

VANDANA KNITWEAR LIMITED

(Formerly known as Trendy Knitwear Limited)

**20th Annual Report and Accounts
2014-15**

BOOK POST

If undelivered, please return to
VANDANA KNITWEAR LIMITED
4-1-223, Hanuman Takdi, Bank Street,
Hyderabad Andhra Pradesh - 500095
Tel. No. : 040-24763322,

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BOARD OF DIRECTORS

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

BOARD COMMITTEES

AUDIT COMMITTEE

Manish Tamboli	-	Chairman
Babulal Khimraj Jain	-	Member
Pradeep Saremal Jain	-	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Manish Tamboli	-	Member
Babulal Khimraj Jain	-	Chairman
Pradeep Saremal Jain	-	Member

NOMINATION AND REMUNERATION COMMITTEE

Manish Tamboli	-	Member
Babulal Khimraj Jain	-	Member
Pradeep Saremal Jain	-	Chairman

INTERNAL AUDITOR

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

COMPLIANCE OFFICER

Pradeep Saremal Jain

CHIEF EXECUTIVE OFFICER

Babulal Khimraj Jain

STATUTORY AUDITORS

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

REGISTRAR & SHARE TRANSFER AGENT

System Support Services
Gala 209, Shivai Ind. Estate, Sakinaka,
Andheri Kurla Road, Andheri (East),
Mumbai, Maharashtra – 400 072
Email ID: sysss72@yahoo.com
Tel. No.: 022-2850 0835; Fax No.: 022-2850 1438

REGISTERED OFFICE ADDRESS

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

BANKERS

Axis Bank Ltd.
Dena Bank

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twentieth Annual General Meeting** of the Members of **VANDANA KNITWEAR LIMITED (formerly known as Trendy Knitwear Limited)** will be held on Tuesday, 29th day of September, 2015 at 10:00 A.M. at its Registered Office at Jain Dharamshala, Next to Axis Bank, Hanuman Takdi, Bank Street, Hyderabad, Telangana – 500 095 for transacting the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31st, 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Babulal Jain (DIN: 02387803), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors, M/s. S. N. Kabra & Co, Chartered Accountants are eligible for re-appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

SPECIAL BUSINESS

4. APPOINTMENT OF MS. BHUNESHWARI AS AN EXECUTIVE DIRECTOR

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Ms. Bhuneshwari (DIN: 07019169), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company by the Board of Directors with effect from 30th March, 2015 and who was holding office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from Mukesh Gadia under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till 30th March, 2020, not liable to retire by rotation at a monthly remuneration of Rs. 12,000/-”

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

**PLACE: HYDERABAD
DATE : 14/08/2015**

**MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764**

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with applicable rules thereon, a person can act as a proxy on behalf of members not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company, carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
4. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
5. **Members and Proxies attending the Meeting should bring the attendance slip duly filled in along with their Annual Reports and PHOTO ID proof for attending the Meeting.**
6. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Members desiring any information with regards to the accounts are requested to write to the Company at least 10 (ten days) prior to the date of meeting to enable the Management to keep the information ready at the meeting.
8. All the documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company between 10.30 A.M. to 12.30 P.M. on all working days from the date hereof up to the date of meeting.
9. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
10. Members are requested to immediately intimate change of Address / bank mandate, if any, to their respective Depository Participants (DP) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agents, in respect of their physical share folios.
11. Members having shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's Registrars and Transfer Agents, for consolidation into single Folio.
12. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.

13. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company
14. Profiles of the Directors seeking re-appointment, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, is annexed to this notice.
15. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).

16. Procedure For E-voting

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

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

For Members holding shares in Demat Form and Physical Form

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to logon to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on 23.09.2015(9.30am) and ends on 25.09.2015(5.30pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th September, 2015.
- (xxi) Ms. Sunita Manish Agarwal, Practicing Company Secretaries (Membership No.23524 CP No.10097) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.atharventerprises.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

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

ITEM NO. 4

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

To comply with the requirement of having female director on the board of the Company, the Directors, appointed Ms. Bhuneshwari (an existing employee of the Company) as an Additional Director of the Company with effect from 30th March, 2015, pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, Ms. Bhuneshwari will hold office up to the date of the ensuing Annual General Meeting.

Under the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from Mukesh Gadia along with requisite deposit, proposing the appointment of Ms. Bhuneshwari as a Director of the Company.

Ms. Bhuneshwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Executive Director of the Company for a term up to 5 (five) consecutive years on the Board of a company, liable to retire by rotation.

The Company has received a declaration from Ms. Bhuneshwari that she is not disqualified from being appointed as a Director of the Company. Keeping in view her expertise and knowledge, it will be in the interest of the Company that Ms. Bhuneshwari be appointed as Director. Copy of the draft letter for appointment of Ms. Bhuneshwari as Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. Her qualification is PHD Hindi Literature and having experience of Administration and Management.

Save and except Ms. Bhuneshwari, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

**PLACE: HYDERABAD
DATE : 14/08/2015**

**MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764**

ANNEXURE TO THE NOTICE OF 20TH AGM

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the directors who are proposed to be appointed / re-appointed at the ensuing Annual General Meeting to be held on 29th September, 2015:

NAME OF DIRECTOR	Mr. Babulal Jain	Ms. Bhuneshwari
DIN	02387803	07019169
AGE	64 years	33 years
DATE OF APPOINTMENT	20/05/1997	30/03/2015
Designation	Director	Director
Expertise in specific functional area	Trading of hosiery goods, readymade garments, gold, silver, jewellery and other commodity.	Administration and management 5 years.
Qualification	Secondary Education	PHD Hindi Literature
Directorship in other Public Limited Companies as on 31/03/2015	NIL	NIL
Member/Chairman of the Committees of the Board of other Companies as on 31/03/2015	NIL	NIL

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

**PLACE: HYDERABAD
DATE : 14/08/2015**

**MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764**

DIRECTORS' REPORT

To,
The Members,
Vandana Knitwear Limited
(Formerly known as 'Trendy Knitwear Limited')

Your Directors have pleasure in submitting their Report for the year ended 31st March, 2015:

1. FINANCIAL PERFORMANCE

Particulars	(Amount in Rs.)	
	2014-15	2013-14
Total Income	4,16,33,434	4,68,25,009
Total Expenditure	3,99,33,923	4,47,29,700
PROFIT BEFORE TAX	16,99,511	20,95,309
Less: Provision of Taxation Including Deferred Tax	5,80,000	6,80,000
PROFIT AFTER TAX (PAT)	11,19,511	14,15,309
Add: Balance Brought Forward From Previous Year	6,51,130	(7,69,109)
Add: Excess / (Short) Provision for taxation for Earlier year written back	(30,903)	(4,930)
Balance Carried To Balance Sheet	17,96,299	6,51,130

2. STATE OF COMPANY'S AFFAIRS:

The net revenue from the operations of the Company decreased from Rs. 468 lacs to Rs. 416 Lacs. The Profit before tax for the year is Rs. 16.99 Lacs as against Rs. 20.95 Lacs of previous year.

3. DIVIDEND

Following the conservative approach to retain profits, your directors did not recommend payment of any dividend for the financial year 2014-15.

4. DECLARATION OF INDEPENDENCE BY DIRECTORS

All the Independent Non-Executive Directors of the Company, have affirmed that they continue to meet all the requirements specified under sub-section (6) of section 149 of Companies Act, 2013 in respect of their position as an "Independent Director" of VANDANA KNITWEAR LIMITED.

5. MANAGEMENT AND BOARD OF DIRECTORS

During the year, Ms. Bhuneshwari was appointed as an Additional Director on the Board of the company w.e.f. 30.03.2015, and subject to the approval of the members at the ensuing Annual General Meeting her appointment is being regularized as Executive Director on the terms and conditions as mentioned in the resolution in the Notice.

Mr. Babulal Jain, Director of the Company whose period is liable to retire by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company retires by rotation in the ensuing AGM and being eligible, offers himself for re-appointment.

6. AUDITORS

> **Statutory Auditors**

As per the provisions of Section 139 of the Companies Act, 2013, M/s S. N. Kabra & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company till the conclusion of the 22nd Annual General Meeting (AGM) to be held in the year 2017, subject to the ratification of their appointment at every AGM. As such the appointment of M/s S. N. Kabra & Co. as the statutory auditors of the Company has been put forth in the ensuing Annual General Meeting.

The Company had received letters from M/s S. N. Kabra & Co., Chartered Accountants to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for such re-appointment within the meaning of Section 141 of the Act.

The qualifications/observations of the Auditors are self-explanatory and explained / clarified wherever necessary in appropriate notes to Accounts.

> **Secretarial Auditor**

As per Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made thereunder, Ms. Sunita Agarwal, Practicing Company Secretary, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15.

An Secretarial Audit Report issued by Ms. Sunita Agarwal, Practicing Company Secretary, in respect of the secretarial audit of the Company for the financial year ended 31st March, 2015, is given as an Annexure to this Report.

The Secretarial Audit report for the financial year ended 31st March, 2015 is self explanatory and does not call for any further comments.

The Board has re-appointed Ms. Sunita Agarwal, Practicing Company Secretary, as Secretarial Auditor of the Company to carry out secretarial audit of the Company for the financial year 2015-16.

> **Internal Auditor**

As per Section 138 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out Internal Audit of the Company.

In consonance with the aforementioned, M/s Ajay Gangrade & Co. Chartered Accountants, Indore was appointed to conduct the Internal Audit of the Company for the financial year 2014-15.

The Internal Audit report for the financial year ended 31st March, 2015 is self-explanatory and does not call for any further comments.

The Board re-appointed M/s Ajay Gangrade & Co., Chartered Accountants, as the Internal Auditor of the Company for the financial year 2015 -16.

7. RELATED PARTY TRANSACTIONS

All the related party transactions that were entered during the financial year are done on arm's length basis. Relevant Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is given in Annexure to this Report.

8. FIXED DEPOSITS

The Company has not invited or accepted any fixed deposit from the public during the year under review.

9. CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with Bombay Stock Exchange, a Separate Report on Corporate Governance along with Auditors' Certificate confirming Compliance is attached to this report.

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

Provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, on conservation of energy and technology absorption are not applicable hence no disclosure is being made in this regard.

During the year, there were no foreign exchange earnings and outgo as per notes to accounts.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- i. in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. LISTING FEES

The shares of the Company are listed on Bombay Stock Exchange Ltd. (BSE) and the Listing Fee for the year 2014-15 had been duly paid.

13. ENVIRONMENT AND POLLUTION CONTROL:

The term relating to compliance with all relevant statutes relating to the environment and pollution control in the area of environment are not applicable.

14. CODE OF CONDUCT COMPLIANCE:

Pursuant to Clause-49 of the Listing Agreement, the declaration signed by the Mr. Babulal Jain, Chief Executive Officer, affirming compliance with the Code of Conduct by the Director's and senior management personnel, for the financial year 2014-15 is annexed and forms part of the Directors and Corporate Governance Report.

15. WHISTLE BLOWER POLICY

As required under section 177(9) of the Companies Act read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014, 2013 and Clause 49 of the Listing Agreement, company has established a vigil mechanism for their directors and employees to report their genuine concerns or grievances.

It provides mechanism for the directors and employees to report violations without fear of victimization of any unethical behavior, suspected or actual fraud, violation of the code of conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice.

The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The said Policy is placed on the Company's website www.trendyknitwearlimited.com

15. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15:

- > Number of complaints received: NIL
- > Number of complaints disposed off: NIL

16. EMPLOYEE REMUNERATION

- (A) None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.
- (B) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report.

17. MANAGEMENT DISCUSSION & ANALYSIS

Management Discussions and Analysis Report, forming part of the Directors' Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), is presented in a separate section forming part of the Annual Report.

18. EXTRACT OF THE ANNUAL RETURN

Relevant extract of annual return in form no. MGT-9 as on the financial year ended on March 31, 2015 is given in Annexure to this Report.

19. CASH FLOW ANALYSIS:

In conformity with the provisions of clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31st March, 2015 is annexed hereto.

20. ACKNOWLEDGEMENT

Your Board acknowledges with appreciation, the invaluable support provided by the Company's stakeholders, auditors, advisors and business partners, all its customers for their atonage. Your Board records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

**PLACE: HYDERABAD
DATE : 14/08/2015**

**MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764**

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015**
[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]

To,
The Members,
Vandana Knitwear Limited
(Formerly known as Trendy Knitwear Limited)
CIN: L18101TG1995PLC019777
4-1-223, Hanuman Takdi, Bank Street,
Hyderabad, Telangana – 500 095

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VANDANA KNITWEAR LIMITED** (hereinafter called "the company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) 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;

I have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with Bombay Stock Exchange Limited.

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

During the period under review, provisions of the following regulations were not applicable to the company:

- a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

Place: Mumbai
Date: 30.06.2015

Sunita Manish Agarwal
Practicing Company Secretary
ACS: 23524; COP: 10097

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

- (a) Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: Nil
- (c) Duration of the contracts / arrangements/transactions: Nil
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Nil
- (e) Justification for entering into such contracts or arrangements or transactions: Nil
- (f) Date(s) of approval by the Board: Nil
- (g) Amount paid as advances, if any: Nil
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis: N.A.

- (a) Name(s) of the related party and nature of relationship: Nil
- (b) Nature of contracts/arrangements/transactions: Nil
- (c) Duration of the contracts / arrangements/transactions: Nil
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Nil
- (e) Date(s) of approval by the Board, if any: Nil
- (f) Amount paid as advances, if any: Nil

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

**PLACE: HYDERABAD
DATE : 14/08/2015**

**MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764**

RELEVANT EXTRACT OF ANNUAL RETURN
for the financial year ended on 31st March, 2015

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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	L18101TG1995PLC019777
2. Registration Date	22-03-1995
3. Name of the Company	VANDANA KNITWEAR LIMITED
4. Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5. Address of the Registered office & contact details	4-1-223, Hanuman Takdi, Bank Street, Hyderabad, Telangana – 500 095
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	System Support Services Gala 209, Shivai Ind. Estate, Sakinaka, Andheri Kurla Road, Andheri (East), Mumbai- 400 072 E-mail ID: sysss72@yahoo.com Tel. No.: 022-2850 0835; Fax No.: 022-2850 1438

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 (approx)
1	FD Suitings	1711	83.9

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : N.A

S.No.	Name and Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
-----N.A.-----					

IV .SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I)Category-wise Share Holding

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)1	As a percentage of (A+B+C)	Number of shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group2							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	7	16900070	16900070	15.80	15.80	0	0
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0
©	Bodies Corporate	0	0	0	0.00	0.00	0	0
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0
(e-I)	Other Individuals	0	0	0	0.00	0.00	0	0
(e-ii)	Mutual Fund	0	0	0	0.00	0.00	0	0
(e-iii)	Body Corp in Concert	0	0	0	0.00	0.00	0	0
(e-iv)	Non Government Institutions	0	0	0	0.00	0.00	0	0
	Sub Total(A)(1)	7	16900070	16900070	15.80	15.80	0	0.00
2	Foreign							
a.	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0
b.	Bodies Corporate	0	0	0	0.00	0.00	0	0
c.	Institutions	0	0	0	0.00	0.00	0	0
d.	Any Others(Specify)	0	0	0	0.00	0.00	0	0
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7	16900070	16900070	15.80	15.80	0	0.00

VANDANA KNITWEAR LIMITED
20th ANNUAL REPORT 2014-15

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of(A+B)1	As a percentage of (A+B+C)	Number of shares	As a percentage
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	0	0	0	0.00	0.00	0.00	0.00
(b)	Financial Institutions / Banks	0	0	0	0.00	0.00	0.00	0.00
©	Central Government/ State Government(s)	0	0	0	0.00	0.00	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0.00	0.00
(h)	Any Other (specify)	0	0	0	0.00	0.00	0.00	0.00
	Sub-Total (B)(1)	0	0	0	0.00	0.00	0.00	0.00
B 2	Non-institutions							
(a)	Bodies Corporate	125	13425481	13425481	12.55	12.55	0.00	0.00
(a-I)	Corporate Client Bene	0	0	0	0.00	0.00	0.00	0.00
(a-ii)	Corporate client Margin	0	0	0	0.00	0.00	0.00	0.00
(a-iii)	Corporate Body (Offer)	0	0	0	0.00	0.00	0.00	0.00
(b)	Individuals				0.00	0.00	0.00	0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1170	18629588	15964588	17.41	17.41	0.00	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	97	58029930	57277930	54.24	54.24	0.00	0.00

VANDANA KNITWEAR LIMITED
20th ANNUAL REPORT 2014-15

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of(A+B)1	As a percentage of (A+B+C)	Number of shares	As a percentage
(C)	Any Other (specify)	0	0	0	0.00	0.00	0.00	0.00
(c-I)	NRI Individuals (Non Rep)	0	0	0	0.00	0.00	0.00	0.00
(c-ii)	OCB	0	0	0	0.00	0.00	0.00	0.00
(c-iii)	Foreign Bodies	0	0	0	0.00	0.00	0.00	0.00
(c-iv)	NRI (Repatriation)	1	1	1	0.00	0.00	0.00	0.00
	Sub-Total (B)(2)	1393	90085000	86668000	84.20	84.20	0.00	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	1393	90085000	86668000	84.20	84.20	0.00	0.00
	TOTAL (A)+(B)	1400	106985070	103568070	100.00	100.00	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00	0.00	0.00
(2)	Public	0	0	0	0.00	0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	1400	106985070	103568070	0.00	100	0.00	0.00

VANDANA KNITWEAR LIMITED

20th ANNUAL REPORT 2014-15

II) Share Holding of Promoters

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
		Number of shares held	As a % of grand total	No.	As a %	As a % of grand total	Number of warrants held	As a % total number of warrants of the same class	No. of convertible securities held	As a % total number of convertible securities of the same class		
1	BABULAL KHMIRAJ JAIN	5599980	5.23	-	-	-	-	-	-	-	-	5.23
2	CHANDADEVJI BABULALJI JAIN	1000000	0.93	-	-	-	-	-	-	-	-	0.93
3	KUSUM NILESH MOHILE	3000090	2.80	-	-	-	-	-	-	-	-	2.80
4	MANOJ GUPTA	1900000	1.78	-	-	-	-	-	-	-	-	1.78
5	RATHOD JAIN KISHORE B	1000000	0.93	-	-	-	-	-	-	-	-	0.93
6	SANGEETA SANJAY RATHOD	1000000	0.93	-	-	-	-	-	-	-	-	0.93
7	SANJAY BABULAL RATHOD	3400000	3.18	-	-	-	-	-	-	-	-	3.18
Total		16900070	15.80	-	-	-	-	-	-	-	-	15.80

VANDANA KNITWEAR LIMITED

20th ANNUAL REPORT 2014-15

III) Public Share Holding

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	SPICE MERCHANTS PVT. LTD.	1550283	1.45	0	0.000000	0	0.000000	1.45
2	APEX COM-MOTRADE PVT. LTD.	1465717	1.37	0	0.000000	0	0.000000	1.37
3	VAIBHAV DAMODAR KHEDEKAR	3062139	2.86	0	0.000000	0	0.000000	2.86
4	GOVIND MADHUKAR RAWOOL	3645582	3.41	0	0.000000	0	0.000000	3.41
5	SURESH SHAMRAO KADAM .	3525997	3.30	0	0.000000	0	0.000000	3.30
6	PRATIK PRABHUDAS JAJAL	1376529	1.29	0	0.000000	0	0.000000	1.29
7	SAILEE VAIBHAV KHEDEKAR	1524570	1.43	0	0.000000	0	0.000000	1.43
8	SOURABH HEMRAJ BORA HUF	1904341	1.78	0	0.000000	0	0.000000	1.78
9	ASHWINI DAMODAR KHEDEKAR	3512733	3.28	0	0.000000	0	0.000000	3.28
10	LEENA DINESH RANE	2915184	2.72	0	0.000000	0	0.000000	2.72
11	SANGEETA SURESH KADAM	2244888	2.10	0	0.000000	0	0.000000	2.10
12	PIYUSH SHASHIKANT NAYANI	1101705	1.03	0	0.000000	0	0.000000	1.03

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
13	DHAVAL PRAVINBHAI DODIA	1526109	1.43	0	0.000000	0	0.000000	1.43
14	SANDESH N RAWOOL	2192038	2.05	0	0.000000	0	0.000000	2.05
15	RAJESH KUMAR VYAS	1680681	1.57	0	0.000000	0	0.000000	1.57
16	RITESH VYAS	1090155	1.02	0	0.000000	0	0.000000	1.02
17	RUPALI YOGENDRA RANPISE	1675872	1.57	0	0.000000	0	0.000000	1.57
Total		35994523	33.64	0	0.000000	0	0.000000	33.64

V. INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mukesh Gadiya, MD	Babulal Jain (Executive Director)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,80,000	1,50,000	3,30,000
	(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 (A)	1,80,000	1,50,000	3,30,000
	Ceiling as per the Act	--	--	--

B. Remuneration to other directors- Nil

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
	·Fee for attending board committee meetings				Nil
	·Commission				Nil
	·Others, please specify				Nil
	Total (1)				Nil
2.	Other Non-Executive Directors				
	·Fee for attending board committee meetings				Nil
	·Commission				Nil
	·Others, please specify				Nil
	Total (2)				Nil
	Total (B)=(1+2)				Nil
	Total Managerial Remuneration				Nil
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1.	Gross salary		-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,15,200	-	1,15,200
	(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	1,15,200	--	1,15,200

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 1956	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.

**BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED**

PLACE: HYDERABAD
DATE : 14/08/2015

**MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764**

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Management Discussion and Analysis mainly comprises Company's expectations, beliefs, estimates and projections which may be forward looking. The Company's financial statements have been prepared in compliance with the requirements of the Companies act, 1956, guidelines issued by SEBI (Securities And Exchange Board of India) and Generally Accepted Accounting Principles (GAAP) in India. The management of the Company accepts responsibility for integrity and Objectivity of these financial statements as well as various estimates and judgments.

INDUSTRY STRUCTURE & DEVELOPMENT

Indian textile industry constitutes the largest manufacturing industry in the country. The industry provides employment to millions of workers directly and indirectly. This industry contributes to 14% of the country's industrial output and to 11% its export earnings.

The demand for textile products in India is very large and growing with the increase in disposable income of the people. A very high proportion of young and working population is also a favourable factor influencing domestic demand for textiles. The continuous improvement and investment in weaving and processing will help to meet the demand of quality textiles, which will give an edge to the Indian textile industry over competitors.

STATE OF COMPANY'S AFFAIRS:

Your company is committed to offer the most competitive price with the overall parameters set by the general market conditions your director perceive that the business of the company stands on a sound plate form is running well.

During the year under report, the company was not been able to perform at a higher side. The profit after tax (PAT) comes down to Rs. 11.50 Lacs in comparison to Rs. 14.20 lacs of previous year.

OPPORTUNITIES AND THREATS

The long term growth prospects of Indian textile industry continue to remain strong in view of rising demand in domestic as well as international markets. To capitalize this opportunity, your Company has undertaken several initiatives i.e. introducing new technology, improved quality of fabrics, designs and allied.

The threats to the Company's products includes severe competition both in domestic and international markets through increased inflation, labour cost, interest rates, etc.

RISKS & CONCERNS

The risk management function is integral to the Company and its objectives include ensuring that critical risk are identified continuously, monitored, and managed effectively in order to protect the company's business. Top management of the company is well acquainted with risk inherent to the business and strategic decision taken by the Board.

Directors and officers liability are risks arising out of their commitment, statement and decision, which may result in legal liability, Company has sufficient internal policies, procedures and communications that guide to the officers to act with proper diligence.

Fixed assets and facilities of the Company are comprehensively covered under suitable insurance policies.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUANCY

The Company is working on to establish framework of Internal Controls to safe guard and protect the loss from unauthorized use of assets. Internal control commensurate to its size and nature of business operations are being developed. The Board, through the Audit Committee, reviews the key issues like timely and accurate recording of financial transactions and adherence to applicable Accounting Standards, optimum utilization and Safety of assets, an effective management information system and Compliance with applicable laws, regulations, Listing Agreement and Management Policies.

HUMAN RESOURCES

Human Resource is the most valuable asset in any organization. The Company efforts to strengthen positive work culture and environment, which promotes innovation and excellence as also mutual trust between all the personnel and the company. It lays strong emphasis on training and developing the technical and behavioral skills of the employees at each level so as to upgrade the competence and remove all level of inefficiency. On Industrial Relations front also, your Company continued to enjoy cordial and harmonious relationship with its workers.

CAUTIONARY STATEMENTS:

Certain Statements in this report may be forward looking statements. Such forward-looking statements are subject to certain risks and uncertainties like regulatory change, local, political or economic developments, technological risks, and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. The Company will not be in any way responsible for any action taken based on such statements and undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

PLACE: HYDERABAD
DATE : 14/08/2015

BY ORDER OF THE BOARD
FOR VANDANA KNITWEAR LIMITED

MUKESH GADIYA
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 03025764

REPORT ON CORPORATE GOVERNANCE **(Pursuant to Clause 49 of the Listing Agreement entered into with Stock Exchanges)**

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the application of best management practices, continued compliances of law and adherence to highest ethical standards to achieve the Company's objective of enhancing shareholder value and its image. Adopting high standards with transparency gives comfort to all existing and potential stakeholders including government & regulatory authorities, customers, suppliers, bankers, employees and shareholders.

VANDANA KNITWEAR LIMITED (formerly known as Trendy Knitwear Limited) is committed to set the highest standards of Corporate Governance. The Company conduct its business in accordance with the highest ethical standards and sound Corporate Governance practices. The Company believes that there is a need to view Corporate Governance as more than just regulatory requirements as there exists a fundamental link with the organization of business, corporate responsibility and shareholder's wealth maximization. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

It is a well-recognised truth, that, Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business. The Company continues to focus its resources, strengths and strategies to achieve its vision of becoming a truly global leader, while upholding the core values of excellence, integrity, responsibility, unity and understanding. It provides detailed information on various issues concerning the Company's business and financial performance to its shareholders.

The Company has always ensured that all the provisions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange where the Company is listed, are complied with the utmost perfection. In terms of the said Clause of the Listing Agreement, requisite particulars of Corporate Governance in the Company are furnished hereunder:

II. BOARD OF DIRECTORS

Composition of the Board

The Company has a very balanced structure of Board of Directors, which take care of the business necessity and stakeholders' interest. The Board consists of 6 Directors comprising of 3 Executive and 3 Non-Executive Independent Directors. The Chairman of the Board is an Executive Chairman. The Board represents an optimal mix of professionalism, knowledge and experience. Hence, the Company has an appropriate blend of Executive and Non-Executive Independent Directors.

Directors' Attendance Record and Directorship held

During the year 2014-15 i.e. from 1st April, 2014 to 31st March, 2015, the Board met 5 (five) times and the maximum gap between any two Board Meetings was not more than four months. The dates on which these Board meetings were held are 26th May, 2014; 12th August, 2014, 12th November, 2014, 11th February, 2015 and 30th March, 2015.

The Board composition (name & category) as on 31st March, 2015, Director's attendance at the Board meetings held during the year and at the last Annual General Meeting, is as follows:

S.No.	Name of Director	Category of Director	No. of Directorships in other Companies#	No. of other Board Committees of which Director is		No. of Board Meetings during the year		Attendance at the last AGM
1	Mr. Mukesh Gadiya	Executive and Independent	Nil	Nil	Nil	5	5	Yes
2	Mr. Babulal Khimraj Jain	Executive and Promoter	Mahadev Knitwear Private Limited	Nil	Nil	5	5	Yes
3	Mr. Pradeep Saremal Jain	Non-Executive Independent	Marvel Capital & Finance (India) Ltd., Ramchandra Leasing and Finance Limited	Nil	Nil	5	5	Yes
4	Mr. Pawan Mandowara	Non-Executive Independent	Nil	Nil	Nil	5	5	No
5	Mr. Manish Tamboli	Non-Executive Independent	Treasure world developers Pvt. Ltd., Vishwamangal Dairies & Farming Pvt. Ltd.	Nil	Nil	5	5	Yes
6	Ms. Bhuneshwari	Executive	Nil	Nil	Nil	1	1	No

#includes directorship held in Private Limited Companies, Foreign Companies and Companies u/s 8 of the Companies Act, 2013.

- > None of the directors on the Board were Directors in more than 10 (Ten) Public Limited Companies and were members of more than 10 committees or acted as Chairperson of more than 5 committees across all the companies in which they were directors.
- > None of the Directors were related to any director or were a member of an extended family.
- > None of the Independent Directors of the Company served as Independent Director in more than 7 Listed Companies.
- > As required under section 149(3) of the Companies Act, 2013, Ms. Bhuneshwari, a lady Director, has been appointed as an Executive Director on the Board.
- > Remuneration paid to Directors during the year 2014-15:
Ø Mr. Babulal Jain – Rs. 1,50,000/-
Ø Mr. Mukesh Gadiya – Rs. 1,80,000/-
- > None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- > The individual details of the directors seeking appointment / re-appointment at the ensuing Annual General Meeting of the Company are provided in the explanatory statement accompanying the notice of the Annual General Meeting.
- > Recording of Minutes: The Company Secretary prepares draft minutes of the proceeding of the Board Meetings and circulates the same to all the members of the Board, for their comments. Thereafter final minutes are recorded in the Minutes Book within thirty days from the conclusion of the Meeting.

III. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

- a. **Composition:** The Audit Committee of the Company, comprises of 2 (two) Non-Executive Independent Directors and 1 (one) Executive Director. Details of composition as well as attendance record of the Audit Committee meetings held during the year 2014-15 are as follows:

Name of Members	Designation	No. of Meetings held during the year	Meetings Attended
Mr. Manish Tamboli	Chairman	4	4
Mr. Babulal Khimraj Jain	Member	4	4
Mr. Pradeep Saremal Jain	Member	4	4

No. of meetings: During the year 2014-15, the Committee met 4 (four) times on 26th May, 2014; 12th August, 2014; 12th November, 2014 and 11th February, 2015.

As required under Clause 49 of the Listing Agreement, all the members of the Committee are able to read and understand financial statements. The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and at the same time maintain the integrity and quality of the financial reporting.

The previous Annual General Meeting of the Company was held on 27th September, 2014 and was attended by Mr. Manish Tamboli, the than Chairman of the Audit Committee.

The role of Audit Committee broadly includes the following:

1. The Audit Committee acts as a link between the auditors and the Board of Directors.
2. Oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
3. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors and fixation of audit fees.
4. Approval of Payment to Statutory Auditors for any other services rendered by them.
5. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to matters required to be included in the Directors Responsibility Statement to be included in the Directors Report in terms of Section 217(2AA) of the Companies Act, 1956.
6. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
7. Reviewing with the management, the performance of Statutory and Internal Auditors, adequacy of Internal Control Systems.
8. 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.
9. Discussion with Internal Auditors any significant findings and follow up thereon.

10. 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 material nature and reporting the matter to the Board.
11. 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.
12. Carrying out such other work as may be specifically referred to the committee by the Board of Directors and /or other Committees of Directors of the Company.

A. STAKEHOLDER RELATIONSHIP COMMITTEE

- > The Share Transfer / Investor Grievances Redressal Committee comprises of 3 (three) Directors including 2 (two) Non-Executive Independent Directors and 1 (one) Executive Director. The Chairman of the Committee is a Non-Executive Independent Director. Details of composition as well as attendance record of the Committee meetings held during the year 2014-15 are as follows:

Name of Members	Designation	No. of Meetings held during the year	Meetings Attended
Mr. Manish Tamboli	Member	4	4
Mr. Babulal Khimraj Jain	Chairman	4	4
Mr. Pradeep Saremal Jain	Member	4	4

- > No. of meetings: During the year 2014-15, the Committee met 4 (four) times on 26th May, 2014; 12th August, 2014; 12th November, 2014 and 11th February, 2015.
- > The committee looks into redressing of grievances of the investors, pertaining to transfer / transmission, duplication, change of addresses and other like matters. It also endeavors to set standards for rendering quality investor services in co-ordination with its Registrar and Transfer Agent.
- > Mr. Pradeep S. Jain, Director is the Compliance Officer for the Committee.

Status of Investor Complaints received and redressed during 2014-15

Total Complaints Received	Total Complaints Redressed	Pending as on 31/03/2015
3	3	Nil

A. NOMINATION AND REMUNERATION COMMITTEE

- > The Remuneration Committee comprises of 3 (three) Directors including 2 (two) Non-Executive Independent Directors and 1 (one) Executive Director. The Chairman of the Committee is a Non-Executive Independent Director. Details of composition as well as attendance record of the Committee meetings held during the year 2014-15 are as follows:

Name of Members	Designation	No. of Meetings held during the year	Meetings Attended
Mr. Manish Tamboli	Member	1	1
Mr. Babulal Khimraj Jain	Member	1	1
Mr. Pradeep Saremal Jain	Chairman	1	1

- > No. of meetings: During the year 2013-14, the Committee met once on 26th May, 2014, to review the remuneration of executive directors.
- > The Company does not have any Employee Stock Option Scheme.
- > The Remuneration Committee has been constituted to recommend / review the remuneration package of Managing / Executive Directors / Senior Management Personnel. The Committee decides remuneration payable to MD and other Executive Directors based upon their performance within the overall ceiling fixed by Statute as well as Shareholders.

I. GENERAL BODY MEETINGS

The details of last three AGMs are mentioned hereunder:

Year	Day, Date & Time	Venue
2013-14	Saturday, 27th September, 2014 at 9.30 A.M.	Jain Dharamshala, Next to Axis Bank, Hanuman Takdi, Bank Street, Hyderabad – 500 095
2012-13	Saturday, 28th September, 2013 at 9.30 A.M.	Jain Dharamshala, Next to Axis Bank, Hanuman Takdi, Bank Street, Hyderabad – 500 095
2011-12	Friday, 28th September, 2012 at 10.30 A.M.	Jain Dharamshala, Next to Axis Bank, Hanuman Takdi, Bank Street, Hyderabad – 500 095

Extra-Ordinary General Meeting

No Extra-ordinary General Meeting was held in the year 2014-15, 2013-14.

One Extra-Ordinary General Meeting was held during the financial year 2012-13 on 16th July, 2012. Following special resolutions passed thereat:

1. Change of Name of the Company from Trendy Knitwear Limited to Vandana Knitwear Limited;
2. Sub-division of Equity Shares of Rs. 10/- each into 10 Equity Shares of Re. 1/- each; and
3. Alteration of Articles of Association consequent to increase in Authorised Share Capital.

Special resolutions: No special resolution was passed at the AGM held on 28th September, 2013, while at AGM held on 28th September, 2012 and on 27th September, 2014, following resolutions were passed as special resolutions respectively:

1. 28th September, 2012 - Appointment of Mr. Mukesh Gadiya as Chairman and Managing Director of the Company and fixation of his remuneration;
2. 27th September, 2014 – Increase in remuneration of Mr. Babulal Jain, Executive Director of the Company.

POSTAL BALLOT

During the current year, no approval of shareholders was taken through Postal Ballot. At the forthcoming AGM, no resolution is proposed to be passed through Postal Ballot.

V. DISCLOSURES

- > Financial Statements / Accounting treatments: In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by Institute of Chartered Accountants of India to the extent applicable.
- > Materially Significant Related Parties Transactions: There have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors that may have potential conflict with the interests of the Company. Transactions with Related Parties are disclosed in Notes of Accounts to the annual financial statements for the year 2014-15. The same is self-explanatory and need not call for any further clarification.
- > Strictures or Penalties: During the last three years, there were no strictures or penalties imposed either by the SEBI or the Stock Exchange or any other Statutory Authorities for non-compliance of any matter related to Capital Markets.
- > Disclosure on Risk Management: The Board is periodically informed about the key risks and their minimisation procedures. Business risk evaluation and management is an ongoing process within the Company.
- > CEO Certification: The certificate required under clause 49(V) of the Listing Agreement duly signed by the CEO was placed before the Board and the same is also provided with this report.

- > **Compliance with the mandatory requirements of Clause 49 of the Listing Agreement:** The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Agreement. The Company has also obtained a certificate affirming the compliances from M/s S. N. Kabra & Co., Chartered Accountants, the Statutory Auditors of the Company and the same is attached to this Report.
- > **Compliance with Other Non-Mandatory Requirements:**
 - a. The Company follows the guidelines as recommended from time to time by Institute of Company Secretaries of India. One such instance is the adoption of Secretarial Standards in respect to Preparation and Recording of Minutes and other Statutory Records and Registers.
 - b. In respect to Audit Qualifications, the Company is making conscious efforts towards moving into a regime of unqualified Financial Statements.
 - c. The Board has already set up a Remuneration Committee, the details whereof are furnished already in this Report.

VI. MEANS OF COMMUNICATION

- (i) The quarterly, half-yearly and annual results are published in Business Standard in English (Hyderabad Edition) and in Andhra Prabha, Hyderabad (Vernacular).
- (ii) The Company's Results and other Corporate Announcements are regularly sent to the Bombay Stock Exchange Limited (BSE), Mumbai.
- (iii) The results are also posted on the Company's Website www.trendyknitwearlimited.com
- (iv) These Results are not sent individually to the Shareholders.
- (v) All price sensitive information is immediately informed to Stock Exchanges before the same is communicated to general public through press releases, if any.
- (vi) Management Discussion and Analysis forms part of this Annual Report.

II. GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting

Annual General Meeting	Twentieth
Financial Year	2014-15
Day, date and time	Tuesday, 29th September, 2015 at 10:00 A.M.
Venue	Jain Dharamshala, Next to Axis Bank, Hanuman Takdi, Bank Street, Hyderabad-500 095

As required by Listing Agreements entered into with the Stock Exchanges, particulars of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice of the AGM.

1. Tentative Financial Calendar (For 2015-16)

The tentative schedule of Financial Results of the Company is as follows:

First Quarter Ending Results (June, 2015)	Within 45 days from end of quarter
Second Quarter Ending Results (September, 2015)	Within 45 days from end of quarter.
Third Quarter Ending Results (December, 2015)	Within 45 days from end of quarter.
Fourth Quarter / Year Ending Results (March, 2016)	Within 60 days (Audited results) from end of quarter / year.

3. Book Closure Date

The Share Transfer Registers of the Company shall remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).

4. Listing at Stock Exchange(s)

The Company's shares are presently listed only on

Bombay Stock Exchange Limited (BSE)
25th Floor, Phiroze Jeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra.

The Company has paid Listing Fees to BSE for the year 2014-15.

5. Stock Code

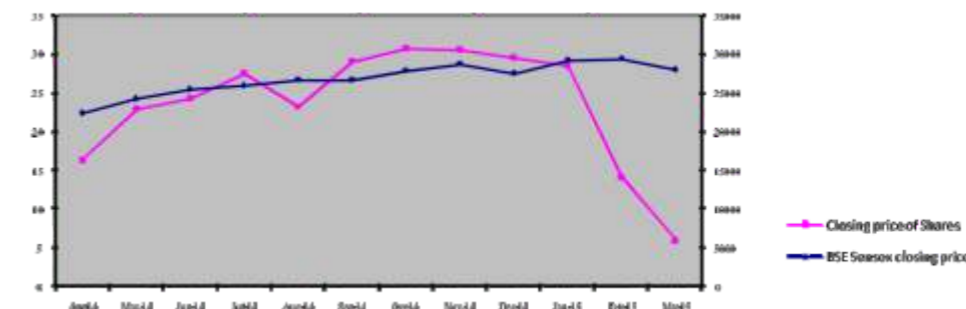
Bombay Stock Exchange : 532090

6. Stock Market Data

Table Showing Monthly High and Low (Prices with Volumes) at BSE

Month and Year	Stock Prices		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
Apr-14	24.00	16.30	7,54,938
May-14	23.30	14.05	9,54,552
Jun-14	28.05	20.55	23,74,588
Jul-14	31.90	23.25	36,23,631
Aug-14	27.70	20.25	25,54,413
Sep-14	30.00	22.30	43,07,251
Oct-14	31.45	27.25	39,50,343
Nov-14	33.90	28.15	52,16,884
Dec-14	34.85	24.60	75,37,893
Jan-15	35.50	20.50	81,64,432
Feb-15	31.00	13.55	77,94,164
Mar-15	14.75	6.93	61,81,556

1. Performance of the Company's Shares vis-à-vis BSE Sensex



8. Shareholding Pattern As On 31st March, 2015

Category	No. of Shares held	% of shareholding
Indian Promoters	1,69,000,70	15.80
Foreign Promoters	-	-
Persons Acting In Concert	-	-
Mutual Funds & UTI	-	-
Banks, FIs, Insurance Companies (Central /State Govt. Institutions/ Non-Govt. Institutions)	-	-
Foreign Institutional Investors	-	-
Private Corporate Bodies	1,34,25,481	12.55
Indian Public	7,66,59,519	71.65
NRI/ OCB	-	-
Any Other (Clearing Members Demat Transit)	-	-
GRAND TOTAL	10,69,85,070	100

9. Distribution Schedule As On 31st March, 2015

Nominal Value of Each Equity Share is Re. 1/-

No. of Equity Shares held	No. of Share Holders	% of Share holders	No. of Shares	Amount (In Rs.)	% of Total Shares
0001 – 5000	609	43.500	619395	619395	0.579
5001 – 10000	167	11.929	1482066	1482066	1.385
10001 – 100000	491	35.071	18844351	18844351	17.614
100001 & above	133	9.500	86039258	86039258	80.422
TOTAL	1400	100	106985070	106985070	100

10. Dematerialization of Shares and Liquidity

As trading in shares of the Company can be done only in electronic form, it is advisable that the Shareholders who have shares in physical form get their shares dematerialized. As on March 31, 2015, 10,35,68,070 Equity shares of Re. 1/- each consisting of 96.81% of the Total Paid up Share Capital were held in dematerialized form.

11. Share Transfer System

96.81% of the equity shares of the Company are in electronic form. Transfer of these shares is done through depositories and the Registrar and Share Transfer Agents (M/s System Support Services). The Transfer of shares is reviewed by the Share Transfer / Investor Grievances Redressal Committee of the Board of Directors of the Company on periodical basis.

As regards transfer of shares held in physical form the transfer documents can be lodged with M/s System Support Services, Registrar and Share Transfer Agents at the above mentioned addresses. Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. Certain Directors, Compliance officer and the Company Secretary are severally empowered to approve transfers.

12. Outstanding GDRs / ADRs / Warrants Or Any Convertible Instruments

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments in the past and hence as on March 31, 2015, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

13. Registrar & Share Transfer Agent (RTA)

System Support Services

Gala 209, Shivai Ind. Estate, Sakinaka,
Andheri Kurla Road, Andheri (East),
Mumbai- 400 072
E-mail ID: syss72@yahoo.com
Tel. No.: 022-2850 0835; Fax No.: 022-2850 1438

14. Depository

Central Depository Services (India) Limited

Phiroze Jeebhoy Towers, 17th Floor, Dalal Street, Mumbai 400023

National Securities Depository Limited

Trade World – A Wing, Kamala Mills Compound
Lower Parel, Mumbai - 400013

15. Demat ISIN for NSDL and CDSL as on 31st March, 2015

INE219M01013

16.. Registered Office:

4-1-223, Hanuman Takdi, Bank Street, Hyderabad, Telangana – 500 095

17. Corporate Identification Number:

L18101TG1995PLC019777

18. Address for Correspondence

Shareholder's correspondence should be addressed to the Company's RTA at the address mentioned below:

M/s System Support Services

Registrar and Transfer Agents
Gala 209, Shivai Ind. Estate, Sakinaka,
Andheri Kurla Road, Andheri (East),
Mumbai-400072
Email ID: syss72@yahoo.com
Tel. No.: 022-2850 0835; Fax No.: 022-2850 1438

For any further assistance, the Shareholder's may Contact:

Secretarial Department
Vandana Knitwear Limited
4-1-223, Hanuman Takdi, Bank Street,
Hyderabad, Telangana – 500 095

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

The Company has designated exclusive Email ID for redressal of Investor Grievances i.e. trendyknitwear@gmail.com

CEO CERTIFICATION

To

The Board of Directors
Vandana Knitwear Limited
(Formerly known as Trendy Knitwear Limited)
Hyderabad.

I, Babulal Jain, Chief Executive Officer of Vandana Knitwear Limited, to the best of knowledge and belief, certify that:

- (i) We have reviewed financial statements (Balance Sheet, Profit & Loss Account and all the schedules and notes on accounts) and the Cash Flow Statement and Directors' Report for the year and based on our knowledge, belief and information:
 - i. These statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make these statements made, in the light of the circumstances under which such statements were made, not misleading with respect to the statements made.
 - ii. These statements and other financial information included in this annual report, present in all material respects, a true and fair view of the Company's affairs and are in Compliance with existing Accounting Standards and /or applicable laws and regulations.
- (ii) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
- (iii) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of Internal Control System of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to ratify these deficiencies.
- (iv) We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes in Internal Control over financial reporting during the year;
 - ii. Significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the Financial statements; and

Place:Hyderabad
Dated: 14/08/2015

(Babulal Jain)
Chief Executive Officer

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT BY THE CEO

To

The Members
Vandana Knitwear Limited
(Formerly known as Trendy Knitwear Limited)
Hyderabad

This is to confirm that the Company has adopted a code of conduct for its Board members and the senior management personnel.

I confirm that the Company has, in respect of the financial year ended 31st March, 2015, received from the members of the Board, a declaration of compliance with the code of conduct as applicable to them.

Place Hyderabad
Dated: 14/08/2015

(Babulal Jain)
Chief Executive Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members
Vandana Knitwear Limited
(Formerly known as Trendy Knitwear Limited)
Hyderabad

We have examined the Compliance of conditions of Corporate Governance by Vandana Knitwear Limited for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievance was pending for a period exceeding one month against the Company as per the records maintained by the Share Transfer / Investor Grievances Redressal Committee.

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

For S. N. Kabra & Co.
Chartered Accountants
(Firm Registration No.: 03439C)

S. N. Kabra
Partner

Place: Hyderabad
Date: 14/08/2015

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Vandana Knitwear Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Vandana Knitwear Limited (Formerly known as Trendy Knitwear Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility For the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

Auditors Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015
- b. In the case of profit and Loss Account, of the PROFIT of the Company for the year ended on that date.
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) order, 2015 issued by the Company Law Board in terms of Section 143 (11) of the Act, We annexe hereto a statement on the matters specified in the paragraphs 3 and 4 of the said order to the extent they are applicable in the company.
2. Further to our comments in the Annexure referred to in paragraph 1 above:-
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company, so far as appears from our examination of the books.
 - (c) The Balance Sheet, profit and Loss Account and cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - (e) On the basis of written representations received from the directors as on 31.03.2015 taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act, and;
 - (f) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. The company is not liable for contribution to the Investor Education and Protection Fund.

For and on behalf of
S. N. Kabra & Co.
Chartered Accountants
FRN: 03439C

Satyanarayan Kabra
Partner
M.NO. 072497

Place: Hyderabad
Date: 30.05.2015

FINANCIAL YEAR ENDING 31ST MARCH, 2015

ANNEXURE TO THE AUDITORS REPORT

(Referred to in paragraph 1 of our Report of even date)

1. In respect of its assets

- a) The Company has maintained records showing full particulars including quantitative details of Fixed Assets.
- b) As explained to us, fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed in such physical verification.

2. In respect of Inventories :

- a) As explained to us, Inventories have been physically verified by the management at regular intervals during the year.
- b) In our opinion, and according to information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.

3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the registered maintained under Section 189 of the Companies Act, 2013.

4. In our opinion and according to our information and explanation given to us, there are adequate internal control procedure commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of the goods. During the course of our audit, we have not observed any major weaknesses in internal controls.

5. The Company has not accepted any deposits from the public.

6. The Central Government has not prescribed maintenance of Cost Records under Section 209, (1) (d) of the Companies Act, 1956 for the company.

7. In respect of statutory dues :

- a) According to the records of the Company undisputed statutory dues including Income-Tax, sales tax and other statutory dues have been generally regularly deposited with the appropriate authorities except for some minor delays in depositing TDS. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31 March, 2015 for a period of more than six months from the date of becoming payable. The company is not liable to Provident fund, Investor Education and Protection Fund, ESI, Wealth Tax, Custom Duty and Cess as certified by the company.

- b) The disputed dues of the company which are outstanding are as : Nil

8. The accumulated losses of the company are not more than fifty percent of its worth Company at the end of the financial year under report and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.

9. The company has not defaulted in repayment of dues to banks. It does not have any liabilities towards financial institution or debenture holders.

10. Based on our audit procedures and as per information given to us the Company has not given guarantees for loans taken by others from banks or financial institutions.

11. Based on our audit procedures and as per information given to us the company has not raised any term loans during the year.

12. In our opinion and according to the information and explanation given to us, no fraud on /or by the Company has been noticed or reported during the year , that causes the financial statement to be materially misstated.

For and on behalf of
S. N. Kabra & Co.
Chartered Accountants
FRN: 03439C

Place: Hyderabad
Date: 30.05.2015

Satyanarayan Kabra
Partner

M.NO. 072497

Balance Sheet as at 31-03-2015

Particulars	Note No.		As a 31-03-2015 [Rs.]		As at 31-03-2014 [Rs.]
I EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	1	10,69,85,070		10,69,85,070	
(b) Reserves and surplus	2	17,96,299	10,87,81,369	6,51,130	10,76,36,200
(c) Money Received against Share Warrants	-				
(2) Non- current liabilities					
(a) Long-term borrowings	3	10,62,000		-	
(b) Deferred Tax Liability (Net)	4	-		20,493	
© Other Long-term Liabilities	-			-	
(d) Long-term Provisions	-		10,62,000	-	20,493
(3) Current liabilities					
(a) Short-term borrowings	5	-		-	
(b) Trade Payables	6	4,23,91,230		81,50,094	
© Other Current Liabilities	7	19,16,574		3,52,720	
(d) Short Term Provisions	8	24,66,420	4,67,71,224	16,72,768	1,01,75,582
Total			15,66,17,593		11,78,32,275
II ASSETS					
Non- current assets					
(1) (a) Fixed Assets					
(i) Tangible assets	9	4,76,288		7,72,237	
(ii) Intangible assets		-		-	
(iii) Capital Work -in-progress		-		-	
(b) Non-Current investments	10	2,64,49,820		2,64,49,820	
© Deferred tax assets (Net)		-		-	
(d) Long-term loans and advances		-		-	
(e) Other Non Current Assets	11	15,55,454	2,84,81,562	14,99,543	2,87,21,600
(2) Current assets					
(a) Current Investments		-		-	
(b) Inventories	12	-		-	
© Trade receivables	13	3,88,57,467		86,14,853	
(d) Cash and Cash equivalents	14	4,41,792		26,82,885	
(e) Short-term loans and advances	15	8,88,36,772		7,78,05,945	
(f) Other Current Assets	16	-	12,81,36,031	6,992	8,91,10,675
(3) Miscellaneous Expenses & Losses					
Deferred Revenue Expenditure					
Total	24		15,66,17,593		11,78,32,275

As per our report of even date

For S.N. Kabra & Co.
Chartered Accountants
Firm Registration No. 03439C

Sd/-
Satyanarayan Kabra
Partner
M No.072497

Place : Hyderabad
Date : 30.05.2015

Sd/-
Mukesh Gadiya
Managing Director

For Vandana Kintwear Limited

Sd/-
Babulal Jain
Director

Sd/-
Nidhi Gupta
Company Secretary

Statement of Profit and Loss for the year ended 31-03-2015

Particulars	Note No.		YEAR ENDED 31-03-2015		YEAR ENDED 31-03-2014
I Revenue from operations	17		4,16,33,434		4,68,25,010
II Other Income	18		-		-
III Total Revenue (I+II)		Total	4,16,33,434		4,68,25,010
IV Expenses :					
Purchase of Stock in Trade			3,42,41,136		3,93,53,065
Changes in Inventories of Finished Goods	19		-		-
Employee Benefits Expenses	20		24,33,443		20,77,393
Finance Costs	21		-		-
Depreciation and Amortization Expenses	22		2,90,704		2,74,851
Other Expenses	23		29,68,640		30,24,391
Total expenses (IV)		Total	3,99,33,923		4,47,29,700
V Profit before exceptional and extraordinary items and tax (III-IV)			16,99,511		20,95,309
VI Exceptional items			-		-
VII Profit/(Loss) before extraordinary items and tax (V-VI)			16,99,511		20,95,309
VIII Extraordinary Items			-		-
IX Profit Before Tax			16,99,511		20,95,309
X Tax expense :					
(1) Income Tax for earlier years			(10,410)		(3,156)
(2) Current Year Tax			5,80,000		6,80,000
(3) Deferred tax			(20,493)		(1,774)
XI Profit(Loss) for the period from Continuing Operations		Total	11,50,414		14,20,239
XII DISCONTINUING OPERATIONS Profit / (Loss) from discontinuing operations					
			-		-
XIII TOTAL OPERATIONS					
			11,50,414		14,20,239
XIV Earnings per equity share of face value of Re.1 each Basic and Diluted			0.01		0.01
Significant Accounting Policies and Notes on Financial Statements	24				

As per our report of even date

For S.N. Kabra & Co.
Chartered Accountants
Firm Registration No. 03439C

Sd/-
Satyanarayan Kabra
Partner
M No.072497

Place : Hyderabad
Date : 30.05.2015

Sd/-
Mukesh Gadiya
Managing Director

For Vandana Kintwear Limited

Sd/-
Babulal Jain
Director

Sd/-
Nidhi Gupta
Company Secretary

NOTES TO THE ACCOUNTS

NOTE No. 1 - Share Capital

Particulars		As a 31-03-2015 [Rs.]		As at 31-03-2014 [Rs.]
SHARE CAPITAL				
(a) Authorised 12,00,00,000 Equity shares of Rs.1/- each (Previous Year 12,00,00,000 Equity shares of Rs.1/- each)		12,00,00,000		12,00,00,000
		12,00,00,000		12,00,00,000
(b) Issued Subscribed & Paid up 10,69,85,070 Equity Shares of Rs. 1/- each fully paid up (Previous Year 10,69,85,070 Equity shares of Rs.1/- each)		10,69,85,070		10,69,85,070
		10,69,85,070		10,69,85,070
Total		10,69,85,070		10,69,85,070
1.1 Details of Shareholders holding more than 5% shares		As at 31-3-2015		As at 31-3-2014
Name of the Share holder	No of Shares	% Held	No of Shares	% Held
Babulal Khimraj Jain	55,99,980	5.23%	55,99,980	5.23%
1.2 Reconciliation of number of shares outstanding				
Opening Balance		10,69,85,070		10,69,85,070
Add: Issued During the Year				
Closing Balance at the year end (Equity shares of Re 1 each (PY Equity Shares of Rs.1/- each)		10,69,85,070		10,69,85,070

NOTE No. 2 - Reserves & Surplus :
RESERVES & SURPLUS

CURRENT YEAR	Balance As at 01.04.2014 [Rs.]	Additions [Rs.]	Deductions [Rs.]	Balance As at 01.04.2015 [Rs.]
a. Security Premium Account	-	-	-	-
b. General Reserve Balance in Profit & Loss A/c Depreciation written back as per companies act 2013	6,51,130	11,50,414	5246	17,96,299
Total	6,51,130	11,50,414	5246	17,96,299
PREVIOUS YEAR	Balance As at 0 1.04.2013 [Rs.]	Additions Tr from P & L A/c [Rs.]	Deductions [Rs.]	Balance As at 01.04.2014
a. Security Premium Account				
b. Balance in Profit & Loss A/c	7,69,109	14,20,239	-	6,51,130
Total	7,69,109	14,20,239	-	6,51,130

NOTE No. 3 - Long term borrowings :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
SECURED LOANS	-	-
UNSECURED LOANS	10,62,000	-
Total	10,62,000	-

NOTE No. 4 - DEFERRED TAX LIABILITY (Net)

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
a. On Account of depreciation on Fixed Assets	-	20,493
Total	-	20,493

NOTE No. 5 - Short term borrowings:

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Unsecured Loan: Loans repayable on demand	-	-
Total	-	-
Rate of Interest		

NOTE No. 6 - Trade payables :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Trade Creditors Total outstanding dues of Micro Enterprises and Small Enterprises Total outstanding dues of creditors other than Micro and small Enterprises and Small Enterprises	4,23,91,230	81,50,094
	4,23,91,230	81,50,094
Additional Information:		
The details of amounts outstanding to Micro, Small and Medium Enterprises under Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:		
1 Principal amount due and remaining unpaid	-	-
2 Interest due on (1) above and the unpaid interest	-	-
3 Interest paid on all delayed payments under the MSMED Act	-	-
4 Payment made beyond the appointed day during the year	-	-
5 Interest due and payable for the period of delay other than (3) above	-	-
6 Interest accrued and remaining unpaid	-	-
7 Amount of further interest remaining due and payable in succeeding years	-	-

NOTE No. 7 - Other Current Liabilities

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Other Currunt Liabilities	19,16,574	3,52,720
	-	-
Total	19,16,574	3,52,720

NOTE No. 8 - Short Term Provisions

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
a. Duties and Taxes Payable	1,06,420	13,336
b. Other Provisions		
Directors Remuneration Payable/Sitting Fees Payable	4,25,000	95,000
Provision for Income Tax	12,60,000	12,50,000
Professional Fees Payable	6,75,000	3,13,180
Rent Payable	-	-
Telephone Expenses Payable	-	1,252
Total	24,66,420	16,72,768

Note No.9

Fixed Asset and Depreciation as on 31.03.2015

ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	COST ON 01.04.2014	ADDITIONS DURING THE YEAR	ASSETS SOLD DURING THE YEAR	TOTAL AS ON 31.03.2015	WRITTEN OFF 01.04.2014	WRITTEN BACK DURING THE YEAR	FOR THE YEAR	TOTAL WRITTEN OFF UP TO 31.03.2015	AS AT 01.04.14	AS AT 31.03.2015
Computer	3,33,565	-	-	3,33,565	1,75,731	(5,246)	1,11,116	2,92,093	1,57,834	41,472
Furniture	12,500	-	-	12,500	6,109	-	1,921	8,030	6,391	4,470
Office Equipment	60,575	-	-	60,575	18,282	-	27,399	45,681	42,293	14,894
Car - Ford Figo	6,66,478	-	-	6,66,478	2,04,521	-	1,50,267	3,54,788	4,61,956	3,11,690
Land	1,03,762	-	-	1,03,762	-	-	-	-	1,03,762	1,03,762
Totals as at										
31.03.2015	11,76,880	-	-	11,76,880	4,04,643	(5,246)	2,90,704	7,00,592	7,72,236	4,76,288
31.03.2014	11,76,880	-	-	11,76,880	1,29,792	-	2,74,851	4,04,643	10,47,087	7,72,237

NOTE No. 10 - Non Current Investment :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
INVESTMENTS		
Non Current Investments - Long Term		
A. Investment in Equity Instruments - Unquoted		
Total	2,64,49,820	2,64,49,820
Aggregate Value of -Unquoted Investments		
Total	2,64,49,820	2,64,49,820

NOTE No. 11 - Other Non Current Assets

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Advance Income Tax (FY 12-13)	-	5,59,590
Advance Income Tax (FY 13-14)	6,89,313	6,89,313
Advance Income Tax (FY 14-15)	6,11,491	-
Other Deposit	2,54,650	2,50,640
Total	15,55,454	14,99,543

NOTE No. 12 - Inventories :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
INVENTORIES	-	-
(As certified & valued by the management)		
Finished goods: Trading	-	-
Total	-	-

NOTE No. 13 - Trade receivables :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
(Unsecured-Considered good)		
-Exceeding six months	2,75,39,788	
-Others	1,13,17,679	86,14,853
Total	3,88,57,467	86,14,853

NOTE No. 14 - Cash and Cash equivalents :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Cash in hand		
Head Office	22,816	5,17,889
Balances with Scheduled Banks		
Head Office	4,18,977	21,64,996
Total	4,41,792	26,82,885

NOTE No. 15 - Short Term Loans and advances: Unsecured

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
(I) Other loans and advances (specify nature)		
Unsecured, considered good	-	-
Advance to Supplier	4,80,45,210	4,70,42,224
Other Loan and Advances	4,07,91,562	3,07,63,721
Total	8,88,36,772	7,78,05,945

NOTE No. 16 - Other Current Assets

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Prepaid Insurance	-	6,992
Total	-	6,992

NOTE No. 17 - Revenue from operations:-

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
SALES OF PRODUCT COMPRISES: FABRIC CLOTH	3,49,33,815	4,06,11,360
SALES OF SERVICE COMPRISES: Interest on Lending of Advances	66,99,619	62,13,650
Total	4,16,33,434	4,68,25,010

NOTE No. 18 - Other Income :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
a. Dividend income	-	-
- from long term investments	-	-
b. Net gain on sale of:		
Current investments	-	-
Long-term investments	-	-
Total	-	-

NOTE No. 19 - Change in Inventory :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Inventories at the end of the year:		
Stock-in-trade	-	-
Inventories at the beginning of the year:		
Stock-in-trade	-	-
Total	-	-

NOTE No. 20 - Employee benefits :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Salaries	16,51,700	14,53,000
Conveyance	2,60,582	1,86,760
Staff Welfare Expenses	1,91,161	1,97,633
Directors Remuneration	3,30,000	2,40,000
Total	24,33,443	20,77,393

NOTE No. 21 - Financial Charges :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
a. Interest		
- Banks	-	-
Total	-	-

NOTE No. 22 - Depreciation and Amortisation:

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Depreciation	2,90,704	2,74,851
Total	2,90,704	2,74,851

NOTE No. 23 - Other Expenses :

	As aAs at 31-03-2015 [Rs.]	As aAs at 31-03-2014 [Rs.]
Advertisement Expenses	79,461	78,136
Audit Fees	25,000	25,000
Books and Periodicals	52,531	21,925
Bank Charges/Commission	10,149	675
Business Promotion Expenses	91,941	1,25,120
Commission & Brokerage	2,50,000	-
Donations		51,000
Electricity Charges	64,848	58,191
Insurance	11,712	13,704
Interest on TDS	1,119	545
Motor Car Expenses	1,42,151	69,260
Membership Fees	1,83,189	1,12,360
Office Expenses	1,55,690	2,20,503
Printing & Stationery	1,76,828	2,37,776
Professional Fees	8,27,500	5,33,220
Rates and Taxes	-	1,540
Rent	3,12,000	2,67,000
Repairs and Maintenance	1,47,758	1,26,308
ROC Fess	23,867	-
RTA Fees and Expenses	57,165	52,747
Security Charges	60,500	66,000
Sundry Expenses	10,418	5,000
Sundry Balance Written off	15,512	34,862
Telephone Expenses	22,850	42,737
Travelling Expenses	2,46,451	8,80,783
Total	29,68,640	30,24,391

Note 24

NOTES TO THE ACCOUNTS

(A) SIGNIFICANT OF ACCOUNTING POLICIES

1. SYSTEM OF ACCOUNTING

- A) The Company follows mercantile system of accounting and recognizes Income and Expenditure on accrual basis
- B) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value of purchase power of money.
- C) Accounting policies, not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles followed by the company.

2. USE OF ESTIMATE

The presentation of the financial statements in conformity with the generally accepted accounting principles requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on the Management's evaluation of relevant facts and circumstances as on the date of the financial statements. The actual outcome may diverge from these estimates.

3. FIXED ASSETS

Fixed assets are stated at cost less depreciation. Depreciation has been provided on the written down value method and at the rates and in the manner specified in Schedule II of the Companies Act, 2013.

4. INVESTMENT

Long term unquoted investment in companies have been valued at cost

5. INVENTORIES

Inventories are valued at cost (on FIFO basis) or at realisable value which ever is less.

6. DEPRECIATION

Depreciation has been provided on the written down value method and at the rates and in the manner specified in Schedule II of the Companies Act, 2013.

7. INCOME FROM INVESTMENT

Income from investments, where appropriate are taken into revenue in full on declaration or receipt and tax deducted at source thereon is treated as advance tax.

8. TREATMENT OF CONTINGENT LIABILITIES

Contingent liabilities are disclosed by way of note to the accounts, if any.

9. ACCOUNTING FOR TAXES ON INCOME

Income tax expenses comprises current tax (i.e. amount of tax for the year determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year)

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward business loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets / liabilities are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

The company offsets assets and liabilities representing current tax and deferred tax where it has a legally enforceable right to set off the recognised amounts and it intends to settle those assets and liabilities on a net basis.

10. BORROWING COSTS

The company has charged the entire borrowing costs to the Profit & Loss Account there being no qualifying asset with the company.

11. The company does not have any intangible assets

12. IMPAIRMENT OF ASSETS

Impairment is ascertained at each balance sheet date in respect of Cash Generating Units. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable value. The recoverable amount is the greater of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

13. EMPLOYEE BENEFITS:

1. Short Term Employee benefits have been accounted for either as an expenses as a charge to Profit & Loss Account or as a liability if unpaid.

2. Post Employment Benefits:

- a. Defined Contributions Plans: The Company has no liability towards any defined contributions plans.
- b. Defined Benefit Plans: The Company accounts for expenditure on defined benefits plans on actual payment basis. It is the view of the management that, due to a small number of workers the liability of the company under defined benefit plans (i.e. gratuity) is not material considering the present composition of the work force and its volume of business. The company has no liability towards retirement benefits as on 31.03.2015.

(B) NOTES FORMING PART OF THE ACCOUNTS

1. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of the business, the provision for all known liabilities is adequate and no in excess of the amount considered reasonably necessary.

2. Contingent Liabilities not provided for : Nil. **(Previous Year :NIL)**

3. There is no liability in respect of retirement benefits as on 31.03.2015.

4. Auditor's Remuneration

SR NO.	Particulars	31.03.2015	31.03.2014
1	Statutory Audit Fees	25,000	25,000
2	Tax Audit Fees	20,000	20,000
3	Income Tax Matters	-	31,000
	Total	45,000	76,000

5. DEFERRED TAX

In view of the uncertainty attached with the future profitability of the Company and lack of any convincing evidence that sufficient future taxable income would be available, company has decided not to recognize any Deferred Tax Asset in respect of the timing differences outstanding at the beginning of the year as well as those arisen during the year.

However the company has recognized the Deferred Tax Liability in respect of Depreciation excess charged in the Income tax:

SR NO.	Particulars	31.03.2015	31.03.2014
1	DEFERRED TAX LIABILITY		
	Related to Fixed Assets	0	20,493
2	DEFERRED TAX ASSETS	0	0
	Related to Disallowance Under Income Tax	0	0
	NET DEFERRED TAX LIABILITY	0	20,493

6. EARNING PER SHARE

SR NO.	Particulars	31.03.2015	31.03.2014
1.	Net Profit as per Profit and Loss Account	11,50,414	14,20,239
2.	Number of Shares: Weighted (Rs.1 per share)	10,69,85,070	10,69,85,070
3	Basic and Diluted Earning Per Share	0.01	0.01

7. Figures of the previous year have been regrouped rearranged and recast wherever necessary, to make them comparable with the figures of the current year.

8. Expenditure in Foreign Currency – NIL

(Previous year Rs. NIL/-)

9. Quantitative details of goods traded :

FOR THE YEAR ENDING 31.03.2015

SR NO	PARTICULARS	UNIT	OPNING STOCK	PURCHAS	ESSALES	CLOSING STOCK
1	FABRIC	MTRS	-	242710	242710	-

FOR THE YEAR ENDING 31.03.2014

SR NO	PARTICULARS	UNIT	OPNING STOCK	PURCHAS	ESSALES	CLOSING STOCK
1	FABRIC	MTRS	-	315605	315605	-

10. Disclosure in accordance with AS 18” Related Party Disclosures”

FOR THE YEAR ENDING 31.03.2015

	Associates	Key Management Personnel	Relative of Key Management Personnel	TOTAL
Expenditure on Services	NIL	5,89,200	NIL	5,89,200
FINANCE				
Equity /Capital Contribution Outstanding as at the year end.	NIL	NIL	NIL	NIL

FOR THE YEAR ENDING 31.03.2014

	Associates	Key Management Personnel	Relative of Key Management Personnel	TOTAL
Expenditure on Services	NIL	3,52,000	NIL	3,52,000
FINANCE				
Equity /Capital Contribution Outstanding as at the year end.	NIL	NIL	NIL	NIL

NOTE: Name of related parties and description of relationship :

Key Management Personnel :-

Mr. Mukesh Gadiya (Managing Director)
Mr. Babulal Khimraj Jain (Executive Director)
Mr. Pradeep Saremal Jain (Independent Director)
Mr. Pawan Mandowara (Independent Director)
Mr. Manish Tamboli (Independent Director)
CS Nidhi Gupta (Company Secretary)
Mrs. Bhuvneshwari (Women Executive Director)

11 Based on the information available with the company, no creditors have been identified as “supplier” within the meaning of “Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.”

Cash Flow Statement For The Year Ended 31st March 2015

	For the Year ended 31.03.2015		For the Year ended 31.03.2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit(Loss) before tax and Extra Ordinary Item				
Ordinary Items		16,99,511		20,95,309
Adjustment for:				
Depreciation	2,90,704.00		2,74,851.00	
Dividend	0.00		0.00	
Profit(Loss) on sale of Investments	0.00		0.00	
Profit (Loss) on Sale of Other Assets	0.00		0.00	
	0.00		0.00	
Interest Income (Expenses) : NET	-66,99,619.00	-64,08,915	-62,13,650.00	(59,38,799.0)
Operating Profit before Working Capital Changes		-47,09,404		(38,43,489.9)
Adjustment for:				
Reduction In Inventory	0.00		0.00	
Trade Receivables	-3,02,42,613.50		-86,14,853.00	
Other Receivables - Prpaid Insurance	0.00		0.00	
Other Current Liability	15,63,854.00			
Other non Current Assets	-55,911.00		-3,00,369.00	
Other Provisions	7,93,652.00		4,02,750.00	
Deffered Revenu Expenditure	0.00			
Trade Payable	3,42,41,136.00	63,00,118	81,50,094.00	(3,62,378.0)
Cash Generated from Operations		15,90,713		(42,05,867.9)
Direct Taxes Refund/(Paid)		-5,69,590		(6,78,226.0)
Cash Flow before Extraordinary Item		10,21,123		(48,84,093.9)
Extraordinary Items				
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	A	10,21,123	A	(48,84,093.9)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale (Purchase) of Fixed Assets:NET		0		0.0
Sale/(Purchase)of Investments: Net		0		0.0
Loans and Advances		-1,10,23,835		(6,33,669.0)
		0		0.0
Interest Received		0		0.0
Profit/(Loss) on Sale of Investment		0		0.0
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	B	-1,10,23,835	B	(6,33,669.0)
C. CASH FLOW FROM FINANCE ACTIVITIES				
Proceeds from Issue of Share Capital		0		0.0
Premium on Issue of Share Capital		0		0.0
Proceeds from Long Term Borrowings		10,62,000		0.0
Proceeds from Short Term Borrowings		0		0.0
Interest Income (Expenses):NET		66,99,619		62,13,650.0
NET CASH FROM/(USED IN) FINANCE ACTIVITIES	C	77,61,619	C	62,13,650.0
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)		-22,41,093		6,95,887
OPENING BALANCE OF CASH AND CASH EQUIVALENTS		26,82,885		19,86,998
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		4,41,792		26,82,885

On behalf of the Board,
For Vandana Knitwear Limited

Place : Hyderabad
Date : 30.05.2015

Managing Director Director Company Secretary

VANDANA KNITWEAR LIMITED

CIN : L18101TG1995PLC019777
(Formerly known as Trendy Knitwear Limited)
Regd. Office : 4-1-223, Hanuman Takdi, Bank Street, Hyderabad 500095
Tel No : 9441271629, 040-24763322, Email Id: trendyknitwear@gmail.com,
Website : www.trendyknitwearlimited.com

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID	
No. of Shares held	
Name and Address of the Shareholder	

1. I hereby record my presence at the 20th Annual General Meeting of the Company being held on Tuesday 29th September, 2015 at 10.00 am at Jain Dharamshala, Next to Axis Bank, Hanuman Takdi, Bank Street, Hyderabad, Andhra Pradesh - 500 095.
2. Signature of the Shareholder/Proxy Resent
3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and Handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting

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VANDANA KNITWEAR LIMITED

CIN : L18101TG1995PLC019777
(Formerly known as Trendy Knitwear Limited)
Regd. Office : 4-1-223, Hanuman Takdi, Bank Street, Hyderabad 500095
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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./ DP Id / Client Id	

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

1. Name : _____

Address _____

Email Id : _____ Signature : _____ or failing him

2. Name : _____

Address _____

Email Id : _____ Signature : _____ or failing him

3. Name : _____

Address _____

Email Id : _____ Signature : _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual general meeting of the company, to be held on Tuesday 29th Sept. 2015 at 10.00 am at Jain Dharamshala, Next to Axis Bank, Hanuman

Takdi, Bank Street, Hyderabad, Andhra Pradesh - 500 095 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Audited Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2015		
2	Appointment of Director in place of Mr. Babulal Jain (DIN: 02387803) who retires by rotation and being eligible, offers himself for re-appointmnt		
3	Appointment of Auditors and fix their remuneration		
Special Business			
4	Appointment of Ms. Bhuneshwari (DIN : 07019169) as Executive Director		

Signed this _____ day of _____ 2015

Signature of shareholder _____

Signature of Proxy holder(s) _____

AFFIX
REVNUE
STAMP

Notes :

- 01. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Compony, not less than 48 hours before the commencement of the Meeting.**
- 02 For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 20th Annuaik General Meeting of the Company**

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