

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

1. 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:
- a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on Shareholders.
 - c. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. 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.
 - f. 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.

4. FINANCIAL PERFORMANCE

Cash and Cash Equivalent as on 31st March, 2016 is Rs. 1 Crore. The Company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

5. CHANGES IN SHARE CAPITAL

Consequent to the Bonus Issue in the ratio of 47:1 during the year by capitalising the Reserves & Surplus of Rs.7.05 Crore, the Authorised Capital of your Company would increased to Rs.7.5 Crore, comprising of 75 Lakh equity shares of Rs. 10. The paid up Share Capital as on 31st March, 2016 was Rs. 7.2 Crore.

6. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are as below:

- **Energy Conservation:** During the period under review there was no Energy conservation.
- **Technology Absorption:** During the period under review there was no Technology Absorption.
- **Foreign Exchange Earnings and Outgo:** During the period under review there was no foreign exchange earnings or out flow.

7. DIRECTORS

a. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The erstwhile Company secretary Mr. Prabhu Chettiyar resigned from the services of the company effective 12 March 2016. Your Board places on record its appreciation for outstanding contributions made by Mr. Prabhu Chettiyar during their tenure as the Company Secretary of the Company.

Mr. Ravikumar Boghum was appointed as the Company Secretary of the Company effective 12 March 2016.

Mr. Mahendra Sitaram Pipalwa, Director of the Company, who is retiring by rotation at the ensuing Annual General Meeting, offers himself for re-appointment.

b. DECLARATION BY INDEPENDENT DIRECTORS

A Statement on declaration of Independence required to be made under section 149(7) of the Companies Act, 2013 has been obtained from each of the Independent Directors confirming their Independence laid down in Section 149(6) of the act read with Regulation 25 of the Listing Regulations.

c. BOARD EVALUATION

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Regulation 17 of the Listing Regulations, 2015, the Board carried out an annual evaluation of the performance of the Board as a whole, the Directors individually and the working of its Audit, Nomination & Remuneration Committees and other committees. The criteria on the basis of which the evaluation has been carried out has been explained in the Corporate Governance Report.

8. MEETINGS OF THE BOARD

The Board of Directors met Seven (7) times on 09 April 2015, 29 May 2015, 14 August 2015, 7 September 2015, 19 October 2015, 13 November 2015 and 13 February 2016 during the financial year 2015-16. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

9. BOARD COMMITTEES:

The Company has three Committees of Board, viz. (i) Audit Committee, (ii) Stakeholders' Relationship Committee and (iii) Nomination and Remuneration Committee.

Details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in report on Corporate Governance.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134(5) of the Act, the Directors would like to state that:

- a. in the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have 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 are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016, and of the profit of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Act for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts for the year ended March 31, 2016, on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company, and that such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws, and that such systems are adequate and operating effectively.

11. RESERVATIONS AND/OR QUALIFICATIONS IN THE STATUTORY AUDITOR'S REPORT

The directors would like to inform you that there were no qualifications, reservations or adverse remarks made by the Auditors of the Company in their Audit Report.

12. RESERVATIONS AND/OR QUALIFICATIONS IN THE SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Aabid & Co, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report provided in the Annual Report forms part of the Board's Report. The directors would like to inform you that there were no qualifications, reservations or adverse remarks made by the Secretarial Auditors of the Company in their Report.

13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint Venture or Associate Company.

14. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

15. DEPOSITS

The Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no loans, guarantee or investments made by the Company under section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

17. RELATED PARTY TRANSACTIONS:

There were no related party transactions, which have potential conflict with the interest of the Company at large.

18. PARTICULARS OF EMPLOYEES:

Particulars of employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are required to be annexed to the Board's Report. In accordance with the provisions of Section 136 of the Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

19. EMPLOYEES STOCK OPTION PLAN (ESOP)

The Company has not provided any stock option scheme to the employees.

20. MATERIAL CHANGES/ COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year under review and the date of this report.

21. BUSINESS RISK MANAGEMENT:

The Company has adopted the measures concerning the development and implementation of a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

Although the Company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with Regulations of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities, Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

22. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

23. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism 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 behaviour. This policy is explained in corporate governance report and also posted on the website of the Company.

The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

24. DISCLOSURE ON SEXUAL HARASSMENT:

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on prevention, prohibition and redressal of sexual harassment at the workplace which has been uploaded on Company's intranet portal. All women, permanent, temporary or contractual including those of service providers are covered under the policy.

The Company during the year under the review has not any complaints pertaining to sexual harassment at the work place.

25. AUDITORS:

The Company, pursuant to section 139 of the Companies Act, 2013 and rules framed thereunder, in the Annual General Meeting held on 9th August, 2014, had appointed M/s. Sara & Associates, Chartered Accountants, as the Auditor of the Company who shall hold office till the conclusion of this Annual General Meeting therefrom, on such remuneration as may be determine by the Board after discussion with Audit Committee and the Auditors.

The Statutory Auditors of the Company, M/s. Sara & Associates, Chartered Accountants (having ICAI Firm Registration No.1120927W), Chartered Accountants, Mumbai, hold office till the conclusion of the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment. The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. In terms of the Listing Agreement/Regulations, the Auditors have vide their confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI. The Audit Committee and the Board of Directors recommends the re-appointment of M/s. Sara & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2016-17 till the conclusion of the next Annual General Meeting.

The members are requested to appoint M/s. Sara & Associates, Chartered Accountants as Auditors from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration for the financial year 2016-17.

26. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulations, is annexed to this report.

27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements

The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

28. REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and fixing their remuneration. The contents of the Policy are stated in the Corporate Governance Report.

29. ENHANCING SHAREHOLDERS VALUE:

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to create value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

30. CORPORATE GOVERNANCE:

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated under the Listing Regulations, 2015. A separate section on Corporate Governance under the Listing Regulations, 2015 along with a certificate from the auditors confirming the compliance, is annexed and forms part of this Annual Report.

31. BUSINESS RESPONSIBILITY REPORT:

Pursuant to Regulation 34 of the Listing Regulations, 2015, Business Responsibility Report is not applicable to the Company.

32. CONSOLIDATED FINANCIAL STATEMENTS:

Since the Company does not have any Subsidiary Company or Associate Company, the provisions of Section 129(3) of the Companies Act, 2013 and Clause 32 of the Listing Agreement regarding consolidated financial statements do not apply.

33. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure B".

34. ACKNOWLEDGEMENTS:

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. members, customers, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date: 12/08/2016

Mr. Satyaprakash S. Pathak
Whole Time Director and CFO
DIN: 00884844

To,

The Members,
Vinaditya Trading Company Limited
Mumbai.

Our report of even date is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance laws, rules and regulations, and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Aabid & Co.

Mohammed Aabid
(Partner)

F.C.S. : 6579
C.P. No. : 6625

Place : Mumbai
Date: 12 August 2016

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Vinaditya Trading Company Limited.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vinaditya Trading Company Limited** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon.

Based on our verification of **Vinaditya Trading Company Limited** Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- (A) We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by **Vinaditya Trading Company Limited** for the Financial Year ended on 31 March 2016 according to the provisions of:
- (i) The Companies Act, 2013 (the Act) and the Rules made there under and The Companies Act, 1956 to the extent applicable;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder is not applicable to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- I The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which came into effect from 1st December, 2015.
- j) Other laws as may be applicable to the Company were also considered (Annexure-I).

(B) We have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange under Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

During the period under review provisions of the following regulations (as enumerated in the prescribed format of Form MR-3) were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (ii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notices is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

During the period, all the decisions in the Board Meetings were carried out unanimously.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that there are adequate systems and processes in place in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as mentioned herein above.

We further report that during the audit period the Company has issued Bonus shares in the ratio of 47:1 during the year by capitalising the Reserves & Surplus of Rs.7.05 Crore, the Authorised Capital of your Company have increased to Rs.7.5 Crore, comprising of 75 Lakh equity shares of Rs. 10. The paid up Share Capital as on 31st March, 2016 was Rs. 7.2 Crore.

for **AABID & CO.**

FCS NO.: 6579

C. P. No.: 6625

Place: Mumbai
Date: 12/08/2016

(Mohammad Aabid)
Partner

List of Applicable Laws to the Company**Under the Major Group and Head:**

- 1) Companies Act, 2013;
- 2) The Maternity Benefit Act, 1961;
- 3) The Payment of Gratuity Act, 1972;
- 4) The Maharashtra Shops & Establishment Act, 1972;
- 5) The Employee's State Insurance Act, 1948;
- 6) Employee's Compensation Act, 1923;
- 7) The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975;
- 8) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- 9) The Employees Provident Funds and Miscellaneous Provisions Act, 1952;
- 10) The Profession Tax Act, 1975;
- 11) The Environment (Protection) Act, 1986;
- 12) Water (Prevention and Control of Pollution) Act, 1974;
- 13) Air (Prevention and Control of Pollution) Act, 1981;
- 14) Environment Protection Act, 1986;
- 15) Maharashtra Fire Prevention & Life Safety Measures Act, 2006;
- 16) Income Tax Act, 1961;
- 17) Relevant provisions of the Service Tax and Rules and Regulations thereunder;
- 18) Capital Market related Laws/Rules/Regulation;
- 19) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2016

**[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L51900MH1981PLC024340
ii)	Registration Date	30/04/1981
iii)	Name of the Company	Vinaditya Trading Company Limited
iv)	Category / Sub-Category of the Company	Public Company
v)	Address of the registered Office and Contact details	Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai -400001 Maharashtra India
vi)	Whether listed company	Yes
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Private Limited 19/20, jeferbhoy industrial. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059, Maharashtra, India

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

SR. No.	Name and Description of main products / services	NIC Code of the Product / service*	% to total turnover of the company
1	Activities auxiliary to financial intermediation n.e.c. [This class includes activities of financial advisers, mortgage advisers and brokers, bureaux de change (foreign exchange services) etc.].	67190	100

*As per NIC code list of 2008

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SR. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total equity)**(i) Category-wise Share Holding**

Category of Shareholders	Number of Shareholders	No. of Shares held at the beginning of the year				Number of Shareholders	No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares		Demat	Physical	Total	% of Total Shares	
A. Promoters											
(1) Indian											
a. Individual/HUF	0	0	0	0	0	0	0	0	0	0	0.00
b. Central Govt or State Govt (s)	0	0	0	0	0	0	0	0	0	0	0.00
c. Bodies Corporate	2	41270	0	41270	27.51	2	1980960	0	1980960	27.51	0.00
d. Banks / FI	0	0	0	0	0	0	0	0	0	0	0.00
e. Any Other....	0	0	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1)	2	41270	0	41270	27.51	2	1980960	0	1980960	27.51	0.00
(2) Foreign											
a. NRI Individuals	0	0	0	0	0	0	0	0	0	0	0.00
b. Other Individuals	0	0	0	0	0	0	0	0	0	0	0.00
c. Bodies Corp	0	0	0	0	0	0	0	0	0	0	0.00
d. Banks / FI	0	0	0	0	0	0	0	0	0	0	0.00
e. Any Other	0	0	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	2	41270	0	41270	27.51	2	1980960	0	1980960	27.51	0.00
B. Public Shareholding											
1. Institutions											
a. Mutual Funds	0	0	0	0	0	0	0	0	0	0	0.00
b. Banks / FI	0	0	0	0	0	0	0	0	0	0	0.00
c. Central Govt	0	0	0	0	0	0	0	0	0	0	0.00
d. State Govt(s)	0	0	0	0	0	0	0	0	0	0	0.00
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0.00
f. Insurance Companies	0	0	0	0	0	0	0	0	0	0	0.00
g. FIs	0	0	0	0	0	0	0	0	0	0	0.00
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0.00
i. Others (specify)	0	0	0	0	0	0	0	0	0	0	0.00
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0	0	0.00
2.Non-Institutions											
a. Bodies Corp	1	1000	0	1000	0.67	1	5000	0	5000	0.07	0.01
i. Indian	0	0	0	0	0	0	0	0	0	0	0.00
ii. Overseas	0	0	0	0	0	0	0	0	0	0	0.00
b. Individuals	0	0	0	0	0	0	0	0	0	0	0.00

2. Non-Institutions											
a. Bodies Corp	1	1000	0	1000	0.67	1	5000	0	5000	0.07	0.01
i. Indian	0	0	0	0	0	0	0	0	0	0	0.00
ii. Overseas	0	0	0	0	0	0	0	0	0	0	0.00
b. Individuals	0	0	0	0	0	0	0	0	0	0	0.00
i) individual Shareholders holding nominal share capital up to Rs.1 lakh	45	9710	30645	40355	26.90	0	0	0	0	0	26.90
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	1	36000	0	36000	24.00	44	2237080	1470960	3708040	51.50	27.50
(c) Others(specify)NRIs	5	31375	0	31375	20.92	5	1506000	0	1506000	20.92	0.00
Sub-total (B)(2)	52	78085	30645	108730	72.49	50	3748080	1470960	5219040	72.49	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	52	78085	30645	108730	72.49	50	3748080	1470960	5219040	72.49	0.00
C. Shares held by Custodian for											
GDRs & ADRs	0	0	0	0	0		0	0	0	0	0.00
Grand Total(A+B+C)	54	150000	30645	150000	100.00	52	5729040	1470960	7200000	100.00	0.00

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Clarus Advisors India Private Limited	745	0.50	0	35760	0.50	0	0.00
2.	Manas Strategic Consultants Private Limited	40525	27.02	0	1945200	27.02	0	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	41270	27.51	41270	27.51
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Bonus	Bonus	Bonus	Bonus
	At the end of the year	1980960	27.51	1980960	27.51

(iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Anita Lancy Barboza	36000	24.00	1728000	24.00
2.	Janet Sylvia Saldhanha	6375	4.25	306000	4.25
3.	Merlyn Veera Astelino	6375	4.25	306000	4.25
4.	Micheal N. Castelino	7125	4.75	342000	4.75
5.	Stany Jovin Menezes	4750	3.17	228000	3.17
6.	Wilfred Sylvester Tauro	6750	4.50	324000	4.50
7.	Nikita Ananda Ghungarde	-	-	69600	0.97
8.	Ashutosh R Tiwari	-	-	69360	0.96
9.	Durgesh Kabra	1400	0.93	67200	0.93
10.	Mayuri Mahesh Berde	-	-	67200	0.93

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying there as on for increase /decrease (e.g. allotment /transfer / bonus/ sweatEquity etc):	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
• Addition	0	0	0	0
• Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total
		Mr.Satyaprakash S. Pathak (Whole-Time Director)	
1.	Gross salary	21,00,000	21,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-taxAct, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - Others, specify...	-	-
5.	Others, please specify	-	-
	Total	21,00,000	21,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for breach of any Section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

MANAGEMENT DISCUSSION & ANALYSIS

A. INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian real estate and construction industry is the second largest employer in the nation after agriculture. Its contributions to infrastructure influence significantly the growth and development of other sectors such as information technology, retail, hospitality, healthcare and manufacturing. More generally, its growth acts as a multiplier and generates economic growth in the long term. The demand for quality housing and commercial real estate is likely to be sustained for a number of reasons such as the growth of the organized retail market following the liberalization of foreign direct investment in the multi-brand segment which has attracted mega players like Walmart, Bharti and Reliance Industries Limited.

In particular, the growth of the Indian real estate industry is likely to accelerate on account of the likely resurgence in the private housing sector on account of new government initiatives, an increase in the number of Public Private Partnerships to accelerate the rate of economic growth, the development of logistics and supply chain initiatives on account of an overhaul of distribution networks in the organized retail sector, an increase in the number of renewable energy projects leading to a sustained demand for infrastructure growth and growth of the hospitality sector and the domestic and international tourism industry.

B. SEGMENT WISE, PRODUCT WISE PERFORMANCE:

The said clause is not applicable to the Company.

C. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The company has adequate Internal Control system to safeguard all assets of the company and detect fraud or irregularities, if any. The Internal Control systems are designed in such a way to ensure reliability in financial records and other records for preparing financial information.

D. RISK AND CONCERNS:

The Company proposes to institutionalize the Risk Management framework to effectively identify, assess & manage risk through an appropriately designed and strictly enforce system of risk controls.

These controls would promote efficiency and reduce risk of losses and also provide a reasonable assurance on the reliability of financial statements and compliance with laws and regulations.

E. MATERIAL DEVELOPMENT IN HUMAN RESOURCES INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company believes that the ability to keep learning is a key sustainable advantage and hence strong emphasis is placed on constantly upgrading the skills of its employees. The Directors wish to place on their record their appreciation for the positive co-operation received from its consumers, suppliers, bankers, Government of India.

Operational Performance

EBIDTA: The Company's EBIDTA stood at Rs 22174 in 2015-2016 as compared to Rs.(2895) for 2014-2015.

PAT: The Profit After Tax (PAT) of the company in 2015-2016 was Rs.(123826) as compared to Rs.(61400) in 2014-15.

Material developments in Human Resources / Industrial Relations front, including number of people employed

Your company is currently engaged in the development of a performance system that incorporates system-of-care principles and scope for continuous professional development.

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the Year ended 31 March, 2016:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

In Vinaditya Trading Co Ltd, Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency, growth, enhancing investor's confidence and return to the shareholders. Thus, the Corporate Governance philosophy is based on the credence that as a good corporate citizen, the Company is committed to sound corporate practice based on concise, openness, fairness, professionalism and accountability in building confidence of its various stakeholders, thereby paving way for its long term success.

The Company believes in ethical and transparent business practice. It is committed in its responsibility towards the community and environment in which it operates, towards its employees and business partners and towards society in general.

The Company has in place process and systems whereby the Company complies with the requirements of Corporate Governance under Clause 49 of the Listing Agreement and the corresponding Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) effective from 1st December, 2015.

2. BOARD OF DIRECTORS:

a) Composition of the Board as on 31st March, 2016:

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Non-executive Directors including Independent Directors on the Board are experienced, competent and renowned persons from the fields of finance & taxation, economics, law, governance etc. They take active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

The Board has an optimum combination of Executive and Non-Executive Directors. The composition of the Board is in conformity with the provisions of Companies Act, 2013, Clause 49 of the Listing Agreement and the corresponding Listing Regulations, 2015.

The composition of the Board of Directors as on **31st March, 2016**, comprises of the following:

Sr. no.	Name of Director	Designation	Category
1	Mr. Rammohan Bandlamudi	Chairman and Director	Non-Executive Director
2	Mr. Satyaprakash Satyanarayan Pathak	Whole Time Director & CFO	Executive Director
3	Mr. Mahendra Sitaram Pipalwa	Director	Non-Executive Director
4	Dr. Rajit Ramchandra Upadhyaya	Director	Non-Executive-Independent Director
5	Mr. Mohandas Kotiappa Kankanady	Director	Non-Executive-Independent Director
6	Mrs. Jyoti Ananda Ghungarde	Director	Non-Executive-Independent Director

Role of the Board of Directors

The Primary role of the Board is that to protect and enhance shareholder value through strategic direction to the Company. The Board has the fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill and diligence and exercises independent judgement. The Board sets strategic goals and seeks accountability for their fulfillments. The Board also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

a) Meetings, circular resolutions, procedures etc. of the Board Meeting:

Meetings and circular resolutions: The Board generally meets 4 times during the year. Additional meetings are held when necessary.

During the year ended on 31st March, 2016, the Board of Directors had 7 meetings the details whereof are as follows:

Sr. No	Date of Board Meetings	Venue
1.	09th April, 2015	Registered Office of the Company
2.	29th May, 2015	Registered Office of the Company
3.	14th August, 2015	Registered Office of the Company
4.	07th September, 2016	Registered Office of the Company
5.	19th October, 2015	Registered Office of the Company
6.	13th November, 2015	Registered Office of the Company
7.	13th February, 2016	Registered Office of the Company

The last Annual General Meeting (AGM) was held on 30th September, 2015.

The attendance record of the Directors at the Board Meetings during the year ended on 31st March, 2016 and at the last AGM is as under:

Sr. No	Name of the Director	Category	No. of Board Meetings attended	Attendance at last AGM
1.	Mr. Rammohan Bandlamudi	Non-Executive Director	7	Yes
2.	Mr. Satyaprakash Satyanarayan Pathak	Executive Director	7	Yes
3.	Mr. Mahendra Sitaram Pipalwa	Non-Executive Director	7	Yes
4.	Dr. Rajit Ramchandra Upadhyaya	Non-Executive-Independent Director	7	Yes
5.	Mr. Mohandas Kotiappa Kankanady	Non-Executive-Independent Director	7	Yes
6	Mrs. Jyoti Ananda Ghungarde	Non-Executive-Independent Director	7	Yes

b) Familiarization Program for Independent Directors: Induction, orientation or familiarization programmes are part of our culture and applicable to all layers of management and the Board Members, which are designed based upon the position / job requirements. Guided by the principles laid down for Corporate Governance under the Listing Agreement, Listing Regulations and the Companies Act, 2013, Independent Directors are appraised through familiarization programmes to provide insights into the Company, including; nature of Industry in which the Company operates, business model of the Company, relevant information on business processes and roles, responsibilities, duties and rights of Independent Directors. The details of such familiarization programmes have been disclosed on the website of the Company on www.vinaditya.com.

c) Performance evaluation of the Board:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement and Listing Regulations, 2015 the Board has carried out the Annual Performance Evaluation of its own performance as well as the evaluation of the working of Audit, Nomination and Remuneration and Stakeholders Relationship Committees. The Board of Directors of the Company carried out evaluation of the performance of each individual Director. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

d) Code of Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and senior management. The Code contains the fundamental principles and rules concerning ethical business conduct. All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Chairman & Managing Director of the Company is attached and forms part of the Annual Report of the Company. The code available on the Company's website www.vinaditya.com.

c) Prevention of Insider Trading

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company Secretary is the Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code. Code of Conduct for Prevention of Insider Trading is available on the website of the Company www.vinaditya.com

3. COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. The terms of reference of these committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

A) AUDIT COMMITTEE:

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee.

- a) **Composition:** The composition of the Audit Committee as at 31st March, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Sr. no.	Name of Director	Designation	No. of Meetings Held / Attended
1.	Mr. Satyaprakash Satyanarayan Pathak	Executive Director	4/4
2.	Mrs. Jyoti Ananda Ghungarde	Non-Executive / Independent Director	4/4
3.	Mr. Mohandas kotiappa kankanady	Non-Executive / Independent Director	4/4

- b) **Invitees:** The representatives of the Statutory Auditors are frequent invitees to the Audit Committee Meetings. They have attended all the Meetings conducted during the year. The Chief Financial Officer and Accounts Head of the Company attended all the Audit Committee Meetings.
- c) **Description of terms of reference of the Committee:** The terms of reference of the Audit Committee covering the matters specified under Clause 49 of the Listing Agreement / Regulation 18 read with Part C of Schedule II to the SEBI LODR and Section 177 of the Companies Act, 2013 are as under:
- a) Examination of Financial Statement and Statutory Auditors' report thereon and discussion of any related issues with the Internal & Statutory Auditors and the Management of the Company.
 - b) Reviewing with the Management the quarterly unaudited Financial Statements and the Auditors' Limited Review Report thereon/Audited Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval. This would, *inter alia*, include;
 - i. Matters required to be included in Director's Responsibility Statement included in Board's report;
 - ii. Reviewing changes in the accounting policies and reasons for the same;
 - iii. Major accounting estimates based on exercise of judgment by the Management;
 - iv. Significant adjustments made in the Financial Statements and / or recommendation, if any, made by the Statutory Auditors in this regard;
 - v. Statutory Compliances and qualification in draft audit report,
 - vi. Compliance with Accounting Standards as well as the listing and legal requirements concerning financial statements;
 - vii. Any Related Party Transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large.
 - c) Approval or any subsequent modification of transactions of the Company with related parties.
 - d) Scrutiny of inter-corporate loans and investments.
 - e) Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible.

- f) Recommending to the board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditor and the fixation of audit fee and also approval of payment for any other services rendered.
- g) Reviewing with the management the performance of statutory and internal auditors, and the adequacy of internal control systems.
- h) Discussion with internal auditors on any significant findings and follow up thereon.
- i) Reviewing the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- j) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
- k) Reviewing the Company's Financial and Risk Management System.
- l) To determine the reasons for any substantial defaults in payment to deposit holders, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- m) Review of Company's financial reporting processes and the disclosure of financial information to ensure that the Financial Statement is correct, sufficient and credible.
- n) Approval of appointment of CFO or any other person heading Finance function after assessing the qualifications, experience, background etc. of the candidate.

B) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company has constituted Stakeholders Relationship Committee in compliance with the provisions of Section 178 of the Companies Act, 2013, the Listing Agreement and Listing Regulations, 2015 the "Stakeholders' Relationship Committee".

- a) **Composition:** The composition of the Stakeholders' Relationship Committee as at 31st March, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Sr. no.	Name of Directors	Designation	No. of Meetings Held / Attended
1.	Mr. Satyaprakash Satyanarayan Pathak	Executive Director	2
2.	Mr. Mahendra Sitaram Pipalwa	Non Executive Director	2
3.	Mr. Mohandas kotiappa kankanady	Non Executive/Independent Director	2

b) Description of terms of reference of the Committee:

The scope of Stakeholders' Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issuance of duplicate share certificates, dematerialization and re-materialization of shares and all other matters incidental or related to shares, debentures and other securities of the Company from time to time.

No complaints have been received during the year under the review.

Mr. Ravikumar Bogham, Company Secretary is the Compliance Officer.

C) NOMINATION AND REMUNERATION COMMITTEE:

- a) **Composition:** The composition of the Nomination and Remuneration Committee as at 31st March, 2016 and the details of Members participation at the Meetings of the Committee are as under:

Sr. no.	Name of Directors	Designation	No. of Meetings Held / Attended
1	Mr. Mahendra Sitaram Pipalwa	Non-Executive Director	1/1
2	Mr. Mohandas Kotiappa Kankanady	Non-Executive / Independent Director	1/1
3	Mrs. Jyoti Ananda Ghungarde	Non-Executive / Independent Director	1/1

- b) The terms of reference of the Committee are in line with the requirements of the Section 178 of the Companies Act, 2013 and Clause 49 (IV) of the Listing Agreement and corresponding Listing Regulations, 2015. Description of terms of reference of the Committee are as under:

- a) Succession planning of the Board of Directors and Senior Management Employees;
- b) Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- c) Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- d) Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- e) Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

c) Policy for selection and appointment of Directors and their remuneration

The Nomination and Remuneration (N&R) Committee has constituted a policy which governs the manner of selection of Board of Directors, Chief Executive Officer & Managing Director and their remuneration. The said policy is called as Nomination and Remuneration Policy. The Nomination and Remuneration Policy is displayed on the website of the Company www.vinaditya.com

1. Criteria of selection of Non Executive Directors

- I The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

- ii. In case of appointment of Independent Directors, the Nomination & Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.
- iii. The Nomination & Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- iv. The Nomination & Remuneration Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
 - v. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. A Non Executive Director will also be entitled to receive commission on an annual basis of such sum as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee;
- iii. The Nomination & Remuneration Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board;
- iv. The Nomination & Remuneration Committee may recommend a higher commission for the Chairman of the Board of Directors, taking into consideration his overall responsibility;
- v. In determining the quantum of commission payable to the Directors, the Nomination & Remuneration Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director;
- vi. The Nomination & Remuneration Committee may recommend to the Board, for the payment of additional commission to those Directors who are Members on the Audit Committee of the Board subject to a ceiling on the total commission payable as may be decided;

- vii. In addition to the remuneration paid under Clause (ii) and (vi) above, the Chairman of the Audit Committee shall be paid an additional commission, as may be recommended to the Board by the Nomination & Remuneration Committee;
- viii. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;
- ix. The commission shall be payable on prorata basis to those Directors who occupy office for part of the year.
- x. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

3. CFO & Whole Time Director - Criteria for selection / appointment

For the purpose of selection of the CFO & WTD, the Nomination & Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

A. Remuneration for the CFO & Whole Time Director

- i. At the time of appointment or re-appointment, the CFO & Whole Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the CFO & Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the CFO & Whole Time Director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits. The variable component comprises performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the Nomination & Remuneration Committee shall ensure / consider the following:
 - a. the relationship of remuneration and performance benchmarks is clear;
 - b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c. responsibility required to be shouldered by the CFO & Whole Time Director, the industry benchmarks and the current trends;

B. Remuneration Policy for the Senior Management Employees

- i. In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the Nomination & Remuneration Committee shall ensure / consider the following:

- a. the relationship of remuneration and performance benchmark is clear;
 - b. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - d. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- ii. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the Nomination & Remuneration Committee for its review and approval.

d) Details of Remuneration Paid to the Directors:

The details of remuneration paid to the Directors during the year ended 31st March, 2016 are as follows:

Non-Executive Director:

Sr. No	Name of the Director	Remuneration	Shareholding
1.	Mr. Mahendra Sitaram Pipalwa	NIL	Nil

Non Executive Independent Directors:

Sr. No	Name of the Director	Sitting Fees (Rs. in Lakhs)	Shareholding
1.	Mr. Rajit Ramchandra Upadhyaya	-	Nil
2.	Mr. Mohandas Kotiappa Kankanady	-	Nil
3.	Mrs. Jyoti Ananda Ghungarde	-	Nil

Executive Director:

Sr. No	Name of the Director	Remuneration	Shareholding
1.	Mr. Satyaprakash Satyanarayan Pathak	Rs. 21,00,000	Nil
2.	Mr. Rammohan Bandlamudi	Nil	Nil

Note:

Mr. Rammohan Bandlamudi, Chairman & Non-Executive Director of the Company draws NIL remuneration, Mr. Satyaprakash Satyanarayan Pathak of the Company draws Rs. 21,00,000 as remuneration and Mr. Mahendra Sitaram Pipalwa, Non Executive Directors of the Company draws NIL remuneration. Whereas the Independent Directors are paid sitting fees for attending Board Meetings and the Meeting of the Committee of which they are members.

- i. No Stock Option Scheme exists in the Company.
- ii. There are no convertible instruments in the stock of securities of the Company.

4. GENERAL BODY MEETINGS:

- a) **Annual General Meeting (AGM):** The Company convenes Annual General Meeting generally within six months of the close of the Financial Year. The details of Annual General Meetings held in last 3 years are as under:

AGM	Day	Date	Time	Venue	Whether Special Resolution passed
31st	Saturday	30/09/2013	04.00 p.m	State Bank Building Annex, Bank Street, Fort, Mumbai-400023 Maharashtra, India	Yes
32nd	Tuesday	30/09/2014	04.00 p.m	Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai - 400001, Maharashtra, India	Yes
33rd	Wednesday	30/09/2015	04.00 p.m	Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai-400001, Maharashtra, India	Yes

5. RISK MANAGEMENT:

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The Board of Directors of the Company review risks trends and risk exposure, analyze the potential impact thereof on the organization and prepare the plan in order to mitigate the risk of any nature. The Risk Management Policy is available on the website of the Company at www.vinaditya.com.

6. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Management Discussion and Analysis Report for the Financial Year ended on 31st March, 2016, forms part of the Annual Report.

7. MEANS OF COMMUNICATION:

- a) The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within two months from the close of the Financial Year as per the requirements of the Listing Agreement with the Stock Exchange and consequent Listing Regulations, 2015. The aforesaid Financial Results are sent to BSE Limited (BSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter published within forty eight hours in Free Press Journal (English) and Navshakti (Marathi) daily newspapers.
- b) The Annual Report of the Company, the quarterly / half yearly and the annual results are also placed on the Company's website www.vinaditya.com.
- c) The Company also informs by way of intimation to BSE all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members. Such information and documents are also displayed on the website of the Company at www.vinaditya.com.

8. DISCLOSURES:

- a) **Related Party Transactions:** All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement (to the extent applicable)and Listing Regulations, 2015 during the Financial Year were in the ordinary course of business and on an arm

length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the Financial Year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements.

- b) The Board has approved a policy for related party transactions during the year which has been uploaded on the Company's website www.vinaditya.com.
- c) **Strictures and Penalties:** No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.
- d) **Compliance with Accounting Standards:** The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in the preparation of Financial Statements. There are no audit qualifications in the Company's Financial Statements for the year under review.
- e) **WTD / CFO Certification:** The Chairman & Whole Time Director of the Company has issued certificate pursuant to the provisions of 17(8) of the Listing Regulations, 2015 certifying that the Financial Statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs and other matters as specified thereunder.
- f) There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- g) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations, 2015.
- h) The Company do not have any subsidiary Company.
- i) The Company has complied with all mandatory requirements of the Listing agreement.
- j) **Vigil Mechanism / Whistle Blower Policy:** The Company has established a Whistle Blower Policy that enables the Directors and Employees to report instance of fraud and mismanagement. The policy also provides for adequate safeguards against victimization of persons who use the mechanism; and also direct access to the Chairperson of the Audit.
- k) Committee of the Board of Directors of the Company in appropriate or exceptional cases. Details of the Whistle Blower Policy are made available on the Company's website www.vinaditya.com.
- l) The Independent Directors have confirmed that they meet the criteria of Independence as stipulated under the Companies Act, 2013 and the Listing Regulations, 2015.

9. GENERAL SHAREHOLDER'S INFORMATION:

- a) Corporate Identification Number (CIN): L51900MH1981PLC024340
- b) Annual General Meeting:

Day & Date	Wednesday, 28th September, 2016
Time	11.00 a.m.
Venue	Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai - 400 001 Maharashtra, India

- c) **Book Closure:** The Register of Members and Share Transfer Books of the Company shall remain on Saturday, 24th September, 2016 for the purpose of Annual General Meeting
- d) **Dividend payment date:** N.A
- e) **Financial calendar for the year 2016-2017:** Financial reporting for the quarter ending (tentative calendar)

Quarter	Time Period
June 30, 2016 (First Quarter)	On or before August 14, 2016
September 30, 2016 (Second Quarter)	On or before November 14, 2016
December 31, 2016 (Third Quarter)	On or before February 14, 2017
Year ending March 31, 2017	On or before May 30, 2017
Annual General Meeting for the F.Y ending March, 2017	By September 2017

f) **Registered Office:**

The Registered Office of the Company is situated at: Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai -400001 Maharashtra, India

g) **Stock Exchange Listing of Shares:**

Types of security listed	Name of Stock Exchange	Scrip name	Scrip Code	ISIN Code
Equity	Bombay Stock Exchange Limited Address: Floor 25, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001	3402	504380	INE952M01019

- h) **Listing Fees:** The listing fees for the Financial Year 2016-17 have been paid to Bombay Stock Exchange Limited.

- i) **Stock Market Data:** High/Low of Market price of Company's equity shares traded on Bombay Stock Exchange. During the Financial Year ended on 31st March, 2016 was as follows:

Month	High (Rs.)	Low (Rs.)
October, 2015	9.92	9.73
January, 2016	0.22	0.22
February 2016	0.23	0.23
March, 2016	0.24	0.24

(Source: Compiled from the data available from the BSE website)

Registrar and Share Transfer Agent

Name of the Agent	Address	Contact details
Adroit Coporate Services Private Limited	19/20, Jeferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400059, Maharashtra, India.	Tel: +91 (0) 22 42270400 Direct: +91 (0) 22 42270423 Fax: +91 (0) 22 28503748 pratapp@adroitcoporate.com

Share Transfer System: The Board has authorized the Share Transfer Agents Adroit Coporate Services Private Limited to approve all routine transfers and transmissions of shares which are effected within 15 days. The Stakeholders' Relationship Committee in its meeting considers and takes note on the transfers and transmissions of shares during the time. As per the requirement of Clause 47(c) of the Listing Agreement and Regulation 40(9) of the Listing Regulations, 2015, the Company has obtained half-yearly certificates from Practicing Company Secretary for due compliance of share transfer formalities and filed the same with the Stock Exchange. As on 31st March, 2016 there were no valid requests pending for transfer of shares.

h) Outstanding GDRs or Warrants or any Convertible Instrument, conversion Dates and likely impact on Equity: Not Applicable

i) Plant Locations: Not Applicable

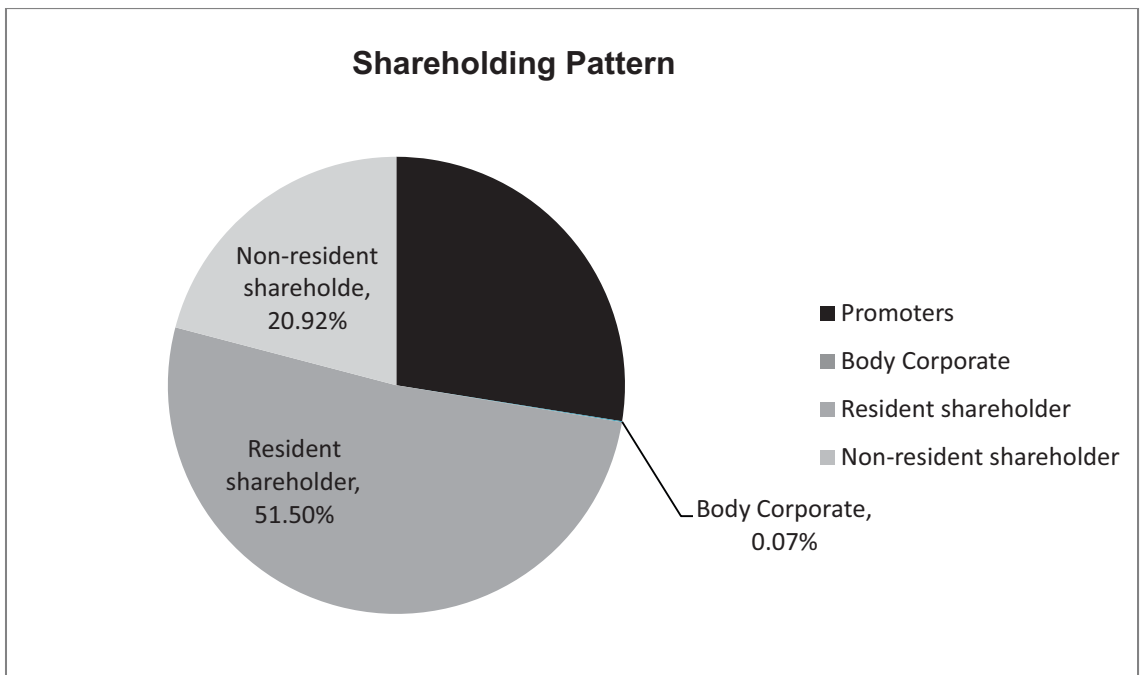
j) Reconciliation of Share Capital Audit: As stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

d) Distribution of Shareholding as on 31st March, 2016:

Sr. No.	Range	Total Holders	% of Total Holders	No. of shares shareholding	% of
1	Upto 500	0	0.00	0	0
2	501-1000	0	0.00	0	0
3	1001-2000	0	0.00	0	0
4	2001-3000	0	0.00	0	0
5	3001-4000	0	0.00	0	0
6	4001-5000	3	5.77	14600	0.20
7	5001-10000	2	3.85	19200	0.27
8	10001 & Above	47	90.38	7166200	99.53

o) Share Holding pattern:

Sr. No	Category	No. of shares held	% of Share Holding
1	Promoters	1980960	27.51
2	Bodies Corporate	5000	0.07
3	Resident Individual	3708040	51.50
4	Non Resident Individual	1506000	20.92



p) **Dematerialization of Shares:** Approximately 79.57% of shares of the Company have been dematerialized and the remaining in physical form.

q) **ADDRESS FOR CORESSPONDENCE:**

Any query on Annual Report or Investors' Grievance Redressal:	For shares held in Demat form:
E-mail: pratapp@adroitcorporate.com Tel: +91 (0) 22 42270400 Direct: +91 (0) 22 42270423 Fax: +91 (0)22 28503748	Adroit Coporate Services Private Limited 19/20, jeferbhoy industrial. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059, Maharashtra, India

Code of conduct declaration Declaration regarding compliance by board members and senior management personnel with the company's code of conduct To The Members of Vinaditya Trading Company Limited

I hereby declare that the Company has obtained affirmative compliance with the Code of Conduct from all the Board members and Senior Management personnel of the Company for the financial year ended 31 March 2016.

Satyaprakash Pathak
Whole Time Director & CFO
DIN-00884844

Place : Mumbai
Date : 12 August 2016

INDEPENDENT AUDITOR'S REPORT

To,
The Members of **VINADITYA TRADING COMPANY LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the attached Financial Statements of VINADITYA TRADING COMPANY LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and a summary of Significant Accounting Policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. his responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of Balance Sheet; of the State of affairs of the company as at 31st March, 2016;
- (ii) In the case of the Statement of Profit and Loss; of the LOSS for the year ended on that date;
- (iii) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the companies (Auditors Report) Order, 2015 issued by the Central Government of India in terms of section 143 (11) of the Act, we give in Annexure A, a statement on matters specified in paragraph 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of the audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the mandatory Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - e. On the basis of the written representation received from the Directors as on 31.03.2016 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31.03.2015, from being appointed as a Director in terms of Sub-section (2) of section 164 of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements.
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.

For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN NO.: 120927W

Ramawatar Sharma
(PARTNER)
M. No. 102644

Place : Mumbai
Date : 28th May 2016

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our "Report on Legal and Regulatory Requirement" section of our report of even date to the members on the accounts for the year ended 31st March, 2016 of **VINADITYA TRADING COMPANY LIMITED**.

On the basis of such checks as we considered appropriate and in terms of information and explanations provided to us we state that:

- 1) a) The Company does not have any fixed assets and therefore sub clause (b) and (c) is not applicable to the company.
- 2) a) The inventory of shares has been verified by the management at the end of the year.
b) In our opinion and according to the Information and explanations given to us, the procedure of verification of inventory (shares) followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
c) The company is maintaining proper record of inventory. There were no discrepancies between actual stock of shares and book records.
- 3) The company has not granted during the year any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Act and accordingly, paragraphs 3 (iii) (a) & (b) of the Order are not applicable.
- 4) The company has not made any loans, investment, guarantees and security whether provisions of section 185 and 186 of the Companies Act, 2013, therefore this clause is not applicable to the company.
- 5) In our opinion and according to the information and explanations provided by the company, the Company has not accepted any deposits from Public and therefore the provisions of Section 73 to Section 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 are not applicable.
- 6) The Central Government has not prescribed maintenance of cost records by the company under sub-section (1) of section 148 of the Companies Act, 2013.
- 7) a) According to the information and explanations provided by the company, the company has been generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Custom Duty, Cess, Service Tax and any other statutory dues applicable to it and no undisputed amount payable in respect of Income tax, Wealth tax, Sales tax, Customs Duty, Excise duty and Cess were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable, except Profession Tax of Rs. 8,800/- which was outstanding till the date of signing of audit report.
b) In our opinion and according to the information and explanations provided by the company, there are no dues outstanding in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, and Cess which have not been deposited on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the company has not taken any loan from Bank or financial institution and has not issued debentures till date. Therefore, the question of defaulting in repayment does not arise.
- 9) The Company has not taken any term loan.
- 10) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- 11) Section 197 of the Companies Act, 2013 is not applicable to the company, therefore reporting under this clause is not required.

- 12) Since company is not the Nidhi Company, reporting as per Nidhi Rules 2014, not required.
- 13) During the year, transactions with related has not taken place, so the provisions of section 177 and 188 of the companies Act 2013 is not applicable, therefore reporting under this clause is not applicable.
- 14) In our opinion and information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) In our opinion and information and explanation given to us, the company has not entered into any non-cash transaction with directors or persons connected with him, provisions of section 192 of the Companies Act, 2013 need not to be complied, therefore this clause is not applicable to the company.
- 16) The company is not required to registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **S A R A & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Reg. No. 120927W

Ramawatar Sharma
(PARTNER)
M. No. 102644

Place: Mumbai
Date: 28th May, 2016

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Vinaditya Trading Company Limited ("the Company") as of 31 March, 2016 in conjunction with our audit of financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S A R A & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Reg No. : 120927W

Ramawatar Sharma
Partner
M. No. : 102644

Place: Mumbai
Date: 28th May, 2016

Balance Sheet as at March 31, 2016

(Amount in INR)

Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
I Equity & Liabilities			
1. Shareholders' funds			
(a) Share Capital	2	7,20,00,000	15,00,000
(b) Reserves and Surplus	3	24,01,284	7,30,25,110
(c) Money received against share warrants		-	-
		7,44,01,284	7,45,25,110
2. Share application money pending allotment		-	-
3. Non - Current Liabilities			
(a) Long -Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long - Term Liabilities		-	-
(d) Long - Term Provisions		-	-
4. Current Liabilities			
(a) Short - Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	4	15,66,207	15,86,732
(d) Short - Term Provisions	5	-	-
		15,66,207	15,86,732
TOTAL		<u>7,59,67,491</u>	<u>7,61,11,842</u>
II Assets			
1. Non - Current Assets			
(a) Fixed Assets		-	-
(i) Tangible Assets		-	-
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(b) Non - Current Investments		-	-
(c) Long - Term Loans and Advances	6	5,89,31,888	5,68,68,583
(d) Other Non - Current Assets	7	50,00,000	50,00,000
		6,39,31,888	6,18,68,583
2. Current Assets			
(a) Inventories	8	125	125
(b) Trade Receivables	9	17,69,300	-
(c) Cash and Cash equivalents	10	1,00,01,790	1,42,33,134
(d) Short - Term Loans and Advances	11	2,63,908	10,000
(e) Other Current Assets	12	480	-
		1,20,35,603	1,42,43,259
TOTAL		<u>7,59,67,491</u>	<u>7,61,11,842</u>
Significant Accounting Policies	1		

For S A R A & ASSOCIATESChartered Accountants
Firm Regn.No.120927W**Ramawatar Sharma**
Partner
Membership No. 102644**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
VINADITYA TRADING COMPANY LIMITED**SD/- SD/-
Mr. Satyaprakash S. Pathak **Mr. Mahendra S. Pipalwa**
Whole Time Director & CFO Director
DIN:-00884844 DIN:- 02369232**Ravi Kumar Bogam**
Company SecretaryPlace : Mumbai
Date : 28th May, 2016

Statement of Profit and Loss for the year ended March 31, 2016

(Amount in INR)

Particulars	Note No.	Year ended 31.03.2016	Year ended 31.03.2015
I Revenue from Operations	13	20,14,847	-
II Other Income	14	<u>30,27,921</u>	<u>23,79,000</u>
III Total Revenue (I + II)		50,42,768	23,79,000
IV Expenses			
Operating Expenses		-	-
Employee Benefits Expenses	15	30,68,122	8,19,341
Finance Costs		-	-
Depreciation and Amortization Expense		-	-
Other Expenses	16	<u>19,52,472</u>	<u>15,62,554</u>
Total Expense		50,20,594	23,81,895
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)		22,174	(2,895)
VI Exceptional Items		-	-
VII Profit before Extraordinary Items and Tax (V-VI)		22,174	(2,895)
VIII Extraordinary Items		-	-
IX Profit Before Tax (VII-VIII)		22,174	(2,895)
X Tax Expense:			
(a) Current Tax		(1,46,000)	(650)
(b) Deferred Tax		-	-
(c) Tax of Earlier Year		-	(57,855)
(d) MAT Credit Entitlement		-	-
		<u>(1,46,000)</u>	<u>(58,505)</u>
XI Profit for the Period from Continuing Operations (IX - X)		(1,23,826)	(61,400)
XII Profit/(Loss) for the Period from Discontinuing Operations		-	-
XIII Tax Expense of Discontinuing Operations		-	-
XIV Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-
XV Profit for the Period (XI + XIV)		(1,23,826)	(61,400)
XVI Earnings Per Equity Share (Face Value Rs. 10/- Per Share):		17	
Basic (Rs.)		(0.02)	(0.41)
Significant Accounting Policies	1		

For S A R A & ASSOCIATES

Chartered Accountants
Firm Regn.No.120927WRamawatar Sharma
Partner
Membership No. 102644FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
VINADITYA TRADING COMPANY LIMITEDSD/- SD/-
Mr. Satyaprakash S. Pathak Mr. Mahendra S. Pipalwa
Whole Time Director & CFO Director
DIN:-00884844 DIN:- 02369232Place : Mumbai
Date : 28th May, 2016Ravi Kumar Bogam
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in INR)

Particulars	Note No.	Year ended 31.03.2016	Year ended 31.03.2015
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Tax for the year		22,174	(2,895)
Adjustments for :			
Depreciation		-	-
Dividend received		-	-
Interest Received		(20,14,847)	(23,79,000)
Interest Paid		-	-
		<u>(20,14,847)</u>	<u>(23,79,000)</u>
Operating Profit before Working Capital change		<u>(19,92,673)</u>	<u>(23,81,895)</u>
Adjustments for :			
Increase in Current Assets		(20,23,688)	(10,000)
Increase in Current Liabilities		(20,525)	7,37,907
		<u>(20,44,213)</u>	<u>7,27,907</u>
Cash Generated From Operations		(40,36,886)	(16,53,988)
Income Tax Paid / Provided		1,46,000	58,505
NET CASH FROM OPERATING ACTIVITIES Total (A)		<u>(41,82,886)</u>	<u>(17,12,493)</u>
CASH FLOW FROM INVESTING ACTIVITIES			
Loans Given		(57,28,233)	(6,27,933)
loans Realised		36,64,928	51,49,796
Interest Received		20,14,847	23,79,000
Dividend Received		-	-
NET CASH USED IN INVESTING ACTIVITIES Total (B)		<u>(48,458)</u>	<u>69,00,863</u>
CASH FLOW FROM FINANCING ACTIVITIES			
Interest paid		-	-
NET CASH FROM FINANCING ACTIVITIES Total (C)		<u>-</u>	<u>-</u>
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		<u>(42,31,344)</u>	<u>51,88,370</u>
Cash and Cash Equivalents - Opening Balance		1,42,33,134	90,44,764
Cash and Cash Equivalents - Closing Balance		<u>1,00,01,790</u>	<u>1,42,33,134</u>

Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.

For S A R A & ASSOCIATES

Chartered Accountants
Firm Regn.No.120927W

Ramawatar Sharma
Partner
Membership No. 102644

Place : Mumbai
Date : 28th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
VINADITYA TRADING COMPANY LIMITED

SD/- SD/-
Mr. Satyaprakash S. Pathak **Mr. Mahendra S. Pipalwa**
Whole Time Director & CFO Director
DIN:-00884844 DIN:- 02369232

Ravi Kumar Bogam
Company Secretary

Note: 1**A. SIGNIFICANT ACCOUNTING POLICIES****a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under historical cost convention on accrual basis, except those with significant uncertainty. These financial statements have been prepared to comply with in all aspects with the accounting standards notified under Section 133 [Companies (Accounts) Rules, 2013, as amended and other relevant provisions of the Companies Act, 2013.

All the Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to The Companies Act, 2013.

b) USE OF ESTIMATES

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities as at the date of the financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

c) RECOGNITION OF INCOME

Revenue is recognized net of Discount, if any, at the month end during which service has been rendered.

In respect of interest, dividend, insurance claim and other claim are accounted in the books only when it is reasonable certain that amount is due and receivable.

d) INVESTMENTS

Investments being long term are valued at cost of acquisition, less provision for diminution in value other than temporary if any.

e) INVENTORIES

Inventories of shares are valued at cost or net realizable value whichever is lower. Cost of inventories comprises of cost of purchases and other costs incurred directly.

f) FOREIGN EXCHANGE TRANSACTIONS

Foreign currency transactions are recorded at the exchange rates prevailing on the date of such transactions. Monetary assets and liabilities as at the Balance Sheet date are translated at the rates of exchange prevailing at the date of the Balance Sheet. Gain and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognized in the Profit and Loss Account.

g) PROVISIONS AND CONTINGENT LIABILITIES

- Provisions are recognized when the Company has legal and constructive obligations as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

- Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

h) TAXATION

Tax expense comprise of current & deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset is not recognized unless there are timing differences, the reversal of which will result in sufficient income or there is virtual certainty that sufficient future income will be available against which such deferred tax asset can be realized.

i) EARNING PER SHARE

The earnings per share is calculated by dividing the net profit for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and hence the basic and diluted earnings per share are the same.

Notes to financial statements for the year ended March 31, 2016

Note 2 - Share Capital

(Amount in INR)

Particulars	As at 31.03.2016	As at 31.03.2015
Authorised :		
75,00,000 (P.Y. 4,50,000) Equity Shares of Rs. 10/- Each	7,50,00,000	45,00,000
TOTAL	7,50,00,000	45,00,000
Issued, Subscribed and Paid-up :		
72,00,000 (P.Y. 1,50,000) Equity Shares of Rs. 10/- Each, fully paid up	7,20,00,000	15,00,000
TOTAL	7,20,00,000	15,00,000

(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders. However no such preferential shares exist currently, therefore the distribution will be in proportion to the number of equity shares held by the shareholders.
- (iii) The company has issued bonus equity shares in the ratio of 47:1 during the year by capitalising the Reserves & Surplus of Rs. 70,50,000/-. Also company has increased its Authorised Capital by Rs. 70,50,000/-

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

(Amount in INR)

Particulars	As at 31.03.2016	As at 31.03.2015
No. of shares at the beginning of the year 1,50,000	1,50,000	
Add: Issue of Shares during the year	70,50,000	-
Less: Shares bought back during the year	-	-
No. of shares at the end of the year	72,00,000	1,50,000

(d) Details of shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
	No.	%	No.	%
Manas Strategic Consultants Pvt. Ltd.	19,45,200	27.02%	40,525	27.02%
Anita Lancy Barboza	17,28,000	24.00%	36,000	24.00%

- (e) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.

The company does not have any such contract / commitment as on reporting date.

- (f) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.

The company does not have any securities convertible into shares as on reporting date.

Note 3 - Reserves & Surplus

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
	No.	%	No.	%
(i) Capital Reserve				
Balance at the beginning of the year	20,24,970		20,24,970	
Add: Additions during the year	-		-	
Balance at the end of the year		20,24,970		20,24,970
(ii) Surplus/(Deficit) in the Profit & Loss Account				
As per last Balance Sheet	7,10,00,140		7,10,61,540	
Add: Profit / (Loss) for the year	(1,23,826)		(61,400)	
Amount available for appropriations		7,08,76,314		7,10,00,140
Appropriations:				
Add: Transferred from reserves	-		-	
Less: Transferred to General reserve	-		-	
Proposed dividend	-		-	
Bonus Shares Issued	7,05,00,000		-	
Corporate Dividend Tax	-		-	
	7,05,00,000	3,76,314	-	
TOTAL		24,01,284		7,30,25,110

Note 4 - Other Current Liabilities

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
	No.	%	No.	%
(a) Other Payables				
(i) Creditors for Expenses	7,33,801		8,58,831	
(ii) Other Liabilities	6,15,232		6,16,340	
(iii) Statutory Liabilities Payable	2,17,174		1,11,561	
		15,66,207		15,86,732
TOTAL		15,66,207		15,86,732

Note 5 - Short Term Provisions

(Amount in INR)

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for taxation (Net of Advance Taxes & TDS)	-	-
	-	-

Note 6 - Long term Loans and Advances

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
a. Capital Advances				
Secured, considered good	-		-	
Unsecured, considered good	-		-	
Doubtful	-		-	
Less: Provision for doubtful advances	-		-	
		-		-
b. Security Deposits				
Secured, considered good	-		-	
Unsecured, considered good	-		-	
Doubtful	-		-	
Less: Provision for doubtful deposits	-		-	
		-		-
c. Loans and advances to related parties				
Secured, considered good	-		-	
Unsecured, considered good	-		-	
Doubtful	-		-	
Less: Provision for doubtful loans and advances	-		-	
		-		-
d. Other loans and advances				
Loans (Unsecured, considered good)	5,83,93,472		5,67,17,200	
Less: written off during the year	-		-	
		5,83,93,472		5,67,17,200
e. Advance Tax & TDS (Net of provisions)		5,38,416	-	1,51,383
TOTAL		5,89,31,888		5,68,68,583

Note 7 - Other Non Current Assets

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
a. Long term trade receivables (including trade receivables on deferred credit terms)				
Secured, considered good	-		-	
Unsecured, considered good	-		-	
Doubtful	-		-	
Less: Provision for doubtful debts	-		-	
		-		-
b. Others				
Advances for Investment in property	50,00,000		50,00,000	
c. Debts due by related parties		-		-
		50,00,000		50,00,000

Note 8 - Inventories

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
Stock in trade (equity shares)	125	125	125	125
TOTAL		125		125

Note 9 - Trade Receivables

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
Sundry Debtors				
Due exceeding 6 Months		-		-
Due with in 6 Months				
Secured, considered good		-		-
Unsecured, considered good		17,69,300		-
Doubtful		-		-
Less: Provision for doubtful debts		-		-
TOTAL		17,69,300		-

Note 10 - Cash & Cash equivalents

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
Cash & Cash Equivalents				
(i) Balances with Banks :	6,76,205		1,42,33,134	
(ii) Cash-in-hand	2,71,729		-	
(iii) Bank deposit	90,53,856		-	
		1,00,01,790		1,42,33,134
TOTAL		1,00,01,790		1,42,33,134

Note 11 - Short Term Loans & Advances

(Amount in INR)

Particulars	As at 31.03.2016	As at 31.03.2015
TDS Recoverable	10,000	10,000
Advances to Creditors	2,53,908	-
	2,63,908	10,000

Note 12 - Other Current Assets

(Amount in INR)

Particulars	As at 31.03.2016	As at 31.03.2015
Prepaid Expenses	480	-
	480	-

Note 13 - Revenue From Operation

(Amount in INR)

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
Service Charge Income (TDS Rs. 1,90,200)	20,14,847		-	
		20,14,847		-
TOTAL		20,14,847		-

Note 14 - Other Income

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
Interest Received (TDS Rs.2,11,386/- (PY Rs. 2,11,800)	23,74,858		23,79,000	
Interest on Bank FDR (TDS Rs.65,307/- (PY Rs.NIL)	6,53,063		-	
		30,27,921		23,79,000
TOTAL		30,27,921		23,79,000

Note 15 - Employment Benefit Expenses

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
Salaries		30,68,122		8,19,341
TOTAL		30,68,122		8,19,341

Note 16 - Other Expenses

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
Auditors Remuneration				
For Audit Fee	57,250		56,180	
For Other Services	29,215	86,465	-	56,180
Advertisement Expenses		80,832		-
Custodian Fees		10,511		-
Conveyance Expenses		28,063		-
Membership & Subscription		-		6,292
Office Expenses		32,448		-
Legal & Professional Charges		4,46,716		11,83,305
Publication Charges		-		8,799
Printing and Stationary		19,904		-
Rent		1,50,000		1,05,000
Interst on Taxes		31		4,896
Listing Fees		2,58,920		1,23,596
Miscellaneous Expenses		27,720		50,986
Processing Chares for Bonus Issue		38,860		-
ROC Filling Fees		5,60,500		23,500
Stamp Duty for Bonus Issue		2,11,502		-
TOTAL		19,52,472		15,62,554

Note 17 - Earnings Per Equity Share

Name of Shareholder	As at 31.03. 2016		As at 31.03. 2015	
(a) Net profit after tax attributable to equity shareholders for Basic EPS Add/Less: Adjustment relating to potential equity shares		(1,23,826)	-	(61,400)
Net profit after tax attributable to equity shareholders for Diluted EPS		(1,23,826)		(61,400)
(b) Weighted average no. of equity shares outstanding during the year For Basic EPS		72,00,000		1,50,000
(c) Face Value per Equity Share (Rs.) Basic EPS Diluted		10.00 (0.02) (0.02)		10.00 (0.41) (0.41)

Note 18 - Amounts due to Micro, Small and Medium Enterprises:

Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosures are required to be made related to micro, small and medium enterprise. The company does not have any transactions with such entities.

Note 19 - Previous year figures

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary.

20. Notes to Accounts**a) Calculation of Basic & diluted earnings/ (loss) per share**

Particulars	2015-16	2014-15
Net profit for the year attributable to equity shareholders (Rs.)	(1,26,826)	(61,400)
Weighted average number of shares (Nos.)	72,00,000	1,50,000
Nominal value of shares outstanding	10	10
Basic and diluted earnings per share	(0.02)	(0.41)

b) Auditors Remuneration (including Service Tax) includes:

Particulars	For the year ended 31st March	
	2015-16	2014-15
Audit Fees (Statutory and tax audit fee) Rs.	57,250	56,180
For Other Services	29,215	8,427
Total	86,465	64,607

c) Scheme of Amalgamation:

The Board of Directors of the Company at their meeting held on 1st April, 2016, proposed to merge the Company with M/s. Flomic Freight Services Private Limited (FFSPL) with effect from 1st April, 2016 under the provisions of section 391-394 of the Companies Act, 1956 through a court approved scheme of amalgamation. Shareholders of FFSPL on the Record Date for the scheme will be issued equity shares in VTCL as per the swap ratio of 534 Shares of face value of Rs. 10 each in VTCL for 1 share of face value of Rs. 100 each held in FFSPL.

The share swap ratio has been determined under the valuation report prepared by M/s. A W Ketkar & Co., Chartered Accountants and confirmed as fair by Intensive Fiscal Services Private Limited, Category-I Merchant bankers.

Vinaditya Trading Company Limited being listed on the Bombay Stock Exchange has also submitted requisite Application of Scheme of Amalgamation in accordance with the Clause of Listing Agreement and provisions of SEBI Circular CIR/CFD/DIL/8/2013 dated 21st May, 2013, with the Bombay Stock Exchange and with Securities Exchange Board of India (SEBI), which have been approved.

The Company is in process of filing necessary applications accordingly to the Hon'ble High Court of Judicature at Bombay, for carrying this Scheme into effect.

- d) Figures of Current Assets, Loans & Advances, Unsecured Loans and Current Liabilities are stated at book value and are subject to confirmations from the parties.
- e) There are no contingent liabilities against the company.
- f) The Additional information to as required by para 4, 4A, 4B, 4C and 5 of Schedule III part II of Companies Act is given to the extent applicable.

For S A R A & ASSOCIATES

Chartered Accountants
Firm Regn.No.120927W

Ramawatar Sharma

Partner
Membership No. 102644

Place : Mumbai

Date : 28th May, 2016

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
VINADITYA TRADING COMPANY LIMITED**

SD/-

SD/-

Mr. Satyaprakash S. Pathak **Mr. Mahendra S. Pipalwa**

Whole Time Director & CFO

Director

DIN:-00884844

DIN:- 02369232

Ravi Kumar Bogam

Company Secretary

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VINADITYA TRADING COMPANY LIMITED

Reg. off: 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai – 400001, Maharashtra
E-mail – info@aacs.in, CIN - L51900MH1981PLC024340

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)	
Registered Address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the holder (s) of shares of the above named company, hereby appoint
Name: Address:
E-mail Id:..... Signature:....., or failing him or
Name: Address:.....
E-mail Id:..... Signature:....., or failing him or
Name: Address:
E-mail Id:..... Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual general meeting of the company, to be held on the 28th day of September, 2016 At 11:00 a.m. at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description of Resolution	No. of Equity shares held	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Directors and Auditors thereon.			
2.	Re-appointment of Mr. Mahendra Sitaram Pipalwa (DIN: 02369232) Director who retires by rotation			
3.	Reappointment of M/s. Sara & Associates , Chartered Accountants, Mumbai (having ICAI Firm Registration No.120927W), as Statutory Auditors of the Company.			
4.	Appointment of Mr. Mohandas Kotiappa Kankanady (DIN: 03144356) as an Independent Director of the Company for the period of 3 years.			

Signed this..... day of 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however, such person shall not act as proxy for any other person or Shareholder.

ATTENDANCE SLIP**VINADITYA TRADING COMPANY LIMITED**

Reg. off: 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai – 400001, Maharashtra

E-mail – info@aacs.in, CIN - L51900MH1981PLC024340

Registered Folio / DP ID & Client ID	
Name	
Address of the Shareholder	

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company VINADITYA TRADING COMPANY LIMITED at 11 a.m. at the registered office of the Company.

Signature of the Shareholder/Proxy : _____

Note: Please fill in this attendance slip and hand it over at the entrance of the place of meeting.

ROUTE MAP



VINADITYA TARDING COMPANY LIMITED

NO. 12, 4TH FLOOR, 68, SAI SADAN,
JANMABHOOMI MARG, HUTATMA CHOWK,
FORT, MUMBAI- 400 001. MAHARASHTRA.