

VINADITYA TRADING COMPANY LIMITED

34th ANNUAL REPORT
Financial Year 2014-15

Vinaditya Trading Company Limited
L51900MH1981PLC024340)

Sr. No	Board of Directors	Designation
1	Mr. Satyaprakash S. Pathak	Whole Time Director & Chief Executive Officer
2	Mr. Mohandas Kotiappa Kankanady	Non-executive & Independent Director
3	Dr. Rajit R. Upadhyaya	Non-executive & Independent Director
4	Mrs. Jyoti Ananda Ghungarde	Non-executive & Independent Director
5	Mr. Mahendra Sitaram Pipalwa	Non-executive Director
6	Mr. Rammohan Bandlamudi	Non-executive Director

Audit Committee

Mr. Satyaprakash S. Pathak	Chairperson
Mr. Mohandas Kotiappa Kankanady	
Mr. Mahendra S. Pipalwa	

Nomination & Remuneration Committee

Mr. Satyaprakash S. Pathak	Chairperson
Mr. Mohandas Kotiappa Kankanady	
Mr. Mahendra S. Pipalwa	

Company Secretary & Compliance Officer

Mr. Prabhu Chettiyar

Auditor

Sara & Associates,
Chartered Accountants

Registered Office

12, 4th Floor, 68, Sai Sadan,
Janmabhoomi Marg, Hutatma Chowk,
Fort, Mumbai – 400001.
Tel: 022 – 22828611

Bankers

ICICI BANK
FREE PRESS HOUSE
215, NARIMAN POINT
MUMBAI - 400 021.

Listing on Stock Exchanges

Bombay Stock Exchange Limited (BSE)

Registrar & Share Transfer Agents

Adroit Corporate Services Private Limited,
19/20, Jefferbhoy Ind. Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (East), Mumbai

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Notice

NOTICE IS HEREBY GIVEN that the Thirty Fourth Annual General Meeting of the Members of Vinaditya Trading Company Limited (CIN:L51900MH1981PLC024340) will be held on **30th September, 2015** at 11:00 am at Registered Office of the Company at 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai – 400001 to transact the following business.

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 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 a Director in place of Mr. Rammohan Bandlamudi (holding DIN No: 00285798), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139, 142 read with Companies (Audit and Auditors) Rules 2014 and other applicable provisions, of the Companies Act, 2013, **M/s. Sara & Associates**, Chartered Accountants, Mumbai be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to file necessary e-form with the Registrar of Companies to give effect to the said resolution.”

Special Business

4. **To Appoint Dr. Rajit Upadhyaya (DIN: 02881446) as an Independent Director of the Company:-**

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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Dr. Rajit Upadhyaya (DIN: 02881446), who qualifies for being appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 146(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for Five (5) consecutive years effective February 10th, 2015”.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to file necessary e-forms and to do all acts, deeds and things that may be necessary, expedient or incidental for that purpose of giving effect to the aforesaid Resolution.”

5. To Appoint Mrs. Jyoti Ananda Ghungarde (DIN: 07145460) as an Independent Director of the Company: -

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Jyoti Ananda Ghungarde (DIN: 07145460), who qualifies for being appointed as an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 146(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for Five (5) consecutive years effective March 31st 2015”.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to file necessary e-forms and to do all acts, deeds and things that may be necessary, expedient or incidental for that purpose of giving effect to the aforesaid Resolution.”

6. To Approve Appointment of Mr. Satyaprakash S. Pathak (DIN: 00884844) as a Whole Time Director and Chief Financial Officer (CFO) of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Satyaprakash S. Pathak (DIN: 00884844), as a Whole-time Director and Chief Financial Officer (CFO), designated as Executive Director of the Company and hold the office for the period of three (3) years w.e.f 10th February, 2015, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Satyaprakash S. Pathak.

“RESOLVED FURTHER THAT, any of the Directors of the Company be and are hereby authorized severally for necessary documentation in terms of Provisions of the Companies Act, 2013, to give effect to this resolution.”

7. To Approve and Adopt New Set of Article Of Association (AOA) as per the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including the statutory modifications and re-enactments thereof for the time being in force) consent of the members be and is hereby accorded to adopt the new set of Article of Association, as set out in the draft which is initialled by the Whole-time Director and place before the meeting for the purpose of identification, in substitution of the existing Article of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to do all such acts, deeds, matters and things as deem necessary documents with Registrar of Companies, for the purpose of giving effect to this resolution."

8. Increase in Authorized Share Capital and Alteration of Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof) and subject to Articles of Association of the Companies the Authorized Share Capital of the Company be and is hereby increased from Rs. 45,00,000 (Rupee Forty Five Lacs Only) divided into 4,50,000 (Four Lacs Fifty Thousand) Equity Shares of Rs. 10 (Rupees Ten Only) each ranking pari-passu with the existing equity shares and consequently the Clause V of the Memorandum of Association be altered as follows;

- V. The Authorised Share Capital of the Company is Rs.7,50,00,000/-(Rupees Seven Hundred and Fifty Lacs only) divided into 75,00,000 (Seventy Five Lacs) Equity Shares of Rs. 10/-(Rupees Ten only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

"RESOLVED FURTHER THAT any of the directors of the Company be and are hereby authorized to take all necessary steps to complete the above process and to sign and file the necessary e-forms to give effect to the above said resolution"

9. To Approve the Issue of Bonus Shares by the Company.

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

"RESOLVED THAT, pursuant to section 179(3) and subject to Section 63 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital & Debentures)

Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and such permissions, sanctions and approvals as may be required in this regard, and any other regulatory authority, as may be required, and subject to consent of the Members, Board of Directors of the Company be and is hereby accorded its consent for capitalization of such amount standing to the credit of the securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 10 (Rupees Ten only) each, to be issued as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners, as received from Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 47 (Forty Seven) equity share for every 1 (One) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date', save and except that they shall not be entitled to any dividend that may be declared before the 'record date'.

RESOLVED FURTHER THAT, for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the issuance of equity shares, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEBI and BSE, listing the additional equity shares on Stock Exchange where the shares of the Company are listed, and entering into arrangements in regard to such bonus as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit".

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

Prabhu Chettiyar
Company Secretary & Compliance Officer

Registered Office:
12, 4th Floor, 68, Sai Sadan,
Janmabhoomi Marg,
Hutatma Chowk, Fort,
Mumbai – 400001

Place: - Mumbai
Date: - 7th September, 2015.

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.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Pursuant to the provisions of the Section 91 of the Companies Act 2013, The Registers of Members and Transfer Books of the company shall remain close from Thursday the 24th September, 2015 to Wednesday the 30th September, 2015 (both days inclusive) in connection with Annual General Meeting.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 34th AGM by electronic means and the business may be transacted through e-Voting services provided by CDSL:
4. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Item Nos. 4 to Item Nos. 9 to be transacted at the Meeting is appended hereto.
5. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company, Adroit Corporate Services Private Limited at 19/20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059.
6. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case shares are held in electronic mode.
7. The Company, consequent upon the introduction of the Depository System ("DS"), entered into agreements with Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through CDSL.

The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, ect. Simultaneously, DS offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

8. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (Adroit Corporate Services Private Limited) Members are requested to keep the same updated.
9. Members desirous of asking any questions at the Annual General Meeting at requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
11. The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 26/09/2015 (8:00 am) and ends on 29/09/2015 (10:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24/09/2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.
 - (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- (xi) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <VINADITYA TRADING CO LTD> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) **Mr. Mohammed Aabid, Proprietor of M/s Aabid & Co., Practicing Company Secretaries (Membership No. 6579, CP No. 6625), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.**
- (xxi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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