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**VAISHNO CEMENT  
COMPANY LIMITED**

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**2023-2024**



**THIRTY SEVENTH  
ANNUAL REPORT**

***VAISHNO CEMENT COMPANY LIMITED***

**BOARD OF DIRECTORS**

<b><i>MR. JATIN NANJI CHHEDA</i></b>	-	<b><i>WHOLE-TIME DIRECTOR</i></b>
<b><i>MRS. JAYITA BAGCHI</i></b>	-	<b><i>DIRECTOR</i></b>
<b><i>MRS. RAJESHWARI BANGAL</i></b>	-	<b><i>DIRECTOR</i></b>
<b><i>MR. SUMAN DAS</i></b>	-	<b><i>DIRECTOR</i></b>
<b><i>MR. NABIN KUMAR JAIN</i></b>	-	<b><i>DIRECTOR</i></b>

**AUDITOR**

***Bijan Ghosh & Associates***  
*Chartered Accountants,*  
*C-16 Green Park, P Majumder Road, Kolkata – 700078*

**REGISTERED OFFICE**

*14B, Ram Chnadra Moitra Lane*  
*Kolkata – 700 005*  
*E-mail: vaishno.cement@gmail.com;*  
*Website: vaishnocement.com*

**REGISTRAR AND SHARE TRANSFER AGENTS**

*M/S. S K Infosolutions Pvt Ltd,*  
*CIN: U72300WB1999PTC090120*  
*D/42, Katju Nagar, Ground Floor, (Near South City Mall), Jadavpur*  
*Kolkata- 700 032*  
*Telephone: 033-2412 0027 & 033-2412 0029*

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**NOTICE OF ANNUAL GENERAL MEETING:**

To The Members,

NOTICE is hereby given that the **37<sup>th</sup> Annual General Meeting** of the Members of **Vaishno Cement Company Limited** will be held at **14B, Ram Chandra Moitra Lane, Kolkata – 700005, on Monday, the 30<sup>th</sup> day of September, 2024 at 12:00 Noon** to transact the following business: -

**ORDINARY BUSINESS**

**1.** To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Auditors and Directors thereon and to pass the following resolutions as an Ordinary Resolution.

**“RESOLVED THAT,** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024, the statement of Profit and Loss and the Cash Flow Statement for the Year ended on that date, the Reports of Director’s and Auditor’s Report thereon, as circulated to the shareholders and now submitted to this meeting be and are hereby considered, approved and adopted.”

**2. Re-appointment of Director retiring by rotation**

To appoint a Director in place of Mr. Jatin Nanji Chheda (DIN: 09342630) who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT,** Mr. Jatin Nanji Chheda (DIN: 09342630) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

**3. Rotation of Auditor & Compulsory Retirement**

Rotation of M/s. Bijan Ghosh & Associates, as independent auditor of the Company, in accordance with Rule 5 (Audit and Auditor rules, 2014) and Section 139 of the Companies act 2013.

**“RESOLVED THAT,** M/s. Bijan Ghosh & Associates, a proprietary audit firm having FRN: 323214E, and owned by C.A. Mr. Bijan Ghosh, (Membership No. 009491), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof), being not eligible for re-appointment, be and is hereby retired as Statutory Auditor.”

**4. Appointment of Auditor towards Rotation of earlier Auditor.**

To appoint Statutory Auditors towards rotation of earlier Auditor, from the conclusion of this Annual General Meeting until the conclusion of the Sixth consecutive Annual General Meeting:

**“RESOLVED THAT,** pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Manish Mahavir & Co., Chartered Accountants (Firm Registration No. 324355E), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company on such remuneration as may be mutually agreed upon between directors of the Company and the auditor.

**SPECIAL BUSINESS:**

5. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company and to consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and considering the earlier approved sub-division of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs.10/- each to Rs. 60,00,00,000 (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

“V. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs.10/- each (Rupees Ten each) with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to Vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”.

6. To issue equity shares on a follow-on equity offering also known as seasoned equity offerings (SEOs) or preferential allotment or Right Issue basis in compliance with section 42 and 62 of the companies act, 2013 and to consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolution:

**“RESOLVED THAT**, pursuant to the provisions of Sections 23, 42, 62(1)(c), and 179 (3)(c) 81(1A) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the “Acts & Rules”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s),

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permission(s), and/or sanction(s), and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot 4,99,10,000 (Four Crores Ninety Nine Lacs Ten Thousand) Equity Shares of the Company of the face value of INR. 10/- (Ten) each ("Equity Shares") on

- a) follow-on equity offering (FEO) also known as seasoned equity offerings (SEOs) basis,
- b) the way of Right Issue to the existing shareholders of the company on a Record Date to be decided at a later date.
- c) Preferential Allotment at a price of INR 10/- (Rupees Ten each) per Equity Share aggregating to INR. 49, 91, 00,000/- (Rupees Forty-Nine Crore Ninety-One Lacs Only)."

**"RESOLVED FURTHER THAT**, the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects."

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and that the preferential allotment offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same."

**"RESOLVED FURTHER THAT** the monies to be received by the Company from the Subscribers for application of the securities pursuant to the issue shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director, Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

## **7. Regularisation of Additional Director Mr. Jagannath Jadhav by appointing him as Director of the Company.**

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

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**RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and on recommendation of the nomination and remuneration committee of the Board and approval of Board of Directors for appointment of Mr. Jagannath Jadhav (DIN:10712437), as an Additional Director (Category – Independent) of the Company, who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act, and is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature as Director under section 160(1) of the Companies Act, 2013 be and is hereby appointed as Non- Executive Independent Director of the company not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years with effect from 17<sup>th</sup> day of August, 2024 on terms and conditions as approved by Board of Directors of the Company.

Registered Office:  
14B, Ramchandra Moitra Lane,  
Kolkata – 700005  
Dated: the 30<sup>th</sup> day of May, 2024

By Order of the Board  
For, **Vaishno Cement Company Limited**

**Sd/-**

**Jatin Nanji Chheda**  
Director  
DIN: 09342630

**NOTES:**

1. A Member Entitled to Attend and Vote at The Annual General Meeting Is Entitled to Appoint a Proxy to Attend and Vote on A Poll Instead of Himself / Herself and The Proxy Need Not Be a Member of The Company.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to all items of Special Business of the notice is annexed hereto and form part of this Notice.
3. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
4. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of 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.
6. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Registers of the Company will remain closed from 24<sup>th</sup> day of September, 2024 to 30<sup>th</sup> day of September, 2024 (both days inclusive).
8. A copy of the documents referred to in the notice and accompanying Explanatory will be open for inspection to the Members at the registered office of the company during office hours on all working days except Saturdays, Sundays and holidays between 11:00 A.M to 13.00 P.M up to the date of AGM without any fee.

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9. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting and are requested to bring attendance slip along with their copy of Annual report in the AGM.
10. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP Nos. for easier identification of the attendance at the meeting.
11. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information may be readily available at the meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
13. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
14. Members holding shares in physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Private Limited.
15. The Register of Directors and Key managerial personnel and their shareholding as maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
16. Members are requested to intimate immediately change of Address, if any, to the Registrar of the Company, M/s. S. K. Infosolutions Private Limited or the Company.
17. Members still possessing the Share certificates issued prior to 25<sup>th</sup> July, 1988 are requested to surrender the said certificates for the reduced shareholdings as the new share certificates are only eligible for demat.
18. Members are hereby informed that Securities and Exchange Board of India (SEBI) in terms of circular No. CIR/MRD/DP/10/2013 dated 26<sup>th</sup> day of March, 2013 has made it mandatory for all Listed Companies to make Cash Payments through Electronic modes to the investors.
19. Members holding shares in demat mode are requested to send correct bank details (including MICR NO., IFSC Code, Account type etc.) to their respective depository Participant. Members holding shares in physical form are requested to send such Bank Details along with a cancelled cheque to our Registrar M/s. S. K. Infosolutions Private Limited, D/42 Katju Nagar, (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, and Kolkata-Pin-700 0032 (T.P. No 033-24120027 & 24120029)
20. Pursuant to the provisions of the Companies Act, 2013 and SS-2: Secretarial Standard on General Meetings, the company wishes to inform that no distribution of gift will be made by the company in connection with the 37<sup>th</sup> Annual General Meeting.
21. The Company is concerned about the environment and utilization of natural resources in eco-friendly and sustainable manner. We therefore request you to register your e-mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e-mail and hard copies will only be sent to the members who are not available on the e-mail. Members can also refer their folio number/ client ID and send their contact information along with email Id to the Company at **vaishno.cement@gmail.com**
22. Members may also note that the notice of the Annual General Meeting to be held on 30<sup>th</sup> September, 2024 & Annual Report for the Year 2023-2024 will also be available on the company's website [www.vaishnocement.com](http://www.vaishnocement.com) for their download. Members are also entitled to receive the physical copies



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of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: [vaishno.cement@gmail.com](mailto:vaishno.cement@gmail.com).

23. **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) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company is pleased to provide members facility to exercise their right to vote on resolution 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). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility and a member may avail of the facility at his/her/its discretion. The instructions of e-voting are as under:

II. The facility for voting through ballot paper shall be made available at the Annual General Meeting (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 by remote e-voting prior to the Annual General Meeting (AGM) may also attend the Annual General Meeting (AGM) but shall not be entitled to cast their vote again.

III. In In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode i.e., with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will</p>



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	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is also in progress and will also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/Secure Web/Ideas DirectReg.jsp</a></p> <p>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https:// www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</p> <p>“Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022- 23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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IV. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The remote e-voting period commences on September 27<sup>th</sup>, 2024 (10:00 a.m. IST) and ends on September 29<sup>th</sup>, 2024 (17:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20<sup>th</sup>, 2024, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- 2) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- 3) Click on “Shareholders” tab.
- 4) 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.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 7) However, if you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- V. After entering these details appropriately, click on “SUBMIT” tab.
- VI. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VIII. Click on the EVSN for the relevant Company name i.e., Vaishno Cement Company Limited on which you choose to vote.

# VAISHNO CEMENT COMPANY LIMITED

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- IX. 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.
- X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XI. 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.
- XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIII. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XIV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XV. Note for Non-Individual Shareholders & Custodians
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORY/RTA.**

1. For physical shareholders – please provide necessary details like Mobile No., Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) or any address proof (voter id proof, driving license, bank passbook particulars, latest electricity bill/telephone bill) by email to Company at [vaishno.cement@gmail.com](mailto:vaishno.cement@gmail.com) / RTA at [skcdilip@gmail.com](mailto:skcdilip@gmail.com).
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

24. 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 [scrutinizermanishacs@gmail.com](mailto:scrutinizermanishacs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before **29<sup>th</sup> September, 2024** up to 17:00 P.M. without which the vote shall not be treated as valid.

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

25. The voting rights of the 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 20<sup>th</sup> September, 2024.
26. The notice of Annual General Meeting (AGM) will be sent to the members, whose name appear in the register of members/ depositories as at closing hours of business on 23<sup>rd</sup> day of August, 2024.
27. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20<sup>th</sup> September, 2024. The facility of e-voting shall be provided once for every folio/client id, irrespective of the number of joint holders.
28. 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, as on the cutoff date of 20<sup>th</sup> September, 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
29. Notice of the 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 same are being sent through the permitted mode.
30. Any person who acquired shares and became Member after dispatch of Notice of Annual General Meeting and holds shares after the cut-off date i.e., 20<sup>th</sup> September, 2024, are requested to send the written/ email communication to the Company at vaishno.cement@gmail.com by mentioning their Folio No./ DP ID and Client ID to obtain the Login-ID and password for e-voting.
31. **Ms. Manisha Lath, Company Secretary (Membership No. FCS 11683, C.P. No. 16768)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through post in a fair and transparent manner. The Scrutinizer will submit, not later than three days from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of total votes cast in favor 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.
32. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vaishnocement.com](http://www.vaishnocement.com) and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to the Metropolitan Stock Exchange of India Limited and the Calcutta Stock Exchange Limited, where the shares of the Company are listed.

Registered Office:  
14B, Ram Chandra Moitra Lane,  
Kolkata - 700005  
Dated: The 30<sup>th</sup> day of May, 2024

By Order of the Board  
For, **Vaishno Cement Company Limited**

Sd/-

**Jatin Nanji Chheda**  
Director  
DIN: 09342630

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED SEPTEMBER 30<sup>TH</sup>, 2024 (THE "NOTICE").**

**ITEM NO. 5**

**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) comprising of 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each and Paid-up Share Capital of the Company is Rs.

# VAISHNO CEMENT COMPANY LIMITED

CIN L26942WB1992PLC057087

8,95,02,000/- (Rupees Eight Crore Ninety-Five Lacs and Two Thousand) comprising of 89,50,200 (Eighty-nine Lacs Fifty Thousand Two hundred) Equity Shares of Rs. 10/- each.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company if any.

The Company is planning to undertake a supply and ancillary work at Raipur including obtainment of some Brand and Rights and the same is permitted in the MOA of the Company and thus fund is required for the same and none of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

## **ITEM NO. 6**

### **TO ISSUE EQUITY SHARES ON FOLLOW ON EQUITY OFFERING ALSO KNOWN AS SEASONED EQUITY OFFERINGS (SEOs) BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013.**

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing equity shares to the tune of INR 49.91 crores in Equity Shares (“Equity Shares”) of the face value of INR 10 at a price of INR 10/- each (Face value INR 10/-).

The Equity Shares, if any, allotted in the Offer shall rank pari passu in all respects with the existing equity shares.

The management propose to use the proceeds from the Offer for augmenting the Tier I capital, which will be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

## **ITEM NO. 7**

### **REGULARISATION OF ADDITIONAL DIRECTOR MR. JAGANNATH JADHAV BY APPOINTING HIM AS DIRECTOR OF THE COMPANY.**

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

**RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and on recommendation of the nomination and remuneration committee of the Board and approval of Board of Directors for appointment of Mr. Jagannath Jadhav (DIN:10712437), as an Additional Director (Category – Independent) of the Company, who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act, and is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature as Director under section 160(1) of the Companies Act, 2013 be and is hereby appointed as Non- Executive Independent Director of the company not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years with effect from 17th day of August, 2024 on terms and conditions as approved by Board of Directors of the Company

Registered Office:  
14B, Ram Chandra Moitra Lane,  
Kolkata - 700005  
Dated: The 30th day of May, 2024

By Order of the Board  
For, **Vaishno Cement Company Limited**

Sd/-

**Jatin Nanji Chheda**  
Director  
DIN: 09342630

# VAISHNO CEMENT COMPANY LIMITED

CIN L26942WB1992PLC057087

## Vaishno Cement Company Limited

CIN: L26942WB1992PLC057087

14B, Ram Chandra Moitra Lane, Kolkata-700005

Email: [vaishno.cement@gmail.com](mailto:vaishno.cement@gmail.com) Website: [www.vaishnocement.com](http://www.vaishnocement.com) Phone: +91 99031 91724

### PROXY FORM [MGT-11]

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....  
Registered Address : .....  
E-mail Id : .....  
Folio No./Client Id : .....  
DP Id : .....

I/We, being the member(s) of Vaishno Cement Company Limited, hereby appoint:

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....  
or failing him

2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....  
or failing him

3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....  
or failing him

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2024 at 12:00 Noon at 14B, Ram Chandra Moitra Lane, Kolkata – 700005, and at any adjournment thereof in respect of such resolutions as are indicated below: -

#### Ordinary Resolution No.

1. Adoption of Financial statements, reports of the Board of Directors and Auditors.
2. Re -Appointment of Mr. Jatin Nanji Chheda, Director liable to retire by rotation as Director of the Company.
3. Rotation of Auditor & Compulsory Retirement
4. Appointment of Auditor towards Rotation of earlier Auditor.

#### Special Resolution No.

5. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company.
6. To Issue Equity Shares on Follow on Equity Offering Also Known as Seasoned Equity Offerings (SEOs) Basis in Compliance with Section 42 And 62 Of the Companies Act, 2013.
7. Regularisation of Additional Director Mr. Jagannath Jadhav by Appointing Him as Director of the Company.

Signed this .... day of..... 2024.

Signature of Proxy holder(s): .....

Affix  
Revenue  
Stamp

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**NOTES: 1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/ AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) 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.**

**Vaishno Cement Company Limited**  
CIN: L26942WB1992PLC057087  
14B, Ram Chandra Moitra Lane, Kolkata-700005  
Email: [vaishno.cement@gmail.com](mailto:vaishno.cement@gmail.com) Website: [www.vaishnocement.com](http://www.vaishnocement.com) Phone: +91 99031 91724

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)  
ANNUAL GENERAL MEETING on Monday, 30<sup>th</sup> September, 2024 at 12:00 Noon.

Member's Folio No. / DPID & CLID No. \_\_\_\_\_ No. of Shares \_\_\_\_\_

Mr./Ms./M/s.: \_\_\_\_\_

(Member's Proxy's Name in **BLOCK LETTERS**)

I, we hereby record my/our presence at the Annual General Meeting of the Company to be held on **Monday, 30<sup>th</sup> September, 2024 at 12:00 Noon at 14B, Ram Chandra Moitra Lane, Kolkata – 700005.**

I, certify that I am a registered Shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company at **14B, Ram Chandra Moitra Lane, Kolkata – 700005, on Monday, 30<sup>th</sup> September, 2024 at 12:00 Noon.**

.....  
Member's /Proxy's Name in Block Letters

.....  
Member's/Proxy's signature

Note: 1. Members/Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them. Duplicate slips will not be issued at the venue of the meeting.

1. No Gift/Coupon Will Be Distributed at The Annual General Meeting.



**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**Vaishno Cement Company Limited**

CIN: L26942WB1992PLC057087

14B, Ram Chandra Moitra Lane, Kolkata-700005

Email: vaishno.cement@gmail.com Website: [www.vaishnocement.com](http://www.vaishnocement.com) Phone: +91 99031 91724

Name & Registered address of the  
Sole/ First Named Shareholder :

Name of the Joint Holder(s) if any :

Registered Folio No. / DP ID & Client ID :

No. of equity shares held :

Dear Member,

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 & Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the company is pleased to provide E-voting facility to the members to cast their vote electronically on all resolutions proposed to be considered at the Annual General Meeting (“AGM”) to be held on Monday, 30<sup>th</sup> September, 2024 at 12:00 Noon at **14B, Ram Chandra Moitra Lane, Kolkata – 700005** 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:

EVSN (Electronic Voting Sequence Number)	USER ID	PAN/ Sequence No.
--	---------	-------------------

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

Remote e-Voting starts on	Remote e-Voting ends on
27 <sup>th</sup> September, 2024 (10:00 A.M.)	29 <sup>th</sup> September, 2025 (17:00 P.M.)

Registered Office:  
14B, Ram Chandra Moitra Lane,  
Kolkata – 700005  
Dated: The 30<sup>th</sup> day of May, 2024

By Order of the Board  
For, **Vaishno Cement Company Limited**

Sd/-

**Jatin Nanji Chheda**  
Director  
DIN: 09342630

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**Vaishno Cement Company Limited**

CIN: L26942WB1992PLC057087

14B, Ram Chandra Moitra Lane, Kolkata-700005

Email: [vaishno.cement@gmail.com](mailto:vaishno.cement@gmail.com) Website: [www.vaishnocement.com](http://www.vaishnocement.com) Phone: +91 99031 91724

Sl. No.	Events	Date	Remarks
1.	Date of Annual General Meeting (AGM)	30.09.2024	12:00 Noon
2.	Date of completion of dispatch of notice along with proxy form to the shareholders and stock exchange & Notice by E-mail to shareholders by ..... COMPANY/RTA	07.09.2023	
3.	1 <sup>ST</sup> ..... Cutoff date for sending AGM Notice	23.08.2024	
4.	2 <sup>ND</sup> ..... Cutoff date for e voting (Data file)	20.09.2024	
5.	E-voting start date at	27.09.2024	10:00 A.M.
6.	E-voting end date at	29.09.2024	17:00 P.M.
7.	Date of Book Closure	24.09.2024 to 30.09.2024	
8.	Name of Scrutinizer with ID.... (As registered with CDSL)	Manisha Lath <a href="mailto:scrutinizermanishacs@gmail.com">scrutinizermanishacs@gmail.com</a> ID: 83945	
9.	Company published an advertisement in two Newspaper (English & Bengali) at least 21 days before the date of AGM.	08.09.2024	
10.	Scrutinizer within a period of 2 (Two) days from the date of conclusion of AGM make Scrutinizer report and submit to the Chairman.	01.10.2024	
11.	Date of declaration of results along with Scrutinizer Report	01.10.2024	
12.	Submit outcome of the AGM to stock Exchange	01.10.2024	
13.	File u/s 44B of the Listing Regulations to Stock Exchange within 48 hours of AGM	01.10.2024	
14.	Place on the website of the company and on the website of Agency immediately after the result is declared by the chairman.	01.10.2024	
15.	ISIN of the company.	INE116E01018	

Registered Office:

14B, Ram Chandra Moitra Lane,  
Kolkata - 700005

Dated: The 30<sup>th</sup> day of May, 2024

By Order of the Board  
For, **Vaishno Cement Company Limited**

Sd/-

**Jatin Nanji Chheda**

Director

DIN: 09342630

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**DIRECTOR`S REPORT**

Dear Members,

The Board of Directors of Vaishno Cement Company Limited are pleased to present the 37<sup>th</sup> Annual Report for the Financial Year ended 31<sup>st</sup> March, 2024, together with the Auditors' Report and Audited Accounts for the Financial Year 2023-2024.

**FINANCIAL SUMMARY/HIGHLIGHTS:**

The summarized performance of the Company for the Financial Years 2023-24 and 2022-23 are as under:

	(Amount in Lakhs.)	
	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
Income	0.00	0.00
(Loss) / Profit before Finance Cost, Depreciation and Taxation	(7.43)	(5.16)
Less: Provision for Taxation	0.00	0.00
Add /(Less): Extra Ordinary Items	0.00	0.00
Profit/ (Loss) after Tax	(7.43)	(5.16)

**FINANCIAL PERFORMANCE:**

During the year under review, your Company recorded Loss of Rs. (7,42,869/-).

**DIVIDEND & RESERVES:**

The Board of Directors of your Company has decided not to declare any Dividend during the Financial Year in view of loss during the year and absence of accumulated profits.

**CHANGES IN SHARE CAPITAL:**

There has been no change in the equity share capital of the company during the financial year under review.

**PUBLIC DEPOSITS:**

Your Company has not accepted any public deposits and, as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

**DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**

Your Company do not have any Subsidiary Company, Joint Venture or Associate Companies as on the date of the Balance Sheet.

**LISTING:**

The equity shares of the Company are presently listed on The Calcutta Stock Exchange Ltd. and Bombay Stock Exchange Limited (ISIN INE116E01018) and the listing fees on the said Stock Exchange for the Financial Year 2023-2024 have not been paid.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

# VAISHNO CEMENT COMPANY LIMITED

## CIN L26942WB1992PLC057087

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015 forming part of the Annual Report as:

Presently the Company is out of operation and the Board is contemplating over several measures to get the Company in Roll.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

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

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

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

### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Since your Company does not fall under the threshold laid down in section 135 of the Companies Act, 2013, the provision

of section 134(3)(o) of the Companies Act, 2013 is not applicable and no disclosure is required by the Board.

### **CORPORATE GOVERNANCE REPORT**

Since the paid-up share capital of your Company and its net-worth was below the prescribed limit as per the regulation 15 of SEBI (LODR), Corporate Governance is not mandatory on the Company during the financial year 2023-2024 and accordingly, a separate section on Corporate Governance is not attached herewith.

### **DIRECTORS&KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of Section 152 of the Act and the Company's Article of Association, Mr. Suman Das (DIN: 09440355) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself re-appointment in compliance with provisions of Companies Act, 2013.

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the Independent Directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

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

Name	Designation	Date of Appointment	Date of Resignation
Namrata Gunaji Medhekar	Independent Director	3 <sup>rd</sup> November, 2022	19 <sup>th</sup> July, 2023
Prathamesh Ganpat Manjarekar	Independent Director	3 <sup>rd</sup> November, 2022	19 <sup>th</sup> July, 2023
Rohit Prakash Kankekar	Independent Director	3 <sup>rd</sup> November, 2022	19 <sup>th</sup> July, 2023
Prakash Pandurang Kankekar	Independent Director	3 <sup>rd</sup> November, 2022	19 <sup>th</sup> July, 2023

### **PARTICULARS OF EMPLOYEES:**

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

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 of the Companies Act, 2013 the Board of Directors here by state and confirm that: -

- ❖ In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ❖ The Directors had selected such accounting policies and applied consistently and have made judgements 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 31.03.2024 and of the profit of the Company for the year ended 31.03.2024;
- ❖ The Directors had 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 had prepared the annual accounts on a going concern basis;
- ❖ The Directors, had laid down Internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- ❖ The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DETAILS OF BOARD MEETINGS:**

During the Financial Year under review5 (Five) meeting of Board of Directors were held i.e., on 30.05.2023, 19.07.2023, 11.08.2023, 14.11.2023&13.02.2024and its details are as follows:

<b>Name of Directors</b>	<b>No. of Board Meeting(s) attended</b>
Prakash Pandurang Kankekar (Resigned on 19-07-2023)	2/5
Jatin Nanji Chheda	5/5
Suman Das	5/5
Prathamesh Ganpat Manjarekar (Resigned on 19-07-2023)	2/5
Nabin Kumar Jain	5/5

The Company has duly complied with the provisions related to Notice, Minutes and Meetings as prescribed under the Companies Act,2013, and Rules made thereunder, if any.

**COMMITTEES OF BOARD:**

• **AUDIT COMMITTEE:**

In compliance with the provisions of section 177 of the Companies Act, 2013 and relevant rules made thereunder, the Company has constituted the Audit Committee and the Audit Committee of the Board of Directors met four times on 30.05.2023, 11.08.2023, 14.11.2023 & 13.02.2024 during the financial year under review.

<b>Name of Directors</b>	<b>Chairman/ Members</b>	<b>No.of Board Meeting(s) attended</b>
Nabin Kumar Jain	Chairman	4/4
Jayita Bagchi	Members	3/4
Rajeshwari Bangal	Members	4/4
Rohit Prakash Kankekar (Resigned on 19-07-2023)	Members	1/4
Namrata Gunaji Medhekar (Resigned on 19-07-2023)	Members	1/4

• **NOMINATION AND REMUNERATION COMMITTEE:**

In compliance with the provisions of section 178 of the Companies Act, 2013 and relevant rules made thereunder, the Company has constituted the Nomination and Remuneration Committee and the details of

# VAISHNO CEMENT COMPANY LIMITED

CIN L26942WB1992DLC057087

composition of the Nomination and Remuneration Committee of the Board of Directors are as under and the Committee met one time on 29/09/2023 during the year under review:

Name of Directors	Chairman/ Members	No. of Board Meeting(s) attended
Nabin Kumar Jain	Chairman	1/1
Jatin Nanji Chheda	Members	1/1
Rajeshwari Bangal	Members	1/1

• **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

In compliance with the provisions of section 178 of the Companies Act, 2013 and relevant rules made thereunder, the Company has constituted the Stakeholders Relationship Committee and the details of composition of the Stakeholders Relationship Committee of the Board of Directors are as under and Committee met four times on 12/04/2023, 18/07/2023, 18/10/2023 & 18/01/2024 during the financial year under review.

Name of Directors	Chairman/ Members	No. of Board Meeting(s) attended
Nabin Kumar Jain	Chairman	4/4
Jayita Bagchi	Members	3/4
Namrata Gunaji Medhekar (Resigned on 19-07-2023)	Members	1/4
Rohit Prakash Kankekar (Resigned on 19-07-2023)	Members	1/4

There were no Complaints from the Investors received by the Board during the period under review.

**DECLARATION BY INDEPENDENT DIRECTOR:**

Mr. Nabin Kumar Jain, Mr. Suman Das, & Ms. Rajeshwari Bangal are the Independent Directors on the Board of your Company and they fulfill the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet with the requirement of the Listing Agreement entered into with the Stock Exchanges. A format letter of appointment to Independent Director as provided in Companies Act, 2013 and the repealed Listing Agreement has been issued and disclosed on the website of the Company viz. [www.vaishnocement.com](http://www.vaishnocement.com). Further, the Independent Directors of your Company, in the meeting held on 13.02.2024 has reviewed performance evaluation of Non-Independent Directors of the Company and other agendas in line with the requirement of the Listing Agreement read with applicable provisions of Schedule IV of the Companies Act, 2013 were transacted thereat.

**EXTRACT OF ANNUAL RETURN:**

In terms of Section 92(3) of the Act, the draft Annual Return for the financial year ended 31st March, 2024 is displayed on the website of the Company [www.bengaltea.com](http://www.bengaltea.com) and forms an integral part of this Annual Report. The weblink for the same is [www.vaishnocement.com](http://www.vaishnocement.com)

**AUDITORS AND AUDITORS' REPORT**

M/s. Jain & Co., (Firm Regn. No. 302023E) Chartered Accountants, were appointed as the Statutory Auditors of the Company on 14<sup>th</sup> May, 2022 by the Board of Directors for a period of 5 years from the conclusion of the 37<sup>th</sup> AGM to the conclusion of the 41<sup>st</sup> AGM of the Company which was approved by the Shareholders at the 39<sup>th</sup> AGM of the Company. M/s. Jain & Co. is a Peer Reviewed Firm. The Company has received letter from the Auditors to the effect that their appointment, is within the prescribed limits under the Companies Act, 2013 and that they are not disqualified.

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**SECRETARIAL AUDIT:**

In terms of Section 204 of the Act and Rules made there under, Ms. Manisha Lath, Practicing Company Secretary, had been appointed Secretarial Auditor of the Company. The Secretarial Audit Report, enclosed as Annexure C is self-explanatory and does not call for any further comments.

**REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any fraud committed against the Company by its officers or employees, the details of which need to be mentioned in the Board's Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Your Company has not given any loan, or provided any guarantee and no investments were made during the year under review.

**WHISTLE BLOWER POLICY/ VIGIL MECHANISM SYSTEM:**

The Company as per the section 177 of the Companies Act, 2013 and applicable clause of the Listing Agreement formulated the Vigil (Whistle Blower) Mechanism which aims to provide a channel to the Directors and employees to report to the management instances of unethical behavior, actual or unsuspected fraud or violation of the Company's code of conduct. The policy provides adequate safeguard against victimization of employees and Directors who avail of Whistle Blower/Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee etc.

**RELATED PARTY TRANSACTIONS:**

There were no related party transactions during the financial year ended 31<sup>st</sup> March, 2024. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the Financial 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.

**PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Committee. The Board of Directors expressed their satisfaction with the evaluation process.

**COST AUDIT**

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the Company was not required to appoint Cost Auditor to audit the cost records.

**PARTICULARS OF EMPLOYEES**

The Company had no employee who were in receipt of more than `1.02 Crores per annum during the year ended 31<sup>st</sup> March, 2024 or of more than ` 8.5 Lakhs per month during any part thereof.

**COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION**

The Nomination and Remuneration Committee of the Board has formulated the Nomination and Remuneration Policy, which broadly laid down the various principles for selection, appointment and payment of remuneration. The said policy provides the procedure for selection and appointment of Board Members, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of your Company along with detailed framework for remuneration to be paid to the members of the Board of Directors, Key Managerial Personnel (KMPs) and the Senior Management Personnel (SMPs) of the Company. The Nomination and Remuneration Committee identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an



existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member. The Committee along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The Board members should be qualified, independent and have positive attributes. Brief aforesaid Policy has been produced as hereunder:

- (i) The remuneration policy aims to enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level.
- (ii) The remuneration policy seeks to enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder's interests, industry standards and relevant Indian corporate regulations.
- (iii) The remuneration policy will ensure that the interests of the Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the Company and will be consistent with the "pay-for-performance" principle.
- (iv) Remuneration package largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his individual performances, etc.

**INTERNAL FINANCIAL CONTROL:**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. Efforts are made by the management to maintain a sound financial and commercial practice capable of improving the efficiency of the operations and sustainability of the business. The system ensures that all the assets are safeguarded and protected against loss from unauthorized use or disposition and those are authorized, recorded and reported correctly. All operating parameters are monitored and controlled. The Audit Committee of the Board of Directors also reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them, from time to time.

**RISK MANAGEMENT POLICY:**

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations

**CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

As required under Section 134(3)(m) of the Companies Act, 2013 read with the and Rule 8(3) of Companies (Accounts) Rules, 2014 the Company has no activity involving conservation of energy or technology absorption, foreign exchange earnings and outgo.

**BUSINESS RESPONSIBILITY REPORTING:**

The Business Responsibility Reporting as required by Regulation 34 of the SEBI Listing Regulation is not applicable to your Company for the financial year ended March 31<sup>st</sup>, 2024.

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place Internal Complaints Committee for the Registered Office and Tea Division. The following is the summary of Sexual Harassment complaints received and disposed of during the year 2023-24:

No. of Complaints pending as on 1 <sup>st</sup> April, 2023:	NIL
No. of Complaints received:	NIL
No. of Complaints Disposed of:	NIL

**PREVENTION OF INSIDER TRADING:**

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

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

**ACKNOWLEDGEMENT:**

Your directors wish to place on record their appreciation of the contribution of employees at all levels. Your directors also take this opportunity to thank the Company's Bankers, Shareholders and all others concerned for their valuable support and co-operation extended to the Company.

Place: Kolkata

Dated: 30<sup>th</sup> day of May, 2024

For and on behalf of the Board

Sd/-

**Jatin Nanji Chheda**

Whole-time Director

DIN: 09342630

For and on behalf of the Board

Sd/-

**Rajeswari Bangal**

Director

DIN: 09440356

## **MANAGEMENT DISCUSSIONS & ANALYSIS**

### **1) Industry structure and developments**

- a. India's development and construction industry will continue to expand over the forecast period (2024–2027), with investments in infrastructure, residential and energy projects continuing to drive growth. Various government flagship programs – including 100 Smart Cities Mission, Housing for All, Atal Mission for Urban Rejuvenation and Transformation (AMRUT), Make in India and Power for All – will be the growth drivers. Due to industrialization, urbanization, a rise in disposable income and population growth the demand for construction services is set to rise. Government efforts to improve the country's residential and transport infrastructure will also support growth.
- b. In this regard the company may resort to Further Public Offer (FPO) or follow on offer in terms of either a fresh issue of shares or convertible securities to the public or an offer for sale to the public,

### **2) Opportunities and Threats**

#### **Opportunities**

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The Government of India has introduced several reforms to liberalize, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for Micro and Small Enterprises, issuing guideline to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by both government and private sector, India is undoubtedly one of the world's most vibrant capital markets.

#### **Threats**

Indian money market is relatively underdeveloped when compared with advanced markets like New York and London Money Markets. Various problems of money markets in India include Dichotomy, Lack of Coordination & Integration, Diversity in the Interest Rates, Seasonality in the markets, shortage of funds, absence of a developed Bill market, Inefficient management etc.

There are different rates of interest existing in different segments of money market. In rural unorganized sectors the rate of interest is high and they differ with the purpose and borrower. There are differences in the interest rates within the organized sector also. Although wide differences have been narrowed down, yet the existing differences do hamper the efficiency of money market.

One of the major problems of Indian Money Market is its inefficient and corrupt management. Inefficiency is due to faulty selection, lack of training, poor performance appraisal, faulty promotions etc. For the growth and success of money market, there is need for well trained and dedicated workforce in banks. However, in India some of the bank officials are inefficient and corrupt.

### **3) Business Segment**

In absence to working capital and finance, there are no such reportable business segments during the year. The Company was in to the business of broking and commission during the year under review.

### **4) Risk Management & Concerns**

The Company's business-related software is operated on a server with regular maintenance and back-up of data and is connected to separate server. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. The global communication network is managed centrally and is equipped to deal with failures and breakdowns. Updated tools are regularly loaded to ensure a virus free environment.

**5) Internal Control Systems and Adequacy**

The Company has satisfactory internal control system. Audit Committee reviews internal audit reports and oversees the internal control system of the Company. The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

**6) Cautionary Statement**

Certain statements under “Management Discussion & Analysis” describing the Company’s objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company’s operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

Place: Kolkata  
Dated: 30<sup>th</sup> day of May, 2024

For and on behalf of the Board

Sd/-

**Jatin Nanji Chheda**  
Whole-time Director  
DIN: 09342630

For and on behalf of the Board

Sd/-

**Rajeswari Bangal**  
Director  
DIN: 09440356

# VAISHNO CEMENT COMPANY LIMITED

CIN L26942WB1992DLC057087

## **FORM NO. MR - 3** **SECRETARIAL AUDIT REPORT** **FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

*(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

To,  
The Members,  
Vaishno Cement Company Limited  
14B, Ram Chandra Moitra Lane,  
Kolkata – 700005,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Vaishno Cement Company Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our 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 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- 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, wherever applicable (***Foreign Direct Investment and Overseas Direct Investment not applicable during the audit period***)
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; -
- vi) And other applicable laws like Payment of Gratuity Act, 1972, Payment of Wages Act, 1936, Payment of Bonus Act, 1965, The West Bengal Tax on Professions, Trades, Callings and Employments Act, 1979, West Bengal Shops & establishment Act, 1963 etc.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- i. The Company has not appointed any Internal Auditor under section 138 of the Companies Act 2013.
- ii. The Company has not paid fees and charges to the BSE and hence the Company is made Suspended by the Bombay Stock Exchange and trading in the Equity Shares of the Company has been frozen by the BSE since last three financial Years.
- iii. The company has not appointed Chief Financial Officer under section 203 of the Companies Act, 2013.
- iv. The company has not appointed Company Secretary as requirement of the Companies Act, 2013, after her resignation on 07<sup>th</sup> day of January, 2023.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Company has taken necessary steps towards revocation of its suspension and trading freeze with the BSE, and in continuous correspondence with the Exchange and involved authorities.

**We further report that**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Kolkata

Dated: 30<sup>th</sup> day of May, 2024

Sd/-

**Manisha Lath**  
Practicing Company Secretary  
Membership No. FCS11683 C. P. No.:16768  
UDIN: F011683F000506111

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**Annexure to the Secretarial Audit Report:**

To,  
The Members,  
M/s. Vaishno Cement Company Limited

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

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the Audit practices and processes as where 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. We believe that the processes and practices, we followed provide the reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our 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  
Dated: 30<sup>th</sup> day of May, 2024

**Sd/-**

**Manisha Lath**  
Practicing Company Secretary  
Membership No. FCS11683 C. P. No.:16768  
UDIN: F011683F000506111



**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
Vaishno Cement Company Limited.  
14B, Ram Chandra Moitra Lane  
Kolkata-700005

I, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Vaishno Cement Company Limited having CIN:L26942WB1992PLC057087 and having registered office at 14B Ram Chandra Moitra Lane, Kolkata - 700005 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup>March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of Appointment</b>
1	Nabin Kumar Jain	07131373	22.04.2015
3	Jatin Nanji Chheda	09342630	01.10.2021
4	Suman Das	09440355	18.01.2022
5	Rajeswari Bangal	09440356	18.01.2022
6	Jayita Bagchi	08999808	03.11.2022
7	Namrata Gunaji Medhekar	09733144	03.11.2022
8	Prathamesh Ganpat Manjarekar	09729049	03.11.2022
9	Rohit Prakash Kankekar	09728930	03.11.2022
10	Prakash Pandurang Kankekar	09729008	03.11.2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Place: Kolkata  
Dated: 30<sup>th</sup> day of May, 2024

**ManishaLath**  
Practicing Company Secretary  
Membership No. FCS11683, C.P. No. 16768  
UDIN: F011683F000506100

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31.03.2024**

**[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)	CIN	L26942WB1992PLC057087
ii)	Registration Date	26.11.1992
iii)	Name of the Company	VAISHNO CEMENT COMPANY LTD.
iv)	Category / Sub-Category of the	
	1. Public Company	(P)
	2. Private company	( )
	3. Government Company	( )
	4. Small Company	( )
	5. One Person Company	( )
	6. Subsidiary of Foreign Company	( )
	7. NBFC	( )
	8. Guarantee Company	( )
	9. Limited by shares	(P)
	10. Unlimited Company	( )
	11. Company having share capital	(P)
	12. Company not having share capital	( )
	13. Company Registered under Section 8	( )
v)	Address of the Registered office and contact details	14B, Ram Chandra Moitra Lane, Kolkata - 700005 West Bengal Telephone : 033 - 22253542 Fax Number : Email : vaishno.cement@gmail.com
vi)	Whether listed company	Yes
vii)	Name and Address of Registrar & Transfer Agents ( RTA )	
	Name of Registrar & Transfer Agents	M/s. S. K. Infosolutions Pvt. Ltd.
	Address	D/42, Katju Nagar, Ground Floor, PO & PS - Jadavpur
	Town / City	KOLKATA
	State	West Bengal
	Pin Code	700032
	Telephone	033 - 22196797
	Fax Number	033 - 22194815
	Email Address	skdliip@gmail.com

# VAISHNO CEMENT COMPANY LIMITED

## CIN L26942WB1992PLC057087

<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :</b>									
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-									
SN	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company						
1	None	N/A	NIL						
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :</b>									
[ No. of Companies for which information is being filled = 0 ]									
SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section				
1	NIL	NIL	NIL	NIL	NIL				
<b>IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :</b>									
<b>A. Category-wise Share Holding</b>									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total share holding of Promoter (A) = (A)(1)+(A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>B. Public</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	0	200	200	0.00	0	-	-	0.00	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital	-	-	-	-	-	-	-	-	-
f) Insurance	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	200	200	0.00	-	-	-	0.00	(0.00)
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	184972	36600	221572	2.48	166172	36600	202772	2.27	(0.21)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	686201	3854102	4540303	50.73	840501	3615802	4456303	49.79	(0.94)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3054500	761300	3815800	42.63	3000500	898200	3898700	43.56	0.93
c) Others (specify)	39425	332900	372325	4.16	59525	332900	392425	4.38	0.22
<b>Sub-total (B)(2):-</b>	<b>3965098</b>	<b>4984902</b>	<b>8950000</b>	<b>100.00</b>	<b>4066698</b>	<b>4883502</b>	<b>8950200</b>	<b>100.00</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>3965098</b>	<b>4985102</b>	<b>8950200</b>	<b>100.00</b>	<b>4066698</b>	<b>4883502</b>	<b>8950200</b>	<b>100.00</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	0.00
<b>Grand Total (A+B+C)</b>	<b>3965098</b>	<b>4985102</b>	<b>8950200</b>	<b>100.0</b>	<b>4066698</b>	<b>4883502</b>	<b>8950200</b>	<b>100.00</b>	<b>0.00</b>

# VAISHNO CEMENT COMPANY LIMITED

CIN L26942WB1992PLC057087

B. Shareholding of Promoters:								
SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
NIL								

C. Change in Promoters' Shareholding								
SN	Name	Share holding at the beginning of the year		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
NIL								

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)								
SN	Name	Shareholding at the beginning of the year		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	KUMAIL ASHIK HUSAIN SURATWALA	94600	1.06%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	94600	1.06
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
2	NITIN TUKARAM SHINDE	402800	4.50%	1-Apr-22				
	Add: Bought During the year	-	-	-	0	No Change	402800	4.50
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-23				
3	PRAKASH PATIL	295900	3.31%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	295900	3.31
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
4	KARAN RAMDAS YADAV	288800	3.23%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	288800	3.23
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
5	CHANDAN GUPTA	268300	3.00%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	268300	3.00
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
6	SHEIKH ISMAIL YUSUF	263600	2.95%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	263600	2.95
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
7	GULFAM HYDER ALI MEHDI KHAN	250000	2.79%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	250000	2.79
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
8	MUBINA MOHAMMED AALAM QURESHI	220600	2.46%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	220600	2.46
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
9	RHEA MANOJ MEHRA	202400	2.26%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	202400	2.26
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-24				
10	AAKASH MANOHAR PRITAM	106500	1.19%	1-Apr-23				
	Add: Bought During the year	-	-	-	0	No Change	106500	1.19
	Less: Sold During the year	-	-	-				
	At the end of the Year i.e. 31.03.2023			31-Mar-23				

# VAISHNO CEMENT COMPANY LIMITED

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E. Shareholding of Directors and Key Managerial Personnel									
SN	Name	Shareholding at the beginning of the year		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year		
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company	

NIL

V. INDEBTEDNESS :				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	91,50,000	-	91,50,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	91,50,000	-	91,50,000
<b>Change in Indebtedness during the financial year</b>				
Addition	-	35,00,000	-	35,00,000
Reduction	-	(35,00,000)	-	(35,00,000)
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	91,50,000	-	91,50,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	91,50,000	-	91,50,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :											
A. Remuneration to Managing Director, Whole-time Directors and/or Manager											
SN	Name of MD/WTD /Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others			

NIL

B. Remuneration to other directors												
SN	Name of Directors	Independent Directors			Total (1)	Other Non-Executive Directors			Total (2)	Total (1+2)	Total Managerial Remuneration	Overall Ceiling as per the Act
		Fee for attending board / committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others				

NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD										
SN	Name of Key	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others		

NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :					
Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/	Authority [RD / NCLT/ COURT]	Appeal made, if any
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place: Kolkata  
Date: 30.05.2024

For and on behalf of Board of Directors

S/d  
**Jatin Nanji Chheda**  
Wholetime Director  
DIN :- 09342630

S/d  
**Rajeswari Bangal**  
Director  
DIN :- 09440356



**BIJAN GHOSH & ASSOCIATES**  
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## **INDEPENDENT AUDITOR'S REPORT**

**TO**  
**THE MEMBERS OF**  
**VAISHNO CEMENT COMPANY LIMITED,**

### **REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of Vaishno Cement Company Limited (“the Company”), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit and Loss, the statement of change in equity, the statement of Cash Flow statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013(‘the Act’) in the manner so required and gives 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 31st, 2024, its Profit, changes and its cash flows for the year ended on that date.

### **BASIS FOR OPINION**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified u/s 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirement that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

### **INFORMATION OTHER THAN THE FINANCIAL STATEMENT AND AUDITOR’S REPORT THEREON**

The Company’s board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Business Responsibility Report but does not include the financial statements does not cover the other auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **MANAGEMENT'S RESPONSIBILITY FOR THE 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 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 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 the design, implementation and maintenance of 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidated the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

#### **AUDITORS' RESPONSIBILITY FOR THE AUDIT OF FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material i individually or in the aggregate, they could reasonably be expected to Influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with SA we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of Internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Companies Act, 2013, we are also responsible for expressing your opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our



conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") 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, 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 purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and Cash flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet and the Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standard referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
  - f) With respect to the adequacy of the internal financial control 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 included in the auditor's report and to best of our information and according to the explanation given to us.
  - i. The company have no pending litigation on its financial position in its financial statement.

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN L26942WB1992PLC057087**

ii. The company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, and long-term contracts including derivative contracts.

iii. Since the Company has incurred Loss during the Financial Year ending as on 31<sup>st</sup> March, 2024, there is no declaration of Dividend.

iv. Based on our examination which includes test checks. The company has not used accounting software for maintaining its books of accounts which have feature of audit trail (edit log) facility for the year for all relevant transaction, so we could not verify that.

**For, M/s. Bijan Ghosh & Associates**

Chartered Accountants

Firm's registration number: 323214E

Sd/-

**CA. Bijan Ghosh**

Membership No: 009491

Place: Kolkata

Dated: The 30<sup>th</sup> day of May, 2024

UDIN: 24009491BKDZXZ3709



**BIJAN GHOSH & ASSOCIATES**  
Chartered Accountants  
C-16, Green Park  
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E-mail: bijanghosh1967@gmail.com

**“Annexure A” to the Independent Auditor’s Report:**

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of **Vaishno Cement Company Limited** of even date)

The Annexure Referred to our Independent Auditor’ Report to the members of the Company **Vaishno Cement Company Limited** on the standalone financial statements for the year ended 31<sup>st</sup> March, 2024, we report that;

The Company has no Fixed Assets; therefore, the physical verification of Assets does not arise.

- 1) The Company has no Inventory.
- 2) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with size of the company and the nature of its business with regard to purchase of fixed assets and sale of services. We have not observed any major weakness in the internal control system during the course of the audit.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company.
- 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.
- 6) As informed to us, the maintenance of Cost Records has not been prescribed by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
  - a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management representations, undisputed statutory dues including Provident Fund, Employees ‘state Insurance Dues, Income Tax, GST, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and Other material Statutory dues have generally been regularly deposited, by the Company during the year with the appropriate authorities in India. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2024 for a period of more than six months from the date of becoming payable.
  - b) As at 31<sup>st</sup> March, 2024, there have been no disputed dues which have not been deposited with the respective authorities in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty, Excise Duty, Value Added Tax, GST and Cess.
- 7) In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from banks, financial institutions or from the government and has not issued any debentures.
- 8) The Company has accumulated losses at the end of the financial year.

- 9) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by other from banks or financial institutions.
- 10) 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.
- 11) 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.
- 12) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) Of the Order are not applicable to the Company.
- 15) In our opinion and according to the information given to us, and based on our examination of the Records of the company, company has not made any preferential allotment or private placement of Shares or fully or partly convertible debentures during the year.
- 16) 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.
- 17) The Company has not paid BSE listing fees since last 3 years.
- 18) The Company has no source of direct revenue from its objected operation and hence the Company is exploring all available options to diversify and to raise further capital from the market such as Preferential issue, Right Issue or any other appropriate way of raising funds.
- 19) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For, M/s. Bijan Ghosh & Associates**  
Chartered Accountants  
Firm's registration number: 323214E

Sd/-

**CA. Bijan Ghosh**  
Membership No: 009491  
Place: Kolkata  
Dated: The 30<sup>th</sup> day of May, 2024  
UDIN: 24009491BKDZXZ3709



**BIJAN GHOSH & ASSOCIATES**  
Chartered  
Accountants  
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**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements:**

**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 **Vaishno Cement Company Limited** (“the Company”) as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Opinion**

We have audited the internal financial controls with reference to financial statements of **Vaishno Cement Company Limited** (“the Company”) as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the financial statements of the Company for the year then ended.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31<sup>st</sup> March, 2024 based on the internal financial controls with reference to financial statements 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.(the “Guidance Note”).

**Management’s Responsibility for Internal Financial Controls**

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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, (hereinafter referred to as “the Act”).

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements.

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 with reference financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements 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 with reference to financial statements.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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 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 with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For, M/s. Bijan Ghosh & Associates**

Chartered Accountants  
Firm's registration number: 323214E

Sd/-

**CA. Bijan Ghosh**

Membership No: 009491  
Place: Kolkata  
Dated: The 30<sup>th</sup> day of May, 2024  
UDIN: 24009491BKDZXZ3709

**VAISHNO CEMENT COMPANY LIMITED**  
CIN L26942WB1992PLC057087

**VAISHNO CEMENT COMPANY LIMITED**  
**CIN- L26942WB1992PLC057087**  
**BALANCE SHEET AS AT 31ST MARCH, 2024**

Amount (in Rs. 000)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b><u>ASSETS</u></b>			
<b><u>Non Current Assets</u></b>			
Investments In Unquoted Shares	2	3,000.00	3,000.00
Loans	3	500.00	
<b>Total Non Current Assets</b>		<b>3,500.00</b>	<b>3,000.00</b>
<b><u>Current Assets</u></b>			
Cash and Cash Equivalents	4	280.59	993.26
Others Financial assets	5	27.50	540.88
<b>Total Current Assets</b>		<b>308.09</b>	<b>1,534.14</b>
<b>Total Assets</b>		<b>3,808.09</b>	<b>4,534.14</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>Equity</u></b>			
Equity Share Capital	6	89,502.00	89,502.00
Other equity	7	(99,596.76)	(98,853.89)
<b>Total Equity</b>		<b>(10,094.76)</b>	<b>(9,351.89)</b>
<b><u>Non Current Liabilities</u></b>			
Long Term Borrowings			
Unsecured Loans	8	9,150.00	9,150.00
<b>Total Non Current Liabilities</b>		<b>9,150.00</b>	<b>9,150.00</b>
<b><u>Current Liabilities</u></b>			
Short term borrowings	9	-	-
Trade Payable	10	4,698.85	4,674.53
Other current liabilities	11	54.00	61.50
<b>Total Current Liabilities</b>		<b>4,752.85</b>	<b>4,736.03</b>
<b>Total Equity &amp; Liabilities</b>		<b>3,808.09</b>	<b>4,534.14</b>
Significant Accounting Policies	1		
Notes forming part of accounts	1-21		

As per our report of even date

**For, Bijan Ghosh & Associates**

Chartered Accountant

Firm Registration No. 323214E

Sd/-

**CA. Bijan Ghosh**

Membership No. 009491

Place: Kolkata

Dated: 30th day of May, 2024

UDIN: 24009491BKDZXZ3709

**For, Vaishno Cement Company Limited**

Sd/-

**Jatin Nanji Chheda**

Whole-time Director

DIN:09342630

Sd/-

**Rajeswari Bangal**

Director

DIN:09440356





# VAISHNO CEMENT COMPANY LIMITED

CIN L26942WB1992PLC057087

VAISHNO CEMENT COMPANY LIMITED			
CIN- L26942WB1992PLC057087			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024			
		Amount (in Rs. 000)	
Particulars	As at March 31, 2024		As at March 31, 2023
<b>A) CASH FLOW OPERATING ACTIVITIES</b>			
Net Profit before Tax		-742.87	-515.94
Adjustments :			
Depreciation & amortisation expenses	-		-
Income delcartion shceme 2016 (Net off Tax)	-		-
Acturial Valuation of Gratuity	-		-
Fair value change in Financial assets (OCI)	-		-
		<b>-742.87</b>	<b>-515.94</b>
Less: Interest received			
Insurance Claim Received	-		-
Commission Income	-		-200.00
Interest in Income Tax Refund	-		-0.40
			-200.40
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>-742.87</b>	<b>-716.34</b>
<b>Adjustment for :-</b>			
(Increase)/ decrease Loans & Advances	513.38		-480.67
(Increase)/ decrease Inventory	-		-
(Increase)/ decrease Trade receivables	-		-
(Increase)/ decrease Other Financial Assets	-		-
(Increase)/ decrease Other current assets	-		-
Increase/ (decrease) Trade payable	24.32		-
Increase/ (decrease) Non Current liabilities	-		-
Increase/ (decrease) Other financial liabilities	-		-
Increase/ (decrease) Other current liabilities	-7.50		-4,436.64
Increase/ (decrease) provisions	-		-
		<b>530.20</b>	<b>-4,917.31</b>
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>-212.67</b>	<b>-5,633.65</b>
Less : Taxes paid			-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>-212.67</b>	<b>-5,633.65</b>
<b>B) CASH FLOW FROM INVESTMENT ACTIVITIES:-</b>			
Purchase of fixed assets (net of sales)			-
Investment in shares/MF/Property	-500.00		-3,000.00
Insurance Claim Received	-		-
Loan Realised	-		-
Interest Received	-		-
Interest on bonds, government securities and others	-		-
Commission Income	-		200.00
Income Tax Refund	-		0.40
Premium paid on Buy Back of Shares	-		-
Profit on sale of Investment	-		-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>-500.00</b>	<b>-2,799.60</b>
<b>C) CASH FLOW FROM FINANCE ACTIVITIES</b>			
Increase/ (decrease) short term burrowings			9,150.00
<b>NET CASH FLOW FROM FINANCE ACTIVITIES</b>			<b>9,150.00</b>
<b>NET (DECREASE)INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>		<b>-712.67</b>	<b>716.75</b>
Opening Balance of Cash & cash equivalents At the Beginning of the Year		993.26	276.51
Closing Balance of Cash & cash equivalents At the End of thr Year		280.59	993.26
<b>Cash &amp; Cash Equivalent Comprise at the end of the Year</b>			
Cash & Bank balances as per balance sheet		<b>280.59</b>	<b>993.26</b>
Less : Bank overdraft shown in other current liabilities			
Cash & cash equivalent at the end of the year		<b>280.59</b>	<b>993.26</b>

\*Cash and cash equivalents is net of outstanding bank overdrafts In the balance sheet, bank overdrafts are shown in current liabilities.

\* The previous year figures have been regrouped/restated where ever necesary to confirm to this year's classification.

As per our report of even date

**For, Bijan Ghosh & Associates**

Chartered Accountant

Firm Registration No. 323214E

Sd/-

**CA. Bijan Ghosh**

Membership No. 009491

Place: Kolkata

Dated: 30th day of May, 2024

UDIN: 24009491BKDZZXZ3709

**For, Vaishno Cement Company Limited**

Sd/-

**Jatin Nanji Chheda**

Whole-time Director

DIN :- 09342630

Sd/-

**Rajeswari Bangal**

Director

DIN :- 09440356

**VAISHNO CEMENT COMPANY LIMITED**  
CIN L26942WB1992PLC057087

VAISHNO CEMENT COMPANY LIMITED					
CIN- L26942WB1992PLC057087					
STATEMENT OF CHANGES IN EQUITY					
Amount (in Rs. 000)					
Particulars	Equity Share Capital	Other Equity			Total Equity Attributable to the equity holders of the company
		Reserve And Surplus	Other comprehensive income		
		Retained Earnings	Equity Instruments Through OCI	Other Items of OCI	
<b>Balance as at 1st April, 2022</b>	<b>89,502</b>	<b>(98,338)</b>	-	-	<b>(8,836)</b>
Changes in Equity					
(a) Profit/(Loss) for the year	-	(516)	-	-	(516)
(b) Gain on Revaluation	-	-	-	-	-
Total Comprehensive Income for the year	-	(516)	-	-	(516)
Earlier Year Taxes	-	-	-	-	-
Derecognition of Equity Instruments	-	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>89,502</b>	<b>(98,854)</b>	-	-	<b>(9,352)</b>
<b>Balance as at 1st April, 2023</b>	<b>89,502</b>	<b>(98,854)</b>	-	-	<b>(9,352)</b>
Changes in Equity					
(a) Profit/(Loss) for the year	-	(743)	-	-	(743)
(b) Gain on Revaluation	-	-	-	-	-
Total Comprehensive Income for the year	-	(743)	-	-	(743)
Earlier year Taxes	-	-	-	-	-
Derecognition of Equity Instruments	-	-	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>89,502</b>	<b>(99,597)</b>	-	-	<b>(10,095)</b>

Notes on Financial Statements 1-20  
As per our report annexed of even date

**For, Bijan Ghosh & Associates**  
Chartered Accountants  
Firm's Registration No.323214E

**For, Vaishno Cement Company Limited**

Sd/- Sd/- Sd/-

**CA. Bijan Ghosh** **Jatin Nanji Chheda** **Rajeswari Bangal**  
Membership No. 009491 Whole-time Director Director  
Place: Kolkata DIN :- 09342630 DIN :- 09440356  
Dated: 30th day of May, 2024  
UDIN: 24009491BKDZXZ3709

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024.**

**1. Statement of Significant accounting policies**

**General Information**

**Vaishno Cement Company Limited** (“the company”) is an entity incorporated in India under the provisions of Companies Act, 1956. The registered office of the Company is located at 14B, Ram Chandra Moitra Lane, Kolkata- 700005.

**1. Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these separate financial statements of the Company. These policies have been consistently applied to all the periods presented, unless otherwise stated.

**(a) BASIS OF PREPARATION AND PRESENTATION**

**i) Compliance with Ind AS**

The separate financial statements have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 under the historical cost convention as a going concern on an accrual basis except for certain financial instruments which are measured at fair value. The financial statements up to year ended 31 March 2017 were prepared earlier in accordance with the accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

**(ii) Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following: – equity investments in entities other than subsidiary, joint ventures and associate which are measured at fair value; – Certain financial assets and liabilities that are measured at fair value; – defined benefit plans – plan assets measured at fair value.

**(iii) Use of estimates**

In preparing the financial statements in conformity with generally accepted accounting principles, management is required to make judgements, estimates and assumptions that may affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and the amounts of revenue and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as at the date of the financial statement. Actual results could differ from those estimates. Estimates and underlying assumption are reviewed on an ongoing basis. Any revision to such estimates is recognized in the period the same is determined.

**(b) PROPERTY, PLANT AND EQUIPMENT**

During the year under review the Company has no fixed assets.

**(c) INTANGIBLE ASSETS**

During the year under review the Company has no Intangible Assets.

**(d) FINANCIAL INSTRUMENTS**

**i) Financial Assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**ii) Financial Liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

**(e) CASH & CASH EQUIVALENT**

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments. To be classified as cash and cash equivalents, the financial asset must be readily convertible into cash; - have an insignificant risk of changes in value; and - have a maturity period of three months or less at acquisition.

**(f) REVENUE RECOGNITION**

Revenue is recognized on accrual basis

**(g) EMPLOYEE BENEFITS**

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(h) LEASES**

During the year under review the Company had not entered into any leasing agreements.

**(i) FOREIGN CURRENCY TRANSACTION**

During the year under review no foreign currency transactions were entered into by the Company.

**(j) TAXES ON INCOME**

The tax expense for the period comprises of current and deferred income tax.

**i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted/prevailing at the Balance Sheet date.

ii) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which liability is settled or the asset is realized, based on tax rates and tax laws that have been enacted and/or substantively enacted at the end of reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

**(k) DIVIDENDS**

During the year under review the company has not declared any dividend.

**(l) EARNINGS PER SHARE**

Basic and Diluted Earnings per share is calculated by dividing the net profit attributable to equity shareholders by weighted average number of equity shares/dilutive potential equity shares outstanding as at end of the reporting period as the case may be.

**(m) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis. Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably. A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed, unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**(n) INVENTORIES**

During the year under review Company has no inventory.

**(o) ASSETS HELD FOR SALE**

Noncurrent assets are classified under 'Assets held for sale' if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification as 'assets held for sale' is fulfilled when the non-current asset is expected to be sold immediately and it is highly probable that such sale will be completed within one year from the date of classification as 'assets held for sale'.

**2. Recent accounting pronouncements**

New standards/amendments that are not yet effective and have not been early adopted: Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1<sup>st</sup>, 2021.

**3. Significant estimates and judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides information about the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.



# VAISHNO CEMENT COMPANY LIMITED

CIN L26942WB1992PLC057087

Notes forming part of the Accounts for the year ended 31st March, 2024				
Particulars			As at March 31, 2024 Amount (in Rs.000)	As at March 31, 2023 Amount (in Rs.000)
<b><u>NOTE : 2 - INVESTMENTS IN UNQUOTED SHARES</u></b>				
Onkar Fashions Private Limited			1,500.00	1,500.00
Shree Ganapati Fashions Private Limited			540.00	540.00
Shree Sidhi Vinayak Emboss Private Limited			960.00	960.00
<b>Total</b>			<b>3,000.00</b>	<b>3,000.00</b>
<b><u>NOTE : 3 -LOANS</u></b>				
Loans and advances to others			500.00	-
			<b>500.00</b>	<b>-</b>
<b><u>NOTE : 4 - CASH &amp; CASH EQUIVALENT</u></b>				
(a) Cash in hand			133.70	133.70
(b) Balances with banks				
(i) In current accounts			146.89	859.56
(ii) In deposit accounts			-	-
<b>Total</b>			<b>280.59</b>	<b>993.26</b>
<b><u>NOTE : 5 - OTHER CURRENT FINANCIAL ASSETS</u></b>				
<b><u>(At amortised cost)</u></b>				
<b><u>(Unsecured considered good, Repavable on Demand)</u></b>				
Loan and advances unsecured considered good			-	-
Loans and advances to related parties			-	-
Loans and advances to others			27.50	540.88
<b>Total</b>			<b>27.50</b>	<b>540.88</b>
<b><u>NOTE : 6 - EQUITY SHARE CAPITAL</u></b>				
<b><u>Authorised</u></b>				
10,000,000 Equity Shares (Previous Year 10,000,000) of Rs.10/- each			<b>1,00,000.00</b>	<b>1,00,000.00</b>
<b><u>Issued,Subscribed and Paid up</u></b>				
89,50,200 Equity Shares (Previous Year 89,50,200) of Rs. 10/- each			89,502.00	89,502.00
<b>Total</b>			<b>89,502.00</b>	<b>89,502.00</b>
<b>a) Detail of shares held by shareholders holding more than 5% of the aggregate shares in the Company</b>				
Name of the Shareholders	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
	-	-	-	-
NONE	-	-	-	-
	-	-	-	-
<b><u>NOTE :7 - OTHER EQUITY</u></b>				
<b>a. Securities premium account</b>			<b>Total</b>	-
<b>b. General Reserve</b>				
As per last Balance Sheet			-	-
Add : Transfer from General Reserves			-	
Less : current year transfer				
Closing Balance			<b>Total</b>	-
<b>c. Retained Earnings</b>				
As per last Balance Sheet			(98,853.89)	(98,337.95)
Add/(Less): Profit/(Loss) for the year			(742.87)	(515.94)
<b>Total</b>			<b>(99,596.76)</b>	<b>(98,853.89)</b>
<b>d. Other Comprehensive Income</b>				
Change in fair value of FVOCI			-	-
Equity Instrument			-	-
Deferred Tax			-	-
<b>Total</b>			-	-
<b>Total (a+b+c+d)</b>			<b>(99,596.76)</b>	<b>(98,853.89)</b>

**VAISHNO CEMENT COMPANY LIMITED**  
CIN L26942WB1992PLC057087

<b>Notes forming part of the accounts for the year ended 31st March, 2024</b>		
<b><u>NOTE : 8 -UNSECURED LOANS</u></b>		
Indian Infotech and Software Limited	4,350.00	4,350.00
Mihika Industries Limited	3,500.00	3,500.00
Sureshine Vintrade Private Limited	300.00	300.00
Tanaya Vincom Private Limited	1,000.00	1,000.00
<b>Total</b>	<b>9,150.00</b>	<b>9,150.00</b>
<b><u>NOTE : 9 - SHORT TERM BORROWINGS</u></b>		
<b><u>(At amortised cost)</u></b>		
From others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b><u>NOTE : 10 -TRADE PAYABLES</u></b>		
<b><u>(At amortised cost)</u></b>		
Creditors for Expenses	4,698.85	4,674.53
<b>Total</b>	<b>4,698.85</b>	<b>4,674.53</b>
<b><u>NOTE : 11 - OTHER CURRENT LIABILITIES</u></b>		
Provision For Tax	54.00	54.00
Provision For BSE Expenses	-	7.50
<b>Total</b>	<b>54.00</b>	<b>61.50</b>
<b><u>NOTE : 12 - OTHER INCOME</u></b>		
Commission Income	-	200.00
Interest in Income Tax Refund	-	0.40
<b>Total</b>	<b>-</b>	<b>200.40</b>
<b><u>NOTE : 13 - EMPLOYEES BENEFITS EXPENSES</u></b>		
Salaries and wages	234.50	210.00
<b>Total</b>	<b>234.50</b>	<b>210.00</b>
<b><u>NOTE : 14 - OTHER EXPENSES</u></b>		
Auditor's Remuneration- Audit Fee	15.00	15.00
Rent	120.00	106.50
Public notice and publication	19.57	22.06
Listing Fees & Custodian Charges	26.55	26.55
Other General Expenses	12.70	149.83
ROC Filing Fees	5.10	4.20
Professional Fees	221.00	151.50
CDSL Charges	71.45	5.90
Website Expenses	3.70	3.50
Meeting Expenses	12.30	21.30
Printing & Stationery	1.00	-
<b>Total</b>	<b>508.37</b>	<b>506.34</b>

# VAISHNO CEMENT COMPANY LIMITED

## CIN L26942WB1992PLC057087

### VAISHNO CEMENT COMPANY LIMITED

Notes forming part of the Accounts for the year ended 31st March, 2024

Particulars	As at March 31, 2024 Amount (in Rs.000)	As at March 31, 2023 Amount (in Rs.000)
<b>NOTE : 15 -EARNING PER SHARES (EPS)</b>		
Net profit after tax as per Profit & Loss Statement	(743)	(516)
Weighted average number of shares used as denominator for calculation of EPS	8,950	8,950
Basic & Diluted Earning per shares	(0.08)	(0.06)
Face value of Equity shares	10.00	10.00
<b>NOTE 16 : CONTINGENT LIABILITIES AND COMMITMENTS</b>		
In accordance with Ind AS 37 the company has no outstanding contingent liabilities and commitments in purview of the mentioned Ind AS		
<b>NOTE 17 - RELATED PARTY TRANSACTIONS :</b>		
"Related Party Disclosure" in compliance with Ind AS-24, are given below		

**a) List of related parties where control exists place and relationship**

Sr. No.	Name of the Related Party
1	NYSSA CORPORATION LIMITED
2	TTI ENTERPRISE LIMITED
3	ADCON CAPITAL SERVICES LIMITED
4	GCM CAPITAL ADVISORS LIMITED
5	VOLTAIRE LEASING AND FINANCE
6	N.C.L RESARCH AND FINANCIAL

### **NOTE 18:- FINANCIAL RISK MANAGEMENT**

**(a) Risk Management Framework**

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial

**(b) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial. The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

**Trade and Other Receivables**

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses to the Company. The management has an advance collection /credit policy criteria in place and the exposure Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation

**(c) Liquidity Risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast

**Note 19 : Employee Benefits**

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Ind AS19 and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

**Note 20: Valuation of investments in Unquoted shares**

As the intention is to hold the unquoted securities for sale in short term and in absence of flow of periodic data, absence of liquidity and market related data closing stock of unquoted shares are valued at cost.

**For, Bijan Ghosh & Associates**

Chartered Accountant  
Firm Registration No. 323214E

Sd/-

**CA.Bijan Ghosh**  
Membership No. 009491  
Place: Kolkata  
Dated: 30th day of May, 2024  
UDIN: 24009491BKDZXZ3709

**For, Vaishno Cement Company Limited**

Sd/-

**Jatin Nanji Chheda**  
Wholtime Director  
DIN :- 09342630

Sd/-

**Rajeswari Bangal**  
Director  
DIN :- 09440356

**VAISHNO CEMENT COMPANY LIMITED**  
CIN L26942WB1992PLC057087

<b>VAISHNO CEMENT COMPANY LIMITED</b>		
<b>CIN- L26942WB1992PLC057087</b>		
<b>Notes forming part of the Accounts for the year ended 31st March, 2024</b>		
<b>NOTE : 21 -FINANCIAL RATIOS</b>	<b>Year Ended March 31, 2024</b>	<b>Year Ended March 31, 2023</b>
(1) <b>Current ratio</b> (Total current assets / Current liabilities) [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	0.80	0.32
(2) <b>Net debt equity ratio</b> (Net debt / Average equity) [Net debt: Non-current borrowings + Current borrowings + Non-current and current liabilities - Current investments - Cash and cash equivalents] [Equity: Equity share capital + Other equity]	-0.15	-0.07
(3) <b>Debt service coverage ratio</b> (EBIT / (Net finance charges + Interest income + Scheduled principal repayments of non-current borrowings and lease obligations (excluding prepayments) during the period)) [EBIT: Profit before taxes +/- Exceptional items + Net finance charges] [Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]	0.00	0.00
(4) <b>Return on Equity (%)</b> (Profit after tax (PAT)/Average Equity) [Equity: Equity share capital + Other equity]	0.07	0.06
(5) <b>Inventory turnover ratio (in days)</b> (Average inventory / Sale of products in days)	0.00	0.00
(6) <b>Debtors turnover ratio (in days)<sup>^</sup></b> (Average trade receivables / Turnover in days) [Turnover: Revenue from operations]	0.00	0.00
(7) <b>Trade payables turnover ratio (in days)</b> (Average Trade Payables / Expenses) [Expenses: Total Expenses - Finance Cost - Depreciation and Amortisation Expense – Employee Benefit Expenses in respect of Retirement Benefits – Other expenses with respect to Royalty, Rates & Taxes, Provision for Doubtful Debts & Advances, Provision for Impairment and Foreign Exchange Gain/Loss]	0.00	0.00
(8) <b>Net capital turnover ratio (in days)</b> (Average Working Capital / Turnover) [Working Capital: Current Assets - Current Liabilities] [Current Liabilities: Total Current liabilities - Current maturities of long term debt and lease obligations] [Turnover: Revenue from operations]	0.00	0.00
(9) <b>Net profit ratio (%)</b> (Net profit after tax / Turnover) [Turnover: Revenue from operations]	0.00	0.00
(10) <b>Return on Capital Employed</b> (EBIT/Average Capital Employed) [Capital Employed: Equity share capital + Other equity + Non current borrowings + Current borrowings + Current maturities of long- term debt and lease obligations + Deferred tax liabilities] [EBIT: Profit before taxes +/- Exceptional items + Net finance charges] [Net finance charges: Finance costs - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]	0.79	3.55
(11) <b>Return on investment (%)<sup>@</sup></b> (Net gain/(loss) on sale/fair value changes of mutual funds/Average investment funds in current investments)	0.00	0.00