

VAL/BSE/022/2016-17

November 8, 2017

To
The Listing Department
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.

Subject: Annual Report pursuant to regulation 34 of SEBI(Listing Obligation and Disclosure Requirement) 2015.

Reference: Vaksons Automobiles Limited (Security Code: 539402)


Dear Sir/Ma'am,

Pursuant to regulation 34 of SEBI(LODR) Regulation 2015, Please find enclosed herewith 14th Annual Report of our Company "Vaksons Automobiles Limited" for the Financial Year 2016-2017.

Kindly take above submissions in your records.

Thanking You,

For Vaksons Automobiles Limited


Mahak Bajaj
Company Secretary and Compliance Officer



VAKSONS FORCE

(Vaksons Automobiles Ltd.)

(Formerly known as Vaksons Automobiles Pvt. Ltd.)

(An ISO 9001:2008 certified Company)

Authorised Dealer : SUVs • MUVs • LCVs

Corp. Off.: A-Block, Shubham Gardens Complex, Murthal Road, Sonapat-131 001 (Haryana) INDIA
Telefax : 0130-2218572, 9354833999, 9315033555

Regd. Off.: 105, 1st Floor, Barodia Tower, D Block, Prashant Vihar, New Delhi-110085
E-mail : vakson.force@gmail.com. Website : www.vaksonsautomobiles.in

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Vaksons Automobiles Limited

(Formerly known as "Vaksons Automobiles Private Limited")

CIN: L51502DL2003PLC119052

**Registered Office: 105, 01st Floor, Barodia Tower, Plot No.12, D Block, Central Market
,PrashantVihar, New delhi-110085.**

14th Annual Report

2016-17



VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

CORPORATE INFORMATION

A. COMPOSITION OF BOARD OF DIRECTORS

Name	Designation
Mr. Atul Jain	Chairman and Managing Director
Mr. Satender Kumar Jain	Whole Time Director
Mr. Pankaj Bhai	Independent Director
Mr. Sumeet Alakh	Independent Director
Mr. Mahesh Pandey	Independent Director

B. COMPOSITION OF VARIOUS COMMITTEES

I. Audit Committee

Name of the Member	Designation in Committee
Mr. Pankaj Bhai	Chairman
Mr. Sumeet Alakh	Member
Mr. Mahesh Pandey	Member
Mr. Atul Jain	Member

II. Nomination cum Remuneration Committee

Name	Designation
Mr. Sumeet Alakh	Chairman
Mr. Pankaj Bhai	Member
Mr. Mahesh Pandey	Member

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III. Stakeholder Relationship Committee

Name of the Member	Designation in Committee
Mr.Mahesh Pandey	Chairman
Mr. Pankaj Bhai	Member
Mr.Sumeet Alakh	Member

C. STATUTORY AUDITORS

M/s DNJ & Co.

#111, Times Square Building,

28 BMK Market, Behind Hotel Hive, GT Road, Panipat-132103

D. SECRETARIAL AUDITOR OF THE COMPANY

M/s Amit Sehgal & Associates

Company Secretaries

39, Guru Tegh Bahadur Colony,

Model Town, Panipat-132103 (HR)

PH. 0180-2658539, 9813075050,

Email: amitsehgalcs@gmail.com

E. COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Mahak Bajaj

Contact No. : +91-9971671085

Email: cs@vaksonsautomobiles.in

F. BANKERS OF THE COMPANY

Punjab National Bank

Kundli Branch, Sonipat

G. REGISTRARS AND SHARE TRANSFER AGENTS

Cameo Corporate Services Limited

Subhramanian Building No. 1, Club House Road

Chennai, Tamil Nadu-600002

TEL- 44-28460390/0425

FAX- 44-28460129

E Mail ID: investors@cameoindia.com

Website: www.cameoindia.com

H. LISTING DETAILS

Stock Exchange (where securities of the Company are listed) - Bombay Stock Exchange (SME Platform)

Scrip Code: 539402

ISIN: INE256S01012

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of **Vaksons Automobiles Limited** (formerly known as "Vaksons Automobiles Private Limited") will be held on Thursday, the September 28, 2017 at 3:30 PM. at its registered office at 105, Barodia Tower, Central Market, Plot No. 12, D Block, Prashant Vihar, New Delhi to transact the following business:-

Ordinary Business

1. To consider and adopt the Standalone Financial Statements of the company for the year ending on 31st March 2017 and Director's report and Auditor's report thereon.
2. To consider and adopt the Consolidated Financial Statements of the company for the year ending on 31st March 2017.
3. To ratify the appointment of M/S D N J & Co., Chartered Accountants, Panipat as Statutory Auditor of the Company.

"RESOLVED THAT pursuant to section 139 and other applicable provisions of Companies Act 2013, if any (including any statutory modification or re enactment of the same for the time being in force) read with the rules made thereunder, appointment of M/s DNJ & Co. Chartered Accountants (FRN : 009150N), who were appointed as Statutory Auditor of the Company to hold the office from the conclusion 12th Annual General Meeting till the conclusion of 17th Annual General Meeting be and is hereby ratified for the period commencing from the ensuing Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company at the remuneration as may be decided by the Board of Directors with mutual consent of the Auditors"

4. To appoint a Director in place of Mr. Satender Jain (002734794) liable to retire by rotation in terms of section 152(6) of Companies Act 2013 and being eligible offer himself for reappointment.

By Orders of the Board of Directors

Vaksons Automobiles Limited

(Formerly as "Vaksons Automobiles Private Limited")

Place: New Delhi

Date: 31.08.2017

Sd/-

Atul Jain

Chairman and Managing Director

DIN:00004339

Address: House No: 62,

Sector-15, Sonipat-131001

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members are requested to notify the changes of address if any, to the Company quoting their respective folio nos.
3. Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM
4. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s. 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
5. Members holding shares in physical form are requested to notify any change in their address to the Company/ Cameo Corporate Services Limited, Subramaniam Building No. 1, Club House Road, Chennai , Tamil Nadu-600002. Members holding shares in electronic form are requested to direct change of address notifications and updation of their bank account details to their respective depository participants.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. The Register of Members and Share transfer books of the Company will remain closed from 22.09.2017 to 28.09.2017 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 for the purpose of Annual General Meeting of the company.
8. In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is not required to provide the e-voting facility to shareholders of the Company. Therefore Company is not providing e-voting facility to its shareholders.
9. As per Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has designated email ID of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on the designated email id cs@vaksonsautomobiles.in
10. Members /Proxies are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the Depository. Members who have not registered their e-mail address with the company are requested to submit their request with their valid e-mail address to M/s Cameo Corporate Services Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant.

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14. The Notice of 14th AGM along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
15. Members may also note that the Notice of the 14th AGM and Annual Report 2017 will be available on the company's website, www.vaksonsautoobiles.in, for their download.
16. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to company.

Details of Directors retiring by rotation and proposed to be reappointed pursuant to the regulation 36(3) of SEBI(Listing Obligation and Disclosure Requirements) Regulations 2015.

In terms of Section 152 of the Companies Act, 2013, Mr. Satender Kumar Jain(002734764), Whole Time Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment.

The Board of Directors of the Company recommends his respective reappointment.

Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors interest as stipulated, are as under:

Name of Director	Satender Kumar Jain
DIN	002734764
Date of Birth	30/09/1963
Date of First Appointment	20/12/2014
Experience	Mr. Satender Jain started his career with a jewellery business in the name of Satender Kumar Jain & Saraf and also started business in share trading for a short time. In 2003, when our Company was incorporated, he joined the Company as the CEO, thus lending his experience to our Company. As the Whole Time Director, he is responsible for the daily activities and administration of the Company and also is an integral part of decision making in consultation with the Board.
Qualifications	He has completed Diploma in Pharmacy

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	in the year 1983 from the State Board of Technical Education Haryana.
Directorship in other Companies	-
Chairmanship/Membership of Committees	NIL
Shareholding in the Company	0.08%
Relationship with other Directors	-
No. Of Board Meeting held/Attended	10 Board Meetings
Last Remuneration drawn(Per Annum)	Rs. 1,80,000/-

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DIRECTOR'S REPORT

To
The Members,

Your Directors have pleasure in submitting their 14th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder :

Particulars	31 st March, 2017 (Standalone) (Rs. in Lacs.)	31 st March, 2016 (Standalone) (Rs. In Lacs)	31 st March, 2017 (Consolidated) (Rs. In lacs)	31 st March 2016 (Consolidated)
Revenue from operations	1465.33	1976.89	4398.59	3681.44
Other Income	6.88	6.04	14.77	6.60
Total Revenue	1472.21	1982.93	4413.36	3688.04
Total Expenditure	1460.39	1965.63	4393.28	3664.
Profit before Tax	11.82	17.30	20.08	23.24
Tax Expense:				
Current Tax	5.06	6.67	7.60	8.53
Deferred Tax	11.13	0.12	11.22	0.13
Profit after Tax/Profit available for appropriation	(4.37)	10.51	1.26	14.58
Less: Appropriations				
i. Proposed Dividend	Nil	Nil	NIL	NIL
ii. Dividend Distribution tax	NIL	NIL	NIL	NIL
iii. Transfer to reserves & Surplus	(4.37)	10.51	1.26	14.58
Earning per equity share :				
(1) Basic	(0.07)	0.20	0.02	0.28
(2) Diluted	(0.07)	0.20	0.02	0.28

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

On Standalone front the Company has recorded total turnover of Rs. 1465.33 Lacs which is reduced by Rs 511.56 Lacs from its last year turnover of Rs. 1976.89 and net loss of the Company has been Rs. 4.37 Lacs as against the last year profits of 40.51 Lacs. The turnover of the Company has been decreased due to adverse economic environment and deferment of investment decisions by the customers due to scarcity of resources.

3. PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY COMPANY

Vaksons Metaplast Private Limited, a wholly owned subsidiary engaged in the business of trading of metal and plastic products recorded total turnover of Rs 293,325,878 in current fiscal year as compared to last year turnover of Rs. 170,455,119 and net distributable

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profit for the current year 530,551 as compared to last year profits of Rs.407,857. As these are the starting years of operations, the company is hopeful of better performance in years to come.

The consolidated financial statement of the Company have been prepared by including financial statements of its subsidiaries Company "**Vaksons Metaplast Private Limited**" in accordance with Accounting Standard 21 and the Listing Regulations with the Stock Exchange, wherever applicable.

The statement pursuant to the provisions to Section 129(3) of the Companies Act 2013, containing salient features of the financial statement of the Company's Subsidiaries in Form AOC-1 is given in **Annexure -I**.

4. DIVIDEND

Considering the losses during the year under review, Your Directors have not recommended any dividend

5. SHARE CAPITAL

a. Buy Back Of Securities

The Company has not bought back any of its securities during the year under review.

b. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares

No Bonus Shares were issued during the year under review.

d. Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate as on the date of this report.

8. PARTICULARS OF EMPLOYEES

There was no Employee in the Company drawing remuneration in excess of limit specified under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

VAKSONS AUTOMOBILES LIMITED

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The particulars as required under the provisions of Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. However the Company endeavours to effectively utilize and conserve energy using improved technology in its infrastructure such as lighting and paper usage.

Further during the year under review, there were no foreign exchange earnings and outgo.

10. BUSINESS RISK MANAGEMENT

The Company believes that it has risk management system to assess and monitor risks. The company has its management team which monitors and manages risks by monitoring trends that may have an effect on the economic environment and actively assesses on a routine basis the market value of the Company's loan book. The Company believes it has effective procedures for evaluating and managing the market, operational and other risks to which it is exposed.

11. INTERNAL CONTROL SYSTEM:

Your Company has established a robust system of internal controls to ensure that assets are safeguarded and transactions are appropriately authorized, recorded and reported. The Company's internal control system comprises internal audit carried out by M/s R.S. Gahlyan & Associates, Chartered Accountants, and periodical review by management. The Audit Committee of the Board addresses significant issues raised by both, the Internal Auditors and the Statutory Auditors. The Company believes that the overall internal control system is dynamic and reflects the current requirements at all times, hence ensuring that appropriate procedures and controls, in operating and monitoring practices are in place.

12. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable on our Company.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, no new loan was given, Investment made, Guarantee provided under section 186 of Companies Act 2013.

Corporate Guarantee provided in relation to credit facilities sanctioned by Oriental Bank of Commerce in favour of wholly owned subsidiary of the Company "Vaksons Metaplast Private Limited" of Rs. 7.5 Cr was renewed during the year under review.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All transactions entered with the Related Parties as defined under the Companies Act, 2013 and regulation 23 of the SEBI (listing Obligation & Disclosure Requirements)

VAKSONS AUTOMOBILES LIMITED

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Regulations, 2015 during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013. Thus disclosure in form AOC- 2 is not required.

Related party transactions have been disclosed under the Note 23 of notes forming part of the financial statements in accordance with Accounting Standard 18.

15. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS.

There were no qualifications; reservations or adverse remarks made by the Auditors in their report and the observation of the auditors are self explanatory therefore, in the opinion of the Directors, do not call for any further comments or explanation.

16. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure III** and is attached to this Report.

17. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 10 Board meetings during the financial year under review on:

08.04.2016, 30.05.2016, 01.07.2016, 27.08.2016, 28.09.2016, 27.10.2016, 31.12.2016, 11.02.2017, 09.3.2017, 15.03.2017

The intervening gap between the Meetings was within the period prescribed under section 173 of Companies Act, 2013.

18. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:-

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) 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;

(d) the directors had prepared the annual accounts on a going concern basis; and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. DEPOSITS

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the rules there under are not applicable.

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

20. CHANGE IN COMPOSITION OF BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS.

During the year under review, Mr. Parveen Kumar Jain resigned from his office of Chief Financial Officer of the Company w.e.f July 01, 2016 and Mrs. Deepti Bhadbhade Jain resigned from the directorship of the Company w.e.f. July 08, 2017.

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Mr. Satender Kumar Jain (002734794) is liable to retire by rotation at the ensuing Annual General Meeting of the company, being eligible offer himself or reappointment.

21. DECLARATION OF INDEPENDENT DIRECTORS

Mr. Pankaj Bhai, Mr. Mahesh Pandey, Mr. Sumeet Alakh are the independent Directors of the Company, they have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

22. STATUTORY AUDITORS

M/s. D N J & Co., Chartered Accountants (ICAI Firm Registration No. 009150N), who were appointed as Statutory Auditor of the Company to hold the office as such upto the conclusion of 17th Annual General Meeting of the Company (subject to ratification by the members of the Company at every Annual General Meeting to be held during this period).

It is proposed to ratify the appointment of M/s DNJ & Co. As Statutory Auditor of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of 15th Annual General Meeting of the Company.

23. SECRETARIAL AUDITOR & THEIR REPORT:

During the year under review, Your Company has appointed M/s Amit Sehgal & Associate as Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the Financial Year 2016-17

Pursuant to the provisions of section 204 of the Act and The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Secretarial Audit report of M/s Amit Sehgal & Associates is annexed to this report as "**Annexure-IV**"

24. VIGIL MECHANISM:

Your Company has established the Vigil Mechanism, which is a channel for receiving and redressing of employees complaints. This mechanism covers questionable financial or accounting matters and reporting fraudulent financial information to the shareholders, the government or any other legal authority. This meets the requirement under Section 177(9) and 10 of the Companies Act, 2013.

The detailed policy in relation to this Vigil Mechanism is available in the Company's website www.vaksonsautomobiles.in

25. CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

The Board of directors has approved a Code of Conduct which is applicable to the members of the Board and Senior Management. The code lays down the standard procedure of business conduct which is expected to be followed by the Directors and designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

26. BOARD EVALUATION

Pursuant to the provisions of the Companies Act 2013 and Listing Regulations with the stock exchange peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of the Committees of the Board was conducted. This evaluation was led by the Chairman of Nomination and Remuneration Committee with focus on the performance and effective functioning of the Board. The evaluation process also considered the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

27. REMUNERATION TO DIRECTOR AND EMPLOYEES

Details/Disclosures of ratio of remuneration to each Director to median employee's remuneration as required pursuant to Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and details of remuneration paid to Employees vide Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **Annexure- V**

28. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

29. HUMAN RESOURCES

Your Company treats its "Human Resources" as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

30. ACKNOWLEDGEMENTS

Your Directors wish to place on record their deep appreciation and gratitude for the valuable support received from the Government and regulatory Authorities, Company's Bankers, Financial Institutions, Customers and shareholders/Investors for their continuous support during the year and look forward to similar support and co-operation in future.

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

The Board also acknowledges and appreciates the exemplary efforts and hard work put in by all employees who are part of the Vaksons's family and look forward to their continued support and participation in sustaining the growth of the Company in the coming years.

Date: 30.08.2017
Place: New Delhi

For and on behalf of the Board
Vaksons Automobiles Limited
(Formerly known as "Vaksons
Automobiles Private Limited")

Sd/-
Atul Jain
(Chairman & Managing Director)
DIN: 00004339
Address:H. No. 62, Sector 15,
Sonepat, 131001, Haryana

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Annexure-I Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Vaksons Metaplast Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2016- 31.03.2017
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4.	Share capital (Rs.)	18,370,000.00
5.	Reserves & surplus(Rs.)	938,408
6.	Total Assets (Rs.)	87,510,782
7.	Total Liabilities (Rs.)	68202,374
8.	Investments (Rs.)	-
9.	Turnover (Rs.)	293,325,878.00
10.	Profit before taxation (Rs.)	824,049
11.	Provision for taxation (Rs.)	293498
12.	Profit after taxation (Rs.)	530,551
13.	Proposed Dividend (Rs.)	NIL
14.	% of shareholding	100%(1 Share is held by Mr. Atul Jain)

Part "B": Associates and Joint Ventures

The Company does not have any Associate Company or Joint Venture.

For and on behalf of the Board
Vaksons Automobiles Limited
(Formerly known as "Vaksons Automobiles Limited")

Date: 30.08.2017
Place: New Delhi

Sd/-
Atul Jain
(Chairman & Managing Director)
DIN: 00004339

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Annexure III

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1. CIN	L51502DL2003PLC119052
2. Registration Date	20 th February, 2003
3. Name of the Company	Vaksons Automobiles Limited
4. Category/Sub-category of the Company	Company Limited by Shares and Sub Category Indian Non Government Company
5. Address of the Registered office & contact details	105, 01 st Floor, Barodia Tower, Plot No.12, D Block, Central Market ,PrashantVihar, New delhi-110085.
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited Subramaniam Building , No. 1, Club House Road, Chennai-600 002, Contact No: 91-44-28460390

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Retail Trade of Motor Vehicles (Passenger motor vehicles, ambulances, minibuses etc.)	4510	95.17

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

a) Bodies Corp.	14640 00	0	14640 00	22.27 %	844000	0	844000	12.84	(9.43%)
i) Indian	14640 00	0	14640 00	22.27 %	844000	0	844000	12.84	(9.43%)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	35500 0	49000 0	84500 0	12.85	867000	4900 00	135700 0	12.85	7.79%
i) Individual shareholders holding nominal share capital up to Rs.2 lakh	11000 0	15000	12500 0	1.9%	90000	1500 0	105000	1.6	(0.3%)
ii) Individual shareholders holding nominal share capital in excess of Rs 2lakh	24500 0	47500 0	72000 0	10.95	777000	4750 00	125200 0	19.04	(1.03) %
c) Others (HUF)	20000	0	0	0.3	8000	0	8000	0.12	(018%)
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	4000	0	4000	0.06	0.06%
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	18390 00	49000 0	23290 00	35.42	172300 0	4900 00	223100 0	33.66	(1.76%)

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Total Public Shareholding (B)=(B)(1)+ (B)(2)	2451000	490000	2941000	44.73	2451000	490000	2941000	44.73	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6085300	490000	6575300	100%	6085300	490000	6575300	100%	0

B) Shareholding of Promoter & Promoter Group-

S N	Shareholder's Name	Category	Shareholding at the beginning of the year			Shareholding 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	
1	Atul Jain	Promoter	1705000	25.93	-	1705000	25.93	-	-
2	Vandana Jain	Promoter	952500	14.49	-	952500	14.49	-	-
3.	Shanta Jain	Promoter Group	922000	14.02	-	922000	14.02%	-	-
4.	Shreya Jain	Promoter Group	22000	0.33	-	22000	0.33	-	-
5	Neha Jain	Promoter Group	14000	0.21	-	14000	0.21	-	-

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6	Aditya Jain	Promoter Group	13800	0.21	-	13800	0.21	-	-
7.	Kamal Naini Jain	Promoter Group	5000	0.08	-	5000	0.08%	-	-

C) Change in Promoter & Promoters Group Shareholding (please specify, if there is no change)

No change in the shareholding of Promoter & Promoter Group during the year under review.

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
Aryaman Capital Markets Limited	612000	9.30%	728000	11.07%
Dhani Ram Shankhyain	475000	7.22%	475000	7.22%
Sajankumar Rameshwarlal Bajaj	-	-	324000	4.92%
Optimus Finance Limited	-	-	280000	4.25%
Daisy Distributors Private Limited	280000	4.25%	236000	3.58%
Yogdarshan Commercial Trading Private Limited	-	-	192000	2.92
Sunil Gour	184000	2.79	184000	2.79
Taxus Enterprises Private Limited	236000	3.58%	76000	1.15
Jagdish Dedhia	-	-	48000	0.73

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E) Shareholding of Directors and Key Managerial Personnel:

SN	Particulars Name & Designation:	Shareholding at the beginning of the year		Date	Increase / Decrease	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.	Atul Kumar Jain Managing Director	1705000	40.83%	-	-	-	1705000	25.93%
Balance at the end of Year							1705000	40.84%
2.	Satender Jain Whole Time Director	5000	0.12%	-	-	-	5000	0.08%

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	31 March 2016	31 March 2016	31 March 2016	31 March 2016
	29,819,443	8,418,370	-	38273813

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Change in Indebtedness during the financial year	01 April 15-31 March 16	01 April 15-31 March 16	01 April 15-31 March 16	01 April 15-31 March 16
* Addition	69078	10,318,883	-	10387961
* Reduction	(1036559)	(651404)	-	(1687963)
Net Change	(967481)	9,667,479	-	8699998
Indebtedness at the end of the financial year	31 March 2017	31 March 2017	31 March 2017	31 March 2017
	28,851,962	18,085,849	-	46,937,811

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Atul Jain Managing Director	Satender Kumar Jain Whole Time Director	
1	Gross salary	300,000	1,80,000	480,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000	1,80,000	480,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0

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4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total (A)	3,00,000	1,80,000	4,80,000/-
	Ceiling as per the act (Where effective capital is 5cr and above but less than 100 crores			42,00,000/-

B. REMUNERATION TO OTHER DIRECTORS : NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

MD/MANAGER/WTD-

SN	Particulars of Remuneration	Key Managerial Personnel	
		CS	Total
1	Gross salary	3,00,000	3,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000	3,00,000
	(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	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	3,00,000	3,00,000

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)

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A. COMPANY

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

B. DIRECTORS

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

C. OTHER OFFICERS IN DEFAULT

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By Orders of the Board of Directors
Vaksons Automobiles Limited
(Formerly as "Vaksons Automobiles Private Limited")

Place: New Delhi
Date: 30.08.2017

Sd/-
Atul Jain
Chairman and Managing Director
DIN:00004339
Address: House No: 62, Sector-15, Sonipat-
131001

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Annexure-IV

AMIT SEHGAL & ASSOCIATES

Company Secretaries

39, Guru Tegh Bahadur Colony, Model Town, Panipat-132103 (HR)
PH. 0180-2658539, 9813075050, Email: amitsehgalcs@gmail.com

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2016

[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 Board of Directors
Vaksons Automobiles Limited
105, 01st Floor, Barodia Tower, Plot No. 12, D Block, Central Market
Prashant Vihar, New Delhi-110085

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vaksons Automobiles 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 our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Vaksons Automobiles Limited** ("The Company") for the period ended on March 31, 2017 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company :-
 - (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

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- (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
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- V. Other laws applicable to the Company as per the representations

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with the BSE SME-Stock Exchange

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above except regarding the appointment of CFO in the Company, as per the provisions of section 203(4) of Companies Act 2013 if any office of Key Managerial Personnel of the Company is vacated the resulting vacancy shall be filled up by the board at meeting of Board within a period of 6 months from the date of such vacancy. Mr. Parveen Kumar Jain resigned for the office of Chief Financial Officer of the Company w.e.f. July 01, 2016, as per the said provisions of Companies Act the said vacancy should have been filled by board upto 31st of December 2016 but office of CFO is not filled as on the date of this report.

We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- (a) Maintenance of various statutory registers and documents and making necessary entries therein;
- (b) Closure of the Register of Members.
- (c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- (d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- (e) Notice of Board meetings and Committee meetings of Directors;
- (f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- (g) The 13th Annual General Meeting was held on September 30, 2016.
- (h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- (i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- (j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- (k) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,

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- (l) Appointment and remuneration of Auditors;
- (m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- (n) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- (o) Investment of the Company's funds including investments and loans to others;
- (p) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part I and General Instructions for preparation of the same as prescribed in Schedule VI of the Act;
- (q) Directors' report;
- (r) Contracts, common seal, registered office and publication of name of the Company; and
- (s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

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

The Company has obtained all necessary approvals under the various provisions of the Act; and

There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

We further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

We further report that based on the information received and records maintained 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.

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We further report that the Regional Officer of Haryana State Pollution Board has granted exemption to the Company from obtaining consent to establish and consent to operate vide their letter dated February 01, 2015

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.

There were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, having major bearing on the Company's affairs.

For Amit Sehgal & Associates

Sd/-

CS Amit Sehgal

Membership No.: 5055

CP No. 3652

Place : Panipat

Date : 30.08.2017

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Annexure-V

PARTICULARS OF EMPLOYEES

The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial year and percentage increase in remuneration of each Director as against previous year and also the comparison of remuneration of each such person against the performance of the Company.

Requirement of Rule 5 (1)		Particulars
(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.	Mr. Atul Jain: 5.85 Mr. Satender Kumar Jain : 3.51
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Considering fall in the business of the Company during the current financial year Remuneration of Directors, Key Managerial Personals has not been increased.
(iii)	The percentage increase in the median remuneration of employees in the financial year.	20.23%
(iv)	The number of permanent employees on the rolls of company as on March 31, 2017	The Company 23 permanent employees as on March 31, 2017 Including Managing Director, Whole Time Director, Company Secretary and Compliance Officer
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year is 23.23% However the remuneration of Managerial Personnel has not been increased during the financial year under review.
(vi)	The key parameters for any variable component of remuneration availed by the Directors.	There is no variable component in remuneration of directors.
(vii)	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.	None
(xi)	Affirmation that the remuneration is as per the remuneration policy of the company.	The Company affirms that the remuneration of Directors, Senior Management and Employees is as per the Remuneration Policy of the Company

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“VAKSONS AUTOMOBILES LIMITED” NOMINATION CUM REMUNERATION POLICY

The Board of Directors of VAKSONS AUTOMOBILES LIMITED (“the Company”) constituted the “Nomination and Remuneration Committee” at the Meeting held on February 16, 2015 with immediate effect, consisting of three (3) Non-Executive Directors all of which are Independent Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 52 of the SME Equity Listing Agreement. The Key Objectives of the Committee would be:

To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. To devise a policy on Board diversity To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

Board means Board of Directors of the Company.

Directors mean Directors of the Company.

Key Managerial Personnel means Chief Executive Officer or the Managing Director or the Manager; Whole-time director; Chief Financial Officer; Company Secretary; and such other officer as may be prescribed.

Senior Management means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads. VAKSONS AUTOMOBILES LIMITED Nomination and Remuneration Policy

3. ROLE OF COMMITTEE

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Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

Formulate the criteria for determining qualifications, positive attributes and independence of a director.

Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Policy for appointment and removal of Director, KMP and Senior Management

Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director/Managing Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

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- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. *However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.*
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

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- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or

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Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP

The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

Minimum three (2) members shall constitute a quorum for the Committee meeting.

Membership of the Committee shall be disclosed in the Annual Report.

Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

Chairperson of the Committee shall be an Independent Director.

Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

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8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

Identifying and recommending Directors who are to be put forward for retirement by rotation.

Determining the appropriate size, diversity and composition of the Board;

Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

Delegating any of its powers to one or more of its members or the Secretary of the Committee;

Recommend any necessary changes to the Board; and

Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

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To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

To delegate any of its powers to one or more of its members or the Secretary of the Committee.

To consider any other matters as may be requested by the Board.

Professional indemnity and liability insurance
for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and

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MANAGEMENT'S DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

Our company is an authorised dealer of Light Commercial Vehicles (LCV), Multi-Utility Vehicles (MUV), Small Commercial Vehicles (SCV Vehicles) and spare parts for Force Motors Ltd. We currently operate three different showrooms of Force Motors Ltd., namely at Sonapat, Panipat and Gohana within the state of Haryana. We also operate an in-house service centre / workshop at Sonapat for the servicing and other after-sales needs of our clients. We have over a decade of experience in distributing all types of vehicles on behalf of Force Motors Ltd. including but not limited to Commercial Transporters ("Traveller"), MUV Vehicles ("Trax Cruiser", "Trax School Van", Trax Kargo- King"), Small Commercial Vehicles ("Trump-40" and Trump-15).

Apart from the vehicle dealership business, we have also been involved in trading of vehicle spare parts and utilities of branded as well as generic products forming part of the auto value chain. We have further incorporated a subsidiary company in the name and style of "Vaksons Metaplast Pvt. Ltd." in order to undertake trading in auto parts, HDPE and LDPE polymer, aluminium scrap, and other metal and plastic items on a larger scale with good trading margins. We believe that our experience of selling and servicing vehicles would hold us in good stead with this diversification venture undertaken by the company and also provide for increased financial size. We have over the years developed a philosophy for quality and have also obtained ISO Certification for our Quality Management Systems (ISO 9001:2008). We have also been awarded a "**Certificate of Appreciation**" in February 2015, by Force Motors Ltd. for "Best Dominance in the MUV Market Category".

SEGMENT REVIEW

During FY 2016-17, due to challenging business environment your Company's total sales recorded decline of 25.88. Net Revenue from operations being 146532914 in FY 2017 as against Rs. 197,688,561 in FY 2016.

COMPETITION

We face competition from various local and nationwide dealers of commercial vehicles. Competition emerges from small as well as big players. The organized players in the industry compete with each other by providing high quality, consistent and time bound products and value added services. There are a number of competitors offering products similar to ours. We believe the principal elements of competition in our line of business are easy finance options, consistent & quality products, prompt availability and strong relations with suppliers and vehicle manufacturers. We compete against our competitors by establishing ourselves as a trustworthy agency for our products in the State of Haryana which enables us to provide our clients with products and services at appropriate rates to meet their requirements.

FACTORS AFFECTING OUR RESULT OF OPERATION

The following important factors could cause actual results to differ materially from the expectations include, among others:

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Revenue Generation We earn majority of our revenue from sale of Vehicles which includes Light Commercial Vehicles (LCV), Multi- Utility Vehicles (MUV), Small Commercial Vehicles (SCV Vehicles) and spare parts. Regular income is the only source to create a healthy working of our Company. Our revenues are fixed to the extent of the price of each vehicle as determined respective manufacturers of vehicles and the same is affected by the cash discounts, seasonal offer discounts, etc. required to be given to customers from time to time. We rely on the marketing done by the vehicle manufacturer and suppliers and we market the products locally through pamphlets, mailers, etc. and also offer various EMI schemes.

Our Financial Expenses

Our profitability is significantly impacted by our financial costs. For the fiscal 2016, 2015 and 2014, our financial expenses were Rs. 61.24 Lakhs, Rs. 40.19 lakhs, Rs. 30.04 lakhs,. Our financial growth depends on how well we manage and service our debts.

Our ability to successfully implement its strategy and its growth and expansion plans

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of our strategy and growth and expansion plans could impact our Company's roll out schedules and cause cost and time over runs.

Increasing competition in the industry

Our Company faces competition in the form of other manufacturers of LCVs, MUVs and SCVs and also other dealers of our suppliers, which may force us to reduce the prices, offer various discounts, etc. which may have an effect on our margins.

General economic and business conditions

As a Company with its complete operations in India, we are affected by general economic conditions in the country and in particular economic factors that affect textile industry in India. India's gross domestic product, or GDP, has been and will continue to be of importance in determining our operating results and future growth.

Internal control systems and their adequacy:

Our governance and compliance processes, which include the review of internal control over financial reporting ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized, recorded and reported. It also conducts regular internal audits to test compliance with the statutory requirements. Audits are led by professional audit managers and supported by experienced personnel drawn from across the organization. Audit results are used by management to create detailed action plans where the businesses have not yet achieved full compliance with the requirements. Key findings are reported to senior management and summary reports are considered by the Audit Committee of the Board. The nature of the industries in which the company operates means that many of its activities are highly regulated by health, safety and environmental norms while maintaining operational integrity.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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The Company recorded total revenue of Rs. 146,532,914 during the year under review as against Rs. 197,688,561 in the previous year thereby recorded decline of 25.88%. The turnover of the Company was less than the preceding year mainly due to adverse economic environment and deferment of investment decisions by the customers due to scarcity of finances therefore company recorded loss for the year ended 31st March, 2017 Rs. 437,303 as against the profit of Rs. 1,051,623 in the previous year.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company firmly believes that motivated and empowered employees are the cornerstone of competitive advantage. The Company's employee value proposition is based on a strong focus on employee development, providing a satisfying work environment, performance appraisal and counseling and appropriate empowerment. The Company continues to maintain and enjoy a cordial relationship with its employees, providing positive environment to improve efficiency with regular investments in upgrading the knowledge and skills of the employees

GROWTH STRATEGIES INITIATIVES-

- **Reduction of operational costs and achieving efficiency**
As a part of our growth strategies we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. Our focus has been to reduce the operational costs to gain competitive edge.
- **To build-up a professional organization**
We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks, financial institutions etc. We have a blend of the experience and the sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business.
We wish to make it more sound and strong in times to come.
- **Focus on cordial relationship with our Suppliers, Customer and employees**
We believe that developing and maintaining long term sustainable relationships with our suppliers, customers and employees will help us in achieving the organizational goals, increasing sales and entering into new markets.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

**For and on behalf of the Board
Vaksons Automobiles Limited**
(Formerly known as "Vaksons
Automobiles Limited")

**Date: 30.08.2017
Place: New Delhi**

**Sd/-
Atul Jain
(Chairman & Managing Director)
DIN: 00004339
Address:H. No. 62, Sector 15,
Sonapat, 131001, Haryana**

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MANAGING DIRECTOR CERTIFICATE:

To,
The Board of Directors,
Vaksons Automobiles Limited,
New Delhi

I undersigned in my capacity in Vaksons Automobiles Limited (formerly known as Vaksons Automobiles Private Limited) hereby certify that:

a) We have reviewed financial Statements and cash flow Statement for the Financial Year ended March 31, 2017 and that to the best of my knowledge and belief:\

i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) These statements together present a true and fair view of the Company affairs are in compliance with the existing accounting standards, applicable laws and regulations.

b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We are responsible for establishing and maintaining internal control for financial reporting and that we have evaluate the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors of and the Audit committee, deficiencies in the design or operation of such controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiency.

d) We have indicated to the Auditors and Audit committee that;

i) There have been no significant changes in internal control over financial reporting during the year;

ii) There have been no significant changes in accounting policies during the year and;

iii) There have been no instance of significant fraud of which I have become aware and the involvement therein, if any, of the management or employee having significant role in the company's internal control system over financial reporting.

Sd/-

Atul Jain

Chairman and Managing Director

DIN: 00004339

Address: House No. 62, Sector-15, Sonipat-131001

Date: 30.08.2017

Place: New Delhi

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CORPORATE GOVERNANCE REPORT

Your Directors have pleasure in presenting the Corporate Governance Report for the year ended 31st March, 2017.

COMPANY PHILOSOPHY ON CODE OF GOVERNANCE:

Your company believes that good Corporate Governance enhances the confidence of investors and helps in meeting the needs and aspirations of its shareholders. Your company is committed to continuing the high values and traditions in transparent functioning of the organization.

BOARD OF DIRECTORS

The company's policy is to maintain optimum combination of Executive and Non-Executive Directors. On March 31, 2017, our Company has six (6) Directors consisting of, one (1) Chairman and Managing Director, one (1) Whole Time Director, one (1) Non-Executive Director and three (3) Non-Executive Independent Directors. None of the Directors hold directorship in more than 20 public limited Companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

Composition of Board

Sr. No.	Name of Director	Category of Director	No. of Directorship		No. of Committees of which the person is member of Chairman	
			Public	Private	Member	Chairman
1.	Atul Jain	Chairman and Managing Director	1	2	1	-
2.	Satender Kumar Jain	Whole Time Director	-	-	-	-
3.	Deepthi Bhadbhade Jain	Non Executive Director	-	1	-	-
4.	Mahesh Pandey	Non Executive Independent Director	-	-	2	1
5.	Pankaj Bhai	Non Executive Independent Director	-	2	2	1
6.	Sumeet Alakh	Non Executive Independent Director	-	1	2	1

DIRECTORS 's Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships/ Chairmanships of Board Committees and their shareholding in the company are provided below:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Satender Kumar Jain (DIN: 02734794) will retire by rotation at the ensuing Annual General Meeting, and, being eligible, offers himself for reappointment.

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Mr Atul Jain, is the Chairman and Managing Director of our Company. He has completed his degree in Bachelors of Commerce in the year 1988 from Maharshi Dayanand University and started his career with a family business of Brick Kilns, Trading of Coal and Mining of Silica Sand. He has also run various other businesses like real estate, event management, hospitality, pharmaceuticals etc. In 2003, he acquired the dealership of Force Motor and incorporated our Company. He has proved himself as an entrepreneur and also runs business in pharmaceutical sector under our Group Companies. He is responsible of the overall growth and development of our Company and for taking all key decisions in consultation with the Board. He was appointed as the Chairman and Managing Director of the Company on December 20, 2014.

Mr. Satender Kumar Jain, is the Whole Time Director of our Company. He has completed Diploma in Pharmacy in the year 1983 from the State Board of Technical Education Haryana. He started his career with a jewellery business in the name of Satender Kumar Jain & Saraf and also started business in share trading for a short time. In 2003, when our Company was incorporated, he joined the Company as the CEO, thus lending his experience to our Company. As the Whole Time Director, he is responsible for the daily activities and administration of the Company and also is an integral part of decision making in consultation with the Board. He was re-appointed as Whole Time Director of the Company on December 20, 2014.

Mr. Pankaj Bhai, is a Non-Executive Independent Director of our Company. He has completed his Bachelors in Commerce in the year 1994 from Delhi University. He started his career with Vogue Textiles Limited as a merchandiser and over the next 20 years, he has gained experience in the textile industry working with various entities like Raj Overseas, Vintage Home Fashions and Sabara International Limited (VP – Sales), among others. As an Independent Director he is responsible for providing his expertise & inputs and for ensuring the board adheres to the required corporate governance requirements. He is currently a Director in Pari Creations Private Limited and Nadia Wovens Private Limited. He was appointed on our board on November 30, 2014.

Mr. Mahesh Pandey, is a Non-Executive Independent Director of our Company. He has completed his Bachelors of Technology (Civil Engineering) Degree in the year 1981 from Kanpur University and has over 33 years of experience in construction / infrastructure industry. He has been part of and headed the Project Management team in various companies like ACT Iraq, API Ansals, Punj Lloyd Ltd., DS Construction Ltd. and IL&FS Engineering and Construction Company Ltd. As an Independent Director he is responsible for ensuring the board adheres to the required corporate governance requirements. He was appointed on our board on February 17, 2015.

Mr. Sumeet Alakh aged 43 years, is a Non-Executive Independent Director of our Company. He has completed his degree in Masters in Business Administration (Marketing) in the year 1997 from University of Pune. He has amassed over 16 years experience in Sales, Public Relation, Corporate Communications, Contract Management and Marketing & Business Development. He started his career with Tata Finance Limited and went on to work with companies like Aviva Life Insurance, Bajaj Allianz Life Insurance and Shriram Life Insurance Company. He later joined Ancalima

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Lifesciences Ltd. as the VP – Sales & Marketing and is currently working as the Head – Business Development CAF India (P) Ltd. As an Independent Director he is responsible for providing his expertise & inputs and for ensuring the board adheres to the required corporate governance requirements. He was appointed on our board on December 20, 2014.

BOARD MEETINGS

The Company had 10 Board meetings during the financial year under review on:

Sr. No.	Date of the Meeting
1.	08.04.2016
2.	30.05.2016
3.	01.07.2016
4.	27.08.2016
5.	28.09.2016
6.	27.10.2016
7.	31.12.2016
8.	11.02.2017
9.	09.03.2017
10.	15.03.2017

The intervening gap between the Meetings was within the period prescribed under section 173 of Companies Act, 2013.

Sr. No.	Name of Director	Category of Director	No. of Meeting Attended during the year	Whether Last AGM Attended or not
1	Mr. Atul Jain	Chairman and Managing Director	10	Yes
2.	Mr. Satender Kumar Jain	Whole Time Director	10	Yes
3.	Mr. Deepti Bhadbhade	Non executive Director	9	Yes
4.	Mr. Pankaj Bhai	Independent Director	7	No
5.	Mr. Mahesh Pandey	Independent Director	9	Yes
6.	Mr. Sumeet Alakh	Independent Director	9	Yes

COMPOSITION OF COMMITTEES

The company has following committees of Board namely:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Remuneration Committee

I. Audit Committee

The Audit Committee comprises of:

Name of the Member

Mr. Pankaj Bhai
Mr. Mahesh Pandey
Mr. Sumeet Alakh
Mr. Atul Jain

Designation in Committee

Chairman
Member
Member
Member

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The scope of Audit Committee includes but not restricted to the following:

1. Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

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The committee met 7 times during the Financial Year under review and all its recommendations were accepted by the Board.

Attendance of Members in Audit Committee Meetings

Name of the Director	Designation	Meeting Held during the year	Meeting Attended during the year
Mr. Pankaj Bhai	Chairman	7	4
Mr. Mahesh Pandey	Member	7	6
Mr. Sumeet Alakh	Member	7	6
Mr. Atul Jain	Member	7	7

II. Stakeholder's Relationship Committee

The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Designation in Committee
Mr. Mahesh Pandey	Chairman
Mr. Pankaj Bhai	Member
Mr. Sumeet Alakh	Member

This committee address all grievances of Shareholders/Investors and its terms of reference include the following:

- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

Meeting and Attendance:

During the year 2016-17, Stakeholder's Relationship Committee met four times on April 08, 2016 July 07, 2017 October 12, 2016 and January 17, 2017.

The maximum gap between two meetings was not more than 120 days.

The necessary quorum was present for all Meetings.

The details of attendance of the Shareholder's / Investors Grievance Committee Meeting during the Financial Year 2016/17 are as follows:

Name of the Director	Status in the Committee	Nature of Directorship	No. of Meeting Attended
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Mahesh Pandey	Chairman	Independent Directors	4 out of 4 Meetings
Pankaj Bhai	Member	Independent Directors	3 out of 4 Meetings
Sumeet Alakh	Member	Independent Directors	3 out of 4 Meetings

III. NOMINATION CUM REMUNERATION COMMITTEE

The Nomination cum Remuneration Committee comprise of

Name of the Member	Designation in Committee
Mr. Sumeet Alakh	Chairman
Mr. Pankaj Bhai	Member
Mr. Mahesh Pandey	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- a) Meetings of the committee shall be held whenever pertaining to the remuneration payable including any revision in the remuneration payable to executives/non-executives Directors is to be made;
- b) To recommend the Board, remuneration package of the Company's Directors;
- c) All information about the Directors/Managing Directors/Whole Time Directors i.e. background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to the shareholders;
- d) The committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 and other applicable provisions of the Act, while recommending remuneration of managing directors/whole time directors;
- e) While recommending the remuneration, the Committee shall take into account the Financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee
- f) Specific disclosures on the remuneration of the directors shall be made in the Section of the Cooperate Governance of the annual report

Committee had 1 meeting during the year under review and all the members of the committee were present in that meeting.

The Company follows a policy on Remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board.

Meeting and Attendance

During the year 2016-17, Nomination and Remuneration Committee met one time on March 15, 2017.

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The necessary quorum was present for the Meeting.

The details of attendance of the Nomination cum Remuneration Committee Meeting during the Financial Year 2016/17 are as follows:

Name of Director	Designation	Meeting Held during the year	Meeting Attended during the year
Mr. Sumeet Alakh	Chairman	1	1
Mr. Mahesh Pandey	Member	1	1
Mr. Pankaj Bhai	Member	1	1

BORROWING POWERS OF OUR BOARD OF DIRECTORS

Our Company at its Extra-Ordinary General Meeting held on December 10, 2014 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 100 crores (Rupees Hundred Crores).

REMUNERATION OF DIRECTORS

Atul Jain, Managing Director The compensation package payable to him as resolved in the shareholders meeting held on December 20, 2014 is stated hereunder:

Salary, allowances and Perquisites: ₹ 3,00,000 per annum (inclusive of all benefits)

Bonus: Nil

Commission: Subject to overall limit laid down in Section 197 of the Companies Act, 2013, such percentage of the net profit of the company as may be decided by the Board of Directors for each financial year.

Satender Kumar Jain, Whole-Time Director The compensation package payable to him as resolved in the shareholders meeting held on December 20, 2014, is stated hereunder:

Salary, allowances and Perquisites: ₹ 1,80,000 per annum (inclusive of all benefits)

Bonus: Nil

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Commission: Subject to overall limit laid down in Section 197 of the Companies Act, 2013, such percentage of the net profit of the company as may be decided by the Board of Directors for each financial year. □

Compensation of Non-Executive Directors The Board of Directors have accorded their approval for payment of sitting fee, in their meeting held on February 16, 2015, whereby the Non-Executive Independent Directors of our Company would be entitled to a sitting fee of Rs. 2500, for attending every meeting of Board or its committee thereof.

Details of Remunerations to all the Directors and Key Managerial Personnel of the Company during the Financial Year 2016-17

Name of the Director	Salary, allowances, perquisites, and other benefits	Commission	Stock Options	Pension	Sitting Fees	Total
Mr. Atul Jain Chairman and Managing Director	Rs. 3,00,000	-	-	-	-	Rs. 3,00,000
Mr. Satender Kumar Jain Whole Time Director	Rs. 1,80,000	-	-	-	-	Rs. 1,80,000
Ms. Deepthi Bhadbhade Jain Non Executive Director	-	-	-	-	-	-
Mr. Pankaj Bhai Independent Director	-	-	-	-	-	-
Mr. Sumeet Alakh Independent Director	-	-	-	-	-	-
Mr. Mahesh Pandey Independent Director	-	-	-	-	-	-
Ms. Mahak Bajaj Company Secretary	Rs. 3,00,000	-	-	-	-	Rs. 3,00,000
Mr. Praveen Kumar Jain Chief Financial	-	-	-	-	-	-

VAKSONS AUTOMOBILES LIMITED

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Officer						
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EQUITY SHAREHOLDING OF THE DIRECTORS IN THE COMPANY AS ON 31ST MARCH, 2017:

Sr. No.	Name of the Director	No. of Shares Held	% of Shareholding
1.	Atul Kumar Jain	1705000	25.93%
2.	Satender Kumar Jain	5000	0.07%
3.	Deepti Bhadbhade Jain	25000	0.38%
4.	Pankaj Bhai	-	-
5.	Sumeet Alakh	-	-
6.	Mahesh Pandey	-	-

BOARD PROCEDURES:

The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required.

Matters discussed at Board Meeting generally relate to Company's performance, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

PERFORMANCE EVALUATION:

In compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (LODR) Regulations, 2015, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

INDEPENDENT DIRECTORS' MEETING:

In Compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Regulations) Requirement, 2015; the Independent Directors Meeting of the Company was held on March 15, 2017.

Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors and

VAKSONS AUTOMOBILES LIMITED

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assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Attendance of Independent Director in Independent Directors Meeting

Name of the Independent Director	Meeting Held during the year	Meeting Attended during the year
Mr. Pankaj Bhai	1	1
Mr. Mahesh Pandey	1	1
Mr. Sumeet Alakh	1	1

DISCLOSURES:

1. None of the transactions with any of related parties were in conflict with the Company's interest. All related party transactions are negotiated on arm's length basis and are intended to further the Company's interests.
2. There were no instances of non-compliances or penalty imposed on the company by Stock Exchanges or SEBI or any other statutory authority or any matter related to capital markets, during the last three years.
3. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
4. The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the same is posted on the website of the Company.
5. The Company is complying with all mandatory requirements of SEBI (Listing and Disclosure Requirements), Regulation, 2015.

Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide.

Registrar and Share transfer agent

The Company has appointed Cameo Corporate Services Limited Subhramanian Building No. 1, Club House Road Chennai, Tamil Nadu-60000 as Share Transfer Agent

Market Price Data

BSE SME			
Month	High	Low	Volume (Nos)
April, 2016	26.90	23.70	2,64,000
May, 2016	26.90	25.00	7,04,000
June, 2016	26.75	25.00	2,28,000

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July, 2016	26.40	25.00	4,32,000
August, 2016	29.20	26.45	2,88,000
September, 2016	29.20	28.00	96,000
October, 2016	29.25	28.00	1,28,000
November, 2016	30.10	27.75	24,000
December, 2016	26.75	26.75	44,000
January, 2017	28.80	28.80	4,000
March, 2017	25.00	22.75	8000

Performance of the Company vis-à-vis BSE Sensex during the Year 2016-17

Month	Company Stock	BSE Sensex
April, 2016	26.90	26100.54
May, 2016	26.90	26837.20
June, 2016	26.75	27105.41
July, 2016	26.40	28240.20
August, 2016	29.20	28532.25
September, 2016	29.20	29077.38
October, 2016	29.25	28477.65
November 2016	30.10	28029.80
December 2016	26.75	26803.76
January 2017	28.80	27980.39
February, 2017	25.00	26065.31
March, 2017	26.90	29824.62

Disclosures

a) Related Party Transaction

The company has no material significant transaction with its related parties which may have potential conflict with the interest of the Company at large. The details of the transaction with the company and related parties are given for information under notes to the Accounts.

b) Statutory compliances, penalties and Strictures

The company has complied with the statutory compliances and there is no penalty or strictures are imposed on the company by the Stock Exchange or Securities Exchange Board of India, any other statutory authority on any matter related to the capital market during the last year.

c) Whistle Blower Policy

Pursuant to section 177(9) and (10) of Companies Act, 2013 and Regulation 22 SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated

Whistle Blower Policy/Vigil Mechanism for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

d) Disclosure of Accounting Treatment In the preparation of the Financial Statement,

The Company has followed the Accounting Standards referred to in section 133 of the Companies Act, 2013. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

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e) Non-mandatory requirements

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

f) Risk Management

Business risk evaluation and management is ongoing process within the Company. The Assessment is periodically examined by the Board.

g) Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

Company is exposed to foreign exchange risk on account of import and export transactions entered into. The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity hedging activities is not required

STATUS OF COMPLAINTS RECEIVED, RESOLVED, PENDING FOR THE PERIOD ENDED ON MARCH 31, 2017.

Number of shareholder's Complaints received during the year	NIL
Number of Compliants resolved during the year	NIL
Number of Complaints pending at the end of the year	NIL

General Body Meetings

Particulars of Last three Annual General Meetings

Year	Date	Time	Place of Meeting	No. of Special Resolution Passed
2015-16	30.09.2016	3:30 PM	Registered Office	No Special resolution passed
2014-15	28.08.2015	11:00 AM	Registered Office	No Special resolution passed
2013-14	30.09.2014	11:00 AM	Registered Office	1. Conversion of Private Limited Company into a public limited company

During the year under review, no extra ordinary general meeting of members of the company was held.

Annual General Meeting for the Financial Year 2016-17

Day & Date	Thursday, September 28, 2017
Time	3:30 PM
Venue	105, 01 st Floor, Barodia Tower, Plot No. 12, D Block, Central Market, Prashant Vihar, New Delhi-110085
Book Closure Date	September 22, 2017- September 28, 2017 (both days inclusive)

Share Transfer

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The Board of Directors have delegated powers to the Registrar and Share Transfer Agents for effecting share transfers, splits, consolidation, sub-division, issue of duplicate share certificates, rematerialization and dematerialization etc., as and when such requests are received. Shares held in dematerialized form are traded electronically in the Depositories.

As at March 31, 2017 no equity shares were pending for transfer.

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities.

Reconciliation of Share Audit Report

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the Securities and Exchange Board of India (SEBI) requirements. The audit reports for the financial year under report have been filed with the stock exchanges within one month of the end of each quarter.

Dematerialization of Shares

The shares of the Company are in demat form and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL).

As on 31st March 2017, 1819800 equity shares of the Company forming 27.68% of the share capital of the Company are held in electronic form through CDSL and 4265500 equity shares of Company forming 64.87% of the share capital of the Company are held in electronic form through NSDL

Means of communication

The board of Directors approves and takes on the record half yearly and annual financial results entered into the Performa prescribed under the listing agreement entered with the Stock exchange where the shares of the company are listed. These results are promptly submitted to the stock exchanges. These results are also displayed on Company's website www.vaksonsautomobiles.in. The company's website www.vaksonsautomobiles.in provides separate section for investors where relevant shareholder information is available. The Annual Reports of the Company are available on the website in a user friendly and downloadable form.

Annual Report is circulated to the members. The management discussion and Analysis Report and Corporate Governance Report are the part of Annual report.

The Company has appointed Cameo Corporate Services Limited as Registrar and share transfer agent who are also authorized to taking care of investor's complaints.

DECLARATION

Compliance with the code of Business conduct and ethics

VAKSONS AUTOMOBILES LIMITED

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I Atul Jain, Chairman & Managing Director of the Company hereby confirm as per Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 that all the Board Members and Senior Management Personnel have affirmed with the code of conduct of the Financial Year ended March 31, 2017.

**For Vaksos Automobiles Limited
(Formerly known as "Vaksos Automobiles private Limited")**

Sd/-

Atul Jain

Chairman and Managing Director

DIN: 00004339

Address: Hous No. 62, Sector-15, Sonipat-131001

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052



M/s DNJ & Co..

Chartered Accountants
#111, Times Square 28, BMK Market,
G. T. Road, Panipat (West) - 132103
Tel No.: 0180 – 2646239

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF VAKSONS AUTOMOBILES LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying Standalone financial statements of VAKSONS AUTOMOBILES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements")

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

VAKSONS AUTOMOBILES LIMITED

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

OPINION

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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 including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules issued thereunder.
 - e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Act;

VAKSONS AUTOMOBILES LIMITED

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f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements..
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.; and
- iv. The Company has provided requisite disclosures in the standalone Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DNJ & Co.
Chartered Accountants
(Registration No.: 009150N)

CA Nipun Jain
Partner
M.No . :087820

Place: PANIPAT
Date: 30.05.2017

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052



M/s DNJ & Co..

Chartered Accountants
#111, Times Square 28, BMK Market,
G. T. Road, Panipat (West) - 132103
Tel No.: 0180 – 2646239

“ANNEXURE A”

TO THE INDEPENDENT AUDITORS' REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF VAKSONS AUTOMOBILES LIMITED
(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUBSECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of VAKSONS AUTOMOBILES LIMITED (“the Company”) as of 31st March, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial

VAKSONS AUTOMOBILES LIMITED

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reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For DNJ & Co.
Chartered Accountants
(Registration No.: 009150N)

CA Nipun Jain
Partner
M.No . :087820

Place: PANIPAT
Date: 30.05.2017

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052



M/s DNJ & Co..

Chartered Accountants
#111, Times Square 28, BMK Market,
G. T. Road, Panipat (West) - 132103
Tel No.: 0180 – 2646239

ANNEXURE "B"

TO THE INDEPENDENT AUDITORS' REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF VAKSONS AUTOMOBILES LIMITED

(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

i. In respect of its fixed assets:

a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

c) As per the information and explanations provided to us, title deeds of immovable properties are generally in the name of the Company except in case of land purchase by entities in 2014-15, the registration is pending, aggregating Rs. 460 Lacs

ii. In our opinion the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.

iii. In respect of the loans, secured or unsecured, granted by the Company to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:

a) In our opinion and according to the information given to us, the terms and conditions of the loans given by the Company are prima facie, not prejudicial to the interest of the Company.

b) The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and /or receipts of interest have been regular as per stipulations.

c) There are no overdue amounts as at the year-end in respect of both principal and interest.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies

VAKSONS AUTOMOBILES LIMITED

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Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the Order is not applicable to the Company.

vi. According to the information and explanations given to us, the cost audit is not applicable on Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the Order is not applicable to the Company.

vii. In respect of statutory dues:

a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date of becoming payable.

b) There is dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax as on March 31, 2017.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and Government and dues to debenture holders.

ix. In our opinion and according to the information and explanations given to us, monies raised by way of debt instruments and the term loans during the year have been applied by the Company for the purposes for which they were raised.

x. In our opinion and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the standalone Ind AS financial statements etc. as required by the applicable accounting standards.

xiv. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of Paragraph 3 of the Order is not applicable to the Company.

VAKSONS AUTOMOBILES LIMITED

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xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company

xvi. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

**For DNJ & Co.
Chartered Accountants
(Registration No.: 009150N)**

**CA Nipun Jain
Partner
M.No . :087820**

**Place: PANIPAT
Date: 30.05.2017**

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Standalone Balance Sheet as at March 31, 2017

	Note	As at 31st March, 2017	As at 31st March, 2016
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Fund			
Share Capital	1	65,753,000	65,753,000
Reserves & Surplus	2	63,148,974	63,586,277
		128,901,974	129,339,277
Non-Current Liabilities			
Long - Term Borrowings	3	19,717,688	10,401,125
Deferred Tax Liability		851,746	-
		20,569,434	10,401,125
Current Liabilities			
Short Term Borrowings	4	27,220,123	27,836,688
Trade Payables	5	36,360,851	44,313,570
Other Current Liabilities	6	6,362,062	3,743,674
Short Term Provisions	7	506,419	667,136
		70,449,456	76,561,068
TOTAL		219,920,863	216,301,470
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	8	58,992,937	60,781,110
Non-Current Investment	9	28,134,046	28,144,657
Long Term Loans & Advances	10	19,864,226	23,538,358
Deferred Tax Assets		-	261,697
Current Assets			
Inventories		67,708,440	61,729,976
Trade Receivables	11	44,304,643	41,351,700
Cash and Cash Equivalent	12	91,6571	128,286
Other Current Assets	13	-	365,686
Signification Accounting Policies			
Notes On Financial Statement	1 to 21		
As per Our Report of even date			

For D N J & CO.

Chartered Accountants
(FRN :009150N)

Nipun Jain (FCA)
Partner
M. No. : 087820

Place: Panipat
Date: 30.05.2017

For Vaksons Automobiles Ltd.

Atul Jain
Chairman and Managing
Director
DIN: 00004339
Address: H. No. 62,
Sector-15, Sonipat-131001

Satender Kumar Jain
Whole Time Director
DIN: 02734794
Address:

Mahak Bajaj
Company Secretary and
Compliance Officer
M. No. : ACS36844

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Standalone Statement of Profit and loss for the year ended on March 31, 2017

Particulars	Note	2016-17	2015-16
INCOME			
Revenue from operations	14	146,532,914	197,688,561
Other Income	15	688,026	604,371
Total Revenue		147,220,940	198,292,932
EXPENSES			
Purchase Stock In Trade	16	136,503,145	209,118,869
Changes in inventories of Stock-in-Trade	17	(5,978,464)	(27,896,082)
Employee benefit expenses	18	2,766,232	2,889,054
Finance costs	19	6,585,842	6,124,641
Depreciation and amortisation expense	8	1,999,373	2,506,991
Other expenses	20	4,162,252	3,818,836
Total Expenses		146,038,380	196,562,309
Profit Before Taxes		1,182,560	1,730,623
Tax Expense :			
Current Tax		506,420	667,137
Deferred Tax		1,113,443	11,863
Profit for the year		(437,303)	1,051,623
Earning per equity share :			
(1) Basic		(0.07)	0.20
(2) Diluted		(0.07)	0.20
Signification Accounting Policies			
Notes On Financial Statement	1 to21		
As per Our Report of even date			

For D N J & CO.
Chartered Accountants
(FRN :009150N)

Sd/-
Nipun Jain (FCA)
Partner
M. No. : 087820

Place: Panipat
Date: 30.05.2017

For Vaksons Automobiles Ltd.

Sd/-
Atul Jain
Chairman and Managing Director
DIN: 00004339
Address: H. No. 62, Sector-15,
Sonipat-131001

Sd/-
Mahak Bajaj
Company Secretary and
Compliance Officer
M. No. : ACS36844

Sd/-
Satender Kumar
Jain
Whole Time
Director
DIN: 02734794
Address:

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

CASH FLOW STATEMENT FOR THE YEAR ENDING ON MARCH 31, 2017

-	-	2016-17	2015-16
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before tax	1,182,560	1,730,623
	Adjustment for:		
	Add: Depreciation	1,999,373	2,506,991
	Add: Interest & Finance Charges	6,585,842	6,124,641
	Less: Interest Income	(670,671)	(472,955)
	Operating Profit before Working capital Changes	9,097,104	9,889,300
	Adjustment for:		
	Decrease (Increase) in Trade & Other Receivables	(2,952,943)	(23,330,312)
	Decrease (Increase) in Non Current Investment	10,611	(24,411,600)
	Decrease (Increase) in Stock In Trade	(5,978,464)	(27,896,082)
	Decrease (Increase) in Loan & Advance	4,039,818	(19,587,602)
	Increase (Decrease) in Current Liabilities	(5,334,331)	25,635,229
	Net Changes In Working Capital	(10,215,309)	(69,590,367)
	Cash Generated From Operations	(1,118,205)	(59,701,067)
	Taxes	667,138	1,004,815
	Net Cash Flow From Operating activities	(1,785,343)	(60,705,882)
B:	CASH FLOW FROM INVESTING ACTIVITIES		
	Sale/(Purchase) Of Fixed Assets	(211,200)	(3,982,761)
	Interest Received	670,671	472,955
	Net Cash Flow From Investing activities	459,471	(3,509,806)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase/ (Repayment) Of Share Capital	-	24,000,000
	Increase/ (Repayment) Of Share Premium	-	38,400,000
	Interest & Finance Charges	(6,585,842)	(6,124,641)
	Increase/ (Repayment) Of Long Term Loan	9,316,563	(1,068,124)
	Increase/ (Repayment) Of Short Term Loan	(616,565)	7,503,467
	Net Cash Flow From Financing activities	2,114,156	62,710,702
	Net Increase /Decrease In cash & Cash Equivalents	788,284	(1,504,986)
	Cash & Cash equivalents at the beginning of the Year	128,287	1,633,273
	Cash & Cash equivalents at the end of the Year	916,571	128,287

For D N J & CO.
Chartered Accountants
(FRN :009150N)

For Vaksans Automobiles Ltd.

Sd/-
Nipun Jain (FCA)
Partner
M. No. : 087820

Place: Panipat
Date: 30.05.2017

Sd/-
Atul Jain
Chairman and Managing Director
DIN: 00004339
Address: H. No. 62, Sector-15, Sonipat-131001
Sd/-
Mahak Bajaj
Company Secretary and Compliance Officer
M. No. : ACS36844

Sd/-
Satender Kumar Jain
Whole Time Director
DIN: 02734794
Address:

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Notes on Financial Statement for the Year ended 31st March,2017

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

SHARE CAPITAL	As at 31st March 2017	As at 31st March 2016
A. Authorised Equity Share Capital		
75,00,000(75,00,000) Equity shares of Rs. 10/- each,	75,000,000	75,000,000
	75,000,000	75,000,000
B. Issued, Subscribed & Paid Up Equity Share Capital		
65,75,300 (41,75,300)Equity shares of Rs. 10/- each, Fully Paid Up	65,753,000	65,753,000
Total	65,753,000	65,753,000

C. Reconciliation Of Number & Amount of Shares

Particulars	March 31, 2017		March 31, 2016	
	No of Shares	Amount	No of Shares	Amount
Opening Balance - Equity Share Capital	6,575,300	65,753,000	4,175,300	41,753,000
Add: Fresh Issue	-	-	2,400,000	24,000,000
Closing Balance	6,575,300	65,753,000	6,575,300	65,753,000

D. Terms of Share Capital Equity Share

The Company has only one class of equity share having a per value of Rs. 10per Share. Each Shareholder is entitled to one vote per in the event of liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. However no such preferential amount exist currently. The distribution will be in proportion to the number of equity share held by the shareholder of the company.

E. Details Of Shares Held By Each Shareholder Holding More Than 5% Shares In The Company

Name of the Shareholder	March 31, 2017		March 31, 2016	
	No of Shares	%	No of Shares	%
Atul Jain	1,705,000	25.93%	1,705,000	25.93%
Vandana Jain	952,500	14.49%	952,500	14.49%
Shanta Jain	922,000	14.02%	922,000	14.02%
Dhani Ram Shankhyan	475,000	7.22%	475,000	7.22%

F. Information regarding issue of shares in the five Years

- The Company has not issued any shares without payment being received in cash.
- There has been no issue of bonus shares.
- The Company has not undertaken any buy-back of shares

VAKSONS AUTOMOBILES LIMITED

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RESERVES & SURPLUS	March 31, 2017	March 31, 2016
Securities premium account		
As per Last Balance Sheet	59,440,960	21,040,960.0
Add : Premium on shares issued during the year	-	38,400,000
Closing Balance	59,440,960	59,440,960
Profit and Loss Account		
As per Last Balance Sheet	4,145,317	3,190,507
Add: Net profit as per profit & loss account	(437,303)	1,051,623
Less: Income Tax Provision of March 31, 2015	-	(96,813)
Closing Balance	3,708,014	4,145,317
Grand Total	63,148,974	63,586,277

3	LONG TERM BORROWINGS	March 31, 2017	March 31, 2016
	Term Loan		
	From Bank Secured		
	HDFC Auto loan	1,631,839	1,982,755
	Unsecured		
	ODIP From PNB	10,318,883	
	HDB Financial Service	7,766,966	8,418,370
	Total	19,717,688	10,401,125
	<p>i) The term loan is due for repayment from the monthly ending 7th December, 2014 to Month ending 7th November, 2021, along with interest at the rate of 10% p.a. The loan is secured by a first charge over Company's mercedes Car.</p> <p>ii) The term loan is due for repayment from the monthly ending 8th April, 2015 to Month ending 8th March, 2025, along with interest at the rate of 12.60% p.a. The loan is secured by a first charge over director residential house.</p> <p>iii) The term loan is due for repayment from the monthly ending 30th November, 2016 to Month ending 30th october, 2023, along with interest at the rate of 12.21% p.a. The loan is secured by a first charge over director residential land.</p>		
4	SHORT TERM BORROWINGS	March 31, 2017	March 31, 2016
	Secured		
	Working Capital Loan		
	-Cash Credit Loan	22,151,045	22,836,688
	-Demand Loan	5,069,078	5,000,000
	Total	27,220,123	27,836,688

VAKSONS AUTOMOBILES LIMITED

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i) Cash credits, overdrafts from banks are secured by hypothecation of existing current assets of the Company viz. stock of raw materials, stock in process, semi-nished goods, stores and spare parts relating to plant and machinery (consumable stores and spares), bills receivable and book debts including receivable from hire purchase/ leasing and all other moveable current assets except cash and bank balances, loans and advances of the Company both present and future.

ii) Demand loan from banks are secured by fixed deposit amount Rs 57 lakhs.

5	TRADE PAYABLES	March 31, 2017	March 31, 2016
	Sundry Creditor	36,360,851	44,313,570
	Total	36,360,851	44,313,570
6	OTHER CURRENT LIABILITIES	March 31, 2017	March 31, 2016
	Term Loan	2,385,352	1,068,124
	ESIC	6,972	4,547
	PF	17,738	14,990
	TDS Payable	62,989	113,972
	TCS Payable	104,665	-
	Service Tax	11,417	-
	Welfare Fund Payable	1,950	10,740
	Salary	114,422	189,701
	Director Salary Payable	58,800	40,000
	Audit Fees Payable	100,000	100,000
	Director Sitting Fee Payable	185,000	185,000
	Advance From Customers	3,312,757	2,016,600
	Total	6,362,062	3,743,674
7	SHORT TERM PROVISIONS	March 31, 2017	March 31, 2016
	Provision for Income Tax	506,419	667,136
	Total	506,419	667,136
9	Non Current Investment	March 31, 2017	March 31, 2016
	Vaksons Metaplast Pvt Ltd (1836999 Equity Share face Value Rs 10/- each(At book Value)	18,369,990	18,369,990
	Fixed Deposit(Including of Accured Interest) (Rs 57 Lacs Fixed Deposit Line against Rs 50 Lacs Demand Loan and Rs 37 Lacs fixed deposit lane against Rs 120 Lacs Financial Bank Guaranty)	9,764,056	9,774,667
	Total	28,134,046	28,144,657
10	LONG TERM LOANS AND ADVANCES	March 31, 2017	March 31, 2016
(a)	Security Deposits		

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	Secured, Considered Good		
	Security To BSE LTD	624,000	624,000
	Security Of Delhi Office	30,000	30,000
	Security Force Motors Ltd.	10,000	10,000
	Telephone Security	4,646	4,000
	Other Security	26,726	-
(c)	Prepaid Expense		
	Insurance Expense	60,287	45,489
	Fees & Taxes	288,500	432,750
	Expense	1,430,688	1,974,210
(d)	Balance with Government Authorities		
	Unsecured, Considered Good		
	TDS	257,410	130,420
	TCS	10,695	-
	VAT	10,342,954	11,508,373
	Service Tax	-	99,116
(e)	Unsecured (Consider good unless stated otherwise)		
	Loan to Employee	140,000	50,000
	Loan to Subsidiaries	6,638,320	8,630,000
	Total	19,864,226	23,538,358
11	TRADE RECEIVABLES		
		31st March 2017	31st March 2016
	Outstanding for a period equal to/less than six months		
	Unsecured, Considered Good	44,304,643	41,351,700
	Total	44,304,643	41,351,700
12	CASH & CASH EQUIVALENT	March 31, 2017	March 31, 2016
	Cash on hand	502,854	35,765
	Balance with Banks	413,717	92,521
	Total	916,571	128,286
13	Other Current Assets	March 31, 2017	March 31, 2017
	Incentive Receivable	-	365,686
	Commission Receivable		
	Total	-	365,686

NOTE 8 - FIXED ASSETS

VAKSONS AUTOMOBILES LIMITED

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Particulars	Gross Block			Depreciation			Net Block	
	As at	Additio n during	As at	As at	Additio n during	As at	As at	As at
	01.04. 2016	the year	31.03. 2017	01.04 .2016	the year	31.03. 2017	31.03. 2017	31.03. 2017
Tangible Assets								
Land	46,00 0,000		46,000 ,000	-	-	-	46,000 ,000	46,00 0,000
Air Conditioner	150,0 90		150,09 0	96,67 9	24,072	120,75 1	29,339	53,41 1
Car	4,646, 841		4,646, 841	2,131 ,544	785,527	2,917, 071	1,729, 770	2,515, 297
Computer	577,0 78		577,07 8	490,4 95	54,686	545,18 1	31,897	86,58 3
EPABX	17,35 0		17,350	13,96 5	1,526	15,491	1,859	3,385
Furniture	568,2 31		568,23 1	317,1 37	65,008	382,14 5	186,08 6	251,0 94
Generator	232,0 00		232,00 0	145,3 69	15,680	161,04 9	70,951	86,63 1
Machinery	2,875, 151		2,875, 151	1,455 ,945	256,876	1,712, 821	1,162, 330	1,419, 206
Motor Cycle	172,5 15		172,51 5	100,5 48	18,632	119,18 0	53,335	71,96 7
Service Center	8,182, 799		8,182, 799	1,709 ,000	777,366	2,486, 366	5,696, 433	6,473, 799
Capital WIP*	3,819, 736	211,200	4,030, 936	-	-	-	4,030, 936	3,819, 736
Total	67,24 1,791	211,200	67,452 ,991	6,460 ,681	1,999,37 3	8,460, 054	58,992 ,937	60,78 1,110
(Previous Year)	63,25 9,030	3,982,76 1	67,241 ,791	3,953 ,690	2,506,99 1	6,460, 681	60,781 ,110	

*Capital Work in Progress as at March 31.2017 Rs 4030936 related to construction of service station. The service station construction has been completed but not is use.

14	REVENUE FROM OPERATIONS	March 31, 2017	March 31, 2016
	Income From Agency Business	139,448,800	92,041,666

VAKSONS AUTOMOBILES LIMITED

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	Income From Trading Business	5,496,296	104,262,830
	Income From Service Center	1,587,818	1,384,065
	Total	146,532,914	197,688,561
15	OTHER INCOME	March 31, 2017	March 31, 2017
	Interest Income	670,671	472,955
	Commission	17,355	131,416
	Total	688,026	604,371
16	PURCHASE STOCK-IN- TRADE	March 31, 2017	March 31, 2016
	Purchases during the year	135,713,947	208,413,028
	Service Center Expense	717,032	519,613
	Custom Duty	-	93,058
	Freight Expense	72,166	93,170
	Total	136,503,145	209,118,869
17	CHANGE IN STOCK	March 31, 2017	March 31, 2016
	Closing Stock		
	- Vehicles	2,592,661	5,065,819
	- Spare Parts for Trading	65,115,779	56,664,157
	Opening Stock		
	- Vehicles	5,065,819	11,037,310
	- Spare Parts	56,664,157	22,796,584
	Total	5,978,464	27,896,082
18	EMPLOYEE BENEFIT EXPENSE	March 31, 2017	March 31, 2016
	Salary & Wages		
	- Director Remuneration	480,000	480,000
	- Salaries	1,986,094	1,936,340
	Director Sitting Fee	-	185,000
	Contribution to PF & Other Funds	150,604	150,512
	Staff Welfare Expense	149,534	137,202
	Total	2,766,232	2,889,054

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

19	FINANCE COST	March 31, 2017	March 31, 2016
	(a) Interest expense on		
	Borrowings for Force Motor Ltd	543,354	790,481
	Income tax	74,743	5,294
	Term Loan	1,323,467	1,447,569
	Working Capital Loan	3,889,429	3,257,675
	Bank Charges	754,849	623,622
	Total	6,585,842	6,124,641

20	Other Expenses	March 31, 2017	March 31, 2016
	Advertisement Expenses	297,105	333,125
	Audit Fees	100,000	100,000
	Business Promotion	100,999	78,256
	Conveyance Expense	69,128	-
	Festival expense	379,200	412,320
	Donation	165,234	44,700
	Electricity & Water Expenses	193,382	214,546
	Exchange Difference	-	5,139
	Fees & Taxes	176,950	382,007
	Generator Expense	120,000	24,000
	Insurance	213,195	119,313
	IPO Expense	631,178	543,553
	Misc. Expenses	4,031	70,774
	Office Expense	154,772	14,516
	Postage & Couriers Expenses	6,983	7,724
	Printing & Stationary	87,180	57,487
	Professional Expense	154,000	60,670
	Rent	507,000	648,000
	Repair & Maint.	126,347	20,289
	Telephone Expenses	211,247	151,605
	Tour & Travelling	61,900	384,506
	Vehicle Running & Maintanance Expenses	402,421	146,306
	Total	4,162,252	3,818,836
21	Payment to Auditors	March 31, 2017	March 31, 2016

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

	Statutory Audit Fees	70,000	70,000
	Tax Audit Fees	30,000	30,000
	Total	100,000	100,000
22	Earing Per Share (EPS)	March 31, 2017	March 31, 2016
	i) Net Profit after Tax as per Profit and Loss Statement attributable to Equity Shareholders	(472,975)	1,051,623
	ii) Weighted Average Number Of Equity Shares Used as denominator for calculating EPS	6,575,300	5,273,382
	iii) Basic and Diluted Earnings Per Share	(0.07)	0.20
	iv) Face Value per Equity Share	10	10

23	Related Parties Disclosures			
As per Ind AS 24, the disclosures of transactions with the related parties are given below:				
i) List of related parties where control exists and also related parties with whom transactions have taken place and relationships:				
	Name Of Related Party	Relationship		
	1. Vaksons Metaplast Pvt Ltd	Subsidiary		
	2. Aditya Overseas	Enterprises over which Key Managerial personnel are able to exercise significant influence		
	3. Atul Jain	Key Managerial Personnel		
	4. Satender Jain			
	5. Shanta Jain	Relative of Key Managerial Personnel		
ii) Transactions during the year with related parties				
	Nature of Transaction	Relation	March 31, 2017 (Amount)	March 31, 2016 (Amount)
	Net Loans and Advance, Deposits Given/ (Return)	Subsidiary	(1,991,680.00)	8,630,000.00
	Purchase of Investment		-	18,369,990.00
	Revenue From Operation	Enterprises over which Key Managerial personnel are able to exercise significant influence	-	1,709,057
	Purchase/ Materail Consumed		9,596,637	2,655,546
	Rent	Key Managerial Personnel or His Relative	240,000	240,000
	Payment to Key Managerial Personnel		480,000	480,000
iii) Disclosure in respect of Major Related Party Transactions During the Year				
	Net Loans and Advance, Deposits Given/ (Return)		March 31, 2017	March 31, 2016
	Vaksons Metaplast Pvt Ltd		(1,991,680.00)	8,630,000.00

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

	Purchase of Investment		
	Vaksons Metaplast Pvt Ltd	-	18,369,990.00
	Revenue From Operation		
	Aditya Overseas	-	1,709,058
	Purchase/ Materail Consumed		
	Aditya Overseas	9,596,637	2,655,546
	Rent		
	Shanta Jain	120,000	120,000
	Atul Jain	120,000	120,000
	Payment to Key Managerial Personnel		
	Atul Jain	300,000	300,000
	Satender Jain	180,000	180,000
23	DETAILS OF SPECIFIED BANK NOTES (SBN) HELD AND TRANSACTED DURING THE PERIOD 08TH NOV, 2016 TO 30TH DEC, 2016 IN RESPECT OF THE COMPANY		
		SBNs	Other Denominati on Notes
			Total
	Closing cash in hand as on 8th Nov,2016	7,200,000	5,965
	(+) Permitted Receipts		329,442
	(-) Permitted Payment		268,383
	(-) Amount Deposited in Banks	7,200,000	-
	Closing cash in hand as on 31st Dec,2016	-	67,024

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

NOTES :

Significant Accounting Policies

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

C. FIXED ASSETS

Tangible Assets

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

D. DEPRECIATION, AMORTISATION AND DEPLETION

Tangible Assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets

VAKSONS AUTOMOBILES LIMITED

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as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II are used;

Particular	Depreciation
Fixed Bed Catalyst (useful life: 2 years or more)	Over its useful life as technically assessed
Fixed Bed Catalyst (useful life: up to 2 years)	100% depreciated in the year of addition

In respect of additions or extensions forming an integral part of existing assets and insurance spares, including incremental cost arising on account of translation of foreign currency liabilities for acquisition of Fixed Assets, depreciation is provided as aforesaid over the residual life of the respective assets.

Intangible Assets

These are amortized as under:

Particular	Amortisation / Depletion
Technical Know-How	Over the useful life of the underlying assets
Computer Software	Over a period of 5 years
Others	Over the period of agreement of right to use, provided that in case of jetty, the aggregate amount amortised to date is not less than the aggregate rebate availed by the Company.

E. IMPAIRMENT

The Company assesses at each reporting date as to whether there is any indication that an asset (tangible and intangible) may be impaired. An asset is treated as impaired, when the carrying cost of the asset exceeds its recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

F. INVESTMENTS

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

Investments that are readily realisable and intended to be held for not more than 12 months from the date of acquisition are classified as current investment. All other investments are classified as non-current investments.

G. INVENTORIES

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

H. REVENUE RECOGNITION

Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty and sales during trial run period, adjusted for discounts (net), and gain/loss on corresponding hedge contracts. Dividend income is recognised when the right to receive payment is established. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable. Excise Duty / Service Tax Excise duty / Service tax is accounted on the basis of both, payments made in respect of goods cleared / services provided and provisions made for goods lying in bonded warehouses.

I. EMPLOYEE BENEFITS

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

J. BORROWING COSTS

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

K. INCOME TAXES

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

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

For D N J & CO.
Chartered Accountants
(FRN :009150N)

For Vaksons Automobiles Ltd.

Sd/-
Nipun Jain (FCA)
Partner
M. No. : 087820

Sd/- Atul
Jain
Chairman and
Managing Director
DIN: 00004339
Address: H. No. 62,
Sector-15, Sonipat-
131001

Sd/-
Satender Kumar Jain
Whole Time Director
DIN: 02734794
Address:

Place: Panipat
Date: 30.05.2017

Sd/-
Mahak Bajaj
Company Secretary
and Compliance
Officer
M. No. : ACS36844

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052



M/s DNJ & Co..

Chartered Accountants
#111, Times Square 28, BMK Market,
G. T. Road, Panipat (West) - 132103
Tel No.: 0180 – 2646239

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF VAKSONS AUTOMOBILES LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying Standalone financial statements of VAKSONS AUTOMOBILES LIMITED ("the Holding Company") and its subsidiaries, which comprise the Consolidated Balance Sheet as at March 31, 2017, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements")

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding 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 Consolidated Ind AS financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued there under.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these Consolidated Ind AS financial statements based on our audit.

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

OPINION

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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 of the aforesaid consolidated Ind AS financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

VAKSONS AUTOMOBILES LIMITED

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d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards prescribed under Section 133 of the Act

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of these entities is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the subsidiary companies, incorporated in India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
- ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries, incorporated in India and
- iv. The Holding Company has provided requisite disclosures in the Consolidated Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

For DNJ & Co.
Chartered Accountants
(Registration No.: 009150N)

CA Nipun Jain
Partner
M.No . :087820

Place: PANIPAT
Date: 30.05.2017

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052



M/s DNJ & Co..

Chartered Accountants
#111, Times Square 28, BMK Market,
G. T. Road, Panipat (West) - 132103
Tel No.: 0180 – 2646239

ANNEXURE "A"

TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF VAKSONS AUTOMOBILES LIMITED
(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUBSECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Vaksons Automobiles Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, its subsidiaries, which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company, its subsidiaries, incorporated in India, internal financial controls over financial reporting 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company, its subsidiaries, incorporated in India, internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the Holding Company its subsidiaries, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note.

For DNJ & Co.

**Chartered Accountants
(Registration No.: 009150N)**

Sd/-

**CA Nipun Jain
Partner
M.No . :087820**

**Place: PANIPAT
Date: 30.05.2017**

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Consolidated Balance Sheet as at March 31, 2017

<u>EQUITY AND LIABILITIES</u>	Notes	March 31, 2017	March 31, 2017
Shareholders' Fund			
Share Capital	2	65,753,000	65,753,000
Reserves & Surplus	3	64,122,858	63,994,089
		129,875,858	129,747,089
Non-Current Liabilities			
Long - Term Borrowings	4	21,717,688	10,401,125
Deferred Tax Liability		834,012	-
		22,551,700	10,401,125
Current Liabilities			
Short Term Borrowings	5	62,941,027	52,694,537
Trade Payables	6	57,759,929	52,090,077
Other Current Liabilities	7	8,512,062	7,503,674
Short Term Provisions	8	782,758	853,510
		129,995,777	113,141,798
TOTAL		282,423,335	253,290,012
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	9	59,384,294	61,020,470
Non-Current Investment	10	16,479,056	9,774,667
Long Term Loans & Advances	11	13,677,650	16,644,635
Deferred Tax Assets		-	261,069
Current Assets			
Inventories		110,590,616	101,227,983
Trade Receivables	12	81,264,968	62,586,930
Cash and Cash Equivalents	13	1,026,751	1,408,572
Other Current Assets	14	-	365,686
TOTAL		282,423,335	253,290,012

For D N J & CO.
Chartered Accountants
(FRN :009150N)

Sd/-
Nipun Jain (FCA)
Partner
M. No. : 087820

Place: Panipat
Date: 30.05.2017

For Vaksons Automobiles Ltd.

Sd/-
Atul Jain
Chairman and
Managing Director
DIN: 00004339
Address: H. No. 62,
Sector-15, Sonipat-
131001

Sd/-
Mahak Bajaj
Company Secretary
and Compliance
Officer
M. No. : ACS36844

Sd/-
Satender
Kumar Jain
Whole Time
Director
DIN: 02734794
Address:

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Statement of Consolidated Profit and Loss for the year ended 31st March, 2017

Particulars	Note	2016-17	2015-16
INCOME			
Revenue from operations	15	439,858,792	368,143,680
Other Income	16	1,476,979	660,562
Total Revenue		441,335,771	368,804,242
EXPENSES			
Purchase Stock In Trade	17	423,999,395	414,852,008
Changes in inventories of Stock-in-Trade	18	(9,362,633)	(67,394,089)
Employee benefit expenses	19	3,910,725	3,474,712
Finance costs	20	11,894,289	8,133,716
Depreciation and amortisation expense	9	2,097,376	2,517,631
Other expenses	21	6,790,010	4,894,881
Total Expenses		439,329,162	366,478,859
Profit Before Taxes		2,006,609	2,325,383
Tax Expense :			
Current Tax		782,759	853,510
Deferred Tax		1,095,081	12,438
Profit for the year		128,769	1,459,435
Earning per equity share :			
(1) Basic		0.02	0.20
(2) Diluted			
Signification Accounting Policies			
Notes On Financial Statement	1 to 21		
As per Our Report of even date			

For D N J & CO.
Chartered Accountants
(FRN :009150N)

Sd/-
Nipun Jain (FCA)
Partner
M. No. : 087820

Place: Panipat
Date: 30.05.2017

For Vaksans Automobiles Ltd.

Sd/-
Atul Jain
Chairman and
Managing Director
DIN: 00004339
Address: H. No. 62,
Sector-15, Sonipat-
131001

Sd/-
Satender Kumar
Jain
Whole Time
Director
DIN: 02734794
Address:

Sd/-
Mahak Bajaj
Company Secretary
and Compliance
Officer
M. No. : ACS36844

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Consolidated Cash Flow Statement for the year ended on March 31, 2017

	2016-17	2015-16
A	CASH FLOW FROM OPERATING ACTIVITIES	
	Net Profit Before tax	2,006,609
	Adjustment for:	
	Add: Depreciation	2,097,376
	Add: Interest & Finance Charges	11,894,289
	Less: Interest Income	(747,478)
	Operating Profit before Working capital Changes	15,250,796
	Adjustment for:	
	Decrease (Increase) in Trade & Other Receivables	(18,678,038)
	Decrease (Increase) in Non Current Investment	(6,704,389)
	Decrease (Increase) in Stock In Trade	(9,362,633)
	Decrease (Increase) in Loan & Advance	3,332,671
	Increase (Decrease) in Current Liabilities	6,678,240
	Net Changes In Working Capital	(24,734,149)
	Cash Generated From Operations	(9,483,353)
	Taxes	853,510
	Net Cash Flow From Operating activities	(10,336,863)
B:	CASH FLOW FROM INVESTING ACTIVITIES	
	Sale/(Purchase) Of Fixed Assets	(461,200)
	Interest Received	747,478
	Net Cash Flow From Investing activities	286,278
C	CASH FLOW FROM FINANCING ACTIVITIES	
	Increase/ (Repayment) Of Share Capital	0
	Increase/ (Repayment) Of Share Premium	0
	Interest & Finance Charges	(11,894,289)
	Increase/ (Repayment) Of Long Term Loan	11,316,563
	Increase/ (Repayment) Of Short Term Loan	10,246,490
	Net Cash Flow From Financing activities	9,668,764
	Net Increase /Decrease In cash & Cash Equivalents	(381,821)
	Cash & Cash equivalents at the beginning of the Year	-4,271,724
	Cash & Cash equivalents at the end of the Year	-4,653,545

For D N J & CO.
Chartered
Accountants
(FRN :009150N)

Sd/-
Nipun Jain (FCA)
Partner
M. No. : 087820

Place: Panipat
Date: 30.05.2017

For Vaksons Automobiles Ltd.

Sd/-
Atul Jain
Chairman and Managing Director
DIN: 00004339
Address: H. No. 62, Sector-15,
Sonipat-131001

Sd/-
Satender Kumar
Jain
Whole Time
Director
DIN: 02734794
Address:

Sd/-
Mahak Bajaj
Company
Secretary and
Compliance
Officer
M. No. :
ACS36844

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

Notes on Consolidated Financial Statement for the Year ended 31st March,2017

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

2	SHARE CAPITAL	March 31, 2017	March 31, 2016
	A. Authorised Equity Share Capital		
	75,00,000(75,00,000) Equity shares of Rs. 10/- each,	75,000,000	75,000,000
		75,000,000	75,000,000
	B. Issued, Subscribed & Paid Up Equity Share Capital		
	65,75,300 (41,75,300)Equity shares of Rs. 10/- each, Fully Paid Up	65,753,000	65,753,000
	Total	65,753,000	65,753,000
	C. Reconciliation Of Number & Amount of Shares		

Particulars	As at			
	31st March, 2017		31st March, 2016	
	No of Shares	Amount	No of Shares	Amount
Opening Balance - Equity Share Capital	6,575,300	65,753,000	4,175,300	41,753,000
Add: Fresh Issue	-	-	2,400,000	24,000,000
Closing Balance	6,575,300	65,753,000	6,575,300	65,753,000

D. Terms of Share Capital

Equity Share

The Company has only one class of equity share having a per value of Rs. 10per Share. Each Shareholder is entitled to one vote per in the event of liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. However no such preferential amount exist currently. The distribution will be in proportion to the number of equity share

E. Details Of Shares Held By Each Shareholder Holding More Than 5% Shares In The Company

Name of the Shareholder	31st March, 2017		31st March, 2016	
	No. of Shares	%	No of Shares	%
	Atul Jain	1,705,000	25.93%	1,705,000
Vandana Jain	952,500	14.49%	952,500	14.49%
Shanta Jain	922,000	14.02%	922,000	14.02%
Dhani Ram Shankhyan	475,000	7.22%	475,000	7.22%

F. Information regarding issue of shares in the five Years

(a) The Company has not issued any shares without payment being received in cash.

(b) There has been no issue of bonus shares.

VAKSONS AUTOMOBILES LIMITED

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(c) The Company has not undertaken any buy-back of shares.

3 RESERVES & SURPLUS			
		March 31, 2017	March 31, 2016
Securities premium account			
As per Last Balance Sheet		59,440,960	21,040,960.0
Add : Premium on shares issued during the year		-	38,400,000
Closing Balance		59,440,960	59,440,960
Profit and Loss Account			
As per Last Balance Sheet		4,553,129	3,190,507
Add: Net profit as per profit & loss account		128,769	1,459,435
Less: Income Tax Provision of March 31, 2015		-	(96,813)
Closing Balance		4,681,898	4,553,129
Grand Total		64,122,858	63,994,089

4	LONG TERM BORROWINGS	March 31, 2017	March 31, 2016
	Term Loan		
	From Bank		
	Secured		
	HDFC Auto loan	1,631,839	1,982,755
	Unsecured		
	ODIP From PNB	10,318,883	-
	Balawan Singh	2,000,000	-
	HDB Financial Service	7,766,966	8,418,370
		21,717,688	10,401,125

i) The term loan is due for repayment from the monthly ending 7th December, 2014 to Month ending 7th November, 2021, along with interest at the rate of 10% p.a. The loan is secured by a first charge over Company's mercedes Car.

ii) The term loan is due for repayment from the monthly ending 8th April, 2015 to Month ending 8th March, 2025, along with interest at the rate of 12.60% p.a. The loan is secured by a first charge over director residential house.

iii) The term loan is due for repayment from the monthly ending 30th November, 2016 to Month ending 30th october, 2023, along with interest at the rate of 12.21% p.a. The loan is secured by a first charge over director residential land.

5	SHORT TERM BORROWINGS		
		As At	
		31st March 2017	31st March 2016
	Secured		
	Working Capital Loan		

VAKSONS AUTOMOBILES LIMITED

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	-Cash Credit Loan	57,871,949	47,694,537
	-Demand Loan	5,069,078	5,000,000
	Total	62,941,027	52,694,537

i) Cash credits, overdrafts from banks are secured by hypothecation of existing current assets of the Company viz. stock of raw materials, stock in process, semi-nished goods, stores and spare not relating to plant and machinery (consumable stores and spares), bills receivable and book debts including receivable from hire purchase/ leasing and all other moveable current assets except cash and bank balances, loans and advances of the Company both present and future.

ii) Demand loan from banks are secured by fixed deposit amount Rs 57 lakhs.

6	TRADE PAYABLES	March 31, 2017	March 31, 2016
	Sundry Creditor	57,759,929	52,090,077
	Total	57,759,929	52,090,077
7	OTHER CURRENT LIABILITIES	March 31, 2017	March 31, 2016
	Term Loan	2,385,352	1,068,124
	ESIC	6,972	4,547
	PF	17,738	14,990
	TDS Payable	83,989	113,972
	TCS Payable	104,665	-
	Service Tax	11,417	-
	Welfare Fund Payable	1,950	10,740
	Salary	179,422	189,701
	Director Salary Payable	58,800	40,000
	Audit Fees Payable	164,000	160,000
	Director Sitting Fee Payable	185,000	185,000
	Advance From Customers	5,312,757	5,716,600
	Total	8,512,062	7,503,674
8	SHORT TERM PROVISIONS	March 31, 2017	March 31, 2016
	Provision for Income Tax	782,758	853,510
	Total	782,758	853,510
10	Non Current Investment	March 31, 2017	March 31, 2016
	FDR Pledge Against Buyers Credit	6,715,000	-
	Fixed Deposit(Including of Accured Interest)	9,764,056	9,774,667
	(Rs 57 Lacs Fixed Deposit Line against Rs 50 Lacs Demand Loan and Rs 37 Lacs fixed deposit lane against Rs 120 lcas Financial Bank Guaranty)		

VAKSONS AUTOMOBILES LIMITED

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	Total	16,479,056	9,774,667
11	LONG TERM LOANS AND ADVANCES	March 31, 2017	March 31, 2017
(a)	<u>Security Deposits</u>		
	Secured, Considered Good		
	Security To BSE LTD	624,000	624,000
	Security Of Delhi Office	30,000	30,000
	Security Force Motors Ltd.	10,000	10,000
	Telephone Security	4,646	4,000
	Other Security	26,726	10,000
(c)	<u>Prepaid Expense</u>		
	Insurance Expense	69,952	45,489
	Fees & Taxes	288,500	432,750
	Expense	1,430,688	1,974,210
(d)	<u>Balance with Government Authorities</u>		
	Unsecured, Considered Good		
	TDS	260,591	136,855
	TCS	10,695	-
	VAT	10,781,852	13,228,215
	Service Tax	-	99,116
(e)	<u>Unsecured (Consider good unless stated otherwise)</u>		
	Loan to Employee	140,000	50,000
	Total	13,677,650	16,644,635
12	TRADE RECEIVABLES	March 31, 2017	March 31, 2016
	Outstanding for a period equal to/less than six months		
	Unsecured, Considered Good	81,264,968	62,586,930
	Total	81,264,968	62,586,930
13	CASH & CASH EQUIVALENT	March 31, 2017	March 31, 2016
	Cash on hand	587,905	1,264,472
	Balance with Banks	438,846	144,100
	Total	1,026,751	1,408,572
14	Other Current Assets	March 31, 2017	March 31, 2016

VAKSONS AUTOMOBILES LIMITED

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Incentive Receivable	-	365,686
Commission Receivable		
Total	-	365,686

NOTE 9 - FIXED ASSETS

Particulars	Gross Block			Depreciation			Net Block	
	As at	Addit ion durin g	As at	As at	Addition during	As at	As at	As at
	01.04.20 16	the year	31.03.20 17	01.04. 2016	the year	31.03.2 017	31.03.2 017	31.03. 2017
Tangible Assets								
Land	46,000,000		46,000,000	-	-	-	46,000,000	46,000,000
Air Conditioner	150,090		150,090	96,679	24,072	120,751	29,339	53,411
Car	4,646,841		4,646,841	2,131,544	785,527	2,917,071	1,729,770	2,515,297
Computer	577,078		577,078	490,495	54,686	545,181	31,897	86,583
EPABX	17,350		17,350	13,965	1,526	15,491	1,859	3,385
Furniture	818,231	250,000	1,068,231	327,777	163,011	490,788	577,443	490,454
Generator	232,000		232,000	145,369	15,680	161,049	70,951	86,631
Machinery	2,875,151		2,875,151	1,455,945	256,876	1,712,821	1,162,330	1,419,206
Motor Cycle	172,515		172,515	100,548	18,632	119,180	53,335	71,967
Service Center	8,182,799		8,182,799	1,709,000	777,366	2,486,366	5,696,433	6,473,799
Capital WIP*	3,819,736	211,200	4,030,936	-	-	-	4,030,936	3,819,736
Total	67,491,791	461,200	67,952,991	6,471,321	2,097,376	8,568,697	59,384,294	61,020,470

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(Previous Year)	63,259,030	4,232,761	67,491,791	3,953,690	2,517,631	6,471,321	61,020,470	
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14	REVENUE FROM OPERATIONS	March 31, 2017	March 31, 2016
	Sale Of Goods & Services	439,858,792	368,143,680
	Total	439,858,792	368,143,680
15	OTHER INCOME	March 31, 2017	March 31, 2016
	Interest Income	747,478	529,146
	Exchange Difference	15,449	-
	SAD Refund	696,697	-
	Commission	17,355	131,416
	Total	1,476,979	660,562
16	PURCHASE STOCK-IN- TRADE	March 31, 2017	March 31, 2016
	Purchases during the year	418,231,283	410,002,550
	Service Center Expense	717,032	519,613
	Custom Duty	3,704,552	3,422,947
	Clearing expense	867,504	-
	Freight Expense	479,024	906,898
	Total	423,999,395	414,852,008
17	CHANGE IN STOCK	March 31, 2017	March 31, 2016
	Closing Stock	110,590,616	101,227,983
	Opening Stock	101,227,983	33,833,894
	Total	9,362,633	67,394,089
18	EMPLOYEE BENEFIT EXPENSE	March 31, 2017	March 31, 2016
	Salary & Wages		
	- Director Remuneration	480,000	480,000
	- Salaries	3,113,354	2,506,540
	Director Sitting Fee	-	185,000
	Contribution to PF & Other Funds	150,604	150,512
	Staff Welfare Expense	166,767	152,660
	Total	3,910,725	3,474,712
19	FINANCE COST	March 31, 2017	March 31, 2016

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	(a) Interest expense on		
	Borrowings for Force Motor Ltd	543,354	790,481
	Sale Tax & Income tax	122,268	5,294
	Term Loan	1,323,467	1,447,569
	Working Capital Loan	7,876,941	4,928,129
	Bank Charges	2,028,259	962,243
	Total	11,894,289	8,133,716
19	Other Expenses	March 31, 2017	March 31, 2016
	Advertisement Expenses	333,296	333,125
	Audit Fees	160,000	160,000
	Business Promotion	100,999	78,256
	Conveyance Expense	93,588	-
	Computer Expense	10,850	-
	Festival expense	420,520	454,640
	Donation	176,234	54,900
	Electricity & Water Expenses	208,982	229,092
	Exchange Difference	-	165,080
	Fees & Taxes	206,950	678,707
	Generator Expense	120,000	24,000
	Insurance	372,123	119,313
	IPO Expense	631,178	543,553
	Misc. Expenses	10,804	85,828
	Office Expense	211,963	29,032
	Postage & Couriers Expenses	18,033	7,724
	Printing & Stationary	202,995	74,974
	Professional Expense	418,570	111,170
	Rent	710,573	708,000
	Repair & Maint.	180,917	29,778
	Telephone Expenses	255,049	163,255
	Tour & Travelling		

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		1,243,965	668,842
	Vehicle Running & Maintenance Expenses	702,421	175,612
	Total	6,790,010	4,894,881
20	Payment to Auditors	March 31, 2017	March 31, 2016
	Statutory Audit Fees	110,000	110,000
	Tax Audit Fees	50,000	50,000
	Total	160,000	160,000
21	Earning Per Share (EPS)	March 31, 2017	March 31, 2016
	i) Net Profit after Tax as per Profit and Loss Statement attributable to Equity Shareholders	128,769	1,459,435
	ii) Weighted Average Number Of Equity Shares Used as denominator for calculating EPS	6,575,300	5,273,382
	iii) Basic and Diluted Earnings Per Share	0.02	0.28
	iv) Face Value per Equity Share	10	10

22	Related Parties Disclosures		
	As per Ind AS 24, the disclosures of transactions with the related parties are given below:		
	i) List of related parties where control exists and also related parties with whom transactions have taken place and relationships:		
	Name Of Related Party	Relationship	
	2. Aditya Overseas	Enterprises over which Key Managerial personnel are able to exercise significant influence	
	Keepwell Foods		
	3. Atul Jain	Key Managerial Personnel	
	4. Satender Jain		
	5. Shanta Jain		
	Relative of Key Managerial Personnel		
	ii) Transactions during the year with related parties		
			31st March 2016
		31st March 2017	
	Nature of Transaction	Relation	Amount
	Revenue From Operation	Enterprises over which Key Managerial personnel are able to exercise significant influence	39,597,845
	Purchase/ Material Consumed		54,626,612
	Rent	Key Managerial Personnel or His Relative	300,000
	Payment to Key Managerial Personnel		480,000
	iii) Disclosure in respect of Major Related Party Transactions During the Year		

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		31st March 2017	31st March 2016	
Revenue From Operation				
	Aditya Overseas	41,217,064	31,223,144	
	Keepwell Foods	14,804,950	8,374,701	
Purchase/ Materail Consumed				
	Aditya Overseas	20,746,783	34,656,061	
	Keepwell Foods	14,655,184	19,970,551	
Rent				
	Shanta Jain	180,000	120,000	
	Atul Jain	120,000	120,000	
Payment to Key Managerial Personnel				
	Atul Jain	300,000	300,000	
	Satender Jain	180,000	180,000	
23	DETAILS OF SPECIFIED BANK NOTES (SBN) HELD AND TRANSACTED DURING THE PERIOD 08TH NOV, 2016 TO 30TH DEC, 2016 IN RESPECT OF THE HOLDING COMPANY AND ITS INDIAN SUBSIDIARIES ARE AS UNDER:			
		SBNs	Other Denomination Notes	Total
	Closing cash in hand as on 8th Nov,2016	11,542,000	86,841	11,628,841
	(+) Permitted Receipts		329,442	329,442
	(-) Permitted Payment		276,183	276,183
	(-) Amount Deposited in Banks	11,542,000	52,000	11,594,000
	Closing cash in hand as on 31st Dec,2016	-	88,100	88,100

VAKSONS AUTOMOBILES LIMITED

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Significant Accounting Policies for preparation of Consolidated Financial Statement of the Company for the year ended as on March 31, 2017

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

C. FIXED ASSETS

Tangible Assets

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets

D. DEPRECIATION, AMORTISATION AND DEPLETION

Tangible Assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II are used;

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Particular	Depreciation
Fixed Bed Catalyst (useful life: 2 years or more)	Over its useful life as technically assessed
Fixed Bed Catalyst (useful life: up to 2 years)	100% depreciated in the year of addition

In respect of additions or extensions forming an integral part of existing assets and insurance spares, including incremental cost arising on account of translation of foreign currency liabilities for acquisition of Fixed Assets, depreciation is provided as aforesaid over the residual life of the respective assets.

Intangible Assets

These are amortised as under:

Particular	Amortisation / Depletion
Technical Know-How	Over the useful life of the underlying assets
Computer Software	Over a period of 5 years
Others	Over the period of agreement of right to use, provided that in case of jetty, the aggregate amount amortised to date is not less than the aggregate rebate availed by the Company.

E. IMPAIRMENT

The Company assesses at each reporting date as to whether there is any indication that an asset (tangible and intangible) may be impaired. An asset is treated as impaired, when the carrying cost of the asset exceeds its recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

F. INVESTMENTS

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

Investments that are readily realisable and intended to be held for not more than 12 months from the date of acquisition are classified as current investment. All other investments are classified as non-current investments.

G. INVENTORIES

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

H. REVENUE RECOGNITION

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Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty and sales during trial run period, adjusted for discounts (net), and gain/loss on corresponding hedge contracts. Dividend income is recognised when the right to receive payment is established. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable. Excise Duty / Service Tax Excise duty / Service tax is accounted on the basis of both, payments made in respect of goods cleared / services provided and provisions made for goods lying in bonded warehouses.

I. EMPLOYEE BENEFITS

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

J. BORROWING COSTS

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

K. INCOME TAXES

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

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

VAKSONS AUTOMOBILES LIMITED

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VAKSONS AUTOMOBILES LIMITED

(Previously Known as "Vaksons Automobiles Private Limited")

CIN: L51502DL2003PLC119052

Registered Office: 105, 01st Floor, Barodia Tower, Plot No.12, D Block, Central Market
,Prashant Vihar, New delhi-110085.

Proxy form

[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 _____ shares of the above named company.
Hereby appoint

Name :	E-mail Id:
Address:	
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
14th Annual General Meeting of the company, to be held on the Thursday 28th day of
September, 2017 at 3:30 PM at 105, 01st Floor, Barodia Tower, Plot No. 12, D Block, ,
Prashant Vihar , New Delhi-110085 and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To consider and adopt the Standalone Financial Statements of the Company for the year ending on 31 st March 2017 and Director's report and Auditor's report thereon.		
2.	To consider and adopt the Consolidated Financial Statements of the Company for the year ending on 31 st March 2017		
2.	To Ratify the appointment of M/s DNJ & Co. Chartered Accountants(FRN: 009150N) as Statutory Auditor of the		

VAKSONS AUTOMOBILES LIMITED

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	Company for the period commencing from the conclusion of 14 th Annual General Meeting till the conclusion of 15 th Annual General Meeting of the Company.		
3.	To appoint a Director in place of Mr. Satender Kumar Jain (02734794) who retires by rotation being eligible offer himself for reappointment.		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Signature of Shareholder Signature of Proxyholder

Signature of the shareholder across Revenue Stamp

Affix Revenue
Stamps

Note:

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.

2) The proxy need not be a member of the company

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

VAKSONS AUTOMOBILES LIMITED

(Previously Known as "Vaksons Automobiles Private Limited")

CIN: L51502DL2003PLC119052

**Registered Office: 105, 01st Floor, Barodia Tower, Plot No.12, D Block, Central Market
,PrashantVihar, New Delhi-110085.**

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

14th Annual General Meeting on September 28, 2017

Full name of the members attending

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 14th Annual General Meeting of the Vaksons Automobiles Limited., on Thursday, the September 28, 2017 at 105, 01st Floor, Barodia Tower, Plot No. 12, D Block, , Prashant Vihar , New Delhi-110085

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

VAKSONS AUTOMOBILES LIMITED

CIN: L51502DL2003PLC119052

MAP FOR REACHING VENUE FOR AGM OF VAKSONS AUTOMOBILES LIMITED

