

21ST ANNUAL REPORT
2015-2016

VITAL COMMUNICATIONS
LIMITED

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CORPORATE INFORMATION

DIRECTORS

Mr. Manoj Kumar - Non-Executive and Non Independent Director

Mr. Shyam Sunder Sabharwal - Non-Executive and Non Independent Director

Mr. Roop Singh - Non-Executive and Independent Director

Ms. Kalpana - Non-Executive and Independent Director

REGISTERED OFFICE

Office No. 606, Kailash Building , Kasturba Gandhi Marg,

Connaught Place, New Delhi-110001

Email: vitalcom2007@yahoo.com

CIN No. L74899DL1995PLC065076

BANKERS

Axis Bank Limited

States Man House, Barakhamba

Connaught Place, New Delhi-110001

AUDITORS

M/s. G. P Keshri & Associates

Chartered Accountants

A-215, 5 Chawala Complex, Vikas Marg

Shakarpur, Delhi-110092

(Firm Registration No.017251N)

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited

A-40, 2nd Floor Naraina Industrial Area

Phase-II, Near Batra Banquet Hall,

New Delhi-110028

LISTED ON

BSE Limited

National Stock Exchange of India Limited

ANNUAL GENERAL MEETING

Date : 29th September, 2016

Time : 09:00 A.M.

Day : Thursday

Venue : Navkar Tirth Atisey Ksetra, Village Neelwal Near Mahaviday Ksetra, Ghevra More,
Rohtak Road, Delhi

NOTICE OF 21st ANNUAL GENERAL MEETING

Notice is hereby given that the **21st Annual General Meeting** of Vital Communications Limited will be held on Thursday, 29th September, 2016 at 09:00 A.M. at **Navkar Tirth Atisey Ksetra, Village Neelwal Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet of the Company as at March 31 2016, 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. Shyam Sundar Sabharwal** who retires by rotation and being eligible offer himself for re - appointment.
3. To ratify the appointment of **M/s G.P KESHRI & ASSOCIATES (Firm Registration No. 017251N)** as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company at remuneration to be decided mutually.

SPECIAL BUSINESS:

4. To appoint **Mr. Roop Singh (DIN: 07304997)** as an Independent Director 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 pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Mr. Roop Singh (DIN: 07304997), who was appointed as an Additional Director with effect from 1st August, 2016, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 1st August, 2016."

5. To appoint **Ms. Kalpana (DIN: 07586724)** as an Independent Director 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 pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Ms. Kalpana (DIN: 07586724), who was appointed as an Additional Director with effect from 1st August, 2016, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 1st August, 2016."

DATE: 30.08.2016

PLACE: NEW DELHI

BY ORDER OF THE BOARD
For VITAL COMMUNICATIONS LIMITED
SD/-
SHYAM SUNDER SABHARWAL
DIRECTOR

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS 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 FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to Link In time India Private Limited, Address: A - 40, 2nd Floor, Naraina Industrial Area, Phase - II, Near Batra Banquet Hall, New Delhi -110028.
6. Members holding shares in electronic form may update such details with their respective Depository Participants.
7. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **September 22, 2016 to September 26, 2016** (both days inclusive).
8. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.

- vi) 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..

The instructions for shareholders voting electronically are as under:

INSTRUCTIONS

1. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Extraordinary General Meeting to be held on Thursday, September 29, 2016 at 09.00 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. 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 National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be 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.
- IV. 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.
- V. The remote e-voting period commences on 26th September, 2016 (9:00 am) and ends on 28th 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 of 18th July 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote E- voting electronically are as under:-

- A.** In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :
- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
 - (iii) Click on shareholder-Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
- (vii) Select "EVEN" Of **VITAL COMMUNICATIONS LIMITED**.
- (viii) Now you are ready for remote E-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pkmishra59@yahoo.com with a copy marked to evoting@nsdl.co.in .

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The e-voting period commences on 26.09.2016 and ends on 28.09.2016. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2016, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- IX. The voting rights of 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 September 20, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 20th September 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset Your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. P.K. Mishra, Company Secretary (COP: 16222), Partner M/s. PK Mishra & Associates, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will 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, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company ie. www.vitalcommunications.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the **BSE Limited (BSE) and NSE**.

DATE: 30.08.2016

PLACE: NEW DELHI

BY ORDER OF THE BOARD
For VITAL COMMUNICATIONS LIMITED
SD/-
SHYAM SUNDER SABHARWAL
DIRECTOR
DIN NO. 01912767

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 AND 5

Mr. Roop Singh and Ms. Kalpana, who were appointed as Additional Directors of the Company with effect from 1st August, 2016, in terms of Section 161 of the Companies Act, 2013, they hold office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing their candidature for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Both are eminent Professionals and bring rich and varied experience to the Board. The Board of Directors recommends their resolutions set out in Item no. 4 and 5 of the Notice for approval of the Members.

The Board recommends the resolutions for your approval. Mr. Roop Singh and Ms. Kalpana are interested in their respective resolutions to the extent of their appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

DATE: 30.08.2016

PLACE: NEW DELHI

**BY ORDER OF THE BOARD
For VITAL COMMUNICATIONS LIMITED**

**SD/-
SHYAM SUNDER SABHARWAL
DIRECTOR
DIN NO. 01912767**

ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Shyam Sundar Sabharwal
Age	62 Years
Qualifications	Graduate
Experience	30 years
Terms and conditions of appointment including details of remuneration	Mr. Shyam Sundar Sabharwal will hold the office of Additional Director for a period of five years commencing from 30 th April, 2003. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	30/04/2003
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2015-16	8
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: STURDIA DEVELOPERS PRIVATE LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

Name	Roop Singh
Age	35
Qualifications	Graduate
Experience	15
Terms and conditions of appointment including details of remuneration	Mr. Roop Singh will hold the office of Additional Director for a period of five years commencing from 1 st August, 2016. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company
Last drawn remuneration	NIL