

**22ND ANNUAL REPORT
2016-2017**

**VITAL COMMUNICATIONS
LIMITED**

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CORPORATE INFORMATION

DIRECTORS

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

3G Gopala Tower, IIIrd Floor, Rajendra Place, New Delhi-110008

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, 2017

Time : 09:00 A.M.

Day : Friday

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

NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the **22nd Annual General Meeting** of Vital Communications Limited will be held on Friday, 29th September, 2017 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 2017, 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 appoint of **M/s RANJAN GUPTA & ASSOCIATES** as Statutory Auditor of the Company for the period of five year commencing from the conclusion of this Annual General Meeting of the company at remuneration to be decided mutually.

DATE: 30.08.2017

PLACE: NEW DELHI

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

NOTES:

1. **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.

2. 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.

3. 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.
4. 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 at Delhi office address at 44, Community Center, 2nd Floor, Naraina Industrial Area, Phase – I, Near PVR Naraina, New Delhi -110028.
5. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. 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, 2017** to **September 26, 2017** (both days inclusive).
7. 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.
8. 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 22nd Annual General Meeting to be held on Friday, September 29, 2017 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, 2017 (9:00 am) and ends on 28th September, 2017 (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 22nd September 2017, 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 Sl. No.(ii) to Sl. 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 26.09.2017 and ends on 28.09.2017. 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 22, 2017, 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 22, 2017.
- 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. 22 September 2017, 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), Proprietor of M/s. P. K. 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 along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <http://vitalcommunicationsltd.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: 30.08.2017

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	63 Years
Qualifications	Graduate
Experience	31 years
Terms and conditions of appointment including details of remuneration	Mr. Shyam Sundar Sabharwal will hold the office as Non Executive and Non Independent Director of the company. 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 2016-17	13
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

DATE: 30.08.2017
PLACE: NEW DELHI

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

DIRECTOR'S REPORT

TO

THE MEMBERS

VITAL COMMUNICATIONS LIMITED

Your Directors are pleased to present the 22ND Annual report of your Company with the Audited Accounts for the year ended on 31st March, 2017:

FINANCIAL RESULTS:

Particulars	For the year ended March 31 st 2017	For the year ended March 31 st 2016
Total Income	-	-
Profit/(Loss) before tax	(412,395)	(654,491)
Deferred Tax	(30,424)	(36,380)
Profit/(Loss) after tax	(442,819)	(690,871)
Profit/(Loss) adjusted	0.00	0.00
Profit/(Loss) carried to Balance Sheet	(442,819)	(690,871)

PERFORMANCE REVIEW

During the year under review, the Company's incurred a loss of Rs. 442,819/- as against loss of Rs. 690,871/- in 2015-16.

RESERVE AND SURPLUS

The amount of Rs. (442,819/-) is being transferred in the reserve and Surplus as the Current year loss.

DIVIDEND

No Dividend has been declared for the year ended March 31, 2017.

FUTURE PROSPECTS

The Company has been working for the expansion of its Communication Business and has succeeded to spread its functions. The Company keeps the influence and enthusiasm to survive successfully in the Market and expanding its functions and flourishing with immense growth rate.

PUBLIC DEPOSIT

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

EXTRACT OF THE ANNUAL RETURN

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is presented in the separate section and forms an integral part of the Annual Report and attached as annexure II.

CORPORATE GOVERNANCE REPORT

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as Annexure – III.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sumit Gupta & Associates, Company Secretaries, to undertake the Secretarial audit of the Company for the Financial Year 2016-17 and the report is attached herewith as Annexure IV.

With respect to the qualifications, the Company is searching the best candidate for the post of Company Secretary and Chief Financial officer, and would try to intimate and file the required information/compliances timely and effective steps has been taken to comply the qualifications as reported by the Secretarial Auditor

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.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.