as Independent Director of the Company for a period of 5 years commencing from 4th January 2017 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Mrs. Saroj Devi Kothari will not be liable to retire by rotation.

In the opinion of the Board Mrs. Saroj Devi Kothari fulfills the conditions for her appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations, 2015 and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mrs. Saroj Devi Kothari is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Mrs. Saroj Devi Kothari is interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to her respective appointment.

The relatives of Mrs. Saroj Devi Kothari may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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 these resolutions.

The Board recommends the Resolution set out forth in Item No. 4 for the approval of members.

ITEM NO. 5

The Board at its meeting held on 26th July 2017, appointed Ms. Pooja Jobanputra as Additional Director of the Company with effect from 26th July 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Ms. Pooja Jobanputra will hold the office up to the

date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the member along with a necessary deposit proposing the candidature of Ms. Pooja Jobanputra for the office of the Director.

The Company has received from Ms. Pooja Jobanputra –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.
- A declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013

Further, the Board at its meeting held on 26th July 2017, also appointed (subject to approval of members in AGM), Ms. Pooja Jobanputra as Non-Executive, Independent Director of the Company for a period of 5 Years commencing from 26th July 2017 on following terms & conditions –

1. Remuneration – Company will make payment of Sitting Fees and such amount will be decided mutually, within prescribed limits, subject to maximum of ₹ 5000/- per meeting, apart from expenses to be incurred for attending meetings.
2. Period of Appointment – 5 Years commencing from 26th July 2017.
3. The Appointment may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The resolution seeks the approval of members for the appointment of Ms. Pooja Jobanputra as Independent Director of the Company for a period of 5 years commencing from 26th July 2017 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Ms. Pooja Jobanputra will not be liable to retire by rotation.

In the opinion of the Board Ms. Pooja Jobanputra fulfills the conditions for her appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations, 2015 and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Ms. Pooja Jobanputra is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Ms. Pooja Jobanputra is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to her respective appointment.

The relatives of Ms. Pooja Jobanputra may be deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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 these resolutions.

The Board recommends the Resolution set out forth in Item No. 5 for the approval of members.

Details of Directors seeking appointment in the 30th Annual General Meeting on 21st September 2017 (in term of Regulation 27 of SEBI (Listing Obligations and Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"))

Name of Director	Mr. Johar Pal Singh	Mr. Saroj Devi Kothari	Ms. Pooja Jobanputra
Directors' Identification No. (DIN)	00113986	01312905	07583269
Date of Birth	6 th October 1947	23 rd October 1969	2 nd August 1992
Date of Appointment on Board	1 st October 2016	4 th January 2017	26 th July 2017
Qualification	B. Com, LLB	S.S.C.	B. Com.
Experience	Having 35 years' experience in the field of Legal, Accounts, Taxation, Capital & Money Market	Having skill of management & administration for more than 10 years.	Having ample knowledge of Company Law and Stock Market activities
Terms & Conditions of Appointment / Re-appointment	3 Years commencing from 25 th September 2017	5 Years commencing from 4 th January 2017	5 Years commencing from 26 th July 2017
Remuneration details	To be mutually decided by Board and Mr. Johar Pal Singh, within prescribed limits.	Maximum of ₹ 5000/- per meeting	Maximum of ₹ 5000/- per meeting
Shareholding in Company	Nil	Nil	Nil
Relationship with the Company & Other Directors	Not Any	Not Any	Not Any
No. of Board Meeting attended during the year	5	3	N.A.
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> • JMD Ventures Limited • PS IT Infrastructure & Services Limited • Unisys Softwares & Holding Industries Limited 	<ul style="list-style-type: none"> • JMD Ventures Ltd. • Prime Capital Market Ltd. • Purbanchal Steel Ltd. • Scan Infrastructure Ltd. • Spiral Pack (India) Ltd. • Unisys Softwares & Holding Industries Limited • Warner Multimedia Ltd. 	<ul style="list-style-type: none"> • Pacific Finstock Limited
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Chairmanship - 3 Committee Membership - 5	Committee Chairmanship - 3 Committee Membership - 5	Committee Chairmanship - Nil Committee Membership - Nil

Kolkata, July 26, 2017

By order of the Board
For **V. B. INDUSTRIES LIMITED****Registered Office :**9, Old China Bazar Street
5th Floor, Room No. 85, Kolkata-700 001**Payal Bafna**
Company Secretary

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the 30th Annual Report of your Company together with the Audited Statements of Accounts for the financial year ended March 31, 2017.

₹ in Lakh

Financial Results	Year Ended 31.03.2017	Year Ended 31.03.2016
Gross Revenue from Operations	12142.44	14501.43
Profit before Tax & Extraordinary Items	8.54	44.06
Less : Tax Expenses (including Deferred Tax)	2.64	13.88
Profit after Tax	5.90	30.18
Less : Income Tax for Earlier Years	-	0.07
Profit available for Appropriation	5.90	30.11
Add : Profit Carried Forward from Previous Year	68.22	38.11
Balance carried forward to Next Year	74.12	68.22

OVERVIEW OF ECONOMY

The Indian economy is growing strongly and remains a bright spot in the global landscape. The halving of global oil prices that began in late 2014 boosted economic activity in India, further improved the external current account and fiscal positions, and helped lower inflation. In addition, continued fiscal consolidation, by reducing government deficits and debt accumulation, and an anti-inflationary monetary policy stance have helped cement macroeconomic stability.

The government has made significant progress on important economic reforms, which will support strong and sustainable growth going forward. In particular, the upcoming implementation of the goods and services tax, which has been in the making for over a decade, will help raise India's medium-term growth to above 8 percent, as it will enhance the efficiency of production and movement of goods and services across Indian states.

FINANCIAL PERFORMANCE & OUTLOOK

The Company is mainly into the business of Finance and Investments and is investing its funds into the Securities Market, both in listed and un-listed shares. In addition, the Company has also in textile segment and is doing trading activities in textile product i.e. yarn.

In term of financial performance, gross revenue from operations stood at ₹ 12142.44 lakh compared to ₹ 14501.43 lakh in the previous year. The operating Profit before Tax stood at ₹ 8.53 lakh as against ₹ 44.06 lakh in the previous year. The Net Profit after tax and Extra-Ordinary Items, stood at ₹ 5.90 lakh against previous years' Net Profit of ₹ 30.12 lakh.

Your Company is optimistic of continues to grow as the time progresses.

DIVIDEND AND RESERVES

Due to inadequate profit and looking to the future challenges as well as to conserve resources, Directors have decided not to recommend any dividend for the year under review.

During the year under review, no amount from Profit was transferred to General Reserves.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was ₹ 13.10795 Crore. During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March 2017.

The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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.

SUBSIDIARY COMPANY

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of Listing Regulations; during the financial year 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 and the Rules made thereunder are not attracted and thus disclosure in term of Section 134(3) (h) r/w Rule 8(2) of the Companies (Accounts) Rules, 2014 and under Regulation 34(3) & 53(f), Para A of Schedule V of SEBI (LODR) Regulations, 2015 is attached as Annexure I. Further, there are 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.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

CHANGE IN NATURE OF BUSINESS, IF ANY.

There are no changes in the nature of business in the financial year 2016-17.

BOARD EVALUATION

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics,

deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2016-17 are given in the separate section of Corporate Governance Report.

BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

During the year Mr. Raj Kumar Sharma and Ms. Susmita Kundu have resigned from the Board w.e.f. 1st October 2016 and 4th January 2017 respectively due to their other commitments.

Further, Mr. Johar Pal Singh has joined Board as an Independent Director of the Company w.e.f. 1st October 2016 and Mrs. Saroj Devi Kothari has joined the Board as Independent Director of the Company w.e.f. 4th January 2017.

Apart from the above, there is no change in the composition of Board of Directors of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

INDEPENDENT DIRECTORS

As per provisions of Section 149 of the Companies Act, 2013 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.

As per requirements of Regulation 25 of SEBI LODR Regulations, 2015, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Raj Kumar Sharma	Independent Director	-	1 st October 2016
2.	Ms. Susmita Kundu	Independent Director	-	4 th January 2017

3.	Mr. Johar Pal Singh	Independent Director	1 st October 2016	-
4.	Mrs. Saroj Devi Kothari	Independent Director	4 th January 2017	-

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

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.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the directors had 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 March 31, 2017 and of the profit of the Company for the year ended on that date;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. that 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; and
6. that 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.

BUSINESS RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

However the Company is not required to constitute Risk Management Committee under SEBI LODR Regulations, 2015.

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Your Company has an Internal Control System, which is commensurate with the size, scale, scope and complexity of its operations. To maintain its objectivity and independence, an independent firm of Chartered accountants has been appointed as the Internal Auditors, who report to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies of your Company.

Based on the report of the Internal Auditors placed before the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The internal controls have been reported by the Auditors to be adequate and effective during the year.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. www.vbindustriesltd.in

INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

Statutory Auditors

Existing Auditors M/s B. S. Kedia & Co., Chartered Accountants, Kolkata who are retiring in ensuring Annual General Meeting have expressed their un-willingness to re-appoint themselves as Auditors of the Company.

In place of existing Auditors, the Audit Committee recommended M/s Deepak Acharya & Associates (FRN 329654E), Chartered Accountants, Kolkata for appointment to audit the accounts of the Company from the conclusion of the 30th Annual General Meeting up to the conclusion of the 35th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 from M/s. Deepak Acharya & Associates; that they are eligible for appointment as auditors, and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949, or the rules and regulations made there-under.

The proposed appointment is as per the term and within the limits laid down by or under the authority of the Companies Act, 2013 and that there are no proceedings pending against them or any of their partners with respect to professional conduct.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Sinu Surolia, Company Secretaries in Practice (C. P. No. 17293) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed in the Annual Report as Annexure II.

Internal Auditors

The Company has appointed M/s Mahato Prabir & Associates, Chartered Accountant Firm, Kolkata (FRN - 325966E) to undertake the Internal Audit of the Company.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the same is not applicable to the Company as none of employee is drawing remuneration in excess of the limits set out in the said rules and thus no disclosure has been provided in this Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 (“Amended Managerial Remuneration Rules, 2016”), the report is not applicable to the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

PARTICULARS UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013

Since the Company is into the business of Financing, and Investment activities in Shares and Securities and into the business of trading in textile products; the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 73 of the Companies Act 2013 and the rules there under.

REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company’s Auditors confirming compliance forms an integral part of this Report.

CAUTIONARY STATEMENT

Statements in this Directors’ Report and Management Discussion and Analysis describing the Company’s objectives, projections, estimates, expectations or predictions may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company’s valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Kolkata, May 29, 2017

By order of the Board
For **V. B. INDUSTRIES LIMITED**

Registered Office :

9, Old China Bazar Street
5th Floor, Room No. 85, Kolkata-700 001

VIKASH KOTHARI
(DIN : 06823998)
MANAGING DIRECTOR

MANAGEMENT DISCUSSION & ANALYSIS

MACRO ECONOMIC ENVIRONMENT

India will reclaim its position as the fastest growing major global economy this year, partly propelled by benefits from a new tax system and bolstered by an expected central bank interest rate cut, a Reuters poll showed.

Having been in the offing for close to two decades, the goods and services tax (GST), which the government touts as the biggest domestic tax reform since independence, will be introduced on July 1 and seems to be bolstered economists' outlook.

The new national tax will replace multiple cascading taxes levied by the central and state governments which economists in the poll were unanimous in saying would have either a positive or very positive effect on long-term GDP growth.

BUSINESS SEGMENT

The Company is operating into the business of Finance and Investments and into the Textile Segment wherein the Company is into the business of trading of Yarn in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

OPPORTUNITIES

In regard to Securities Market, experts say 2017 will be a tough year for Indian equities because of global and domestic headwinds. While interest rate hikes by the US Federal Reserve is the biggest global factor, a short-term slowdown triggered by demonetisation and a possible delay in GST rollout are the domestic drawbacks.

In regard to the textile segment, the total area under cultivation of cotton in India is expected to increase by 7 per cent to 11.3 million hectares in 2017-18, on account of expectations of better returns from rising prices and improved crop yields during the year 2016-17.

Indian exports of locally made retail and lifestyle products grew at a compound annual growth rate (CAGR) of 10 per cent from 2013 to 2016, mainly led by bedding bath and home decor products and textiles. The Government of India targets textile and garment sector exports at US\$ 45 billion for 2017-18.

THREATS & CONCERNS

After the deal on production cuts, crude oil prices are rising and, if that continues, it will push up India's trade deficit depending on how the country's export sector performs. India's merchandise export grew at a healthy 9.6 percent in October, but given the bleak global macroeconomic environment, growing protectionism, uncertainty created by the referendums in the UK and Italy, and the U.S. presidential election, it's doubtful that export growth momentum will be maintained. If India's export growth is not sustained, rising oil prices will jeopardize its current account balances.

Capital inflows in the form of foreign portfolio investment (FPI) or foreign direct investment (FDI) could offer support where export growth momentum may drop off. However, foreign institutional investors are jittery while net FDI inflows as well as remittances are losing strength. In the last month, FPIs have pulled out over \$5 billion from India's debt market. As expected, the U.S. Federal Reserve raised its benchmark interest rate by 25 basis points and gave clear hints at future rate hikes. On the other hand, the Reserve Bank of India (RBI) has reduced its policy rates by a whopping 175 basis points since January 2015, and there is pressure to prune it further even though RBI avoided a recent rate cut. The U.S. Federal

Reserve's action will reduce the relative interest rate gap between India and the U.S., and may induce capital outflows from India's debt market, which will put pressure on the rupee.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2016-17, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Kolkata, May 29, 2017

By order of the Board
For **V. B. INDUSTRIES LIMITED**

Registered Office :

9, Old China Bazar Street
5th Floor, Room No. 85, Kolkata-700 001

VIKASH KOTHARI
(DIN : 06823998)
MANAGING DIRECTOR

Annexure – I

DETAILS OF RELATED PARTY TRANSACTIONS

- A. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 21 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans / advances / Investments outstanding during the year.	
1.	Holding Company	<ul style="list-style-type: none"> o Loans and advances in the nature of loans to subsidiaries by name and amount o Loans and advances in the nature of loans to associates by name and amount o Loans and advances in the nature of loans to Firms/ Companies in which directors are interested by name and amount 	Not Applicable
2.	Subsidiary	<ul style="list-style-type: none"> o Loans and advances in the nature of loans to subsidiaries by name and amount o Loans and advances in the nature of loans to associates by name and amount o Loans and advances in the nature of loans to Firms/ Companies in which directors are interested by name and amount 	
3.	Holding Company	<ul style="list-style-type: none"> o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan. 	

Kolkata, May 29, 2017

By order of the Board
For **V. B. INDUSTRIES LIMITED**

Registered Office :

9, Old China Bazar Street
5th Floor, Room No. 85, Kolkata-700 001

VIKASH KOTHARI
(DIN : 06823998)
MANAGING DIRECTOR

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,

M/s. V. B. Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. V. B. Industries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of M/s. V. B. Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during audit period);

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable, since there is no delisting of equity shares during the financial year)
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not relevant / applicable, since there is no delisting of equity shares during the financial year)
6. Other laws applicable specifically to the company namely:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - b) Reserve Bank of India Act, 1934 and the rules made there under to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder;
 - c) Provident Fund Act 1952;
 - d) The West Bengal Shops and Establishments Act, 1963.
 - e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Merger / amalgamation / reconstruction etc.
- d) Foreign technical collaborations.

Place : Kolkata
Date : May 29, 2017

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT

The Members,
M/s. V. B. Industries Limited
Kolkata

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : May 29, 2017

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2017
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

I. Registration & Other Details	
CIN	L51909WB1982PLC035222
Registration Date	27/08/1982
Name of the Company	V. B. Industries Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	9, Old China Bazar Street, 5 th Floor, Room No. 85, Kolkata-700 019 Tel : +91 33 2242 7270 Email : vbindustries1@gmail.com Website : www.vbindustriesltd.in
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	ABS Consultants Private Limited 99, Stephen House, 4, B.B.D. Bag (East) Kolkata-700 002 Tel : +91 33 2243 0153 / 2220 1043

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:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
Financing Activities & Trading / Investment in Shares & Securities	66110	32.49%
Trading in Yarn & Textile Products	46411	67.51%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	117500	-	117500	0.90	117500	-	117500	0.90	-

b) Central Govt. (s)	-	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
e) Banks / Fis	-	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-	-
Sub Total A(1)	117500	-	117500	0.90	117500	-	117500	0.90	-	-
(2) Foreign										
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
d) Banks / Fis	-	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-	-
Sub Total A(2)										
Total Shareholding of Promoters (A1) + (A2)	117500	-	117500	0.90	117500	-	117500	0.90	-	-
B. Public Shareholding										
(1) Institutions	-	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-	-
(2) Non-Institutions										
a) Bodies Corporate										
i. Indians	3340658	5000	3345658	25.52	4730320	5000	4735320	36.12	10.06	
ii. Overseas	-	-	-	-	-	-	-	-	-	
b) Individuals										
i. Individual Shareholders holding nominal share capital up to ₹ 2 lakh	2920908	247490	3168398	24.17	2463395	247490	2710885	20.68	3.49	
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	6341394	100000	6441394	49.14	5409245	100000	5509245	42.03	7.11	
c) Others (Specify)										
i. Clearing Members	-	-	-	-	-	-	-	-	-	
ii. Trust	-	35000	35000	0.27	-	35000	35000	0.27	-	
Sub Total B(2)	12602960	387490	12990450	99.10	12602960	387490	12990450	99.10	-	-
Total Public Shareholding B = B(1) + B(2)	12602960	387490	12990450	99.10	12602960	387490	12990450	99.10	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12720460	387490	13107950	100.00	12720460	387490	13107950	100.00	-	-

ii) Shareholding of Promoters							
Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Raj Kumar Sharma	77,500	0.59	Nil	77,500	0.59	Nil	-
Ram Prakash Chowdhary	40,000	0.31	Nil	40,000	0.31	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)						
Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	117500	0.90	117500	0.90	Not Applicable	
At the end of the Year	117500	0.90	117500	0.90		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)					
For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase/ decrease in Shareholding	Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
Ekaparnik Vintrade Pvt. Limited	4,42,716	3.38%	Refer Note 1 below	5,79,292	4.42%
Outstripe Suppliers Pvt. Limited	4,92,731	3.76%	Refer Note 1 below	2,73,980	4.38%
Vinahast Dealcom Pvt. Ltd.	7,88,590	6.02%	Refer Note 1 below	5,55,082	4.23%
Smruti Sushilkumar Shinde	5,00,000	3.81%	Not Any	5,00,000	3.81%
Onceover Dealtrade Pvt. Ltd.	2,80,093	2.14%	Refer Note 1 below	3,85,246	2.94%
Indrawati Commosales Pvt. Ltd.	2,01,650	1.54%	Refer Note 1 below	3,40,338	2.60%
Ebrahim N Mithiborwala	3,00,000	2.29%	Not Any	3,00,000	2.29%
Headfirst Vintrade Pvt. Ltd.	1,82,244	1.39%	Refer Note 1 below	2,91,363	2.22%
Goldensight Vinimay Pvt. Ltd.	1,74,944	1.33%	Refer Note 1 below	2,80,457	2.14%
Ultimo Commosale Pvt. Ltd.	4,42,716	3.38%	Refer Note 1 below	2,80,064	2.14%

Note 1

The Equity Shares of the Company are frequently traded on BSE and the Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories. Due to these reasons the Company is unable to provide details of date wise change in Shareholding of top 10 shareholders during the current financial year.

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Ram Prakash Chowdhary, Director				
At the beginning of the year	40,000	0.31%	40,000	0.31%
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	Not Any			
Raj Kumar Sharma, Director				
At the beginning of the year	77,500	0.59%	77,500	0.59%
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	Not Any			

V. INDEBTEDNESS

In Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits ₹ in Lakh	Unsecured Loans ₹ in Lakh	Deposits ₹ in Lakh	Total Indebtedness ₹ in Lakh
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
• Addition				
• Reduction				
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
Sr. No.	Particulars of Remuneration	Vikash Kothari (MD)	Payal Bafna (CS)	Jagannath Pandit (CFO)
1.	Gross Salary	₹ 2,20,726	₹ 3,08,926	₹ 1,80,000
2.	Value of Perquisites	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty			No Instance		
Punishment					
Compounding					
B. Directors					
Penalty			No Instance		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			No Instance		
Punishment					
Compounding					

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “**Listing Regulations**”) along with other requirements as specified in Schedule V of these regulations, Compliance with the requirements of Corporate Governance is set out below.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter–Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at M/s. V. B. Industries Ltd. is as under :-

1. **Board of Directors** : The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board** : The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

BOARD OF DIRECTORS

Size & Composition of Directors

The Board has four members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board. The Chairman of the Board is an Executive Director.

Details of Composition of Board, category of the Directors and their other details are given below :-

Name	Category of Director	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairmanship in other Listed Cos.	No. of Directorship in other Listed Cos.
Vikash Kothari*	Managing Director	06823998	10 th March 2014	Nil	Nil	Nil
Sandip Ray	Independent Director	02495503	18 th March 2010	Nil	Nil	Nil
Johar Pal Singh	Independent Director	00113986	1 st October 2016	4	2	3
Saroj Devi Kothari	Independent Director	01312905	4 th January 2017	5	3	7

*Chairman of the Board

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than M/s. V. B. Industries Limited.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. No Directors are related with each other.
5. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as per requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of

Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

Details of Board Meetings

The Board of Directors met 9 times on 11th April, 30th May, 12th August, 2nd September, 1st October and 10th November in year 2016 and on 4th January, 13th February and 16th February in the year 2017 during the financial year 2016-2017.

Attendance of Board of Directors at the Board Meetings and at the last Annual General Meeting :

Name	Designation	Attendance at the AGM	Meetings Attended
Vikash Kothari*	Managing Director	Yes	9
Sandip Ray	Independent Director	Yes	9
Raj Kumar Sharma	Independent Director	Yes	4
Susmita Kundu	Independent Director	Yes	6
Johar Pal Singh	Independent Director	N.A.	5
Saroj Devi Kothari	Independent Director	N.A.	3

*Chairman of the Board

AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

TERMS OF REFERENCE

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2017.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site www.vbindustriesltd.in and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

CONSTITUTION AND MEETINGS OF AUDIT COMMITTEE

The Audit Committee was re-constituted in the meeting of Board of Directors of the Company held on 1st October, 2016 wherein Mr. Johar Pal Singh was appointed as Committee Member in place of Mr. Raj Kumar Sharma.

The members of Audit Committee met 4 times on 30th May, 12th August and 10th November in year 2016 and on 13th February in the year 2017 during the financial year 2016-2017.

Name	Number of Meetings Held	Meetings Attended
Sandip Ray*	4	4
Vikash Kothari	4	4
Johar Pal Singh	2	2
Raj Kumar Sharma	2	2

*Chairman of the Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-executives, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non Executive Directors

- The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with

regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

Constitution and Meetings of Nomination & Remuneration Committee

Nomination & Remuneration Committee was re-constituted in the meeting of Board of Directors held on 1st October 2016 wherein Mr. Johar Pal Singh was appointed as member of the Committee in place of Mr. Raj Kumar Sharma.

The N&R Committee was again re-constituted in the meeting of Board of Directors held on 4th January 2017 wherein Mrs. Saroj Devi Kothari was appointed as Committee Member in place of Susmita Kundu.

The members of Nomination & Remuneration Committee met 2 times on 1st October 2016 and on 4th January 2017 during the financial year 2016-2017.

Name	Number of Meetings Held	Meetings Attended
Raj Kumar Sharma	1	1
Sandip Ray*	2	2
Susmita Kundu	1	1
Johar Pal Singh	1	1
Saroj Devi Kothari	Nil	Nil

*Chairman of Committee

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

Terms of Reference

The Board has clearly defined the terms of reference for this committee, which generally meets once a month. The Committee looks into the matters of Shareholders / Investors grievances along with other matters listed below:

- approval of transfer of shares/debentures and issue of duplicate/split/consolidation/sub-division of share/ debenture certificates;
- opening/modification of operation and closing of bank accounts;
- grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions; to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding shares;
- to change the signatories for availment of various facility from Banks/Financial Institutions;
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, ABS Consultants Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders' Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Ms. Payal Bafna, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

Composition of Committee and Meetings attended

The Stakeholders' Relationship Committee was re-constituted in the meeting of Board of Directors held on 1st October, 2016 wherein Mr. Johar Pal Singh was appointed as Committee Chairman in place of Mr. Raj Kumar Sharma.

During the year, 1 meeting of the Stakeholders' Relationship Committee was held on 10th November, 2016 during the financial year 2016-2017.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Sandip Ray*	Member	Independent, Non-Executive	1
Mr. Johar Pal Singh	Chairman	Independent, Non-Executive	1
Mr. Raj Kumar Sharma	Chairman	Independent, Non-Executive	-
Mr. Vikash Kothari	Member	Non-Independent, Executive	1

Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any compliant from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(9) of Listing Regulations, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email id vbindustries1@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 23, 2017, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings :

Annual General Meeting	Date & Time	Venue
29 th Annual General Meeting	21 st September 2016, 11.30 AM	9, Old China Bazar Street, Room No. 85, 5 th Floor, Kolkata -700 001
28 th Annual General Meeting	28 th September 2015, 11.00 AM	9, Old China Bazar Street, Room No. 85, 5 th Floor, Kolkata -700 001
27 th Annual General Meeting	30 th September 2014, 11.00 AM	9, Old China Bazar Street, Room No. 85, 5 th Floor, Kolkata -700 001

Special Resolution passed at last three Annual General Meetings:

Company has passed following Special Resolution in pursuance of the prevailing Laws, Rules, Regulations, Guidelines, Standards, etc. in the 28th Annual General Meetings -

- Adoption of new set of Articles of Association of the Company as per Section 14 of the Companies Act, 2013

Apart from the above, no special resolution has been passed in remaining two out of last three Annual General Meeting.

Passing of Resolution by Postal Ballot:

No Special Resolution has passed through Postal Ballot Rules during last three years.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

Extra-Ordinary General Meeting

No Extra-Ordinary General Meeting was held during the financial year ended 31st March 2017.

BOARD DISCLOSURES

COMPLIANCE WITH GOVERNANCE FRAMEWORK

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by any of the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any Statutory Authority on any matters related to capital markets during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations (effective from 1st December 2015). Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations); view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

DISCLOSURES

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) **Reconciliation of Share Capital** : As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.vbindustriesltd.in.

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly / yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Bengali) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website www.vbindustriesltd.in.
- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Filing with CSE is done via emailing the same from its official email Id. The Company has complied with filing submissions through BSE's BSE Online Portal.
- The Company also informs by way of intimation to all Exchanges, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- A separate dedicated section under 'Investor Info' on the Company's website gives information on unclaimed dividends (if any), quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

SHAREHOLDERS' INFORMATION**a. Next Annual General Meeting**

The information regarding 30th Annual General Meeting for the financial year ended on 31st March 2017 is as follows :-

Day & Date : Thursday, 21st September 2017
 Time : 11.30 A.M.
 Venue : 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001

b. **Financial Calendar** : 1st April to 31st March.

c. **Future Calendar for next financial year :-**

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2017	Mid of August, 2017
Financial Reporting of 2 nd Quarter ended on 30 th September 2017	Mid of November, 2017
Financial Reporting of 3 rd Quarter ended on 31 st December 2017	Mid of February 2018
Financial Reporting of 4 th Quarter ended on 31 st March 2018	During May 2018
Date of Annual General Meeting	During September 2018

d. **Date of Book Closure** : 15th Sept. 2017 to 21st Sept. 2017. (Both days inclusive)

e. **Dividend Payment** : No Dividend has been recommended for the year.

f. **Dividend History** : The Company has not paid any Dividend during last 10 years.

g. **Unclaimed Dividend / Share Certificates**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ("the IEPF"), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are available on the website of the Company viz. www.vbindustriesltd.in

Section 124(6) of the Companies Act, 2013 mandates transfer of all those shares, in respect of which Unpaid or Unclaimed dividend has been transferred by the Company to the IEPF.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2017:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	Not Any	Not Any	Nil	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

h. **Listing of Shares** : BSE and CSE

i. **Listing Fees** : Annual Listing Fees to BSE for FY 2017-2018 have been paid.

j. **Stock Code & ISIN Code** : 539123 on BSE, 10025057 on CSE

: INE334E01017 on CDSL & NSDL

k. **Market Price Data** :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2016	375.90	374.00	95,028	26,100.54	24,523.20
May 2016	376.00	374.50	71,790	26,837.20	25,057.93

June 2016	376.00	374.30	85,821	27,105.41	25,911.33
July 2016	376.00	374.80	1,50,072	28,240.20	27,034.14
August 2016	375.90	374.90	2,23,378	28,532.25	27,627.97
September 2016	376.00	375.00	59,263	29,077.28	27,716.78
October 2016	375.75	362.00	75,490	28,477.65	27,488.30
November 2016	376.00	340.00	51,712	28,029.80	25,717.93
December 2016	370.50	353.00	30,676	26,803.76	25,753.74
January 2017	354.50	280.00	1,11,104	27,980.39	26,447.06
February 2017	311.60	301.45	2,09,601	29,065.31	27,590.10
March 2017	323.90	308.85	3,51,894	29,824.62	28,716.21

l. Registrar & Share Transfer Agent :

M/s. ABS Consultants Private Limited has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. ABS Consultants Private Limited

99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002

Phone – 033-22430153 / 033-22201043, Fax 033-22430153, E-Mail: absconsultant@vsnl.net

m. Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, ABS Consultants Private Limited and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

n. Distribution of Shareholding as on 31st March 2017

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-500	199	30.76	19591	0.15
501-1000	10	1.55	6818	0.05
1001-2000	16	2.47	26425	0.20
2001-3000	27	4.17	73690	0.56
3001-4000	39	6.03	149085	1.14
4001-5000	71	10.97	343180	2.62
5001-10000	100	15.46	929065	7.09
10001& above	185	28.59	11560096	88.19
Total....	647	100.00	13107950	100.00

o. Shareholding Pattern as on 31st March 2017

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	117500	0.90
Indian Bank / Mutual Funds	0	0
NRI/OCBS	0	0
Private Corporate Bodies	4735320	36.12
Indian Public	8220130	62.71
Trust	35000	0.27
Total	13107950	100.00

p. Dematerialization of Shares & Liquidity

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialise their shares with either of the Depositories.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

The Shares of Company are traded on BSE Limited and Calcutta Stock Exchange Ltd. 97.04% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2017.

q. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

r. Requirement of PAN Card in case of Transfer of Shares in Physical Form

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

s. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

t. Details on use of Public Funds Obtained in the last three years :

No Fund has been raised during last three financial years.

u. Investors Correspondence

Compliance Officer	RTA	Correspondence Office
Ms. Payal Bafna Company Secretary & Compliance Officer Tel : +91 33-2242 7270 Email : ybindustries1@gmail.com	ABS Consultants Private Limited 99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002 Tel : +91 33 2243 0153 / 2220 1043	9, Old China Bazar Street, 5 th Floor, Room No. 85, Kolkata-700 019 Tel : +91 33 2242 7270 Email : vbindustries1@gmail.com Website : www.vbindustriesltd.in

v. **Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :**

Not Any.

w. **Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

x. **Registered Office**

9, Old China Bazar Street,

Room No. 85, 5th Floor, Kolkata -700 001

Tel : +91 33 2242 7270; Email : vbindustries1@gmail.com;

URL : www.vbindustriesltd.in

CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/s. V. B. Industries Limited (“the Company”) to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company’s code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

For **V. B. INDUSTRIES LIMITED**

S/d-

Vikash Kothari
Managing Director

Kolkata, 29th May 2017

For **V. B. INDUSTRIES LIMITED**

S/d-

Jagannath Pandit
Chief Financial Officer

Kolkata, 29th May 2017

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. V. B. Industries Limited Code of Business Conduct and Ethics for the year ended March 31, 2017.

For **V. B. INDUSTRIES LIMITED**

S/d-

Vikash Kothari
Managing Director
(DIN : 06823998)

Kolkata, 29th May 2017

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
M/s. V. B. INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **M/s. V. B. Industries Ltd.** (The Company), for the year ended March 31, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Place : Kolkata
Date : May 29, 2017

Vikash Kedia
Partner
Membership No. 066852

INDEPENDENT AUDITORS' REPORT

To
The Members of
M/s. V. B. Industries Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of M/s. V. B. Industries Limited (the Company) which comprises the Balance Sheet as at 31st March 2017, the Statements of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentations of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017 and its profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. Inventories include shares of some quoted companies worth Rs. 2991.86 Lakhs which are not held in the name of the company. This is in contravention to section 187 of the Companies Act, 2013.
- b. Income from Interest on Loan could not be measured and completeness of Interest income accrued as per revenue recognition Accounting Standard - 9 could not be assessed as management was unable to provide the interest income calculation at the time of audit according to loans/ advances made during the current financial on the prorata basis.

Emphasis of Matter

- a. Confirmation of balances of Loans and Advances are not available for verification.

Report on other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in the agreement with the books of accounts;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March 2017 taken on records by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164(2) of the Companies Act 2013;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and according the explanations given to us, we report that :
- i The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements; however there isn't any litigations pending against the name of the company so far, as appeared from the records and has been told to us by the management.
 - ii The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; however, no such losses are been foreseeable in near future by the company's management.
 - iii There has been no requirement in transferring amounts, to the Investor Education and Protection Fund by the Company.
 - iv The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 2.21 to the standalone Ind AS financial statements.

For **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Vikash Kedia
Partner
Membership No. 066852

Place : Kolkata
Date : May 29, 2017

ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 9 of the Independent Auditors’ Report of even date to the members of M/s. V. B. Industries Limited on the standalone financial statements for the year ended March 31, 2017 -

1) In respect of its Fixed Assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;

2) In respect of Inventory:

- a) The management has conducted physical verification of inventory at reasonable intervals during the year.
 - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
 - d) According to the information and explanation given by the management, it is to report that inventories valuing to Rs. 2991.86 Lakh held by the Company, is not in the name of Company and Shares are yet to be transferred in the name of Company.
- 3) The Company has not granted any loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence clauses (b) & (c) are not applicable.
 - 4) The Company has not granted loans or made investment or given any guarantee or security as covered in the provisions of section 185 and 186 of the Companies Act, 2013 therefore, Clause (IV) of the order is not applicable to the company.
 - 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
 - 6) The requirement of maintaining Cost Records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the company.
 - 7)
 - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees’ state insurance, income-tax, wealth-tax, service tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, the dues outstanding of income tax, sales-tax, service tax, duty of customs, duty of excise or value added tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Disputed Amount	Financial Year for which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	4,78,780	2013-14	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	4,00,720	2014-15	Income Tax Appellate Tribunal

- d) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- 8) The Company has not taken loan from any financial institution or bank therefore, Clause (VIII) of the order is not applicable to the company.
- 9) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.
- 10) Based on the Audit procedures performed for the purpose of reporting the true and fair view of financial statements and according to the information and explanations provided to us, we report that no material fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.
- 11) According to the information and explanations given to us, the managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V of the Act.
- 12) In our opinion, the Company is not a nidhi company. Therefore the provisions of Clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- 13) According to the information and explanations given to us, transactions with related parties are in compliances with section 177 and 188 of the Act where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, and on overall examination of Balance Sheet, the Company has not made any Preferential Allotment or private placement of Shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) are not applicable to the Company, and not commented upon.
- 15) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him.
- 16) According to the information and explanations given to us, we report that the Company is not required to be registered itself under section 45-IA of the Reserve Bank of India Act, 1934.

For **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Vikash Kedia
Partner
Membership No. 066852

Place : Kolkata
Date : May 29, 2017

ANNEXURE “B” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 10(f) of the Independent Auditors’ Report of even date to the members of M/s. V. B. Industries Limited on the standalone financial statements for the year ended March 31, 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of M/s. V. B. Industries Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

company's internal financial control over financial reporting includes those policies and procedures that –

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Vikash Kedia
Partner
Membership No. 066852

Place : Kolkata
Date : May 29, 2017

Balance Sheet as at 31st March 2017

PARTICULARS	Note No.	31.03.2017 ₹	31.03.2016 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	1310,79,500	1310,79,500
Reserves and Surplus	2.2	8657,28,539	8651,38,813
		9968,08,039	9962,18,313
NON-CURRENT LIABILITIES			
Deferred Tax Liability		37,471	42,223
CURRENT LIABILITIES			
Trade Payable	2.3	6155,35,461	3439,53,661
Other Current Liabilities	2.4	205,89,849	12,42,098
Short-Term Provision	2.5	2,68,470	13,68,050
		6363,93,780	3465,63,809
TOTAL LIABILITIES		16332,39,290	13428,24,344
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	2.6	56,304	84,452
Other Non- Current Assets	2.7	3,33,092	4,18,230
		3,89,396	5,02,682
CURRENT ASSETS			
Trade Receivable	2.8	8828,91,501	2888,02,101
Inventories	2.9	90,02,000	2991,86,600
Cash and Bank Balances	2.10	42,09,577	12,73,575
Short-term loans and advances	2.11	7361,06,428	7513,15,959
Other Currents Assets	2.12	6,40,387	17,43,427
		16328,49,894	13423,21,662
TOTAL ASSETS		16332,39,290	13428,24,344

Significant Accounting Policies and Notes to Accounts 1

As per our Report of even date

FOR B.S KEDIA & CO.Chartered Accountants
FRN. 317159E**Vikash Kedia**Partner
M. No : 066852

Place : Kolkata

Date : 29th May 2017

For and on behalf of the Board**Vikash Kothari**Managing Director
(DIN: 06823998)**Jagannath Pandit**

CFO

Johar Pal SinghDirector
(DIN: 00113986)**Payal Bafna**

Company Secretary

Statement of Profit & Loss for the Year Ended 31st March, 2017

PARTICULARS	Note No.	31.03.2017 ₹	31.03.2016 ₹
INCOME			
Revenue from operations	2.13	12098,87,745	14389,75,001
Other Income	2.14	43,56,398	111,68,335
TOTAL INCOME		12142,44,143	14501,43,336
EXPENSES			
Change of Stock in Trade	2.15	12061,50,000	14426,79,661
Employee Cost	2.16	12,53,389	13,50,750
Other expenses	2.17	13,34,848	15,79,144
Interest on purchase of debtors		45,39,176	-
Depreciation & Amortisation Expenses	2.18	1,13,286	1,27,359
TOTAL EXPENSES		12133,90,699	14457,36,914
PROFIT BEFORE TAXATION		8,53,444	44,06,422
Less : Tax Expense	2.19		
Current tax		2,68,470	13,68,050
Deferred Tax		(4,752)	19,520
Income tax for Earlier Years		-	7,166
NET PROFIT FOR THE YEAR		5,89,726	30,11,686
Earnings per Equity Share:	2.19		
Basic and Diluted (Face Value of ₹ 10/- each, Previous Year ₹ 10/- each)		0.04	0.23

As per our Report of even date

FOR B.S KEDIA & CO.

Chartered Accountants

FRN. 317159E

Vikash Kedia

Partner

M. No : 066852

Place : Kolkata

Date : 29th May 2017

For and on behalf of the Board

Vikash Kothari

Managing Director

(DIN: 06823998)

Jagannath Pandit

CFO

Johar Pal Singh

Director

(DIN: 00113986)

Payal Bafna

Company Secretary

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2017

	(In ₹)	
PARTICULARS	31.03.2017	31.03.2016
A. Cash Flow from Operating Activities		
<i>Net Profit before Tax and Extra-Ordinary Items</i>	8,53,444	44,06,422
<i>Adjustments for</i>		
Interest Received	43,56,398	111,68,335
Depreciation	28,148	42,221
Deferred revenue expenditure w/off	77,400	77,400
Preliminary expenses w/off	7,738	7,738
Operating profit before working capital changes	53,23,128	157,02,116
<i>Adjustments for Working Capital Changes</i>		
Decrease / (Increase) Loan & Advances	152,09,531	(4192,64,819)
Decrease / (Increase) trade receivable	(5940,89,400)	(2888,02,101)
Decrease / (Increase) in Inventories	2901,84,600	3621,33,000
Decrease / (Increase) in Inventories other current assets	11,03,040	(17,43,427)
(Decrease) / Increase in Current Liabilities and Provisions	2898,29,972	3449,30,409
Cash Generated from operations	22,37,743	(27,46,938)
Income tax for Earlier Years	-	(7,146)
Income Tax Liability for the year	(2,68,470)	(13,68,050)
Net Cash From Operating Activities	19,69,273	(41,22,134)
B. Cash Flow From Investing Activities		
Net Purchase of Fixed Assets	-	-
Net (Purchase) / Sale of Investments	-	-
Net Cash from Investing Activities	-	-
C. Cash Flow From Financing Activities		
Interest Income / (Expense)	(43,56,398)	(111,68,335)
Extra-Ordinary Items	-	-
Net Cash used in Financing Activities	(43,56,398)	(111,68,335)
Total (A+B+C)	29,36,003	4,11,647
<i>Opening Balance of Cash & Cash Equivalents</i>	12,73,575	8,61,928
<i>Closing Balance of Cash & Cash Equivalents</i>	42,09,577	12,73,575

As per our Report of even date

FOR B.S KEDIA & CO.

Chartered Accountants
FRN. 317159E

Vikash Kedia
Partner
M. No : 066852

Place : Kolkata
Date : 29th May 2017

For and on behalf of the Board

Vikash Kothari
Managing Director
(DIN: 06823998)

Jagannath Pandit
CFO

Johar Pal Singh
Director
(DIN: 00113986)

Payal Bafna
Company Secretary

SIGNIFICANT ACCOUNT POLICIES AND NOTES TO ACCOUNTS**A. CORPORATE INFORMATION AND REGISTERED OFFICE**

M/s. V. B. Industries Limited is engaged in the business of Finance & Investments and is carrying the business of trading / investment in shares & securities, both quoted and un-quoted, financing to Individuals and Corporates and also into the business of trading of Yarn, forming part of textile business.

The Registered Office of the Company is situated at 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001

B. SIGNIFICANT ACCOUNTING POLICIES:**1. Basis of Preparation**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI) to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

2. General

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

3. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the required amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual amounts and the estimates are recognised in the period in which the results are known / materialised.

4. Cash Flow Statement

As required by Accounting Standard-3 “Cash Flow Statement” issued by “The Institute of Chartered Accountants of India” the Cash Flow for the period is reported using indirect method. The Cash and Cash Equivalent of the Company comprises of Cash in hand and Current account with Scheduled Banks.

5. Fixed Assets

All assets held with the intention of being used for the purpose of providing services and not for sale in the normal course of business are recognized as Fixed Assets and are stated at cost less accumulated depreciation after considering lease adjustment account. All costs including finance cost attributable to fixed assets till assets are ready for intended use are capitalized.

6. Depreciation

Depreciation is provided to the extent of depreciable amount on written Down Value (WDV) at the rates and method prescribed in the Schedule II of the Companies Act, 2013 and manner at written down value Method Rates and on pro rata basis for the additions during the year.

7. Inventories

The inventories have been valued at the method prescribed in the Accounting Standards.

8. Revenue Recognition

Revenue is recognized and expenditure is accounted for on their accrual.

9. Employees Benefit**Gratuity**

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

Provident Fund

The provisions of the Employees Provident Fund are not applicable to the company since the numbers of employees employed during the year were less than the minimum prescribed for the benefits.

Leave Salary

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

10. Taxation

Taxes on Income are accrued in the same period as the revenue and the expenses to which they relate. Deferred tax assets are recognized to the extent there is a virtual certainty of its realization.

11. Impairment of Assets

An asset is treated as impaired, when carrying cost of asset exceeds its recoverable amount. As at Balance Sheet Date, the carrying amount of assets is tested for impairment so as to determine:

- a. Provision for Impairment Loss, if any, required or
- b. The reversal, if any, required of impairment loss recognized in previous periods.

Impairment Loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

12. Provisions, Contingent Liabilities & Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

A contingent liability is a possible obligation that arises from past whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the part C of the Notes.

Contingent Assets are neither recognised nor disclosed in the financial statements.

13. Borrowing Cost

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged off to revenue.

14. Related Parties

Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.

As required by AS-18 “Related Party Disclosure” only following related party relationships are covered:

- i. Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding Companies, subsidiaries and fellow subsidiaries);
- ii. Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;
- iii. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- iv. Key management personnel (KMP) and relatives of such personnel; and
- v. Enterprises over which any person described in (iii) or (iv) is able to exercise significant influence.

15. Earnings Per Share

The Earning per Share (Basic as well as Diluted) is calculated based on the net profit or loss for the period attributable to equity shareholders i.e. the net profit or loss for the period after deducting Proposed Preference Dividend and any attributable tax thereto.

For the purpose of calculating (Basic and Diluted EPS), the number of equity shares taken are the weighted average number of equity shares outstanding during the period.

16. Deferred Revenue Expenditures

Miscellaneous Expenditures are written off uniformly over a period of 5 years.

17. Income Tax

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the prudence, of timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more periods.

C. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES GENERAL**18. Contingent Liabilities & Commitments**

There is significant erosion in value of Inventories held by the Company. The market value of inventories was stood at ₹ 48.69 Lakh at the close of financial year as against purchase cost of ₹ 2991.86 Lakh. The Company has not provided for difference in cost of inventories and its market value.

19. Additional Information disclosed as per Part II of The Companies Act, 2013 – Nil

20. Segment Reporting –

Based on the Similarity of activities, risks and reward structure, organization structure and internal reporting systems, the Company has structured its operations into the following Segment:-

- a. Investments in Capital Market & Mutual Fund related activities and Financing activities

- b. Trading in Textile Products viz. yarn

Segment Revenue ₹ in Lakh

Sl. No.	Particulars	2016-2017	2015-2016
	Segment Revenue		
a)	Finance & Investment activities	8,167.39	10,507.15
b)	Trading in Textile Segment	3,931.48	3,994.28
c)	Other Un-allocable activities	43.57	-
	Total Income from Operations	12,142.44	14,501.43
2.	Segment Profit/(Loss) before Interest & Tax		
a)	Finance & Investment activities	6.45	5.93
b)	Trading in Textile Segment	3.90	38.13
c)	Other Un-allocable activities	(1.83)	-
	Profit before Tax	8.53	44.06

21. Disclosure of related party transactions:

- a. Wholly owned Subsidiary : Not Any
- b. Company under same Management : Not Any
- c. List of Related Parties & their Relations & details of Key Managerial Person:**
- Mr. Vikash Kothari - Managing Director
- Mr. Jagannath Pandit - Chief Financial Officer
- Ms. Payal Bafna - Company Secretary & Compliance Officer
- d. Transactions with related parties : Not Any

22. Details of Loans given, Investments made, guarantees given covered under section 186(4) of The Companies Act, 2013

Sl. No.	Name of Party	Rate of Interest	Tenure	Purpose	Amount (₹)	Amount of Repayment (₹)
1.	Vasupati Niketan Private Limited	12%	On Demand	Business	2,49,121	-
2.	Matrivani Niketan Pvt. Ltd.	12%	On Demand	Business	2,50,297	-
3.	G. U. Merchandise Pvt. Ltd.	10%	On Demand	Business	5,07,541	-
4.	Smart Tie Up Private	12%	On Demand	Business	74,39,230	-
5.	Dolphin Finance Private Limited	12%	On Demand	Business	84,00,478	-
6.	Shree Ganesh Developers	12%	On Demand	Business	4,13,51,529	-
7.	Shakti Dealtrade Pvt. Ltd	9%	On Demand	Business	50,22,192	-
8.	Suresh Kumar Moud	12%	On Demand	Business	90,16,986	-

9.	Fine Health Pvt. Ltd	12%	On Demand	Business	2,37,44,766	-
10.	Glaze Packagers Pvt. Ltd	12%	On Demand	Business	50,09,863	-
11.	Risiveda Herbal Products Pvt. Ltd	12%	On Demand	Business	50,36,615	-
12.	Eos Infrastructure Pvt. Ltd	10%	On Demand	Business	65,98,290	-
13.	JSR Industries Private Limited	12%	On Demand	Business	17,82,871	-
14.	Ratanlal Jivraj	10%	On Demand	Business	79,08,852	-

23. Confirmation of balances/reconciliation of accounts pertaining to certain advances / creditors / debtors is pending for the year end. Hence, the balances have been adopted as per the books of accounts.
24. Inventories include shares of some quoted companies worth ₹ 2991.86 Lakhs which are not held in the name of the company. This is in contravention to section 187 of the Companies Act, 2013.
25. Income from Interest on Loan could not be measured and completeness of Interest income accrued as per revenue recognition Accounting Standard - 9 could not be assessed as management was unable to provide the interest income calculation at the time of audit according to loans/ advances made during the current financial on the prorated basis.
26. Previous years' figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date

For **B. S. Kedia & Co.**

Chartered Accountants

ICAI Registration No. 317159E

Vikash Kedia

Partner

Membership No. 066852

Kolkata, May 29, 2017

For & on behalf of the Board

Vikash Kothari

(DIN : 01625637)

Managing Director

Jagannath Pandit

Chief Financial Officer

Johar Pal Singh

(DIN : 00113986)

Director

Payal Bafna

Company Secretary

Notes forming part of the Financial Statements for the year ended March 31, 2017

Note No.2.1 SHARE CAPITAL

Particulars	31.03.2017		31.03.2016	
	Number	₹	Number	₹
Authorised				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	140,00,000	1400,00,000	140,00,000	1400,00,000
Issued, Subscribed & Paid Up:				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	131,07,950	1310,79,500	131,07,950	1310,79,500
Total	131,07,950	1310,79,500	131,07,950	1310,79,500

Reconciliation of number of shares

Particulars	31.03.2017		31.03.2016	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	131,07,950	1310,79,500	131,07,950	1310,79,500
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	131,07,950	1310,79,500	131,07,950	1310,79,500

The company has one class of Equity shares having a par value of ₹ 10/- each. Each shareholder is eligible to one vote per share held.

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	31.03.2017		31.03.2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Not Any	-	-	-	-

Note No. 2.2 RESERVES AND SURPLUS

Particulars	31.03.2017	31.03.2016
	₹	₹
Securities Premium A/c		
Opening Balance	8582,60,400	8582,60,400
Add / (Less) : Adjustments for the year	-	-
Total "A" ...	8582,60,400	8582,60,400
General Reserves		
Opening Balance	55,952	55,952
Add. Transfer from Statement of Profit & Loss	-	-
Total "B" ...	55,952	55,952

Particulars	31.03.2017	31.03.2016
	₹	₹
Opening Balance	68,22,461	38,10,775
Add: Net Profit for the Year	5,89,726	30,11,686
Total "C" ...	74,12,187	68,22,461
Total (A+B+C)	8657,28,539	8651,38,813

Note No. 2.3 TRADE PAYABLES

(Unsecured, Considered Good)		
Outstanding to Sundry Creditors	6155,35,461	3439,53,661
Total	6155,35,461	3439,53,661

Note No. 2.4 OTHER CURRENT LIABILITIES

Other payables		
Provision for Expenses	10,50,673	12,42,098
Current Liabilities against Purchases	190,88,272	-
TDS Payable	4,50,904	-
Total	205,89,849	12,42,098

Note No. 2.5. SHORT TERM PROVISIONS

Provision for Taxation	2,68,470	13,68,050
Total	2,68,470	13,68,050

Note 2.6: Fixed Assets

Particulars	Useful Life	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		Cost as on 01.04.2016	Addition during the year	Deduction during the year	Cost as on 31.03.2017	Up to 31.03.2016	For the year 2016-17	Up to 31.03.2017	As on 31.03.2017	As on 31.03.2016
Computer	3	1,90,000	-	-	1,90,000	1,05,548	28,148	1,33,696	56,304	84,452
		1,90,000	-	-	1,90,000	1,05,548	28,148	28,148	56,304	84,452
Previous Year		1,90,000			1,90,000	63,327	42,221	1,05,548	84,452	

Amount in ₹

Note No. 2.7 OTHER NON- CURRENT ASSETS

Particulars	31.03.2017	31.03.2016
	₹	₹
(Unsecured, Considered Good)		
Deferred Revenue Expenditure	3,09,600	3,87,000
Preliminary Expenses	23,492	31,230
Total	3,33,092	4,18,230

Note No. 2.8 TRADE RECEIVABLE**(Unsecured, Considered Good)**

Outstanding for the period of more than six months	591,98,500	-
Other Debts	8236,93,001	2888,02,101
Total	8828,91,501	2888,02,101

Note. No 2.9 INVENTORIES

Particulars	Numbers	Face Value	31.03.2017	31.03.2016
			₹	₹
Inventories				
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
PS IT Infrastructure & Services Ltd.	5,43,976	10.00	-	2991,86,600
			-	2991,86,600
(2) IN FULLY PAID-UP EQUITY SHARES (UN-QUOTED)				
D. B. Vyapaar Pvt Ltd	1,28,600	10.00	90,02,000	-
Total			90,02,000	2991,86,600

Note No 2.10 CASH AND BANK BALANCES

Particulars	31.03.2017	31.03.2016
	₹	₹
Cash and Cash Equivalents		
Balances with Banks	34,21,474	10,13,360
Cash in hand	7,88,103	2,60,215
Total	42,09,577	12,73,575

Note No. 2.11 SHORT-TERM LOANS & ADVANCES (Unsecured)**(Unsecured, Considered Good)**

Loan & Advances to others	7361,06,428	7513,15,959
Total	7361,06,428	7513,15,959

Note No. 2.12 OTHER CURRENT ASSETS

Particulars	31.03.2017	31.03.2016
	₹	₹
(Unsecured, Considered Good)		
Income Tax	1,00,000	-
Advance Tax	-	10,00,000
Tax deducted at Source	5,40,387	7,43,427
Total	6,40,387	17,43,427

Note No. 2.13 REVENUE FORM OPERATIONS

Sale of Yarn	8167,39,400	10507,15,001
Sale of Shares	3931,48,345	3882,60,000
Total	12098,87,745	14389,75,001

Note No. 2.14 OTHER INCOME

Interest on Loan	43,56,398	111,68,335
Total	43,56,398	111,68,335

Note No. 2.15 INCREASE ? DECREASE OF STOCK

Opening Stock Of Shares	2991,86,600	6613,19,600
Opening Stock Of Yarn	-	-
	2991,86,600	6613,19,600
Add: Purchase Of Shares	1035,73,000	367,00,000
Add: Purchase Of Yarn	8123,92,400	10438,46,661
	9159,65,400	10805,46,661
Less: Closing Stock Of Shares	90,02,000	2991,86,600
Less: Closing Stock Of Yarn	-	-
Total	12061,50,000	14426,79,661

Note No. 2.16 EMPLOYEE COST

Salaries	12,03,389	12,55,750
Staff welfare Expenses	50,000	95,000
Total	12,53,389	13,50,750

Note No. 2.17 OTHER EXPENSES

Payment to Auditors	35,000	35,000
Accounting Charges	24,000	24,000
Advertisement Expenses	25,906	39,084
Bank Charges	2,401	2,848
Fright & Carriers	79,770	1,70,340
Coolie & Cortege	65,870	1,07,230
Board Meeting & AGM Expenses	91,127	82,600
Conveyance & Travelling Expenses	1,00,780	78,420
Demat Charges	1,000	800
Depository Fees	1,37,032	1,03,490

Particulars	31.03.2017	31.03.2016
	₹	₹
ROC Filing Fees	8,400	18,700
Listing Fees to Stock Exchanges	2,65,067	2,86,519
Retainership Expenses	-	2,40,000
General Expenses	1,09,300	95,820
Secretarial Audit Fees	5,000	5,000
Internal Audit Fees	5,000	5,000
Office Maintenance Charges	1,03,305	75,880
Office Rent	84,000	60,000
Printing & stationery	40,190	44,285
Professional Fees	68,100	27,680
Share Transfer Fees	55,150	30,848
Telephone Charges	28,450	45,600
Total	13,34,848	15,79,144

Note No. 2.18 DEPRECIATION & AMORTISATION EXPENSES

Depreciation on Fixed Assets	28,148	42,221
Deferred Revenue Expenditure W/off	77,400	77,400
Preliminary Expenses W/off	7,738	7,738
Total	1,13,286	1,27,359

Note No. 2.19 TAX EXPENSES

Income Tax	2,68,470	13,68,050
Deferred Tax Assets	(4,752)	19,520
Income Tax for Earlier Years	-	7,166
Total	2,63,718	13,94,736

Note No. 2.20 Earning Per Share (EPS)

i) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholder	5,89,726	30,11,686
ii) Number of Equity Shares used as denominator for calculating EPS	131,07,950	131,07,950
iii) Basic and Diluted Earning per Share	0.04	0.23
iv) Face Value per Equity Share	10.00	10.00

V. B. INDUSTRIES LIMITED

CIN : L51909WB1982PLC035222

Regd. Office : 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001

Tel : +91 33 2242 7270; Email : vbindustries1@gmail.com; Website : www.vbindustriesltd.in

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID		
	Name and Address of the Shareholder	

1. I hereby record my presence at the 30th Annual General Meeting of the Company, to be held on Thursday, 21st September 2017 at 11.30 A.M. at 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001 and at any adjournment thereof.
-
2. Signature of the Shareholder/Proxy Present
 3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
 4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING VENUE

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

1. Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
2. Please read the Instructions printed under the Item No. 27 to the Notice dated 29th May 2017 of the 30th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 18.09.2017 and ends at 5.00 P.M. on 20.09.2017, the e-voting module shall be disabled by CDSL for voting thereafter.

No gift of any nature will be distributed at the Annual General Meeting

V. B. INDUSTRIES LIMITED

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Form No. MGT – 11, PROXY FORM / BALLOT FORM

(Pursuant to the section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration), 2014)

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We being the members of _____ Shares of V. B. Industries Limited, hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him
2. _____ having email Id _____ Signature _____ or failing him
3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Thursday, 21st September 2017 at 11.30 A.M. at 9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2017		
2.	Appointment of M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E), as Auditors and to fix their remuneration.		
Special Business :			
3.	Appointment of Mr. Johar Pal Singh as Managing Director for a term of 3 Years.		
4.	Appointment of Mrs. Saroj Devi Kothari as Independent Director for a term of 5 Years		
5.	Appointment of Ms. Pooja Jobanputra as Independent Director for a term of 5 Years		

Signed this _____ day of _____ 2017

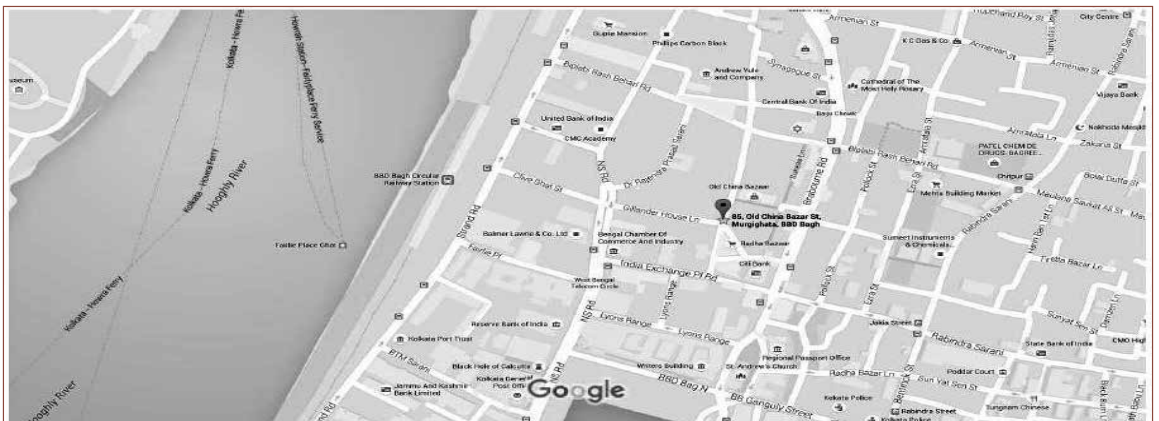
Sign. of Shareholder _____ Sign. of Proxy _____

Affix
Revenue
Stamp
₹ 1/-

Notes :

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.

Location Plan of Registered Office (Venue of AGM) of M/s. V. B. Industries Limited



V. B. INDUSTRIES LIMITED

CIN : L51909WB1982PLC035222

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Tel : +91 33 2242 7270; Email : vbindustries1@gmail.com; Website : www.vbindustriesltd.in

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE & CSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.	:		
PAN No.	:		
E-mail ID	:		
Telephone Nos. with STD Code	:	+91	
Name and Signatures	:	1	
		2	
		3	

Thanking you,

For V. B. INDUSTRIES LIMITED

S/d-

Payal Bafna

Company Secretary & Compliance Officer

BOOK-POST

If undelivered, please return to:

V. B. INDUSTRIES LIMITED

9, Old China Bazar Street, Room No. 85, 5th Floor, Kolkata -700 001