

VINADITYA TRADING COMPANY LIMITED

CIN - L51900MH1981PLC024340

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

E-mail – info@aacs.in, website: www.vinaditya.com

3 October 2016

To,
The General Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

**Sub: Submission of Proceedings of 35th Annual General Meeting of Vinaditya
Trading Company Limited for the Financial Year 2015- 16
Ref: Scrip Code -504380**

Dear Sir/Madam,

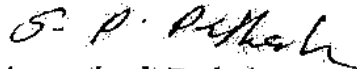
Pursuant to requirement of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of 35th Annual General Meeting of Vinaditya Trading Company Limited for the Financial Year 2015-16 held on Wednesday, 28 September 2016, at 12, 4th Floor, Plot - 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai - 400 001, at 11.00 am.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For VINADITYA TRADING COMPANY LIMITED



Satyaprakash Pathak
Whole Time Director & CFO
DIN: - 00884844

Encl: As stated above

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**PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF THE COMPANY UNDER
REGULATION 30 (2) OF THE SEBI (LISTING AND DISCLOSURE REQUIREMENTS),
REGULATIONS, 2015**

Meeting Day, Date and Time	Wednesday, 28 th September, 2016 at 11.00 p.m.
Venue	12, 4 th Floor, Plot – 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai – 400 001
Chairman	Mr. Satyaprakash S. Pathak, the Chairman & Whole Time Director and CFO
Members attending the Meeting	45 (Forty Five) Members present (including authorised representative of corporate shareholders)
Quorum	The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

1. After declaring the quorum being present, the Chairman called the Meeting in order. He welcomed all the members to the 35th Annual General Meeting of the Company. With the consent of the members present at the meeting, the Notice convening the Meeting, the Director's Report Financial Statements and the Auditors. Report for the year ended March 31, 2016 was taken as read.
2. The Chairman gave an overview of the financial performance of the Company for the year ended March 31, 2016 and its future outlook.
3. The Chairman informed the Members that pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company had Provided the remote e-voting facility to the Members to exercise their right to vote at the 35th Annual General Meeting. He further informed that the facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") is provided by Central Depository Services (India) Limited (CDSL).
4. The e-voting period commenced on Saturday, 25th September, 2016 at 9.00 a.m IST and ended on Tuesday, 27th September, 2016 at 5.00 p.m. IST (both days inclusive).

5. The Chairman then informed the members that the facility for voting through Poll was also made available at the meeting for the Members who have not casted their vote through remote e-voting. The Members were also informed that those who had already casted their vote through remote e-voting should not cast their vote again on Poll, since such votes would be considered as invalid.
6. Mr. Mohammed Aabid, Partner of Aabid & Co., Company Secretaries, Mumbai as Scrutinizer for scrutinizing the remote e-voting and the poll process at the Annual General Meeting, in a fair and transparent manner.
7. The Chairman then invited the Members to ask questions, make comments and give their views, if any.
8. The Chairman thereafter, ordered a poll to be taken at the meeting and requested Mr. Aabid, the Scrutinizer for orderly conduct of the voting.

The Chairman announced that the combined results on remote e-voting and poll process will be declared to BSE Limited where the shares of the Company are listed. The results will also be uploaded on the website of the Company www.vinaditya.com and will be available at the registered office of the Company.

Business transacted at the 35th Annual General Meeting:

The following resolution was passed as an Ordinary Resolution:

Ordinary Business:

Item 1 : APPROVAL AND ADOPTION OF ANNUAL ACCOUNTS

The audited Balance Sheet and the Profit and Loss Account of the Company for the year ended 31 March 2016 together with the Director's Report and the Auditor's Report was placed before the General Body. With the consent of the Members present, the audited Balance Sheet and Profit and Loss Account, its notes and the notes to accounts together with the Director's Report and Auditor's Report was taken as read.

- 1.1 **"RESOLVED THAT** the audited Balance sheet and the Profit and loss account of the Company for the financial year ended 31 March 2016 together with the Director's Report and the Auditor's Report thereon be approved and adopted."

Item 2: REAPPOINTMENT OF MR. MAHENDRA SITARAM PIPALWA (DIN: 02369232) AS A DIRECTOR

Mr. Mahendra Sitaram Pipalwa (DIN: 02369232) was eligible for re-appointment and consented to be re-appointed as a Director. The approval of the shareholders was sought at the AGM:

- 2.1 **"RESOLVED THAT** Mr. Mahendra Sitaram Pipalwa (DIN: 02369232), who retires by rotation from office and, being eligible for re-appointment, be and is hereby appointed as a Director of the Company."

Item3: RE-APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

M/s. Sara & Associates Chartered Accountants, Mumbai (having ICAI Firm Registration No.120927W), have given their consent to be re-appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company. The approval of the shareholders was sought at the AGM:

3.1 **"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

Item 4: APPOINTMENT OF MR. MOHANDAS KOTIAPPA KANKANADY (DIN: 03144356) AS AN INDEPENDENT DIRECTOR:

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 was placed before the members for their approval.

4.1 **"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."

VOTE OF THANKS

The meeting concluded with a vote of thanks to the chair with the Chairman indicating the results of the poll would be communicated within 48 hours of the conclusion of the Annual General Meeting.

As per the consolidated Scrutinizer's Report dated 28th September, 2016, all resolutions as set out in the Notice of 35th Annual General Meeting dated 28th May, 2016, were passed by the Members of the Company with requisite majority.

For Vinaditya Trading Company Limited



Satyaprakash Pathak
Whole Time Director & CFO
DIN: - 00884844