

19<sup>TH</sup>Annual  
Report  
2013-2014

**Vital  
Communications  
Limited**

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# Corporate Information

## Board of Directors

Manoj Kumar (Whole Time Director)  
ShubhaJhindal (Director)  
Shyam Sunder Sabharwal (Director)

## Registered Office

606, Kailash Building, 26, Kasturba Gandhi Marg,  
Connaught Place, New Delhi-110001  
Phone No. 011-43583455  
E-mail id - [vitalcom2007@yahoo.com](mailto:vitalcom2007@yahoo.com)

## Registrar & Transfer Agent

Link Intime India Pvt. Ltd

A - 40, 2nd Floor, Naraina Industrial Area,  
Phase - II, Near Batra Banquet Hall,  
New Delhi- 110028

## Bankers

AXIS Bank Ltd.

Statesman House  
Barakhamba, Connaught Place  
New Delhi 110001

## Auditors

G.P.KESHRI & ASSOCIATES,  
Chartered Accountants  
A-215, 5 Chawala Complex,  
Vikas Marg Shakarpur, Delhi-110092

## Listed On

BSE Limited  
National Stock Exchange Limited

**NOTICE IS HEREBY GIVEN THAT THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE VITAL COMMUNICATIONS LIMITED WILL BE HELD ON MONDAY, 29<sup>TH</sup> DAY OF SEPTEMBER, 2014 AT 9:30 A.M. AT RETREAT ' MOTEL/RESORT, ALIPUR, MAIN G.T. ROAD, NEAR PALLA MOD, DELHI -110036 TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit & Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Mr. Shyam Sunder Sabharwal who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT G.P.KESHRI & ASSOCIATES, Chartered Accountants, New Delhi be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such remuneration as shall be fixed by the Board of the Directors of the Company.”**

By Order of the Board  
For **VITAL COMMUNICATIONS LIMITED**

Place: New Delhi  
Date: 30<sup>th</sup> August, 2014

Sd/-  
**Shyam Sunder Sabharwal**  
DIN: 01912767

**Notes**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf. A proxy need not be a member of the company. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint one person as proxy and such person shall not act as a proxy for any other person or member.

2. Register of members and the Share transfer books of the Company will remain closed from 24<sup>th</sup> September to 26<sup>th</sup> September, 2014 (both days inclusive) for AGM purpose.
3. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
4. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. Any member desirous to dematerialise his / her holding may do so through any of the depository participants. The ISIN of the equity shares of the Company is INE377B01012.
5. Members may note that transferees of shares of the Company in physical form shall furnish copy of PAN card to the Company / RTAs for registration of such transfer of shares.
6. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
7. Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.

By Order of the Board  
For **VITAL COMMUNICATIONS LIMITED**

**Place: New Delhi**  
**Date: 30<sup>th</sup> August, 2014**

**Sd/-**  
**Shyam Sunder Sabharwal**  
**DIN: 01912767**

# DIRECTOR'S REPORT

**Dear Members,**

Your Directors are pleased to present the 19<sup>th</sup> Annual Report and the Audited Accounts for the year ended 31<sup>st</sup> March, 2014.

## **Financial**

**Amount in Rs.**

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Income	-	-
Less: total Expenses	500,601	732,790
Profit/Loss before tax	(500,601)	(732,790)
Less: Tax	-	-
Less: Deferred Tax	44,216	64,322
Profit after Tax	(544,817)	(797,112)

## **DIRECTORS**

In accordance with the provisions of the Articles of Association of the Company Mr. Shyam Sunder Sabharwal is due to retire by rotation and being eligible, offer himself for re-appointment.

## **DIVIDEND**

In consideration of future prospects of the Company, Your Board of Directors has decided to plough back the profits into the business operations of the Company.

## **PUBLIC DEPOSIT**

The Company has not accepted any deposits during the year under review.

## **AUDITORS**

The Statutory Auditors M/s G.P. Keshri & Associates, Chartered Accountants (Firm Registration Number 021412N), holds office until the conclusion of the ensuing Annual General Meeting.

The Company has received undertaking from them to the effect that their appointment, if made, would be in accordance with the Act and that they are not disqualified for such re-appointment.

A Board of directors of the company has recommended their appointment in the ensuing Annual General Meeting.

## **AUDITOR'S REPORT**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 217 of the Companies Act, 1956.

## **INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

## **SUBSIDIARY COMPANIES**

The Company does not have any subsidiary.

## **CONSOLIDATED FINANCIAL STATEMENTS**

Since there is no subsidiary of the Company at present, hence no consolidated financial statements have been prepared.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956 the Directors confirm:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2014 and of the Profit or Loss of the company for that period.
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, in safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The provisions of Section 217(1) € of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company. Therefore, the information relating to conservation of energy or technology absorption etc. is not given. There has been no foreign exchange earnings and outgo during the year under Report.

## **PARTICULARS OF EMPLOYEES**

The provisions of section 217(2A) of the Companies Act, 1956 are not applicable as no Employee was in receipt of remuneration to the extent laid down therein.

## **PERSONNEL**

The Management-Employees relations remained very cordial throughout the year. Your Directors wish to place on record their appreciation of sincere and devoted services rendered by all the workers and staff at all levels.

## **ACKNOWLEDGEMENTS**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

By Order of the Board  
For **VITAL COMMUNICATIONS LIMITED**

Place: New Delhi  
Date: 30<sup>th</sup> August, 2014

Sd/-  
Shyam Sunder Sabharwal  
DIN: 01912767

Sd/-  
Manoj Kumar  
DIN: 00906104

# REPORT ON CORPORATE GOVERNANCE

## Company's Philosophy on Corporate Governance

The Company believes in and remains committed to good Corporate Governance. The spirit of corporate governance has remained imbibed in the Company's business philosophy since long. This philosophy is shaped by the values of transparency, professionalism and accountability. Today, your Company's corporate governance practices are driven by strong Board oversight, timely disclosures, transparent accounting policies and high levels of integrity in decision-making.

## Board of Directors

As on 31<sup>st</sup> March, 2014 the Company comprise of three directors.

## Number of Board Meetings

The Board met Four (04) times during the year on 10.04.2013, 14.08.2013, 14.11.2013 and 12.02.2014. The maximum time between any two board meetings was not more than four (04) months.

## Directors' Attendance Record and Directorships Held

As mandated by the Clause 49 of the Listing Agreement, none of the Directors are members of neither more than ten Board level Committees nor are they Chairman of more than five Committees in which they are members. Annexure 1 gives the details of the composition of the Board, attendance and details of Committee Membership and Committee Chairmanship.

### Annexure 1 –Composition of the Board of Directors

Name of the Directors	Category	Number of Board Meetings attended		Last AGM	No. of other Directorships* (Public Limited)
		Held	Attended		
Shubha Jhindal	Director	4	4	Yes	<ul style="list-style-type: none"><li>• Avisha Credit Capital Ltd.</li><li>• Master FinleaseLtd.</li><li>• Mayur Development and Leasings Ltd.</li><li>• 2021 Plan Developers Limited</li><li>• 2021 Plans And Projects Limited.</li><li>• 2021 Buildwell Projects</li></ul>



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Manoj Kumar	<b>Whole time Director</b>	4	4	Yes	NIL
Shyam Sunder Sabharwal	<b>Director</b>	4	4	Yes	NIL

\*The Directorships held by the Directors do not include Directorship of foreign companies and private limited companies.

### **Code of Conduct**

The Board has laid down a code of conduct for all Board members and designated senior management of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer (CEO) to this effect is enclosed at the end of this report.

### **Information Supplied to the Board**

The Board has complete access to all information with the Company. Adequate information is circulated as part of the agenda papers and also placed at the meeting to enable the Board to take an informed decision. Inter-alia, the following information is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting.

- Annual operating plans & budgets and any update thereof.
- Quarterly results of the Company and operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

### **Committees of the Board**

As on 31st March 2014, the Company has two Board-level Committees – Audit Committee and Shareholders Grievance Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members is taken by the Board of Directors. Details on the role and

composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:

**a) Audit Committee**

As on 31st March 2014, the Audit Committee comprises three members Mrs. Shubha Jhindal, Mr. Shyam Sunder Sabharwal, Mrs. Shubha Jhindal is the Chairman of the Audit Committee. The Audit Committee met four times during the year on 10.04.2013, 14.08.2013, 14.11.2013 and 12.02.2014. The particulars of attendance of the members in the Meetings of this Committee is set out in Annexure 2 hereunder:

**Annexure 2: Attendance record of Audit Committee during 2013-14**

Name of Members	Category	No. of Meetings	
		Held	Attended
Mrs. Shubha Jhindal	<b><u>Chairperson</u></b>	<b>4</b>	<b>4</b>
Mr. Manoj Kumar	<b><u>Member</u></b>	<b>4</b>	<b>4</b>
Mr. Shyam Sunder Sabharwal	<b><u>Member</u></b>	<b>4</b>	<b>4</b>

**b) Shareholders Grievance Committee**

The Shareholders Grievance Committee comprised Mrs. Shubha Jhindal as its Chairman, The terms of reference to this Committee is to look into and redress the complaints received from investors, in coordination with the Company's Registrars and Share Transfer Agent. The Committee met Four (04) during the year. During the year, no complaints were received from investors. At the close of the year there were no cases pending in respect of share transfers. Annexure 3 gives the details:

**Annexure 3: Attendance record of Shareholders Grievance Committee during 2013-14**

Name of Members	Category	No. of Meetings	
		Held	Attended
Mrs. Shubha Jhindal	<b><u>Chairperson</u></b>	<b>4</b>	<b>4</b>
Mr. Manoj Kumar	<b><u>Member</u></b>	<b>4</b>	<b>4</b>
Mr. Shyam Sunder Sabharwal	<b><u>Member</u></b>	<b>4</b>	<b>4</b>