

VAIBHAV HEAVY VEHICLES LIMITED

(CIN : L34101WB1985PLC038709)

ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

REGISTERED OFFICE :

2F, Park Plaza, North Block,
71 Park Street, Kolkata - 700016
Phone: 033-22642942/43, Fax: 033-22642940

VAIBHAV HEAVY VEHICLES LIMITED

Board of Directors:

**SRI VAIBHAV PODDAR
SRI ALOK KUMAR YADUKA
SRI ASHISH SINGHANIA
SMT. PAYAL BHALOTIA**

Bankers:

**HDFC BANK LTD.
PUNJAB AND SIND BANK
UNITED BANK OF INDIA**

Auditors:

**M/S.G.K.TULSYAN & COMPANY
Chartered Accountants
4, GANGADHAR BABU LANE
KOLKATA - 700 012**

Registered Office:

**2F, Park Plaza, North Block,
71 Park Street, Kolkata - 700016
Email: info@vhvl.in, Website : www.vhvl.in
Phone: 033-22642942/43,
Fax: 033-22642940**

Works At :

**P.O.- LANJIBERNA,
DIST.- SUNDERGARH
ORISSA - 770023**

Registrar & Transfer Agent:

**NICHE TECHNOLOGIES PVT. LTD.
D-511, Bagree Market,
71, B.R.B. Basu Road,
Kolkata – 700 001
PH.: 033-2235-7270/71**

VAIBHAV HEAVY VEHICLES LIMITED

Registered Office: 2F, Park Plaza, North Block, 71 Park Street, Kolkata - 700016

Email: info@vhvl.in, **Website :** www.vhvl.in , **Phone:** 033-22642942/43, **Fax:** 033-22642940

NOTICE

NOTICE is hereby given that the **Annual General Meeting** of the Company will be held at the Registered Office of the Company at 2F, Park Plaza, North Block, 71, Park Street, Kolkata - 700016, on Monday, the 25th September, 2017 at 2.00 P.M. to transact the following business:-

ORDINARY BUSINESS

1.To consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

2.To appoint a Director in place of Mr. Alok Kumar Yaduka (DIN 00031755), who retires by rotation and being eligible, offers himself for re-appointment.

3.To consider appointment of Statutory Auditor(s) of the company, fix their remuneration and pass the following resolution as ORDINARY RESOLUTION -

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Agarwalla Ajay Kumar & Co, Chartered Accountants (ICAI Firm Registration Number 320297E), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. G.K. Tulsyan & Company, Chartered Accountants, retiring due to mandatory rotation of Auditors, for a term of five consecutive years commencing from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in calendar year 2022. subject to ratification of their appointment by the members at every subsequent AGM and the Board of Directors be and is hereby authorized to fix their remuneration plus other applicable expenses in connection with Statutory Audit and/or continuous audit and such other remuneration, as may be decided to be paid by the Board/Committee of the Board for performing duties if any other than those referred to hereinabove and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board.”

SPECIAL BUSINESS

4.To consider and, if thought fit, to pass the following resolutions as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or any person(s) authorized by the Board) for making loans or for giving guarantees or providing securities to body corporate or other person/entity and/or investment(s) in securities by way of subscription, purchase or otherwise, of any other body corporate in excess of limits specified under the said section from time to time, as may be considered appropriate for an amount not exceeding Rs.10 crores (Rupees Ten crores only), in one or more tranches.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in

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their absolute discretion deem fit to give effect to this resolution."

5. To consider and, if thought fit, to pass the following resolutions as a SPECIAL RESOLUTION:

"RESOLVED THAT consent the company be and is hereby accorded to enter into the business of cargo handling as mentioned in the clause- 39 and 52 of the other objects of the Memorandum of Association of the Company."

"

PLACE: Kolkata

DATE: 04/08/2017

By order of the Board

Vaibhav Poddar

Managing Director

NOTES:

1.1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

The form of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 19th September, 2017 to 25th September, 2017 (both days inclusive).
4. Members are requested to notify immediately change of address, if any, to the registrar and transfer agent of the company and provide their e-mail ID.
5. Members who have shareholdings in physical form are requested to submit their shares for dematerialization at your registered depository at the earliest.

6. VOTING THROUGH ELECTRONIC MEANS

- I.) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II.) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote

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by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III.) The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on 22nd September, 2017 at 10.00 A.M. and ends on 24th September, 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 of 18th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> •Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. •In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format |
| Bank Account Number (DBD) | Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> •Please Enter the DOB or Bank Account Number in order to Login. •If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach 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

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- 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 can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. "VAIBHAV HEAVY VEHICLES 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 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 same 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) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which 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 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.
- (xix) 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 or contact them at 18002005533.
- (xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
7. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at droliapravin@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September , 2017 upto 5 p.m. without

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which the vote shall not be treated as valid.

8. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only
9. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on Friday, 4th August, 2017.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017 and not casting their vote electronically, may only cast their vote through ballot paper at the Annual General Meeting.
12. Notice of AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
13. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th September, 2017 are requested to send the written / email communication to the Company at info@vhvl.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
14. Mr. Pravin Kumar Drolia (Prop. Of M/s. DROLIA & COMPANY) of Kolkata, Practicing Company Secretaries (C.P. No. 1362) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.vhvl.in and website of CDSL and same will be communicated to The Calcutta Stock Exchange Limited, where the shares of the company are listed

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

In order to make optimum utilization of surplus funds, the Company may acquire shares of other body corporate, give loans and /or give guarantees or provide security to any other body corporate. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution for the authorizing the Board to exercise aforesaid powers, in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of Rs.10 Crores (Rupees Ten Crores only) over and above the limits prescribed under the said section.

The Directors, therefore, recommend this resolution for members' approval as special resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No 4.

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ITEM NO. 5

The Chairman mentioned to the board about the necessity of broad basing the company's activity in the changing scenario. The Board of Directors considered the feasibility of activity of cargo handling and analyzed the aspects of viability and profitability of the said activity. The company does get opportunity of undertaking an activity of operational work of cargo handling. The activity is included in the clause-39 and 52 of the other objects of the company's Memorandum of Association and approval of the shareholders by way of special resolution in a general meeting.

The Directors, therefore, recommend this resolution for members' approval as special resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

By order of the Board

PLACE: Kolkata
DATE: 04/08/2017

Vaibhav Poddar
Managing Director

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DIRECTOR'S REPORT

TO THE MEMBERS

Your Directors have pleasure in submitting their Report and Audited statements for the Financial Year ended on 31st March, 2017.

1. FINANCIAL RESULTS

| | 2016-17 | 2015-16 |
|--|--------------------|--------------------|
| | Rs. | Rs. |
| Profit/(Loss) as per Profit & Loss Account | 59,96,358 | 25,52,358 |
| Less : Provision for Taxation | 17,21,400 | 4,95,986 |
| : Provision for Deferred Tax | (275) | (602) |
| Profit/ (Loss) after taxation | 42,75,233 | 20,56,974 |
| Balance brought forward from previous year | 1,14,41,814 | 93,84,840 |
| Adjustment Relating to Fixed Assets | — | — |
| Balance carried to next year | <u>1,57,17,047</u> | <u>1,14,41,814</u> |

3. STATE OF COMPANY'S AFFAIRS

During the financial year under review, the total revenue of the company increased from 146.98 lakhs to 184.45 lakhs. Net profit after tax of the Company has increased to Rs. 42.75 lakhs from Rs. 20.57 lakhs. There has been no change in the nature of business of Company during the financial year under review. There is no material changes affecting the financial position of the Company between the ends of year to which financial relates and the date of this report. In the running financial year, your directors are taking all reasonable steps to increase the business of the Company and exploring the new business opportunities.

4. DIVIDEND & RESERVES:

In view of the business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year under review. No amount is transferred to reserve for the period under review.

5. DIRECTORS & KEY MANAGERIAL PERSONNEL:

Mr. Alok Kumar Yaduka (DIN 00031755), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as Director, pursuant to the provisions of the Companies Act, 2013 and Articles of Association of the Company. He does not hold any share of the Company in his own name.

All Independent Directors have given declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of knowledge and belief and according to the information obtained, Directors states :-

- in the preparation of the annual accounts for the year ended 31st March, 2017, the applicable accounting standards read with requirements set out under Schedule III of the Act have been followed and there are no material departures from the same;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2017 and of the profit of the company for the year ended on that date;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis; and
- the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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7. BOARD EVALUATION

The Board Evaluation was carried out on the basis of various factors as composition of Board and its Committees, its functioning, performance of specific duties and obligations. The performance evaluation of the Independent Directors was done by the entire Board of Directors (excluding the director being evaluated). The performance evaluation of the Non-Independent Directors was carried out at separate meeting of Independent Directors. The Board of Directors expressed their satisfaction with the evaluation.

8. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

For the Financial Year 2016-17, the Company held 5 meetings of the Board of Directors on the following dates : - 7th May, 2016, 23rd May, 2016, 9th August, 2016, 7th November, 2016, 8th February, 2017.

9. CONSTITUTION OF VARIOUS COMMITTEES AS PER COMPANIES ACT, 2013

The company has constituted committees of the board as per the provisions of Companies Act, 2013 with proper composition of its members.

(a) The composition of the Audit Committee is as under:-

| | |
|----------------------|------------|
| Mr. Ashish Singhania | - Chairman |
| Mrs. Payal Bhalotia | - Member |
| Mr. Alok Kr. Yaduka | - Member |

The terms of reference, inter alia, includes, recommendation for appointment, remuneration and terms of appointment of auditors of the company, reviewing and monitoring the auditor's independence, performance and effectiveness of audit process, examination of the financial statement and the auditors' report thereon, approval or any subsequent modification of transactions of the company with related parties, scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of the company, wherever it is necessary, evaluation of internal financial controls and risk management systems and monitoring the end use of funds raised through public offers and related matters.

(b) The composition of the Nomination & Remuneration Committee is as under:-

| | |
|-----------------------|------------|
| Mr. Ashish Singhania | - Chairman |
| Mr. Alok Kumar Yaduka | - Member |
| Mrs. Payal Bhalotia | - Member |

The terms of reference, inter alia, includes formulating criteria for determining qualification, positive attributes and independence of directors, carrying out evaluation of Independent Directors and the Board, recommending to Board policy relating to remuneration of Directors, Key Managerial Personnel (KMP) and other employees, carrying out other function as is mandated by the Board from time to time and to perform such other functions which is necessary or appropriate for the performance of duties.

The abridged policy framed by Nomination & Remuneration Committee is as follows. The company considers its human resources as its invaluable asset and harmonize the aspirations of the same which are consistent with the goals of the company. The level and composition of Directors, KMP and Senior Management will be of the nature required to run the company smoothly and adequate to improve productivity and attract, retain and motivate them. The committee shall determine and recommend their appointment, term of service, qualifications and cessation as per statutory requirement and ethical standards of probity, rectitude, qualification, competence and experience of concerned person further subject to Board's approval.

The relationship of remuneration to performance is clear and meet appropriate performance benchmarks. The remuneration involve a balance between fixed and incentive pay reflecting short and long-term performance to achieve the Company's target. Members will elect the Chairman of the Committee. A member is not qualified to be present when his remuneration or

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performance is discussed or evaluated respectively. Matters shall be decided by majority of votes of Members present and voting and such decision shall for all purposes be deemed decision of the Committee. In case of equality of votes, the Chairman of the meeting will have a casting vote.

Non Executive Directors may be remunerated in the form of sitting fees for attending the Board Meeting as fixed by the Board occasionally. While deciding remuneration of Managing Director and Executive Directors the committee considers pay and comprehensive factors of industry and concerned person so as to remunerate them fairly and reasonably along with some perquisites, allowances and the likes as per the rules of the company, subject to statutory requirements.

The remuneration of the other employees is fixed occasionally as per the guiding principle outlined above and considering industry standard and cost of hiring .In addition to basic salary they are also provided other benefits as per scheme of the company and statutory requirements where applicable. The detailed policy can be viewed at Company's website www.vhvl.in

10. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established vigil mechanism policy to report genuine concerns and grievances. It has been posted on the website of the Company www.vhvl.in

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

For the period under review, all the transactions entered with related parties were on arm's length price and in the ordinary course of business and that the provisions of the Section 188 of the Companies Act, 2013 is not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Thus disclosure in Form AOC-2 is not required. Further all transactions with related parties are given in the notes to Financial Statements.

12. PARTICULARS OF LOANS, ADVANCES & INVESTMENTS

Details of loans & investments are given in the notes to Financial Statements. The Company has been informed that the said loan, guarantee and security are proposed to be utilised by each recipient for its general business/corporate purposes.

13. AUDITORS & AUDITORS' REPORT:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder the term of office of M/s. G.K. Tulsyan & Co, as the Statutory Auditors of the Company will conclude from the close of ensuing Annual General Meeting of the Company. The Board of Directors places on record its appreciation to the services rendered by M/s. G.K. Tulsyan & Co as the Statutory Auditors of the Company.

Subject to the approval of the Members, the Board of Directors of the Company has recommended the appointment of M/s. Agarwalla Ajay Kumar & Co, Chartered Accountants (ICAI Firm Registration Number 320297E) as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013. Accordingly, the Board recommends the resolution in relation to appointment of Statutory Auditors, for the approval by the shareholders of the Company.

Report of the Auditors, including reference made therein, to the notes forming part of the Statement of Accounts, are self explanatory and does not require to be elucidated further.

14. MANAGERIAL REMUNERATION

During the period under review, no remuneration is being paid to Managing Director or any other

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Directors of the Company. The percent increase in the remuneration of CFO is 12.09%. There is 18.36% increase in the average remuneration of employees. Median remuneration of employees is increased by 12.38% in the financial year 2016-17. There were 53 employees as on 31st March, 2017. The remuneration paid is as per the remuneration policy of the Company.

15. INTERNAL FINANCIAL CONTROL

Adequate internal financial controls are in place to manage the business affairs of the Company. Proper procedures are adopted ensuring the orderly and efficient conduct of business, including safeguarding of its assets, prevention and detection of errors and frauds, accuracy and completeness of the accounting records and timely preparation of reliable financial information and the same is reviewed at regular intervals depending upon situation of business of Company.

16. EXTRACT OF THE ANNUAL RETURN

The extract of annual return as on the financial year ended March 31, 2017 in Form No. MGT-9, as required under section 92 of the Companies Act, 2013 forms integral part of Board's Report.

17. SECRETARIAL AUDIT REPORT :

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed M/s. Drolia & Co., a Company Secretary in practice as Secretarial Auditor of the Company. The secretarial audit report is annexed and forms integral part of this report. Report of the Secretarial Auditor, including reference made therein is self explanatory and does not require to be elucidated further.

The Company does not have a full time Company Secretary under the category of Key Managerial Personnel. Efforts are being made to comply with the provision relating to appointment of Company Secretary as per Section 203 of the Companies Act, 2013.

18. RISK MANAGEMENT

The purpose of risk management is to identify, evaluate and mitigate the operational, strategic and external environment risk. The Board has overall responsibility of monitoring and mitigating the risks through regular review of its overall operations.

19. DETAILS OF ASSOCIATE COMPANY

The Company does not have any subsidiary or associate or Joint Venture

20. PERSONNEL

Your Directors would like to put on record their appreciation of the sincere and dedicated services rendered by the loyal employees of the Company. There was no employees drawn remuneration of or in excess of the amount prescribed under the Companies Act, 2013. The information pursuant to Rules 5(2) and 5(3) of the Rules not annexed to this Report, is readily available for inspection by the members at the Company's Registered Office between 10.30 A.M. to 1 P.M. on all working days up to the date of ensuing AGM. Should any member be interested in obtaining a copy including through email (info@vhvl.in), may write at the Company's Registered Office.

21. DEPOSITS:

The Company did not accept or renew any deposits from the public during the year under review.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

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The information required under section 134(3)(m) of the Companies Act, 2013 read with rule, is not applicable to the Company. Besides, there has been no Foreign Exchange earning and outgo

23. LISTING ON STOCK EXCHANGE:

The Company's Shares are listed at The Calcutta Stock Exchange Limited. The annual listing fee has been paid to the Stock Exchange and there is no outstanding amount payable to the exchange.

24. REGISTRAR AND TRANSFER AGENTS:

The Company appointed M/s. Niche Technologies Pvt. Ltd. of 71, B. R. B. Basu Road, D-511, Bagree Market, Kolkata – 700 001 as the Registrar and Share Transfer Agents of the Company.

25. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Equity Shares of the Company are registered with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for having the facility of Dematerialization of shares and its ISIN NO. is – INE 567E01012

26. SHARE TRANSFER SYSTEM:

The transfer of shares, both in physical and electronic mode, are registered and returned within the requisite period by Registrar and Transfer Agent, if the documents are clear in all respects. The shareholders of the Company are requested to send their shares directly to the RTA for transfer or registry related work. However, for the sake of the convenience of the investors / shareholders, the Company shall continue to receive request for transfer of shares.

27. GENERAL

The other disclosures not commented upon in this report pursuant to Section 134 of the Companies Act, 2013 read with rules are not applicable to the Company for the financial year under review.

28. ACKNOWLEDGEMENT :

Your Directors wish to express their thanks to the esteemed shareholders, various customers and their consultants, Company's bankers for their continued support to the Company.

Registered Office :

2F, Park Plaza, North Block
71 Park Street, Kolkata- 700016

On behalf of the Board

Vaibhav Poddar
Managing Director

Dated: 29-05- 2017

Alok Kumar Yaduka
Director

VAIBHAV HEAVY VEHICLES LIMITED

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS:**

- i) Corporate Identification Number (CIN) : L34101WB1985PLC038709
ii) Registration Date : 19/03/1985
iii) Name of the Company : Vaibhav Heavy Vehicles Limited
iv) Category / Sub-Category of the Company : Company Limited by Shares
v) Address of the Registered Office : 2F, Park Plaza, North Block, 71 Park Street
Kolkata - 700016
Contact Details : Ph No- 033 22642942, Fax- 03322642940
vi) Whether listed company : Yes
vii) Name, Address and Contact details : Niche Technologies Private Limited
of Registrar and Transfer Agent : 71, BRB Basu Road, D 511, Bagree Market,
Kolkata-700001, Ph. No.- 22357270/7271

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | Percentage to total turnover the company |
|---------|---|----------------------------------|--|
| 1 | Repair and Maintenance of Heavy Vehicles (Mining Machinery) | 33125 | 78.33% |
| 2 | Other Financial Intermediation | 64990 | 21.67% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name & Address Of Company | CIN/GLN | Holding/ Subsidiary/ Associate | Percentage Of Shares Held | Applicable Section |
|---------|---------------------------|---------|--------------------------------|---------------------------|--------------------|
| | Nil | - | - | - | - |

VAIBHAV HEAVY VEHICLES LIMITED

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):31-03-2017

A) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | Percent Change during the year |
|---|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. PROMOTERS | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual / HUF | 199200 | - | 199200 | 18.444 | 199200 | - | 199200 | 18.444 | - |
| b) Centran Government | - | - | - | - | - | - | - | - | - |
| c) State Government | - | - | - | - | - | - | - | - | - |
| d) Bodies Corporate | 290600 | - | 290600 | 26.907 | 343600 | - | 343600 | 31.815 | 4.908 |
| e) Banks / Financial Institutions | - | - | - | - | - | - | - | - | - |
| f) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(1) | 489800 | - | 489800 | 45.351 | 542800 | - | 542800 | 50.259 | 4.908 |
| Foreign | | | | | | | | | |
| a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| b) Other - Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| d) Banks / Financial Institutions | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(2) | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoter (A) = (A)(1)+(A)(2) | 489800 | - | 489800 | 45.351 | 542800 | - | 542800 | 50.259 | 4.908 |
| B. PUBLIC SHAREHOLDING | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / Financial Institutions | - | - | - | - | - | - | - | - | - |
| c) Central Governments | - | - | - | - | - | - | - | - | - |
| d) State Governments | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) Foreign Institutional Investors (FII) | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (Specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1) | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corporate | | | | | | | | | |
| i) Indian | 416000 | - | 416000 | 38.519 | 363000 | - | 363000 | 33.611 | -4.908 |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs 1 lakh | - | 122600 | 122600 | 11.352 | - | 122600 | 122600 | 11.352 | 0.000 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 l | 13800 | 37800 | 51600 | 4.778 | 13800 | 37800 | 51600 | 4.778 | 0.000 |
| c) Others Specify | | | | | | | | | |
| 1. NRI | - | - | - | - | - | - | - | - | - |
| 2. Overseas Corporate Bodies | - | - | - | - | - | - | - | - | - |
| 3. Foreign Nationals | - | - | - | - | - | - | - | - | - |
| 4. Clearing Members | - | - | - | - | - | - | - | - | - |
| 5. Trusts | - | - | - | - | - | - | - | - | - |
| 6. Foreign Bodies - D.R. | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2) | 429800 | 160400 | 590200 | 54.648 | 376800 | 160400 | 537200 | 49.741 | -4.907 |
| Total Public Shareholding (B) = (B)(1)+(B)(2) | 429800 | 160400 | 590200 | 54.648 | 376800 | 160400 | 537200 | 49.741 | -4.907 |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| GRAND TOTAL (A+B+C) | 919600 | 160400 | 1080000 | 100.000 | 919600 | 160400 | 1080000 | 100.000 | 0.000 |

VAIBHAV HEAVY VEHICLES LIMITED

B. Shareholding of Promoters (31-03-2016)

| SI No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % of change in shareholding during the year |
|--------|---|---|----------------------------------|------------------------------------|-------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total shares of the company | % of Shares Pledged/ encumbered to | No. of Shares | % of total shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1 | CORONATION & REFRIGERATION INDUSTRIES LTD | 52000 | 4.815 | - | 52000 | 4.815 | - | - |
| 2 | KRISHNA MURARI PODDAR (HUF) | 2000 | 0.185 | - | 2000 | 0.185 | - | - |
| 3 | KRISHNA MURARI PODDAR | 8200 | 0.759 | - | 8200 | 0.759 | - | - |
| 4 | LIKHAMI TRADING AND MFG. CO. LTD. | 98600 | 9.130 | - | 98600 | 9.130 | - | - |
| 5 | NOUVEAU METAL INDUSTRIES LTD. | 48000 | 4.444 | - | 101000 | 9.352 | - | 4.908 |
| 6 | PRITEE PODDAR | 98000 | 9.074 | - | 98000 | 9.074 | - | - |
| 7 | RASHMI PROPERTIES AND INVESTMENTS LTD. | 92000 | 8.519 | - | 92000 | 8.519 | - | - |
| 8 | UMA PODDAR | 22000 | 2.037 | - | 22000 | 2.037 | - | - |
| 9 | VAIBHAV PODDAR | 30000 | 2.778 | - | 30000 | 2.778 | - | - |
| 10 | VAIBHAV PODDAR(HUF) | 39000 | 3.611 | - | 39000 | 3.611 | - | - |
| | T O T A L | 489800 | 45.352 | - | 542800 | 50.260 | - | 4.908 |

C. Change in Promoter's Shareholding

| SI No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1 | CORONATION REFRIGERATION INDUSTRIES LTD | | | | |
| | a) At the Beginning of the Year | 52000 | 4.815 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 52000 | 4.815 |
| 2 | KRISHNA MURARI PODDAR (HUF) | | | | |
| | a) At the Beginning of the Year | 2000 | 0.185 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 2000 | 0.185 |
| 3 | KRISHNA MURARI PODDAR | | | | |
| | a) At the Beginning of the Year | 8200 | 0.759 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 8200 | 0.759 |

VAIBHAV HEAVY VEHICLES LIMITED

| | | | | | |
|----|---|------------------------------|---------------|---------------|---------------|
| 4 | LIKHAMI TRADING AND MEG. CO. LTD. | | | | |
| | a) At the Beginning of the Year | 98600 | 9.130 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 98600 | 9.130 |
| 5 | NOUVEAU METAL INDUSTRIES LTD. | | | | |
| | a) At the Beginning of the Year | 48000 | 4.444 | | |
| | b) Changes during the year | | | | |
| | DateReason 09/12/2016 Transfer | 53000 | 4.907 | 101000 | 9.352 |
| | c) At the End of the Year | | | 101000 | 9.352 |
| 6 | PRITEE PODDAR | | | | |
| | a) At the Beginning of the Year | 98000 | 9.074 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 98000 | 9.074 |
| 7 | RASHMI PROPERTIES AND INVESTMENTS LTD. | | | | |
| | a) At the Beginning of the Year | 92000 | 8.519 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 92000 | 8.519 |
| 8 | UMA PODDAR | | | | |
| | a) At the Beginning of the Year | 22000 | 2.037 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 22000 | 2.037 |
| 9 | VAIBHAV PODDAR | | | | |
| | a) At the Beginning of the Year | 30000 | 2.778 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 30000 | 2.778 |
| 10 | VAIBHAV PODDAR (HUF) | | | | |
| | a) At the Beginning of the Year | 39000 | 3.611 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 39000 | 3.611 |
| | TOTAL | 489800 | 45.352 | 542800 | 50.259 |

VAIBHAV HEAVY VEHICLES LIMITED

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR & ADR)

| Sl No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1 | BIJAY KUMAR MASKARA | | | | |
| | a) At the Beginning of the Year | 8000 | 0.741 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 8000 | 0.741 |
| 2 | FORESIGHT REALTORS PVT. LTD. | | | | |
| | a) At the Beginning of the Year | 92000 | 8.519 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 92000 | 8.519 |
| 3 | KANTI CHAND SIPANI | | | | |
| | a) At the Beginning of the Year | 13800 | 1.278 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 13800 | 1.278 |
| 4 | MANGALAM EQUITY MANAGEMENT PVT. LTD. | | | | |
| | a) At the Beginning of the Year | 46000 | 4.259 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | Date Reason 09/12/2016 Transfer | -7000 | 0.648 | 39000 | 3.611 |
| | c) At the End of the Year | | | 39000 | 3.611 |
| 5 | ORNAMENTAL FABRICATIONS PVT. LTD. | | | | |
| | a) At the Beginning of the Year | 50000 | 4.630 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 50000 | 4.630 |
| 6 | PERFECT FINVEST PVT. LTD. | | | | |
| | a) At the Beginning of the Year | 50000 | 4.630 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 50000 | 4.630 |
| 7 | POPULAR INFRASTRUCTURE PVT. LTD. | | | | |
| | a) At the Beginning of the Year | 86000 | 7.963 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 86000 | 7.963 |
| 8 | SHREE FINCAP LIMITED | | | | |
| | a) At the Beginning of the Year | 46000 | 4.259 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 46000 | 4.259 |
| 9 | SURESH SARAOGI | | | | |
| | a) At the Beginning of the Year | 24000 | 2.222 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 24000 | 2.222 |
| 10 | UP AND UP TRADERS PVT. LTD. | | | | |
| | a) At the Beginning of the Year | 46000 | 4.259 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | Date Reason 09/12/2016 Transfer | -46000 | 4.259 | 0 | 0.000 |
| | c) At the End of the Year | | | 0 | 0.000 |
| 11 | VIKAS KEDIA (KARTA OF HUF) | | | | |
| | a) At the Beginning of the Year | 13800 | 1.278 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 13800 | 1.278 |
| | T O T A L | 475600 | 44.037 | 422600 | 39.130 |

VAIBHAV HEAVY VEHICLES LIMITED

(e) Shareholding of Directors and Key Managerial Personnel:

| For Each of the Directors & KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------------------------------|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| Shri Vaibhav Poddar | | | | |
| At the Beginning of the Year | 30000 | 2.778 | 30000 | 2.778 |
| Changes during the year | - | No Change | - | No Change |
| At the End of the Year | 30000 | 2.778 | 30000 | 2.778 |

Note - No other Director or Key Managerial Personnel is holding any share in the Company

V. INDEBTEDNESS

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | Nil | Nil | Nil | Nil |
| ii) Interest due but not paid | Nil | Nil | Nil | Nil |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| Total (i+ii+iii) | Nil | Nil | Nil | Nil |
| Change in Indebtedness during the financial year | | | | |
| • Addition | Nil | Nil | Nil | Nil |
| • Reduction | Nil | Nil | Nil | Nil |
| Net Change | Nil | Nil | Nil | Nil |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | Nil | Nil | Nil | Nil |
| ii) Interest due but not paid | Nil | Nil | Nil | Nil |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| Total (i+ii+iii) | Nil | Nil | Nil | Nil |

VAIBHAV HEAVY VEHICLES LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total |
|---------|---|-------------------------|--|---------------|
| | | Managing Director | | Amount |
| | | Sri Vaibhav Poddar | | (Fig in lacs) |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) of Income- tax Act, 1961 | Nil | | Nil |
| 2. | Stock Option | Nil | | Nil |
| 3. | Sweat Equity | Nil | | Nil |
| 4. | Commission - as % of profit | Nil | | Nil |
| | - others, specify... | Nil | | Nil |
| 5. | Others, please specify | Nil | | Nil |
| | Total (A) | Nil | | Nil |

Note – As no remuneration or sitting fees is being paid to any of the Directors of the Company so ceiling limit as per Act is also not calculated

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | | Total Amount |
|---------|--|-------------------|------------------|--------------|
| | | Payal Bhalotia | Ashish Singhania | |
| 1. | Independent Directors | | | |
| | • Fee for attending board committee meetings | Nil | Nil | Nil |
| | • Commission | Nil | Nil | Nil |
| | • Others, please specify | Nil | Nil | Nil |
| | Total (1) | Nil | Nil | Nil |
| 2. | Other Non-Executive Directors | Alok Kumar Yaduka | | |
| | • Fee for attending board committee meetings | Nil | | Nil |
| | • Commission | Nil | | Nil |
| | • Others, please specify | Nil | | Nil |
| | Total (2) | Nil | | Nil |
| | Total (B)=(1+2) | Nil | | Nil |

VAIBHAV HEAVY VEHICLES LIMITED

©. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel (Fig in Lakhs) | | | |
|---------|---|---|-----|--------------------|----------|
| | | CEO | CS | Vikash Berlia, CFO | Total |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil | Nil | 2,32,120 | 2,32,120 |
| | (b) Value of perquisites u/s17(2) of Income-tax Act, 1961 | Nil | Nil | 14,400 | 14,400 |
| | (c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961 | Nil | Nil | Nil | Nil |
| 2. | Stock Option | Nil | Nil | Nil | Nil |
| 3. | Sweat Equity | Nil | Nil | Nil | Nil |
| 4. | Commission | | | | |
| | - as % of profit | Nil | Nil | Nil | Nil |
| | - others, specify... | Nil | Nil | Nil | Nil |
| 5. | Others, please specify | Nil | Nil | 2,46,520 | 2,46,520 |

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 | Nil | Nil | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil | Nil | Nil |
| Compounding | Nil | Nil | Nil | Nil | Nil |
| B. DIRECTORS | | | | | |
| Penalty | Nil | Nil | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil | Nil | Nil |
| Compounding | Nil | Nil | Nil | Nil | Nil |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | Nil | Nil | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil | Nil | Nil |
| Compounding | Nil | Nil | Nil | Nil | Nil |

VAIBHAV HEAVY VEHICLES LIMITED

FORM NO MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

To,
The Members,
Vaibhav Heavy Vehicles Limited
2F, Park Plaza, North Block, 71 Park Street
Kolkata-700016

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vaibhav Heavy Vehicles Limited (hereinafter called the Company having **CIN: L34101WB1985PLC038709**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **(Not applicable to the Company during the Audit Period)**.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')- as applicable to the company during the period under review:-
 - 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. **(Not applicable to the Company during the Audit Period)**.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **(Not applicable to the Company during the Audit Period)**.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company during the Audit Period)**.
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)

VAIBHAV HEAVY VEHICLES LIMITED

Regulations, 1993 regarding the Companies Act and dealing with client;
g)The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time - **(Not applicable to the Company during the Audit Period)**.
h)The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - (Not applicable to the Company during the Audit Period).

vi) Other acts and regulations which may be applicable to the Company as per Annexure A
I have also examined compliance with the applicable clauses of the following:

- i)Secretarial Standards (SS 1 & SS 2) issued by The Institute of Company Secretaries of India.
- ii)The SEBI (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 subject to the following observations:

I 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. There is no change in the composition of the Board of Directors during the period under review. The Company does not have a full time Company Secretary under the category of Key Managerial Personnel during the period under audit. I have been informed by the management that efforts are being made to comply with the provision relating to appointment of Company Secretary as per section 203 of the Companies Act, 2013 as soon as possible.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent 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, if any, are captured and recorded as part of the minutes.

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

I further report that during the Audit period that there was no other specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc. referred to above.

Place: Kolkata
Date: 20/05/2017

(PRAVIN KUMAR DROLIA)
Practicing Company Secretary
FCS No : 2366
C.P.No : 1362

Note : This report is to be read with our letter of even date which is annexed as annexed B and form an integral part of this report

VAIBHAV HEAVY VEHICLES LIMITED

ANNEXURE: A

To,
The Members
Vaibhav Heavy Vehicles Limited
2F, Park Plaza, North Block, 71 Park Street
Kolkata-700016

- (i) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (ii) Environment Protection Act, 1986 and other Environmental Laws
- (iii) Equal Remuneration Act, 1976
- (iv) Factories Act, 1948
- (v) Indian Contract Act, 1872
- (vi) Income Tax Act, 1961
- (vii) Indian Stamp Act, 1999
- (viii) Minimum Wages Act, 1948
- (ix) Negotiable Instruments Act, 1881
- (x) Payment of Bonus Act, 1965
- (xi) Payment of Gratuity Act, 1972
- (xii) Shop & Establishment Act
- (xiii) Profession Tax Act
- (xiv) Service Tax

Place: Kolkata

Date: 20/05/2017

(PRAVIN KUMAR DROLIA)
Practicing Company Secretary
FCS No : 2366
C.P.No : 1362

VAIBHAV HEAVY VEHICLES LIMITED

ANNEXURE: B

To,
The Members
Vaibhav Heavy Vehicles Limited
2F, Park Plaza, North Block, 71 Park Street
Kolkata-700016

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
- 2.I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of my opinion.
- 3.I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4.Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
- 5.The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test 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: 20/05/2017

(PRAVIN KUMAR DROLIA)
Practicing Company Secretary
FCS No : 2366
C.P.No : 1362

VAIBHAV HEAVY VEHICLES LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

M/S. VAIBHAV HEAVY VEHICLES LIMITED

Report on the Financial Statements

We have audited the accompanying (Standalone) financial statements of Vaibhav Heavy vehicles Ltd. ("the company") which comprise the Balance Sheet as at 31st March, 2017, the statement of Profit and Loss, Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) 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 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 misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (standalone) financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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 auditor's 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.

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

VAIBHAV HEAVY VEHICLES LIMITED

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) 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/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose 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 agreement with the books of account
 - d. in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 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 information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred 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 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

For and on behalf of

G.K. Tulsyan & Co.

Chartered Accountants

Firm's registration number: 323246E

G.K. Tulsyan

Partner

Membership number: 50511

Place: Kolkata

Date: 29th day of May, 2017

VAIBHAV HEAVY VEHICLES LIMITED

“Annexure A” to the Independent Auditors’ Report

The Annexure referred to in our report to the members of Vaibhav Heavy vehicles Ltd. (“the Company”) for the year ended 31st March, 2017. We Further report that :-

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) The title deeds of immovable properties are held in the name of the company.
- 2) The Company does not have any inventory. Accordingly the provisions of Clause 3 (ii) of the order are not applicable to the Company and hence not commented upon.
- 3) The Company has granted loan to body corporate covered in the Register maintained under section 189 of the Act.
 - a) The rate of interest and other terms & conditions to which loan have been granted are prima-facie not prejudicial to the interest of the company;
 - b) The principal amount of loan is repayable on demand
 - c) There has been no over-due amount of more than 90 days outstanding.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account

VAIBHAV HEAVY VEHICLES LIMITED

- of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
 - 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
 - 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
 - 11) The Company has not paid or provided any managerial remuneration.
 - 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.
 - 13) In our opinion, the company has entered into transactions with the related parties under section 177 and 188 of Companies Act, 2013 and the same have been disclosed by way of notes annexed to the financial statement.
 - 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
 - 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
 - 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For and on behalf of
G.K. Tulsyan & Co.
Chartered Accountants
Firm's registration number:323246E

G.K. Tulsyan
Partner
Membership number: 50511
Place: Kolkata
Date: 29 th day of May,2017

VAIBHAV HEAVY VEHICLES LIMITED

“Annexure B” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Vaibhav Heavy vehicles Ltd.** (“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

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”. 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 Companies Act, 2013.

Auditors’ Responsibility

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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. 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.

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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

VAIBHAV HEAVY VEHICLES LIMITED

the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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

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

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 and on behalf of

G.K. Tulsyan & Co.

Chartered Accountants

Firm's registration number:323246E

G.K.Tulsyan

Partner

Membership number: 50511

Place: Kolkata

Date: 29 th day of May, 2017

VAIBHAV HEAVY VEHICLES LIMITED**Balance Sheet as at 31st March 2017**

| Particulars | Note No. | 2016-17 Amount (in Rs.) | 2015-16 Amount (in Rs.) |
|--|----------|-------------------------------|-------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' funds | | | |
| (a) Share capital | 2 | 10,800,000 | 10,800,000 |
| (b) Reserves and surplus | 3 | 24,817,047 | 20,541,814 |
| Current liabilities | | | |
| (a) Other current liabilities | 4 | 3,131,125 | 1,685,987 |
| (b) Short-term provisions | 5 | 678,133 | 22,163 |
| TOTAL | | 39,426,305 | 33,049,964 |
| ASSETS | | | |
| Non-current assets | | | |
| (a) Fixed assets | | | |
| Tangible assets | 6 | 106,564 | 115,773 |
| (b) Non-current investments | 7 | 18,568,347 | 17,459,259 |
| (c) Deferred Tax Asset (net) | | 6,608 | 6,333 |
| (d) Long-term loans and advances | 9 | 15,800 | 535,994 |
| Current assets | | | |
| (a) Current Investment | 8 | 3,700,083 | 13,407,591 |
| (b) Trade Receivables | 10 | 1,235,726 | 1,048,957 |
| (c) Cash and cash equivalents | 11 | 633,089 | 320,015 |
| (d) Short-term loans and advances | 12 | 15,013,315 | 8,798 |
| (e) Other current assets | 13 | 146,773 | 147,244 |
| TOTAL | | 39,426,305 | 33,049,964 |
| Notes to Balance Sheet and Statement to Profit and Loss 1-22 | | | |

This is the Balance Sheet as per our Report of even date

For G.K. Tulsyan & Company
Chartered Accountants
Firm's Registration No. 323246E

G.K. Tulsyan
Partner
Membership No. 50511

Kolkata
Dated: 29-05-2017

Vikash Berlia
Chief Financial Officer

On behalf of the Board

Vaibhav Poddar
Managing Director

Alok Kumar Yaduka
Director

VAIBHAV HEAVY VEHICLES LIMITED**Profit and Loss Statement for the year ended 31st March 2017**

| | Particulars | Note No. | 2016-17 Amount | 2015-16 Amount |
|-------|---|----------|-------------------|-------------------|
| I. | Revenue from operations | 14 | 14,448,200 | 11,811,000 |
| II. | Other income | 15 | 3,997,285 | 2,886,626 |
| III. | Total Revenue (I + II) | | 18,445,485 | 14,697,626 |
| IV. | Expenses: | | | |
| | Employee Benefits Expenses | 16 | 11,760,056 | 10,827,248 |
| | Finance Cost | 17 | 2,344 | 7,551 |
| | Depreciation and amortization expense | | 9,209 | 10,998 |
| | Other expenses | 18 | 677,518 | 1,299,471 |
| | Total expenses | | 12,449,127 | 12,145,268 |
| V. | Profit before provisions, contingencies and tax (III- IV) | | 5,996,358 | 2,552,358 |
| VI. | Provision (other than tax) and Contingencies : | | - | - |
| VII. | Profit before tax (V- VI) | | 5,996,358 | 2,552,358 |
| VIII. | Tax expense: | | | |
| | (1) Current tax (Normal Tax) | | 1,721,400 | 484,858 |
| | (2) Deferred tax | | (275) | (602) |
| | (3) Income Tax for Earlier Year | | - | 11,128 |
| IX. | Profit (Loss) for the period (VII-VIII) | | 4,275,233 | 2,056,974 |
| X. | Earnings per equity share: | 19 | | |
| | (1) Basic | | 3.96 | 1.90 |
| | (2) Diluted | | 3.96 | 1.90 |

Notes to Balance Sheet and Statement to Profit and Loss 1-22

This is the Profit and Loss Statement as per our Report of even date

For G.K. Tulsyan & Company
Chartered Accountants
Firm's Registration No. 323246E

G.K. Tulsyan
Partner
Membership No. 50511

Kolkata
Dated: 29-05-2017

Vikash Berlia
Chief Financial Officer

On behalf of the Board

Vaibhav Poddar
Managing Director

Alok Kumar Yaduka
Director

VAIBHAV HEAVY VEHICLES LIMITED**Cash Flow Statement for the Year ended 31st March, 2017**

| Particulars | 2016-17 Amount (in Rs) | 2015-16 Amount (in Rs) |
|---|---------------------------|---------------------------|
| A. Cash Flow from Operating Activities | | |
| Net Profit/(Loss) before interest, tax & extra ordinary items | 5,996,358 | 2,552,358 |
| Adjustment For : | | |
| Depreciation | 9,209 | 10,998 |
| Dividend Received | (43,440) | (50,900) |
| Interest Received | (934,117) | (683,804) |
| Profit on sale of Fixed assets | - | - |
| (Profit)/Loss on sale of Investments | (3,017,389) | (2,184,206) |
| Operating Profit before working Capital Changes | 2,010,621 | (355,554) |
| Adjustment For : | | |
| Trade Receivables | (186,769) | (102,092) |
| Other receivable & advances | 471 | (207) |
| Other Payable | 1,445,138 | 552,645 |
| Short Term Loans & Advances | 520,194 | (526,494) |
| Short Term Loans & Advances | (15,004,517) | 2,525,723 |
| Direct Tax (Paid)/Refund - Net | (1,065,430) | (67,720) |
| Cash Flow before extraordinary items | (12,280,292) | 2,026,301 |
| Extraordinary items | - | - |
| Net Cash Flow from Operation | (12,280,292) | 2,026,301 |
| B. Cash Flow from Investing Activities | | |
| Dividend Received | 43,440 | 50,900 |
| Interest Received | 934,117 | 683,804 |
| Sale / (Purchase) of Fixed Assets | - | (7,500) |
| Net Sale / (Purchase) of Investments | 8,598,420 | (4,931,272) |
| Profit/ (Loss) on Sale of Investments | 3,017,389 | 2,184,206 |
| Net Cash from Investing Activities | 12,593,366 | (2,019,862) |
| C. Cash Flow from Financing Activities | | |
| Proceeds from Issue of Share Capital including Premium | - | - |
| Proceeds from Long term borrowings | - | - |
| Interest paid | - | - |
| Net Cash flow from Financing Activities | - | - |
| Net Increase/(Decrease) in Cash & Cash equivalent (A+B+C) | 313,074 | 6,439 |
| Add: Opening Balance of Cash & Cash equivalent | 320,015 | 313,576 |
| Closing Balance of Cash & Cash equivalent | 633,089 | 320,015 |

Note: 1. Figures in bracket represent Cash Outflows.

For G.K. Tulsyan & Company
Chartered Accountants
Firm's Registration No. 323246E
G.K. Tulsyan
Partner
Membership No. 50511

Kolkata
Dated: 29-05-2017

Vikash Berlia
Chief Financial Officer

On behalf of the Board

Vaibhav Poddar
Managing Director

Alok Kumar Yaduka
Director

VAIBHAV HEAVY VEHICLES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

a. Corporate information

Vaibhav Heavy Vehicles Limited is a domestic public limited company incorporated under the provisions of the Indian Companies Act, 1956, as extended to Companies Act, 2013. The company is listed at The Calcutta Stock Exchange Ltd. The Company mainly engaged in the activity of repair and maintenance of heavy vehicles and equipments and time to time also take opportunity to provide inter-corporate loans and investment in equities, bonds etc. of its surplus fund.

b. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). GAAP comprises accounting standards notified by the Central Government of India under Section 133 of Companies Act, 2013, other pronouncements of institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

c. Change in accounting policy

Presentation and disclosure of financial statements:

The company has followed Schedule III as notified under the Companies Act 2013 for the preparation and presentation of its financial statements. There is no change in accounting policy of the company during the current year. Further, the company has followed the Schedule II of the Companies Act, 2013 for charging depreciation of the current financial year and reclassified the previous year figures in accordance with the requirements applicable in the current year.

d. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

. Tangible fixed assets

Fixed assets are stated at the original cost of acquisition including all related expenses of acquisition less depreciation.

f. Depreciation on tangible fixed assets

Depreciation on fixed assets has been provided as per rate applicable on the basis of estimated useful life under written down value method of Schedule II of the Companies Act, 2013.

g. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Non – Current Investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued.

Current investments and Non- Current Investments are carried in the financial statements at cost. On dispose of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited under the head "capital gain" to the statement of profit and loss.

VAIBHAV HEAVY VEHICLES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

h. Inter Corporate Loans

The Company follows the KYC norms before providing short term inter- corporate loans of its surplus fund. The Company also covers reasonable securities against loan before / at the time of providing loans as it deemed fit. Loans are segregated into secured and unsecured depending upon the securities taken against the loan.

i. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other Income" in the statement of profit and loss. All income and expenditure are provided for on accrual basis.

j. Retirement and other employee benefits

For retirement benefit of the employees, the Company is maintaining a Gratuity Fund for its employees under Life Insurance Corporation of India under Group Gratuity Scheme.

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund and net tax payable after set off of carry forward MAT credit consider as current tax.

k. Income tax

1 In pursuance of accounting Standard-22 (accounting for taxes on income) issued by the Institute of Chartered Accountants of India, current tax is determined on the basis of the income for the year under Income Tax Act.

2 Provision for deferred tax made in the Profit and Loss Statement reflects the impact of timing differences between income and accounting income originating during the current year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

3 Minimum Alternate Tax (MAT), if paid in a year, charged to Profit and Loss Statement as current tax. The Company does not recognises MAT credit as an asse

l. Earnings Per Share

The company reports basic and diluted earnings per equity share in accordance with AS-20 (Earnings Per Share). Basic earnings per equity share computed by dividing net profit or loss by the weighted average number of equity shares outstanding for the period. Diluted earnings per equity share, has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

m. Contingent liabilities

A contingent liability is a possible obligation that arises from past events 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 did not recognize any contingent liability as on balance sheet date.

VAIBHAV HEAVY VEHICLES LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017****n. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and bank deposits with more than 12 months maturity. Investment towards margin money and security deposit and other commitments are also grouped under cash and cash equivalents.

o. Segment Information:

The activities of the Company concentrated in a single geographical location and also single type of

Note 2**Share capital**

| Particulars | 2016-17 | | 2015-16 | |
|---|-----------|---------------|-----------|---------------|
| | Number | Amount Rs. | Number | Amount Rs. |
| a) Authorised | | | | |
| Equity Shares of Rs.10/- each | 1,100,000 | 11,000,000 | 1,100,000 | 11,000,000 |
| Addition : Equity Shares of Rs.10/- each | - | - | - | - |
| | 1,100,000 | 11,000,000 | 1,100,000 | 11,000,000 |
| b) Issued | | | | |
| Equity Shares of Rs. 10/- each | 1,080,000 | 10,800,000 | 1,080,000 | 10,800,000 |
| Addition : Equity Shares of Rs.10/- each | - | - | - | - |
| c) Subscribed & Paid up | | | | |
| Equity Shares of Rs. 10/- each fully paid in cash | 1,080,000 | 10,800,000 | 1,080,000 | 10,800,000 |
| Addition : Equity Shares of Rs.10/- each | - | - | - | - |
| Total | 1,080,000 | 10,800,000 | 1,080,000 | 10,800,000 |

d) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

| Particulars | 2016-17 | | 2015-16 | |
|---|-----------|------------|-----------|------------|
| | Number | Amount | Number | Amount |
| Shares outstanding at the beginning of the year | 1,080,000 | 10,800,000 | 1,080,000 | 10,800,000 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 1,080,000 | 10,800,000 | 1,080,000 | 10,800,000 |

e) Terms/rights attached to equity shares:

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

No dividend proposed by the Board of Directors for the year ended 31st March, 2017

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

VAIBHAV HEAVY VEHICLES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

f) Shares in the company held by each shareholder holding more than 5 percent shares

| Name of Shareholder | 2016-17 | | 2015-16 | |
|-------------------------------------|--------------------|--------------|--------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Nouveau Metal Industries Ltd | 101000 | 9.352 | 48000 | 4.444 |
| Likhami Trading & Mfg. Co. Ltd. | 98600 | 9.130 | 98600 | 9.130 |
| Pritee Poddar | 98000 | 9.074 | 98000 | 9.074 |
| Rashmi Properties & Investments Ltd | 92000 | 8.519 | 92000 | 8.519 |
| Foresight Realtors Pvt. Ltd. | 92000 | 8.519 | 92000 | 8.519 |
| Popular Infrastructure Pvt. Ltd. | 86000 | 7.963 | 86000 | 7.963 |

g) Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016

| Particulars | SBNs | Other denomination notes | Total |
|---------------------------------------|--------|--------------------------|---------|
| Closing Cash in hand as on 08-11-2016 | 50,000 | 17,284 | 67,284 |
| (+) Permitted Receipts | - | 173,000 | 173,000 |
| (-) Permitted payments | - | 114,335 | 114,335 |
| (-) Amount deposited in Banks | 50,000 | - | 50,000 |
| Closing cash in hand as on 30-12-2016 | - | 75,949 | 75,949 |

Note 3

Reserves and surplus

| Particulars | 2016-17 Rs. | 2015-16 Rs. |
|--|-------------------|-------------------|
| a. Capital Redemption Reserve | | |
| Opening Balance | - | - |
| (+) Current Year Transfer | - | - |
| (-) Written Back in Current Year | - | - |
| Closing Balance | - | - |
| b. Securities Premium Account | | |
| Opening Balance | 9,100,000 | 9,100,000 |
| Add : Securities premium credited on Share issue | - | - |
| Less : Premium Utilised for various reasons | - | - |
| Closing Balance | 9,100,000 | 9,100,000 |
| c. Surplus | | |
| Opening balance | 11,441,814 | 9,384,840 |
| (+) Net Profit/(Net Loss) For the current year | 4,275,233 | 2,056,974 |
| (+) Excess provision for Income Tax Written Back | - | - |
| Closing Balance | 15,717,047 | 11,441,814 |
| Total | 24,817,047 | 20,541,814 |

VAIBHAV HEAVY VEHICLES LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017****Note 4****Other Current Liabilities**

| Particulars | 2016-17 | 2015-16 |
|--------------------------|------------------|------------------|
| | Rs. | Rs. |
| Other payables | | |
| Sundry Creditors | 1,355,300 | - |
| Liabilities for Expenses | 1,775,825 | 1,685,987 |
| TDS Payable | - | - |
| Other Liabilities | - | - |
| Total | 3,131,125 | 1,685,987 |

Note 5**Short Term Provisions**

| Particulars | 2016-17 | 2015-16 |
|--|----------------|----------------|
| | Rs. | Rs. |
| (a) Provision for employee benefits | | |
| Salary & Reimbursements | - | - |
| Contribution to PF | - | - |
| Gratuity (Funded) | - | - |
| (b) Others (Specify nature) | | |
| Provision for Income Tax (Net of Adv. Tax and TDS) | 678,133 | 22,163 |
| Total | 678,133 | 22,163 |

VAIBHAV HEAVY VEHICLES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 6

| | Fixed Assets | Gross Block | | | | Accumulated Depreciation | | | | Net Block | |
|---|------------------------|----------------------------|-----------|-----------|-----------------------------|----------------------------|----------------------------------|----------------------|-----------------------------|----------------------------|-----------------------------|
| | | Balance as at 1 April 2016 | Additions | Disposals | Balance as at 31 March 2017 | Balance as at 1 April 2016 | Depreciation charge for the year | Adj. for Useful Life | Balance as at 31 March 2017 | Balance as at 1 April 2016 | Balance as at 31 March 2017 |
| | | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. |
| a | Tangible Assets | | | | | | | | | | |
| 1 | Buildings | 279,888 | - | - | 279,888 | 172,902 | 7,040 | - | 179,942 | 106,986 | 99,946 |
| 2 | Plant & Machinery | 32,886 | - | - | 32,886 | 32,414 | - | - | 32,414 | 472 | 472 |
| 3 | Furniture and Fixtures | 123,168 | - | - | 123,168 | 121,835 | - | - | 121,835 | 1,333 | 1,333 |
| 4 | Office equipment | 28,270 | - | - | 28,270 | 22,821 | 2,169 | - | 24,990 | 5,449 | 3,280 |
| 5 | Computer & Accessories | 30,650 | - | - | 30,650 | 29,117 | - | - | 29,117 | 1,533 | 1,533 |
| | Total | 494,862 | - | - | 494,862 | 379,089 | 9,209 | - | 388,298 | 115,773 | 106,564 |

Note 7

Non-current investments

| A | Particulars | 2016-17 | | 2015-16 | |
|---|--|-------------------|-------------------|---------|-----|
| | | Rs. | Rs. | Rs. | Rs. |
| | Non-Trade Investments (Refer A below) | | | | |
| | (a) Investment in Equity instruments | 14,494,047 | 13,384,959 | | |
| | (b) Investments in preference shares | - | - | | |
| | (c) Investments in debentures or bonds | 4,074,300 | 4,074,300 | | |
| | (d) Investments in Mutual Funds | - | - | | |
| | Total | 18,568,347 | 17,459,259 | | |
| | Less: Provision for diminution in the value of Investments | | | | |
| | Total | 18,568,347 | 17,459,259 | | |

| Particulars | 2016-17 | 2015-16 |
|--|------------|------------|
| Aggregate amount of quoted investments (Market value of Rs. 1,58,57,704/- (Previous Year Rs. 1,21,45,915/-)) | 12,088,259 | 12,314,501 |
| Aggregate amount of unquoted investments | 6,480,088 | 5,144,758 |

(37)

VAIBHAV HEAVY VEHICLES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 7 (Cont...)

| A. Details of Non- Trade Investments | | Subsidiary / Associate / JV/ Controlled Entity / Others | No. of Shares / Units | | Quoted / Unquoted | Partly Paid / Fully paid | Extent of Holding (%) | | Amount (in Rs.) | | Whether stated at Cost Yes / No |
|---|--|---|-----------------------|---------|-------------------|--------------------------|-----------------------|---------|-------------------|-------------------|---------------------------------|
| | | | 2016-17 | 2015-16 | | | 2016-17 | 2015-16 | 2016-17 | 2015-16 | |
| Sr. No. | Name of the Body Corporate | | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) | (12) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) | (12) |
| (a) Investment in Equity Instruments | | | | | | | | | | | |
| 1 | Ceeta Industries Limited | Associate | 654,000 | 654,000 | Quoted | Fully Paid | 4.51 | 4.51 | 3,829,969 | 3,829,969 | YES |
| 2 | Likhami Trading & Mfg. Co. Ltd. | Associate | 113,950 | 113,950 | Quoted | Fully Paid | 7.65 | 7.65 | 224,406 | 224,406 | YES |
| 3 | Landmark Property Development Co. Ltd. | N.A. | 4,500 | 4,500 | Quoted | Fully Paid | N.A. | N.A. | 28,256 | 28,256 | YES |
| 4 | NHPC LTD | N.A. | 18,000 | 18,000 | Quoted | Fully Paid | N.A. | N.A. | 352,705 | 352,705 | YES |
| 5 | Reliance Industries Ltd | N.A. | 800 | 800 | Quoted | Fully Paid | N.A. | N.A. | 655,929 | 655,929 | YES |
| 6 | Dhampur Sugar Mills Ltd | N.A. | - | 4,000 | Quoted | Fully Paid | N.A. | N.A. | - | 287,660 | YES |
| 7 | Bairampur Chinni Mills Ltd. | N.A. | - | 5,000 | Quoted | Fully Paid | N.A. | N.A. | - | 375,572 | YES |
| 8 | Cosmo Films Ltd. | N.A. | - | 950 | Quoted | Fully Paid | N.A. | N.A. | - | 269,967 | YES |
| 9 | Century Textiles & Industries Ltd. | N.A. | - | 1,100 | Quoted | Fully Paid | N.A. | N.A. | - | 582,086 | YES |
| 10 | Bharat Heavy Electricals Ltd | N.A. | 2,000 | 2,000 | Quoted | Fully Paid | N.A. | N.A. | 522,165 | 522,165 | YES |
| 11 | Petron Engineering Construction Ltd | N.A. | 2,725 | 1,725 | Quoted | Fully Paid | N.A. | N.A. | 589,422 | 387,016 | YES |
| 12 | Electrosteel Steels Ltd | N.A. | 193,000 | 193,000 | Quoted | Fully Paid | N.A. | N.A. | 724,470 | 724,470 | YES |
| 13 | Golden Tobacco Company Ltd. | N.A. | 15,727 | - | Quoted | Fully Paid | N.A. | N.A. | 1,086,637 | - | YES |
| 14 | Maurya Overseas Ltd. | N.A. | 200 | 200 | Unquoted | Fully Paid | N.A. | N.A. | 1,307 | 1,307 | YES |
| 15 | Rashmi Properties & Inv. Ltd. | Associate | 3,300 | 3,300 | Unquoted | Fully Paid | 16.50 | 16.50 | 806,010 | 806,010 | YES |
| 16 | Nouveau Metals Industries Ltd. | Associate | 2,750 | 1,850 | Unquoted | Fully Paid | 17.41 | 11.71 | 3,860,330 | 2,525,000 | YES |
| 18 | Tetron Capital Ltd. | Associate | 575,000 | 575,000 | Unquoted | Fully Paid | 19.17 | 19.17 | 363,156 | 363,156 | YES |
| 19 | Shree Vidvut Ltd. | Associate | 57,000 | 57,000 | Unquoted | Fully Paid | 19.32 | 19.32 | 1,236,250 | 1,236,250 | YES |
| 20 | Impact Stoneworks Pvt. Ltd. | Associate | 2,500 | 2,500 | Unquoted | Fully Paid | 6.25 | 6.25 | 213,035 | 213,035 | YES |
| TOTAL | | | | | | | | | | | |
| (c) Investments in Debentures or Bonds | | | | | | | | | | | |
| 1 | Tata Power Co. Ltd | N.A. | - | 3 | Quoted | Fully Paid | N.A. | N.A. | 3,038,400 | 3,038,400 | Cost Price |
| 2 | IDBI Bank Ltd. | N.A. | - | 1 | Quoted | Fully Paid | N.A. | N.A. | 1,035,900 | 1,035,900 | Cost Price |
| Total | | | | | | | | | 4,074,300 | 4,074,300 | |
| Grand Total (a+c) | | | | | | | | | 18,568,347 | 17,459,259 | |

VAIBHAV HEAVY VEHICLES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 8

Current Investments

| Particulars | 2016-17 Amount (Rs.) | 2015-16 Amount (Rs.) |
|---|-------------------------|-------------------------|
| (a) Investments in Debentures or Bonds | - | - |
| (b) Investments in Mutual Funds | 3,700,083 | 13,407,591 |
| Total (A) | 3,700,083 | 13,407,591 |
| Less : Provision for diminution in the value of Investments | - | - |
| Total | 3,700,083 | 13,407,591 |

| Particulars | 2016-17 | 2015-16 |
|--|-----------|------------|
| Aggregate amount of quoted investments (Market value of Rs.37,18,682 /-(Previous Year Rs.1,47,79,111/-) | 3,700,083 | 13,407,591 |
| Aggregate amount of unquoted investment | - | - |

| Details of Current Investments | | | | | | | | | | | |
|--------------------------------|------------------------------------|---|-----------------------|----------------|-------------------|--------------------------|-----------------------|----------------|-----------------|-----------------|--------------------|
| Sr. No. | Name of the Body Corporate | Subsidiary / Associate / JV/Controlled Entity /Others | No. of Shares / Units | | Quoted / Unquoted | Partly Paid / Fully paid | Extent of Holding (%) | | | Amount | Basis of Valuation |
| | | | 2016-17 (4) | 2015-16 (5) | (6) | (7) | 2016-17 (8) | 2015-16 (9) | 2016-17 (10) | 2015-16 (11) | (12) |
| (a) | Investments in Debentures or Bonds | | | | | | | | - | - | |
| | Total | | | | | | | | - | - | |
| (b) | Investments in Mutual Funds | | | | | | | | | | |
| 1 | ICICI Prudential Savings Fund | N.A. | 15,206.522 | 65,788.914 | Quoted | Fully Paid | N.A. | N.A. | 3,700,083 | 13,407,591 | Cost Price |
| | Total | | | | | | | | 3,700,083 | 13,407,591 | |

VAIBHAV HEAVY VEHICLES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 9

Long Term Loans and Advances

| | 2016-17 | 2015-16 |
|------------------------------|------------|------------|
| a. Security Deposits | Rs. | Rs. |
| Unsecured, considered good | 15,800 | 15,800 |
| | 15,800 | 15,800 |
| b. Loans and advances | | |
| Unsecured, considered good | - | 520,194 |
| | 15,800 | 535,994 |

Note 10

Trade Receivables

| | 2016-17 | 2015-16 |
|--|------------------|------------------|
| a) Aggregate of Trade receivables outstanding for a period not exceeding six months from the date they are due for payment | Rs. | Rs. |
| Unsecured, considered good | 1,235,726 | 1,048,957 |
| | 1,235,726 | 1,048,957 |
| b) Debts due by related parties | - | - |
| Total | 1,235,726 | 1,048,957 |

Note 11

Cash and cash equivalents

| Particulars | 2016-17 | | 2015-16 | |
|--|--------------|--------------|--------------|--------------|
| | Amount (Rs.) | Amount (Rs.) | Amount (Rs.) | Amount (Rs.) |
| Cash and Cash equivalents | Rs. | Rs. | | Rs. |
| Balance With Bank | | | | |
| - On Current Account | 420,108 | | 268,733 | |
| - Cash on hand | 212,981 | 633,089 | 51,282 | 320,015 |
| Other Bank Balances | | | | |
| Earmarked Balances (i.e.; unpaid dividend account) | | - | | - |
| Security against borrowings | - | - | - | - |
| | | 633,089 | | 320,015 |

Note 12

Short-term loans and advances

| Particulars | 2016-17 | | 2015-16 | |
|---|------------|------------|---------|-------|
| a. Loans and advances to related parties | Rs. | Rs. | | Rs. |
| Unsecured, considered good | | | 8,798 | |
| Advances | | - | | 8,798 |
| b. Loans and advances to Others | | | | |
| Unsecured, considered good- | | | | |
| Loans | 15,013,315 | | | |
| Advance against Expenses | - | | - | |
| Advance Tax & TDS (net of Provision for tax) | - | | | |
| | | 15,013,315 | | - |
| | | 15,013,315 | | 8,798 |

VAIBHAV HEAVY VEHICLES LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017****Note 13****Other Current Assets**

| Particulars | 2016-17 | | 2015-16 | |
|---|---------|----------------|---------|----------------|
| | Rs. | | Rs. | |
| Current Assets that do not fit into any other asset category - | | | | |
| Interest Receivable | 146,773 | | 147,244 | |
| Prepaid Expenses | - | | - | |
| | | 146,773 | | 147,244 |

Note 14**Revenue from operations**

| Particulars | 2016-17 | 2015-16 |
|-----------------------------|-------------------|-------------------|
| | Rs. | Rs. |
| Sale of products / Services | 14,448,200 | 11,811,000 |
| Other operating revenues | - | - |
| Less: | | |
| Excise duty | - | - |
| Total | 14,448,200 | 11,811,000 |

Note 15**Other income**

| Particulars | 2016-17 | 2015-16 |
|--|------------------|------------------|
| | Rs. | Rs. |
| a) Interest Income (in case of a non-finance company) | 934,117 | 673,240 |
| b) Dividend Income | 43,440 | 50,900 |
| c) Net gain/loss on sale of investments | 3,017,389 | 2,184,206 |
| d) Other non-operating income (net of expenses directly attributable to such income) | 2,339 | (32,284) |
| e) Rent Income | - | - |
| f) Interest on Income Tax refund | | 10,564 |
| Total | 3,997,285 | 2,886,626 |

Note 16**Employee Benefits Expense**

| Particulars | 2016-17 | 2015-16 |
|--|-------------------|-------------------|
| | Rs. | Rs. |
| (a) Salaries and incentives | 10,712,108 | 9,584,150 |
| (b) Contributions to -Provident fund | 610,704 | 598,379 |
| (c) Gratuity fund contributions | 171,082 | 379,118 |
| (d) Social security and other benefits for employees | - | - |
| (e) Staff welfare and Medical expenses | 266,162 | 265,601 |
| Total | 11,760,056 | 10,827,248 |

VAIBHAV HEAVY VEHICLES LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017****Note 17****Finance Charges**

| Particulars | 2016-17 | 2015-16 |
|--------------------|----------------|----------------|
| (a) Bank Charges | 2,343 | 7,463 |
| (b) Interest Paid | 1 | 88 |
| Total | 2,344 | 7,551 |

Note 18**Other expenses**

| Particulars | 2016-17 | 2015-16 |
|---|----------------|------------------|
| | Rs. | Rs. |
| Operating Expenses | 245,851 | 526,951 |
| Electricity Charges | 3,297 | 6,908 |
| Advertisement Expenses | 23,650 | 30,566 |
| Office Repairs & Maintenance | 13,034 | 20,710 |
| Legal & Professional Charges | 34,000 | 35,700 |
| Insurance . | 2,329 | 2,319 |
| Rent Paid | 101,824 | 179,328 |
| Rates and taxes, excluding, taxes on income | 9,489 | 9,250 |
| Listing and processing Fee | 28,625 | 28,090 |
| Filing Fee | 4,477 | 4,840 |
| Travelling & Conveyance | 44,953 | 43,029 |
| Printing & Stationery | 29,603 | 28,571 |
| Postage & Courier Charges | 21,266 | 27,296 |
| Service Charges | 34,478 | 43,406 |
| Miscellaneous Expenditure | 36,368 | 55,809 |
| Payments to the auditor as | | |
| a. auditor | 8,000 | 8,000 |
| b. for taxation matters | 3,000 | 3,000 |
| c. for company law matters | 1,000 | 1,000 |
| d. for service tax | 1,940 | 1,888 |
| e. Internal Auditor Fee | 5,000 | 5,000 |
| Charity and Donations | - | 200,000 |
| Telephone Expenses | 22,334 | 34,810 |
| Website and Software charges | 3,000 | 3,000 |
| Total | 677,518 | 1,299,471 |

VAIBHAV HEAVY VEHICLES LIMITED**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****Note 19****Earning Per Share**

| | 31.03.2017 | 31.03.2016 |
|--|------------|------------|
| Profit After Tax | 4,275,233 | 2,056,974 |
| No of Equity Shares (weighted for Previous Year) | 1,080,000 | 1,080,000 |
| Basic and diluted earning per equity share | 3.96 | 1.90 |

Note 20

The total MAT credit as on 31-03-2017 available to the company is NIL .

Note 21

- i) Previous year's figures have been re-grouped/re-arranged where considered necessary to correspond with current years figures and has been rounded off to nearest rupee.
ii) In the opinion of the Management, sundry creditors do not include any small scale industries.
iii) The Company recorded the cumulative net deferred tax assets as at 31st March, 2017 of Rs 6,608/-.

| Deferred Tax Assets/ (Liabilities): | 2016-2017 Rs. | 2015-2016 Rs. |
|--|------------------|------------------|
| Timing difference of depreciation | | |
| - as per Companies Act and Income Tax Act. | 922 | 1948 |
| Deferred Tax thereon | 275 | 602 |

Note 22

As per AS 18 issued by The Institute of Chartered Accountants of India, the related party transactions are as follows:

List of related Parties:**Key Management Personnel-**

Sri Vaibhav Poddar, Managing Director

Sri Vikash Berlia, CFO

Other Related Parties -

Ceeta Industries Ltd.

Likhami Trading & Mfg. Co. Ltd.

Name of the Related Parties

Ceeta Industries Ltd. (CIL)

Likhami Trading & Mfg. Co. Ltd.(LTML)

Sri Vikash Berlia

Signature to Notes '1' to '22' forming part of Balance Sheet and Profit & Loss Statement.

Nature of Transactions

The Company paid a sum of Rs.16,000/- to CIL towards rent. Further the company paid on behalf of CIL a sum of Rs.283813/- towards Income tax, TDS and EPF and taken reimbursement ring the year.

The Company Paid rent with Service Tax of Rs.1150/- to LTML.

Paid salary with all allowances and perquisites Rs.2,63,800/-

For G.K. Tulsyan & Company

Chartered Accountants

Firm's Registration No. 323246E

G.K. Tulsyan

Partner

Membership No. 50511

Kolkata

Dated: 29-05-2017

On behalf of the Board

Vikash Berlia
Chief Financial Officer

Vaibhav Poddar
Managing Director

Alok Kumar Yaduka
Director

VAIBHAV HEAVY VEHICLES LIMITED

Registered Office: 2F, Park Plaza, North Block, 71 Park Street, Kolkata - 700016
Email: info@vhvl.in, **Website :** www.vhvl.in , **Phone:** 033-22642942/43, **Fax:** 033-22642940

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2015]

| Annual General Meeting – 25th September, 2017 | |
|---|---|
| Name of member(s) | : |
| Registered address | : |
| E Mail Id | : |
| Folio No. / DP ID & Client ID | : |

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1)Name: _____ Address: _____

E-mail : _____ Signature _____ Or failing him / her

2)Name: _____ Address: _____

E-mail : _____ Signature _____ Or failing him / her

3)Name: _____ Address: _____

E-mail : _____ Signature _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 2.00 P.M. at 2F, Park Plaza, North Block, 71, Park Street, Kolkata - 700016 and at any adjournment thereof in respect of the following resolution :

| SL. | Particulars of Business to be transacted at AGM |
|-----|--|
| 1 | Adoption of financial statements for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon |
| 2 | Re-appointment of Mr. Alok Kumar Yaduka (DIN 00031755), Director, who retires by rotation |
| 3 | To appoint the Statutory Auditors of the Company and to authorize the Board to fix their remuneration. |
| 4. | To consider and approve Investment(s), Loans, Guarantees and Security in excess of limits specified under section 186 of Companies Act, 2013 |
| 5. | To consider and approve commencement of new business activity |

Date : _____

Place : _____ Signature of Shareholder _____ Signature of Proxy Holder _____

Notes :

1. This form be signed across the stamp as per specimen signature registered with the Company.

Affix Re. 1
Revenue
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VAIBHAV HEAVY VEHICLES LIMITED

Registered Office: 2F, Park Plaza, North Block, 71 Park Street, Kolkata - 700016
Email: info@vhvl.in, **Website :** www.vhvl.in , **Phone:** 033-22642942/43, **Fax:** 033-22642940

ATTENDANCE SLIP
ANNUAL GENERAL MEETING
Monday, 25th September, 2017

Registered Folio /
DP ID and Client ID :

Name and Address of the
Sole/First Shareholder :

Joint Holder 1 :

Joint Holder 2 :

I/We hereby record my/our presence at the ANNUAL GENERAL MEETING of the Company at 2F, Park Plaza, North Block, 71, Park Street, Kolkata – 700016 on Monday, the 25th September, 2017 at 2.00 P.M

Full Name of the member (in BLOCK LETTERS): _____

Folio No. _____, DP ID No. _____, Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

NOTE : Please complete the Folio/ DP ID-Client ID No. and name of the Member/Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the meeting Hall. Shareholders/ Proxy holders desiring to attend the meeting should bring their copy of the Annual Report as the same will not be distributed again at the meeting. Duplicate slips will not be issued at the venue of the meeting.

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(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 25TH SEPTEMBER, 2017)

1. Name & Registered Address
of Sole/First named Member :
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
(*Applicable to investors holding shares in demat form)
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, the 25th day of September, 2017 at 2.00 P.M. at the Registered Office of the Company at 2F, Park Plaza, North Block, 71, Park Street, Kolkata – 700016 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

| EVS (E - Voting Sequence Number) | User ID | PAN / Sequence No. |
|---|----------------|---------------------------|
| | | |

The E-voting facility will be available during the following voting period:

| Remote e-Voting Start On | Remote e-Voting End On |
|--|---|
| 22nd September, 2017 at 10:00 A.M. (IST) | 24th September, 2017 at 5:00 P.M. (IST) |

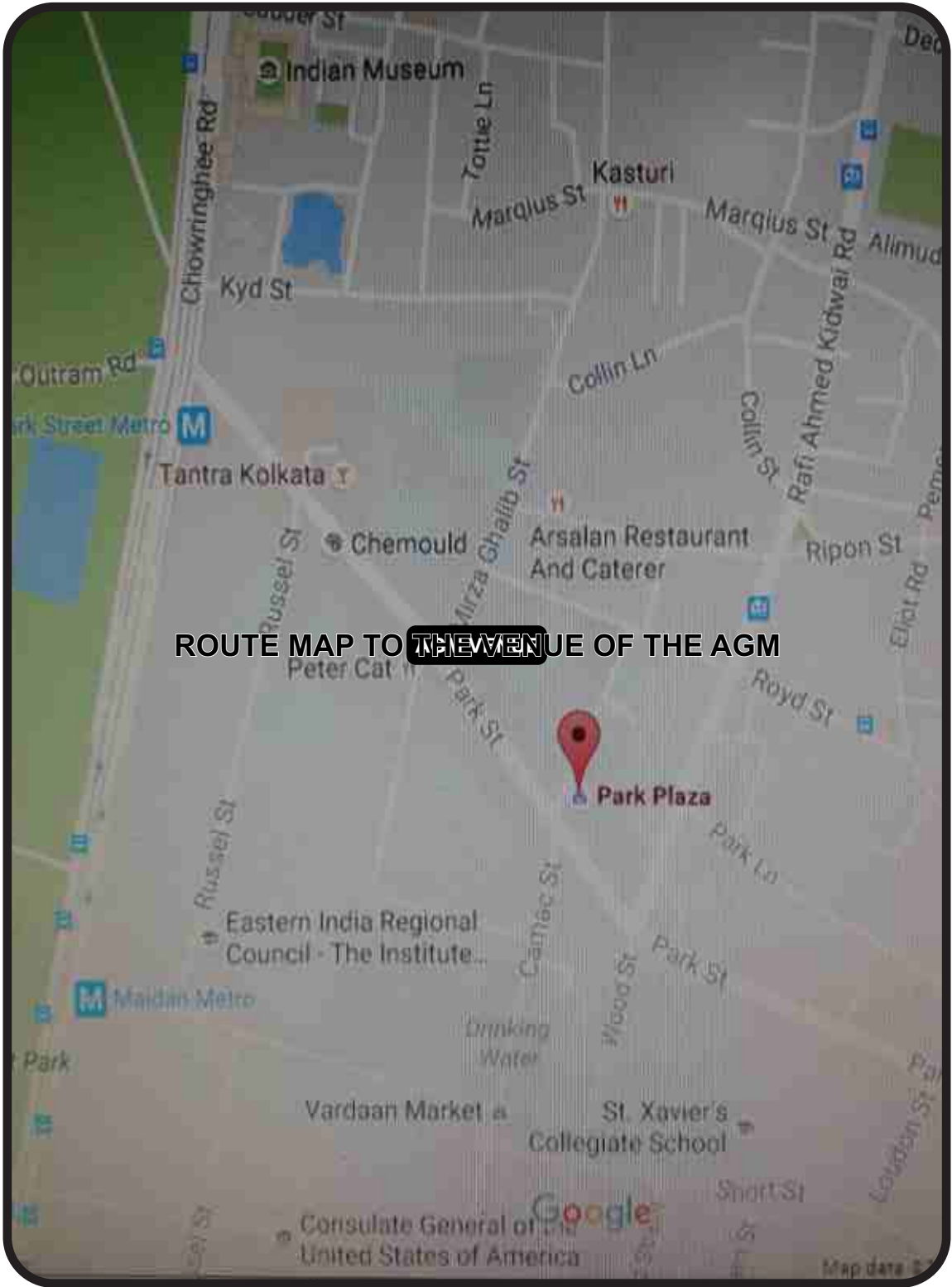
Please read the instructions mentioned in the Notice of AGM before exercising your vote.

Place: Kolkata
Date: 21.08.2017

By Order of the Board

Vaibhav Poddar
Managing Director

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report



ROUTE MAP TO THE VENUE OF THE AGM