

VINADITYA TRADING COMPANY LIMITED

35th ANNUAL REPORT
Financial Year 2015-16

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Vinaditya Trading Company Limited
(L51900MH1981PLC024340)**BOARD OF DIRECTORS****MR. RAMMOHAN BANDLAMUDI**

Non-Executive Director

MR. SATYAPRAKASH S. PATHAK

Whole Time Director & Chief Financial Officer

MR. MAHENDRA SITARAM PIPALWA

Non-Executive Director

DR. RAJIT RAMCHANDRA UPADHYAYA

Non-Executive Independent Director

MR. MOHANDAS KOTIAPPA KANKANADY

Non-Executive Independent Director

MRS. JYOTI ANANDA GHUNGARDE

Non-Executive Independent Director

MR. RAVIKUMAR VENKATRAMULOO BOGAM

Company Secretary & Compliance Officer

BANKERS

ICICI Bank

Free Press House

215, Nariman Point,

Mumbai - 400021

HDFC bank

Vishal Shopping Centre,

Sir M.V. Road, Opposite Gymkhana,

Andheri (East), Mumbai - 400069

AUDITORS

M/s Sara & Associates

Chartered Accountant

SECRETARIAL AUDITORS

M/s Aabid & Co.

Company Secretaries

REGISTRAR & TRANSFER AGENTS

Adroit Corporate Services Private Limited,

17-20, Jafferbhoy Ind. Estate,

1st Floor, Makwana Road,

Marol Naka, Andheri (E), Mumbai 400059, India

Tel: +91 (0) 22 42270400 | Fax: +91 (0) 22 28503748

www.adroitcorporate.com**REGISTERED OFFICE**

Office No. 12, 4th Floor, 68, Sai Sadan,

Janmabhoomi Marg, Hutatma Chowk,

Fort Mumbai - 400 001,

Tel: 022-22828611, www.vinaditya.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **35th Annual General Meeting (AGM)** of Members of the Company will be held on **Wednesday, 28 September 2016 at 11.00 a.m** IST at the Registered Office, 12, 4th Floor, Plot – 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai–400001., to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss for the financial year ended as at that date and the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Mahendra Sitaram Pipalwa (DIN: 02369232), who retires by rotation and being eligible, seeks re-appointment.
3. Re-appointment of Statutory Auditors and to fix their remuneration;

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013(the Act) read with the Companies (Audit and Auditors)Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of **M/s. Sara & Associates** Chartered Accountants, Mumbai (having ICAI **Firm Registration No.120927W**), who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and Rule 4 of the Rules, be and is hereby appointed to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

4. **To appoint Mr. Mohandas Kotiappa Kankanady (DIN: 03144356) as an Independent Director :**

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Mohandas Kotiappa Kankanady (DIN: 03144356)**, Director of the Company has submitted a declaration of meeting the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment and not liable to retire by rotation, be and is hereby appointed as an Independent Director for a period of Three (3) consecutive years from 28 September 2016 to 27 September 2019.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file necessary e-forms and to do all such acts, deeds and things as may be necessary to give effect the aforesaid Resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members/ proxies should bring the duly filled Attendance Slips sent herewith to attend the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 24 September 2016 to 28 September 2016 (both days inclusive).
4. The shares of the Company are listed on the BSE Ltd. The annual listing fee for the year 2015-2016 has been paid in time to the exchanges.
5. Members are requested to note that all correspondence relating to share transfers, nomination forms and other related issues should be addressed directly to the Registrar and Transfer Agents, Adroit Corporate Services Private Limited, 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059. Members are also requested to quote their Registered Folio No. and/or DP and Client Identity Numbers in all their correspondence.
6. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, NECS mandate, nomination, power of attorney, address, name, etc., to their depository participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Share Transfer Agents of the Company.
7. The disclosures required under sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting. Requisite declarations have been received from the Directors for his appointment / reappointment.
8. The Annual Report of the Company for the Financial Year 2015-16 circulated to the members of the Company by physical and electronic mode (at the registered email id), will also be made available on the website of the Company at www.vinaditya.com.
9. To ensure that shareholders' queries are answered in full, shareholders are requested to write to the Company at an early date at www.vinaditya.com.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25 September 2016 (9:00 am) and ends on 27 September 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21 September 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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).

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for Vinaditya Trading Company Limited to cast your vote.
- k. 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.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. 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.
- q. 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 Corporates.

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 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.

- VI. Persons who have acquired shares and became members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of **21st September, 2016** may obtain their user ID and password for e-voting from Company's registrar and transfer agents, Adroit Corporate Services Private Limited . (Contact details: Tel No: +91 (0) 22 42270400 | Direct: +91 (0) 22 42270423 or email at pratapp@adroitcorporate.com) or from CDSL (Contact details: Tel No. +91 022 22723333 or email at helpdesk.evoting@cdslindia.com).
- VII. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VIII. Please note that the Members who have exercised their right to vote by means of remote e-voting is entitled to present/attend the Annual General Meeting but shall not be eligible to vote at the Meeting. If a Member casts vote by both the modes, then votes cast through remote e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of **21st September, 2016**.
- IX. The Company has appointed Mr. Mohammed Aabid proprietor of Aabid & Co., Company Secretaries (Membership No 6579; CP No. 6625), as the Scrutinizer to scrutinize the e-voting and poll process, in a fair and transparent manner.
- X. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, and declare the result of the voting forthwith.
- XI. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 35th Annual General Meeting of the Company scheduled to be held on **Wednesday, 28th September, 2016**. The results declared along with the Scrutinizer's Report shall be communicated to the Bombay Stock Exchange and same shall be placed on the Company's website www.vinaditya.com and on the website of CDSL.

By Order of the Board of Directors

Sd/-
Ravikumar Venkatramuloo Bogam
Company Secretary

Place: Mumbai,
Date: 12 August 2016

A. EXPLANATORY STATEMENTS

[Pursuant to Section 102(1) of the Companies Act, 2013]

i. Item 4 of the Notice

Pursuant to the provisions of Section 149, 161, and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 recommending the appointment of Mr. Mohandas Kotiappa Kankanady (DIN: 03144356) as an Independent Director from 28 September 2016 for three consecutive years ending 27 September 2019. Mr. Mohandas Kotiappa Kankanady (DIN: 03144356), has given a declaration to the Board that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Mohandas Kotiappa Kankanady (DIN: 03144356) fulfils the conditions specified in the Act and Rules framed thereunder for appointment as an Independent Director and is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Mohandas Kotiappa Kankanady (DIN: 03144356) as an Independent Director is now being placed before the Members for their approval. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

About Mr. Mohandas Kotiappa Kankanady (DIN: 03144356)

Mr. Mohandas Kotiappa Kankanady has completed his education from Jr. College of Mangalore. He has experience of 35 years experience with German Company Seamens AG as protocol manager handling all logical and customs and airport handling for the company.

He is serving on the Board of the Company since May 02, 2014 and making a valuable contribution in the progress of the Company.

BOARD'S REPORT

The Directors are pleased to present 35th Annual report and the Audited Financial Statement for the year ended March 31, 2016, together with the Auditor's Report thereon.

1. FINANCIAL SUMMARY:**(Amount in INR)**

Particulars	2015-16	2014-15
Total Income	50,42,768	23,79,000
Profit before Interest, Depreciation, Amortization, Taxation and Exceptional Items	22,174	(2,895)
Financial Costs	-	-
Depreciation and Amortisation	-	-
Profit before tax and exceptional items	22,174	(2,895)
Exceptional income	-	-
Profit after exceptional items before tax	22,174	(2,895)
Taxes(benefit)	(1,46,000)	(58,505)
Profit after tax	(1,23,826)	(61,400)
Add: Balance Brought Forward	7,10,00,140	7,10,61,540
Less: Adjustment to WDV of assets fully depreciated pursuant to Sch II of Companies Act,2013	-	-
Total available for appropriation	7,08,76,314	7,10,00,140
Less: Transfer to General reserves	-	-
Proposed Dividend	-	-
Corporate Dividend Tax	-	-
Bonus Shares Issued	7,05,00,000	-
Balance Carried Forward	3,76,314	7,10,00,140
Earning per share (Basic)	(.02)	(.41)

2. DIVIDEND:

The Board has not recommended a final dividend for the financial year 2015-16, due to inadequate profit/(loss) incurred by the Company.

3. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

During the year under review, the total income of the Company is Rs. 50.42 Lakh as compared to the previous financial year ended 2015 in which the same was Rs. 23.79 Lakh.

The Gross Profit of the Company is Rs. 22,174 in the financial year 2015-16 whereas the Gross Loss for the financial year 2014-15 was Rs. 2895.

Net Loss of the Company in the financial year 2015-16 is Rs. 1.23 Lakh as compare to the financial year 2014-15 in which the Net Loss was Rs. 0.61 Lakh.