

20<sup>TH</sup>Annual  
Report  
2014-2015

**Vital  
Communications  
Limited**

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# Corporate Information

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## Board of Directors

Manoj Kumar	(Whole Time Director)
Shubha Jhindal	(Director)
Shyam Sunder Sabharwal	(Director)

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## 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)

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## Registrar & Transfer Agent

Link Intime India Pvt. Ltd

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

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## Bankers

AXIS Bank Ltd.

Statesman House  
Barakhamba, Connaught Place  
New Delhi 110001

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## Auditors

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

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## Listed On

BSE Limited  
National Stock Exchange of India Limited

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**CORPORATE IDENTITY NUMBER: L27109DL1985PLC021183**

## **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE VITAL COMMUNICATIONS LIMITED WILL BE HELD ON TUESDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT 10:00 A.M. AT NAVKAR TIRTH ATISEY KSETRA, VILLAGE NEELWAL, NEAR MAHAVIDAY KSETRA, GHEVRA MORE, ROHTAK ROAD, DELHI TO TRANSACT THE FOLLOWING BUSINESS:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance sheet of the Company as at March 31 2015, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of Mr. Manoj Kumar who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint M/s G.P. KESHRI & ASSOCIATES, Chartered Accountants (Firm Registration No. 017251N) and to fix their remuneration.

By Order of the Board  
FOR VITAL COMMUNICATIONS LIMITED  
Sd/-  
SHYAM SUNDER SABHARWAL  
Director  
DIN: 01912767

Date: 01.09.2015  
Place: New Delhi

### **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 25<sup>th</sup> September to 29<sup>th</sup> September, 2015 (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**  
**Sd/-**  
**SHYAM SUNDER SABHARWAL**  
**Director**  
**DIN: 01912767**

**Date: 01.09.2015**  
**Place: New Delhi**

# DIRECTOR'S REPORT

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Dear Members,

Your Directors are pleased to present the 20<sup>th</sup> Annual Report and the Audited Accounts for the year ended 31<sup>st</sup> March, 2015.

## Financial

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Income		-
Less: total Expenses	339,945	500,601
Profit/Loss before tax	(339,645)	(500,601)
Less: Tax	-	-
Less: Deferred Tax	40,886	44,216
Profit after Tax	(380,831)	(544,817)

## FINANCIAL PERFORMANCE

During the year under review, the Company's incurred a loss of Rs. 380,831/- as against loss of Rs. 544,817/- in 2013-14.

## RESERVE AND SURPLUS

The amount of Rs. (380,831) is being transferred in the reserve and Surplus as the Current year profit.

## 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.

## STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

## CHANGE IN THE SHARE CAPITAL

There is no change in the share capital of the company during the period under review.

## CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Clause 49 of the Listing Agreements with Stock Exchanges, the Management Discussion and Analysis Report is presented in the separate section and forms an integral part of the Directors Report and attached as annexure I.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

## **AUDIT COMMITTEE**

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

## **RISK MANAGEMENT POLICY**

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

## **FAMILIARIZATION PROGRAMME**

The Company at its various meetings held during the Financial year 2014 -15 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

#### **PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE**

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as annexure II:

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

#### **DEPOSITS**

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

#### **NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR**

Since the Company has no subsidiaries as on 31st March, 2015, provision of section 129 of the Companies Act, 2013 is not applicable.

#### **STATE OF COMPANY AFFAIRS:**

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

#### **AUDITORS**

The Auditors M/s G.P. Keshri & Associates Chartered Accountant are hereby recommended as Statutory Auditors of the Company.

## **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.

## **CORPORATE GOVERNANCE REPORT**

In terms of the provisions of Clause 49 of the Listing Agreement, the Report on Corporate Governance is attached to the report as an Annexure III.

Certificate from the Statutory Auditors of the company M/s G.P. KESHRI & ASSOCIATES, Chartered Accountants, confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

## **EXTRACT OF THE ANNUAL RETURN**

The extract of the annual return in form no. MGT - 9 has been annexed to the Report, as Annexure IV.

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

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

## **DIRECTORS & COMMITTEES:**

### **a) Changes in Directors and Key Managerial Personnel**

During the year under review, there is no change among the directorship and key Managerial person of the company.

### **b) Declaration by an Independent Director(s) and re- appointment, if any**

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.



### **c) Formal Annual Evaluation of Board**

Pursuant to the provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder relationship committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

#### **a. BOARD MEETINGS**

During the year Six Board Meetings were convened and held. The details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

<b>S. No.</b>	<b>Date of meeting</b>	<b>Total No. of Directors on the Date of Meeting</b>	<b>No. of Directors attended</b>
1.	06.05.2014	3	3
2.	28.05.2014	3	3
3.	14.08.2014	3	3
4.	30.08.2014	3	3
5.	13.11.2014	3	3
6.	13.02.2015	3	3

### **COMPOSITION AND MEETINGS OF AUDIT COMMITTEE**

The Composition and terms of reference of the Committee satisfy the requirements Section 177 of the Companies Act, 2013. Audit Committee met 4 times during the financial year 2014-15 on 28.05.2014, 14.08.2014, 13.11.2014 and 13.02.2015 and following is the composition:

<b>Name of Member</b>	<b>Designation</b>	<b>Category</b>
Mrs. Shubha Jhindal	Chairperson	Non Executive Director
Mr. Manoj Kumar	Member	Non Executive Director
Mr. Shyam Sunder Sabharwal	Member	Non Executive Director

### **COMPOSITION AND MEETINGS OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Composition and terms of reference of the Committee satisfy the requirements Section 178 of the Companies Act, 2013. The Committee met 4 times during the financial year 2014-15 on 28.05.2014, 14.08.2014, 13.11.2014 and 13.02.2015 and following is the composition:

<b>Name of Member</b>	<b>Designation</b>	<b>Category</b>
Mrs. Shubha Jhindal	Chairperson	Non Executive Director
Mr. Manoj Kumar	Member	Non Executive Director

Mr. Shyam Sunder Sabharwal	Member	Non Executive Director
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### **NOMINATION & REMUNERATION COMMITTEE**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013.

The details of the Composition of the Nomination and Remuneration Committee are given below:

<b><u>Name of Member</u></b>	<b><u>Designation</u></b>	<b><u>Category</u></b>
Mrs. Shubha Jhindal	Chairperson	Non Executive Director
Mr. Manoj Kumar	Member	Non Executive Director
Mr. Shyam Sunder Sabharwal	Member	Non Executive Director

### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

### **MANAGERIAL REMUNERATION POLICY**

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board has on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration.