

VINADITYA TRADING COMPANY LIMITED

Registered Office: State Bank Building, Annexe Bank Street, Fort, Mumbai 400023.

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty Second Annual General Meeting of the members of Vinaditya Trading Company Limited will be held on Monday, 30th September, 2013 at 4 p.m. at registered office of the company at State Bank Building, Annexe, Bank Street, Fort, Mumbai 400023 to transact following business.

Ordinary Business

1. To receive consider and adopt the Audited Balance Sheet as on 31st March, 2013 and Profit & Loss Account for the year ended as on that date together with the report of the Directors and Auditors thereon.
2. To appoint the Director in the place of Sushil Kumar Ramjiwan Nevatia who retires by rotation and, being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modifications(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s Sara & Associates., Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting in place of the retiring Auditors, M/s. K.D. Vyas & Co., Chartered Accountants, Mumbai to audit the accounts of the Company for the financial year 2013-14 at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee of Directors.”

Special Business

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

“RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to appoint Mr. Satya Prakash Pathak as a Director of the Company liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modifications(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 , and subject to the provisions of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force, Securities Contracts (Regulation) Act, 1956 and the rules framed there under, Listing Agreements and all other applicable rules, regulations and guidelines and subject to approval, consent, permission or sanction of the Securities Exchange Board of India, Stock Exchanges where the shares of the Company are listed and any other appropriate authorities, institutions, or regulators, as may be necessary and subject to the necessary conditions and modifications , if any as may be prescribed or imposed by any authority while granting such approvals, permissions, and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof for the time being exercising powers conferred on the Board by the resolution) the consent of the Company be and is hereby accorded to the Board of Directors to de-list the equity shares of the Company from the Pune Stock exchange Limited at such time as the Board may decide.”

“RESOLVED FURTHER THAT the securities of the company shall continue to be listed on the stock exchange having nationwide trading terminals via the stock exchange Mumbai and therefore as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company.”

“RESOLVED FURTHER THAT Mr. Mahendra Sitaram Pipalwa, Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose and to settle any questions, difficulties or doubts that may arise for the above said purpose.”

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
VINADITYA TRADING COMPANY LIMITED



Director

Mumbai, dated 5th September 2013

NOTES:

1. A MEMBER ENTITLED TO VOTE AND ATTEND AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTES INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Registers of Members and Transfer Books of the company shall remain close from Monday the 24th September, 2013 to Saturday the 28th September, 2013 (both days inclusive) in connection with Annual General Meeting.

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956:

ITEM NO 4

The Board had co-opted to appoint Mr. Satya Prakash Pathak as a Director in the Annual General Meeting and to hold office up to the conclusion of the Annual General Meeting. Under Section 257 of the Companies Act 1956, a notice in writing has been received from a member signifying his intention to propose Mr. Satya Prakash Pathak, as a Director of the Company along with a deposit of Rs. 500/- as required under the aforesaid Section.

Except Mr. Satya Prakash Pathak, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

ITEM NO 5

According to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the “SEBI Delisting Regulation”), a Company may voluntarily delist its equity shares from the Pune Stock Exchange where its shares are listed.

The Board has intention to seek voluntary delisting of the equity shares of the Company from Pune Stock Exchange Limited. The promoters of the Company are of the view that the delisting proposal is in interest of the public shareholders of the Company.

Keeping in view, the Board of Directors of the Company believe that no particular benefit is available to the shareholders of the Company by continuing the listing of its equity shares on the Pune Stock Exchanges for last few years.

Accordingly, the Board of Directors seek approval of the shareholders for the proposed delisting of the Equity Shares from the Pune Stock Exchange where these shares are listed. The Board of Directors recommends the proposed ‘special resolution for approval by the members.

None of the Directors of the Company is in any way concerned or interested in the resolution.

By Order of the Board of Directors

VINADITYA TRADING COMPANY LIMITED,



Director

Registered Office:

State Bank Building , Annexe,
Bank Street, Fort,
Mumbai 400023

Place : Mumbai

Date :05 September,2013.

DIRECTOR'S REPORT

The Members of

VINADITYA TRADING COMPANY LIMITED

Your Directors have pleasure in presenting before you their Thirty Second Annual Report together with the audited statement of accounts for the year ended 31st March 2013

During the year under review the company made a Profit of Rs. 727,658 after making a provision of Rs. 2,55,000 for Income Tax. After adding to the said amount the carried forward profit of Rs 6,96,85,469, the total surplus of Rs. 7,04,13,127 is carried forward to the next year's accounts. In order to conserve resources, the directors do not recommend payment of any dividend.

Mr. Sushil Kumar Ramjiwan Nevatia a Director of the company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

During the year the company had no employee of the category indicated u/s 217 (2A) of the Companies Act, 1956.

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 it is hereby confirmed:

- (i) that in the preparation of annual accounts for the financial year ended 31st March, 2013 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made the judgments and estimates that were responsible and prudent so as to give a True and Fair view of the States of Affairs of the Company at the end of the financial year, and of the profit or loss of the Company for that period.
- (iii) that the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the Annual Accounts for the financial Year Ended 31st March, 2013 on a "going concern basis".

Pursuant to the proviso to sub-section (l) of Section 383A of the Companies Act, 1956 and the Rules made there under, the requisite Secretarial "Compliance Certificate" is attached to this Report.

As the company is not a manufacturing unit and has also not used or earned foreign exchange during the year the Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988 as framed u/s 217(e) of the Companies Act, 1956 may be considered as NIL.

The Board of Directors of the company in the Board Meeting held on 14th May, 2012, has passed amalgamation of ANR Investments Limited with itself subject to necessary approval from Hon'ble High Court of Judicature. The amalgamation of ANR Investments Limited with Vinaditya Trading Company Limited has been approved by Hon'ble High Court of Judicature vide dated 22nd March 2013 and accordingly it has been merged in pursuance of the order from High Court.

M/s. K.D. Vyas & Co., Chartered Accountants, Mumbai, the Auditors of the company, retire at the forthcoming Annual General Meeting.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
VINADITYA TRADING COMPANY LIMITED



Director

Mumbai, dated 5th September, 2013

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 to the Listing Agreement, a report on Corporate Governance, for the year ended 31st March, 2013, is given below:

1. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance philosophy of Vinaditya Trading Company Limited stems from its belief that the Company's business strategy, plans and decisions should be consistent with the welfare of all its stakeholders, including shareholders, viewers etc. Good Corporate Governance practices enable a Company to attract financial and human capital and leverage these resources to maximize long-term shareholder value, while preserving the interests of multiple stakeholders, including the society at large. Corporate Governance at Vinaditya Trading Co. Limited is founded upon 4 pillars of Core Values viz., Transparency, Integrity, Honesty and Accountability.

Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of professionals of eminence and integrity from within and outside the business, forming a core group of top executives, inducting competent professionals across the organization and putting in place system, process and technology. In its endeavour to improve on the Corporate Governance practices, the Board and Management have adopted a Corporate Governance Manual which serves as guide in various activities and decisions in normal course of business.

2. BOARD OF DIRECTORS

Composition & Category of Directors

Your Company is in strict compliance of Board composition requirements including of the Listing Agreement. The day-to-day management of the Company is entrusted to its key management personnel led by the Managing Director who operates under the superintendence, direction and control of the Board. The Board reviews and approves strategy and oversees the actions and performance of the management to ensure that the long-term objective of enhancing stake holder's value is met.

Composition of the Board as on March 31, 2013

Category of Directors	No of Directors	% to total No. of Directors
Executive Directors	2	40%
Non-Executive Independent Directors	3	60%
Other Non-Executive Directors	0	-
Total	5	100%

Independent Directors provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Clause 49.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2012-13 and also their other directorships in Public Companies (excluding Foreign Companies and Section 25 Companies) & membership of Audit & Share Transfer Committees of other Companies at March 31, 2013 are as under:

Director	Whether Promoter, Executive, Non-Executive, Independent Non-Executive, Nominee	Number of Board Meetings attended	Whether attended last AGM	No. of other Directorships held	No. of Board Committees of other Companies in which a Member or a Chairman
Mr. Sushil Kumar Ramjiwan	Chairman - Independent - Non-Executive	7	Yes	7	Nil

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Mr. Chittakattu Narayanan Vasudevan Nair	Independent - Non-Executive	7	Yes	2	Nil
Mr. Shreelal Gaurishankar Bohra	Promoter – Independent - Non-Executive	7	Yes	5	Nil
Mr. RamMohan Bandlamudi	Promoter –Executive	7	Yes	4	Nil
Mr. Mahendra Sitaram Pipalwa	Promoter –Executive	7	Yes	2	Nil

Board Meetings and Procedure

During the financial year under review five (5) meetings of the Board of Directors were held on 14th May, 2012, 13th August 2012, 7th September, 2012, 15th November,2012, 12th February ,2013. In compliance with Clause 49 of the Listing Agreement, the gap between two Board meetings did not exceed four months. The AGM was held on 29th September, 2012.

Schedule of the Board meetings for each year are decided well in advance and communicated to the Directors. Board meetings are generally held at the registered office at Mumbai. The agenda along with the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. All relevant information required to be placed before the Board of Directors as per Clause 49 of the Listing Agreement, are considered and taken on record/approved by the Board.

The Board periodically reviews compliance of all laws applicable to the Company.