

VINADITYA TRADING COMPANY LIMITED

38th ANNUAL REPORT
Financial Year 2018-19

CONTENTS

Sr. No	Particulars	Page No.
1.	Board of Directors	2
2.	Notice of the 38 th Annual General Meeting	3-7
3.	Board's Report along with its Annexure	8-22
4.	Secretarial Audit Report for Financial Year 2018-19	23-31
5.	Management Discussion and Analysis	32-33
6.	Corporate Governance Report	34-50
7.	Independent Auditor's Report	51-57
8.	Balance Sheet	58
9.	Statement of Profit & Loss	59
10.	Cash Flow Statement	60
11.	Notes to Financial Statements	61-67
12.	Proxy Form	68
13.	Attendance Slip	69
14.	Postal Ballot Form	70-71
15.	Route Map	72

BOARD OF DIRECTORS

Mr. MOHANDAS KOTIAPPA KANKANADY

Non-Executive Independent Director

MR. SATYAPRAKASH S. PATHAK

Whole Time Director & Chief Financial Officer

DR. RAJIT RAMCHANDRA UPADHYAYA

Non-Executive Independent Director

MRS. JYOTI ANANDA GHUNGARDE

Independent Director (Women Director)

MR. RAVIKUMAR VENKATRAMULOO BOGAM

Company Secretary & Compliance Officer

BANKERS

ICICI Bank
Free Press House
215, Nariman Point,
Mumbai – 400021

HDFC Bank
Vishal Shopping Center
M.V Road, Opp Gymkhana
Andheri, Mumbai 400069

AUDITORS

M/s SARA & Associates
Chartered Accountant

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

Room No: 11, 1st Floor, Indu Chamber, 349/353,
Samuel Street, Masjid Bundar (West), Mumbai – 400003,
Maharashtra Tel: 022-23430172, 23430179,
www.vinaditya.com

VINADITYA TRADING COMPANY LIMITED

Regd. Office: Room No: 11, 1st Floor, Indu Chamber, 349/353, Samuel Street, Masjid Bundar (West), Mumbai
– 400003, Maharashtra

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

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **38th Annual General Meeting (AGM)** of Members of the Company will be held on **Friday, September 27, 2019 at 11.00 am IST** at the Registered Office, **Room No: 11, 1st Floor, Indu Chamber, 349/353, Samuel Street, Masjid Bundar (West), Mumbai – 400003, Maharashtra.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31 March 2019, 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. Satyaprakash S. Pathak (DIN: 00884844), 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.”

By Order of the Board of Directors

Ravi Kumar Bogam
(Company Secretary)

Place: Mumbai,
Date: August 29, 2019

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy /proxies to attend and vote instead of himself / Herself and such a proxy / proxies so appointed need not be a member of the company. the form of proxy duly completed should, however, be deposited at the registered office of the applicant company not less than 48 hours before the time fixed for the aforesaid meeting.
2. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Applicant Company carrying voting rights. Further, a member holding more than 10% of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. All alterations made in the Form of Proxy should be initialled
4. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company.
5. The Notice is being sent to all the Equity Shareholders, whose names appear in the records of the Company as on August 29, 2019. However a cutoff date for determining shareholders eligible for voting is 23th September 2019. The members who are not shareholders as on 23th September 2019. are not eligible to vote and can treat this notice for information purpose only.
6. The Notice convening the meeting will be published through advertisement in Free Press Journal in the English language and translation thereof in Navshakti in the Marathi language (both Mumbai Editions).
7. The quorum of the meeting of the equity shareholders of the Applicant Company shall be 5 equity shareholders of the Applicant Company, present in person.
8. Only registered Equity Shareholders of the Applicant Company may attend and vote (either in person or by proxy) at the General Meeting.
9. Registered Equity Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification of the attendance at the meeting.
10. Registered Equity Shareholders are informed that in case of joint holders attending the meeting; joint holder whose name stands first in the Register of Members and in his / her absence by the next named member of the Applicant Company in respect of such joint holding will be entitled to vote.
11. The Company has appointed, Mohammed Aabid (Membership No. 6579), Partner Aabid & Co Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the voting process in a fair and transparent manner
12. A registered Equity Shareholder or his proxy is requested to bring a copy of the notice to the meeting and produce it at the entrance of the meeting venue, along with the attendance slip duly completed and signed. The queries, if any should be sent to the Company in the name of 'Mr. Satyaprakash Pathak, Whole Time Director' at the Registered Office of the Company.
13. A person whose name is recorded in the register of members or in the register of members maintained by the Company as on the cut-off date of 23th September 2019' shall be entitled to vote at the Meeting.
14. Foreign Institutional Investors (FIIs) who are registered Equity Shareholder(s) of the Applicant Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Applicant Company not later than 48 hours before the meeting.
15. The Notice will be displayed on the website of the Company www.vinaditya.com.

Voting through electronic means

- I. 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 38th 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 Tuesday 24, 2019 (9:00 am) and ends on Tuesday September 26, 2019 (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 23th September 2019, 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 instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Tuesday 24, September 2019 (9:00 am) and ends on Tuesday September 26, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members
 - (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
(viii) 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 (iv).

After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone**

users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **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 Corporate.
- 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 linked in the login 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.

(xx) 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. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. Tuesday, August 29, 2019, may follow the same procedure as mentioned above for remote e-voting
- VII. The Scrutinizer shall after the conclusion of voting at the General Meeting, count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make no later than 48 hours of the conclusion of the meeting a Consolidated Scrutinizer’s Report of the total votes cast in favour or against and invalid votes if any, forward to the Chairman of the Meeting, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolution at the Meeting shall be announced by the Chairman immediately after the results are declared.
- IX. The results declared along with the Scrutinizer’s report, will be posted on the website of the Company www.vinaditya.com and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman.
- X. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Applicant Company between 11.00 a.m. and 01.00 p.m. upto the date of the meeting on all days (except Saturdays, Sundays and public holidays).

By Order of the Board of Directors

Ravi Kumar Bogam
(Company Secretary)

Place: Mumbai
Date: August 29, 2019

BOARD'S REPORT

The Directors are pleased to present 38th Annual report and the Audited Financial Statement for the year ended March 31, 2019, together with the Auditor's Report thereon.

1. FINANCIAL SUMMARY:

(Amount in INR)

Particulars	2018-19	2017-18
Total Income	4,448,654	38,65,120
Profit before Interest, Depreciation, Amortization, Taxation and Exceptional Items	63,849	1,99,085
Financial Costs	-	-
Depreciation and Amortization	-	-
Profit before tax and exceptional items	63,849	1,99,085
Exceptional income	-	-
Profit after exceptional items before tax	63,849	1,99,085
Taxes(benefit)	(225,000)	(55,000)
Profit after tax	(161,151)	1,44,085
Earning per share (Basic)	0.02	0.02

2. DIVIDEND:

The Board has not recommended a final dividend for the financial year 2018-19, due to inadequate profit/(loss) incurred by the Company.

3. TRANSFER TO RESERVE

In the Current Year the Profit for the year of Rs. 1,44,085 was transferred to Reserve.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to provisions of Section 125(2) of the Companies Act, 2013 no amount is lying unpaid, unclaimed dividend or other with the Company prescribed for transferring into IEPF account during the reporting period.

5. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

During the year under review, the total income of the Company is Rs. 4,448,654 as compared to the previous financial year ended 2018 in which the same was Rs. 38,65,120.

The Gross Profit/(Loss) of the Company is Rs. (161,151) in the financial year 2018-19 whereas the Gross Profit for the financial year 2017-18 was Rs. 1,44,085 .

6. FINANCIAL PERFORMANCE

Cash and Cash Equivalent as on 31st March, 2019 is Rs 896,019 . 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.

7. EXTRACT OF ANNUAL RETURN:

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

8. CHANGES IN SHARE CAPITAL

During the period under review the Company has increased its authorised share capital from 7,50,00,000 (Rupees Seven Crore Fifty Lakh) divided into 75,000,000 (Seventy Five lakh) Equity shares of face value of Rs. 10 each to Rs. 19,00,00,000 (Rupees Nineteen Crore) divided into 1,90,00,000 (One Core Ninety Lakh shares) Equity shares of Rs. 10 each ranking pari passu with the existing shares of the Company, in compliance of section 13 read with section 61 and other applicable provisions of the Act .

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

Since the operations of the Company are restricted to financial services the provisions of Section 134(3) (m) of the Companies Act, 2013 relating to conservation of energy and technology absorption do not apply to our Company.

Still the Company has taken all the necessary steps to conserve the energy at all levels in the premises of the Company. The wastage of resources is avoided at all possible levels in the Company.

No capital investments are done on energy conservation equipments during the reporting period.

B) Technology absorption:

No technologies are imported by the Company during the period under review so details of absorption, capital expenditure on Research and development are not applicable to the Company.

C) Foreign exchange earnings and Outgo:

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.

9. DIRECTORS

a. DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no change in the composition of the Board of Directors of the Company during the reporting period.

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.

10. MEETINGS OF THE BOARD

The Board of Directors met five (5) times on 30.05.18, 14.08.18, 14.11.18, 14.03.19 and 30.03.2019 during the financial year 2018-19. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

11. BOARD COMMITTEES:

The Board of Directors met five (4) times on 30.05.18, 14.08.18, 14.11.18, and 14.03.19 during the financial year 2018-19. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

12. 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, 2019, 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, 2019, 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, 2019, 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.

13. RESERVATIONS AND/OR QUALIFICATIONS IN THE STATUTORY AUDITOR'S/SECRETARIAL AUDIT REPORT

There was no qualifications, reservations or adverse remarks made by the Statutory Auditors of the Company there report is self explanatory and does not call for further information by the Board.

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. Secretarial Audit Report attached as **Annexure II**.

14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

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

15. 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.

The Scheme of Amalgamation between FlomicFreight Services Private Limited and Company and its respective creditors and shareholders' has been admitted at the National Company Law Tribunal, Mumbai Bench on February 14, 2017. The matter is pending for further hearing on the Board.

16. 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.

17. 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.

18. RELATED PARTY TRANSACTIONS:

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

Details of contracts or arrangements or transactions with Related Parties as required to be disclosed by Accounting Standard – 18 on “Related Party Disclosures” are given in the 18.7 Notes to the Financial Statements.

19. 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.

20. 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.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

As per section 135 (1) of the Companies Act, 2013, every Company having:

- Net Worth of Rs. 500 Crore; or
- Turnover of Rs. 1000 Crore; or
- Net Profit of Rs. 5 Crore.

Is required to provide disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules

Company has not exceed the above limit hence the provisions of section 135 of the Companies Act, 2013 are not applicable on the Company.

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.

22. 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.

23. 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. All women, permanent, temporary or contractual including those of service providers and visitors are covered under the policy.

The Company during the year under the review has not received any complaints pertaining to sexual harassment at the work place whether reported or unreported.

24. AUDITORS:

The Company, pursuant to section 139 of the Companies Act, 2013 and rules framed thereunder, in the Annual General Meeting held on 30th September 2016, 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 there from, 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 2019-20 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 2019-20.

25. MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

26. 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 the aforesaid information is attached as **Annexure IV** 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 also hosted on the website of the Company at www.vinaditya.com.

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 as **Annexure V** 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. 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.

Satyaprakash Pathak
(Director)
DIN-00884844

Jyoti Ananda Ghungarde
(Director)
DIN- 07145460

Ravi Kumar Bogam
(Company Secretary)

Date: August 29, 2019

Place: Mumbai

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[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

CIN	L51900MH1981PLC024340
Registration Date	30/04/1981
Name of the Company	Vinaditya Trading Co Ltd
Category/Sub-Category of the Company	Public Company
Address of the Registered Office and Contact details	Room no. 11, 1st Floor, Indu Chamber 349/353 Samuel Street, Masjid Bunder (West) Mumbai 400003 Maharashtra India
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Adroit Coporate Services Private Limited 19/20, jeferbhoy industrial. Estate, 1 st 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

Sr. No	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
--------	---------------------------------	---------	--------------------------------	------------------	--------------------

VINADITYA TRADING COMPANY LIMITED 38TH ANNUAL REPORT 2018-19

	Nil				
--	-----	--	--	--	--

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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			
		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
b. Central Govt or State Govt (s)	0	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	2	1980960	0	1980960	27.51	2	1980960	0	1980960	27.51
d. Banks / FI	0	0	0	0	0	0	0	0	0	0
e. Any Other....	0	0	0	0	0	0	0	0	0	0
Sub-total (A) (1)	2	1980960	0	1980960	27.51	2	1980960	0	1980960	27.51
(2) Foreign										
a. NRI Individuals	0	0	0	0	0	0	0	0	0	0
b. Other Individuals	0	0	0	0	0	0	0	0	0	0
c. Bodies Corp	0	0	0	0	0	0	0	0	0	0
d. Banks / FI	0	0	0	0	0	0	0	0	0	0
e. Any Other	0	0	0	0	0	0	0	0	0	0
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2	1980960	0	1980960	27.51	2	1980960	0	1980960	27.51
B. Public Shareholding										
1. Institutions										
a. Mutual Funds	0	0	0	0	0	0	0	0	0	0
b. Banks / FI	0	0	0	0	0	0	0	0	0	0
c. Central Govt	0	0	0	0	0	0	0	0	0	0
d. State Govt(s)	0	0	0	0	0	0	0	0	0	0
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0	0
g. FIs	0	0	0	0	0	0	0	0	0	0
h. Foreign Venture	0	0	0	0	0	0	0	0	0	0

VINADITYA TRADING COMPANY LIMITED 38TH ANNUAL REPORT 2018-19

Capital Funds										
i. Others (specify)	0	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0	0
2.Non-Institutions										
a. Bodies Corp										
i. Indian	1	25050	0	25050	0.35	1	40750	0	40750	0.57
ii. Overseas	0	0	0	0	0	0	0	0	0	0
b. Individuals	0	0	0	0	0	0	0	0	0	0
(i) Individual Shareholders holding nominal share capital up to Rs. 2 lakh	4	28800	0	28800	0.40	11	52850	0	52850	0.73
ii) Individual Shareholders holding nominal share capital in excess of Rs.2 lakh	40	2188230	1470960	3659190	50.82	38	2148480	1470960	3619440	50.27
(c) Others(specify) NRIs	5	1506000	0	1506000	20.92	5	1506000	0	1506000	20.92
Sub-total (B)(2)	50	3748080	1470960	5219040	72.49	55	3748080	1470960	5219040	72.49
Total Public Shareholding (B) =(B)(1)+(B)(2)	50	3748080	1470960	5219040	72.49	55	3748080	1470960	5219040	72.49
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	52	5729040	1470960	7200000	100	57	5729040	1470960	7200000	100

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	35760	0.50	0	35760	0.50	0	0.00
2.	Manas Strategic Consultants Private Limited	1945200	27.02	0	1945200	27.02	0	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change): 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	--	--	--	--
	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):	--	--	--	--
	At the end of the year	--	--	--	--

(i) 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		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Anita Lancy Barboza	1728000	24.00	1728000	24.00
2.	Shahnawaz Mohamed	86880	1.21	86880	1.21
3.	Nikita Ananda Ghungarde	69600	0.97	69600	0.97
4.	Ashutosh R Tiwari	69360	0.96	69360	0.96
5.	Mayuri Mahesh Berde	67200	0.93	67200	0.93
6.	Durgesh Kabra	67200	0.93	67200	0.93
7.	Manish Kabra	67200	0.93	67200	0.93
8.	Gyanendra Singh	67200	0.92	64800	0.90
9.	Kaushal K Biyani	62400	0.87	62400	0.87
10.	Kamal Kishore Biyani	60000	0.83	60000	0.83

(ii) 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/ sweat Equity 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
Indebtedness at the beginning 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
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:

Sl. No.	Particulars of Remuneration	Satyaprakash S. Pathak (Wholetime Director)				Total Amount
No remuneration is being paid to other KMPs and Directors						
1.	Gross salary	21,00,000/-				-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					-
	(c) Profits in lieu of salary under	-	-	-	-	
2.	Stock Option	-	-	-	-	
3.	Sweat Equity	-	-	-	-	
4.	Commission	-	-	-	-	
	as % of profit	-	-	-	-	
	others (specify)	-	-	-	-	
5.	Others, please specify	-	-	-	-	
	Total (A)	-	-	-	-	
	Ceiling as per the Act	-	-	-	-	

B. Remuneration to the directors:

Sl. No	Particulars of Remuneration	Name	Name	Total
	<u>Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify			5000
	Total(1)			
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings			

To,

**The Members,
Vinaditya Trading Co. Ltd
Mumbai.**

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

- (i) 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.
- (ii) 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.
- (iii) We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
- (iv) Wherever required, we have obtained Management Representation about the compliance laws, rules and regulations, and happening of events etc.
- (v) 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.
- (vi) 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.**
Company Secretaries

**Sd/-
Mohammed Aabid
F.C.S 6579
C.P. 6625**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019

[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, 2019 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:

We have examined the Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by **Vinaditya Trading Company Limited** for the Financial Year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; not applicable during the reporting period

- (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; not applicable during the reporting period.
 - 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; not applicable during the reporting period.\
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; not applicable during the reporting period.
 - 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; not applicable during the reporting period.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; not applicable during the reporting period.
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; not applicable during the reporting period.

(vi) Other industry specific laws as specified in Annexure I

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 of audit of the Company there were below mentioned specific events/actions occurred having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and 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 the Company has following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc

- (i) Company has filed scheme of Amalgamation between the Company and M/s Flomic Freight Service Private Limited the matter is filled with National Company Law Tribunal, Mumbai Bench on February 14, 2017. The order for summoning meeting of members of the Company is awaited.
- (ii) During the During the period under review the Company has increased its authorised share capital from 7,50,00,000 (Rupees Seven Crore Fifty Lakh) divided into 75,000,000 (Seventy Five lakh) Equity shares of face value of Rs. 10 each to Rs. 19,00,00,000 (Rupees Nineteen Crore) divided into 1,90,00,000 (One Core Ninety Lakh shares) Equity shares of Rs. 10 each ranking pari passu with the existing shares of the Company, in compliance of section 13 read with section 61 and other applicable provisions of the Act .

For **AABID & CO.**
Company Secretaries

Sd/-
Mohammed Aabid
F.C.S 6579
C.P. 6625

Place: Mumbai
Date: May 11, 2019

ANNEXURE – I

List of Other Applicable Laws to the Company

Under the Major Group and Head:

- 1) The Maternity Benefit Act, 1961;
- 2) The Payment of Gratuity Act, 1972;
- 3) The Maharashtra Shops & Establishment Act, 1972;
- 4) The Employee's State Insurance Act, 1948;
- 5) Employee's Compensation Act, 1923;
- 6) The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975;
- 7) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- 8) The Employees Provident Funds and Miscellaneous Provisions Act, 1952;
- 9) The Profession Tax Act, 1975;
- 10) The Environment (Protection) Act, 1986;
- 11) Water (Prevention and Control of Pollution) Act, 1974;
- 12) Air (Prevention and Control of Pollution) Act, 1981;
- 13) Environment Protection Act, 1986;
- 14) Maharashtra Fire Prevention & Life Safety Measures Act, 2006;
- 15) Income Tax Act, 1961;
- 16) Relevant provisions of the Service Tax and Rules and Regulations thereunder;
- 17) Capital Market related Laws/Rules/Regulation;
- 18) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ANNEXURE – II

List of Applicable Laws to the Company

Registered Office:

Room no. 11, 1st Floor, Indu Chamber 349/353 Samuel Street, Masjid Bunder (West) Mumbai 400003 Maharashtra, India.

Corporate Office:

Room no. 11, 1st Floor, Indu Chamber 349/353 Samuel Street, Masjid Bunder (West) Mumbai 400003 Maharashtra, India.

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).

SECRETARIAL COMPLIANCE REPORT OF VINADITYA TRADING CO. LIMITED

(For the year ended 31st March, 2019)

To,

BSE Limited

25th Floor, P.J. Towers

Dalal Street, Fort, Mumbai-400001

We, **Aabid And Company** have examined:

- (a) all the documents and records made available to us and explanation provided by **Vinaditya Trading Co. Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities)

Regulations, 2018;

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable to the Company under review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company under review period.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company under review period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participates Regulation 2018)
- (j) Securities Contracts (Regulation) (Stock Exchange and Clearing Corporations) Regulations 2018.

and based on the above examination, we have report that, during the review period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable	Not Applicable	Not Applicable

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable	Not Applicable	Not Applicable	Not Applicable

**For Aabid & Co.
Company Secretaries**

Date: 11th May 2019
Place: Mumbai

CS Mohammed Aabid
Partner
F.C.S. No: 6579
C.P. No: 6625

Management Discussion & Analysis

A. INDUSTRY STRUCTURE AND DEVELOPMENT

Vinaditya Trading Company Limited was incorporated on April 30, 1981 in the state of Maharashtra. Main Object Clause of the company is " To carry on in India or elsewhere occupation or business or commerce of exporters, importers, merchants, agents, brokers, factors, commission agents, adantias, dealers in merchandise and produce of things, contractors, engineers and to undertake and carry on commercial, trading agency and other occupations.

Forward – Looking Statements:

This Report contains forward –Looking Statements. Any, statement that address expectations or projections about the future, including but not limited to statements about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth.

Overview:

During the financial year under review the revenue from operations has increased from Rs. **38.65** Lacs to Rs. **44.48** lakhs

Outlook:

During the year, the main revenue was from Service Charge Income. The Company has filed application for the Merger with Flomic Freight Services Private Limited with this the Company's business will get divergence in the field of freight services which will increase the revenue of the Company.

Risk and Concerns:

Due to stiff competitions in the finance field where the company's activities are cantered in, the overall margins are always under pressure, but maintainable, with the constant effort and good services rendered by the company.

Internal Control Systems and their Adequacy:

An Audit Committee of the Board of Directors of the Company has been constituted as per provisions of Section 177 of the Companies Act, 2013 and corporate governance requirements specified by Listing Agreements with the Stock Exchanges. The Internal Audit Function is looked after internally by the finance and accounts department, and reviewed by the Audit Committee and the management at the regular intervals.

The Internal Auditors Reports dealing with Internal Control Systems are considered by the Audit Committee and appropriate actions are taken, whichever necessary.

Analysis of Financial Conditions and Results of Operations:

The Financial Statements have been prepared in accordance with the requirements of the Act, Indian Generally Accepted Principles (Indian GAAP) and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

Development on Human Resource Front:

At Vinaditya Trading Co Ltd our human resource are critical to our success and carrying forward our mission.

With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions.

The requirement of the markets given the economic scenario has made this even more challenging.

Attracting newer talent with the drive, training and upgrading existing skill sets and getting all to move in an unified direction will definitely be task in the Company. After the approval of the proposed scheme of amalgamation with Flomic Freight Services Private Limited, workforce of the Company will be increased to larger extent along with the benefit of diversification in new line of freight carriage business.

Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating conducive environment for career growth, Company is trying to achieve the maximum utilization of employee's skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario.

The Company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the Company is one of the key focus areas this year.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied. Important factors that could make difference to the Company's operations include change in government regulations, tax regimes, and economic developments within and without India.

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the Year ended 31 March, 2019:

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 Regulation 27 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS:

a) **Composition of the Board as on 31st March, 2019:**

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, Regulation 17 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015.

The composition of the Board of Directors **as on 31st March, 2019**, comprises of the following:

Sr. no.	Name of Director	Designation	Category
1	Mr. Satyaprakash Satyanarayan Pathak	Whole Time Director & CFO	Executive Director

2	Mr. Rajit Ramchandra Upadhyaya	Director	Non-Executive-Independent Director
3	Mr. Mohandas Kotiappa Kankanady	Director	Non-Executive-Independent Director
	Mrs. Jyoti Ananda Ghungarde	Director	Non-Executive-Independent Director

During the financial year 2018-19 Mr. Mahen Sitaram Pipalwa and Mr. Ram Mohan Roa have resigned from the office of the Director of the Company.

Further there has been no change in the Composition of the Board of Directors of the Company during Financial Year 2018-19.

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 fulfilments. 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 5 times during the year. Additional meetings are held when necessary.

During the year ended on 31st March, 2019, the Board of Directors had 5 meetings the details whereof are as follows:

Sr. No	Date of Board Meetings	Venue
1.	30 th May, 2018	Registered Office of the Company
2.	14 th August, 2018	Registered Office of the Company
3.	14 th November 2018	Registered Office of the Company
4.	14 th February, 2019	Registered Office of the Company
5.	30 th March 2019	Registered Office of the Company

The last Annual General Meeting (AGM) was held on 17th September, 2018.

The attendance record of the Directors at the Board Meetings during the year ended on 31st March, 2019 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	5	Yes
2.	Mr. Satyaprakash Satyanarayan Pathak	Executive Director	5	Yes
3.	Mr. Mahendra Sitaram Pipalwa	Non-Executive Director	5	Yes
4.	Mr. Rajit Ramchandra Upadhyaya	Non-Executive-Independent Director	5	Yes
5.	Mr. Mohandas Kotiappa Kankanady	Non-Executive-Independent Director	5	Yes
6	Mrs. Jyoti Ananda Ghungarde	Non-Executive-Independent Director	5	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 under Corporate Governance of 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 as and when conducted 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 SEBI Listing Obligation and Disclosers Requirements 2015 and 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 has adopted the Code of Conduct and Ethics ('the Code'). The Code is a comprehensive guide applicable to all the Directors and Members of Senior Management and employees of the Company. The Code is posted on the Company's website: www.aloratradingltd.com and has been communicated to all the Directors and Senior Management Executives and the compliance of the same is affirmed by them every year. A Declaration signed by the Directors affirming the compliance is annexed separately to this Annual Report.

e. 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, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Sr. No	Name of the Directors	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 cum Whole Time Director Mr. Satyaprakash Satyanarayan Pathak pursuant to his fiduciary position and the Accounts Head of the Company attends 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 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, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Sr. No	Name of the Directors	Designation	No. of Meetings Held / Attended
1.	Mr. Satyaprakash Satyanarayan Pathak	Executive Director	4/4
2.	Mr. Mahendra Sitaram Pipalwa	Non Executive Director	4/4
3.	Mr. Mohandas kotiappa kankanady	Non Executive/Independent Director	4/4

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, 2019 and the details of Members participation at the Meetings of the Committee are as under:

Sr. No	Name of the Directors	Designation	No. of Meetings Held / Attended
1	Mr. Mahendra Sitaram Pipalwa	Non-Executive Director	4/4
2	Mr. Mohandas Kotiappa Kankanady	Non-Executive / Independent Director	4/4
3	Mrs. Jyoti Ananda Ghungarde	Non-Executive / Independent Director	4/4

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 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) 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. 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, 2019 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. Satyaprakash Satyanarayan Pathak Chief financial officer cum whole time Director of the Company draws Rs. 21, 00,000 as remuneration, Mr. Rammohan Bandlamudi, Chairman & Non-Executive Director of the Company 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. Rs. 5,000 is showed as sitting fees but it is reimbursements for law full expenses incurred.

- 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
35 th	Wednesday	28/09/2016	11.00 am	Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai-400001 Maharashtra, India	Yes
36 th	Tuesday	12/09/2017	11.00 am	Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai-400001 Maharashtra, India	No
37 th	Monday	17/09/2018	11.00 am	Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai-400001 Maharashtra, India	No

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, 2019, 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; There** are no related party transactions incurred during the Financial Year 2018-19 and hence do not attract the provisions of Section 188 of the Companies Act, 2013. The remuneration paid to Mr. Satyaprakash Pathak Whole Time Director is related party transaction pursuant to AS-18 of IAS. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements. There were no materially significant transactions with related parties during the Financial Year which were in conflict with the interest of the Company.
- 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	Friday, 27 th September, 2019
Time	11.00 a.m.
Venue	Room no. 11, 1st Floor, Indu Chamber 349/353 Samuel Street, Masjid Bunder (West) Mumbai 400003 Maharashtra India

- c) **Book Closure:** The Register of Members and Share Transfer Books of the Company will not be closed as the Book Closure once in a year is not mandatory as per Companies Act, 2013.

- d) **Dividend payment date:** N.A

- e) **Financial calendar for the year 2018-2019:** Financial reporting for the quarter ending (tentative calendar)
- f)

Quarter	Time Period
June 30, 2018(First Quarter)	On or before August 14, 2018
September 30, 2018 (Second Quarter)	On or before November 14, 2018
December 31, 2018 (Third Quarter)	On or before February 14, 2019
Year ending March 31, 2019	On or before May 30, 2019
Annual General Meeting for the F.Y ending March, 2019	By September 2019

- g) **Registered Office:**

The Registered Office of the Company is situated at: Room No. 11, 1st Floor, Indu Chamber 349/353 Samuel Street, Masjid Bunder (West) Mumbai -400001 Maharashtra, India.

- h) **Stock Exchange Listing of Shares:**

Types of security listed	Name of Stock Exchange	Scrip name	Scrip Code	ISIN Code

Equity	Bombay Stock Exchange Limited <u>Address:</u> Floor 25, PhirozeJeejeebhoy Towers Dalal Street, Mumbai- 400 001	3402	504380	INE952M01019
--------	--	------	--------	--------------

- i) **Listing Fees:** The listing fees for the Financial Year 2018-19 have been paid to Bombay Stock Exchange Limited.
- j) **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, 2019 was as follows:

Month	High (Rs.)	Low (Rs.)
April , 2018	0.35	0.35
August, 2018	0.35	0.35
September, 2018	0.35	0.35
November, 2018	0.35	0.35
January, 2019	0.35	0.35
February, 2019	0.35	0.35
March,2019	0.35	0.35

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

- k) **Registrar and Share Transfer Agent:**

Name of the Agent	Address	Contact details
Adroit Coporate Services Private Limited	19/20, jeferbhoy industrial. Estate, 1 st 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, 2019 there were no valid requests pending for transfer of shares.

- l) **Outstanding GDRs or Warrants or any Convertible Instrument, conversion Dates and likely impact on Equity:** Not Applicable
- m) **Plant Locations:** Not Applicable
- n) **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

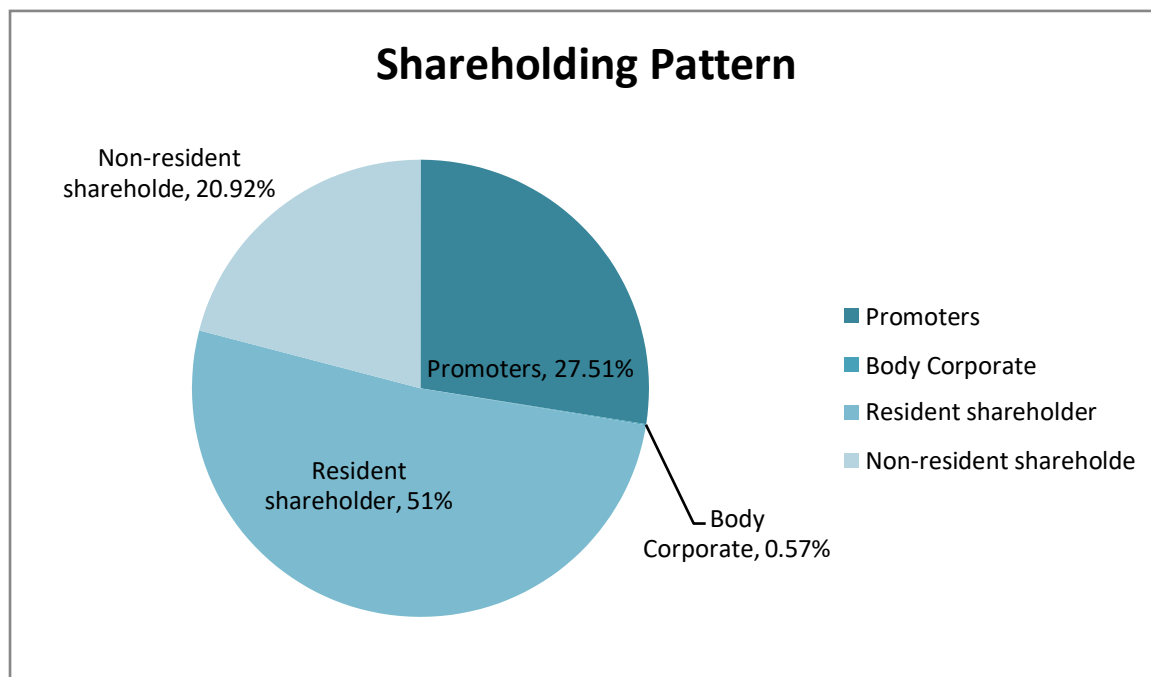
with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

o) Distribution of Shareholding as on 31st March, 2019:

Sr. No.	Range	Total Holders	% of Total Holders	No. of shares	% of shareholding
1	Upto 100	1	1.72	100	0
2	101- 500	3	5.17	1175	0.02
3	501-1000	0	0	0	0
4	1001-2000	2	3.45	3125	0.04
5	2001-3000	0	0	0	0
6	3001-4000	0	0	0	0
7	4001-5000	2	3.45	9600	0.13
8	5001-10000	2	3.45	19200	0.27
9	10001-20000	2	3.45	38850	0.54
910	20001 -50000	28	48.28	1218910	16.93
11	50001 &Above	18	31.03	5909040	82.07

p) Share Holding pattern:

Sr. No	Category	No. of shares held	% of Share Holding
1	Promoters	1980960	27.51
2	Bodies Corporate	40750	0.57
3	Resident Individual	3672290	51
4	Non Resident Individual	1506000	20.92



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

r) **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, 1 st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059, Maharashtra, India

Code of conduct 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 2019.

Sd/-
Satyaprakash Pathak
Whole Time Director & CFO
DIN-00884844

Place: Mumbai
Date: 29 August 2019

Certificate on Corporate Governance

To the Members of Vinaditya Trading Co. Limited

We have examined the compliance of conditions of Corporate Governance by Vinaditya Trading Co. Limited ('the Company'), for the year ended on March 31, 2019, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations').

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Regulations as applicable during the year ended March 31, 2019. As per the representation of the Management the areas which were not applicable to the Company during the reporting period like commodity price risk or foreign exchange risk and hedging activities forex hedging, presentations made to institutional investors and analysts, details relating to demat suspense/unclaimed suspense account, details of postal ballot passed resolution passed during the year, etc are not covered in the Corporate Governance Report.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For **Aabid & Co.**

Mohammed Aabid

Partner

M. No.: 6579

CP No.: 6625

Place: Mumbai

Date: August 16, 2019

INDEPENDENT AUDITOR'S REPORT

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

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the attached standalone financial statements of **VINADITYA TRADING COMPANY LIMITED** ("the Company") which comprise the Balance Sheet as at 31st March, 2019, 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 STANDALONE 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 standalone 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 standalone 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 standalone 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 there under.

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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2019**;
- (ii) In the case of the Statement of Profit and Loss; of the **PROFIT** 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, 2016 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 31.03.2019 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31.03.2019, 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 standalone 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 REGISTRATION NO.: 120927W

Govind Gopal Sharma
(Partner)
M. No. 132454

Place: Mumbai
Date: 30th May, 2019

ANNEXURE “A” TO THE AUDITORS’ REPORT

Referred to in paragraph 1 of our “Report on Other Legal and Regulatory Requirement” section of our report of even date on the accounts for the year ended 31st March, 2019 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) The Company does not have any inventory at the end of the year.
- 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) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the grant of loans, making investment and providing guarantees and securities, as applicable.
- 5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- 6) The Central Government has not prescribed maintenance of cost records by the company under sub-section (1) of section 148 of the Act, for any of the services rendered by the Company.
- 7) According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has generally been 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, Sales tax, Customs Duty, Excise duty and Cess were in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.
 - 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) According to the information and explanations given to us, the Company has not taken any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

- 9) The Company did not have any term loans outstanding during the year. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 10) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) The Company has given remuneration to the directors in accordance with the requisite approvals and in accordance with the provisions of section 197 of the Companies act 2013.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable Indian Accounting Standards.
- 14) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- 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 and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- 16) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

Govind Gopal Sharma
(PARTNER)
M.No. 132454

Place: Mumbai
Date: 30th May, 2019

ANNEXURE “B” TO THE AUDITORS’ REPORT

(Referred to in paragraph 2(f) under “Report on other Legal and Regulatory Requirements’ section of our report of even date)

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, 2019 in conjunction with our audit of standalone 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 standalone 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 standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting

VINADITYA TRADING COMPANY LIMITED
Balance Sheet as at March 31st, 2019

(Amount in INR)

Particulars	Note No.	Figures as at the end of current reporting period 31.03.2019	Figures as at the end of current reporting period 31.03.2018
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment		-	-
(b) Tangible Assets		-	-
(c) Capital work-in-progress		-	-
(d) Investment Property		-	-
(e) Goodwill		-	-
(f) Other Intangible assets		-	-
(g) Intangible assets under development		-	-
(h) Biological Assets other than bearer plants		-	-
(i) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Loans & Advances	2	67,658,994	65,164,783
(iv) Others (to be specified)		-	-
		67,658,994	65,164,783
(j) Deferred tax assets (net)		-	-
(k) Other non-current assets	3	5,000,000	5,000,000
(2) CURRENT ASSETS			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables	4	1,265,195	3,125,195
(iii) Cash and cash equivalents	5	366,059	498,825
(iv) Bank balances other than (iii) above	6	529,960	442,753
(v) Loans		-	-
(vi) Others (to be specified)		-	-
		2,161,214	4,066,773
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	7	654,765	2,036,231
TOTAL ASSETS		75,474,973	76,267,786
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	8	72,000,000	72,000,000
(b) Other Equity	9	2,425,347	2,586,498
		74,425,347	74,586,498
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Deferred tax liabilities (Net)		-	-
Current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (a))		-	-
(b) Other current liabilities	10	1,049,626	1,681,288
(c) Provisions		-	-
(d) Current Tax Liabilities (Net)		-	-
TOTAL EQUITY AND LIABILITIES		75,474,973	76,267,786
See accompanying notes to the financial statements	1		

As per our report of even date attached

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

For VINADITYA TRADING COMPANY LIMITED

GOVIND GOPAL SHARMA
(PARTNER)
MEMBERSHIP NO.: 132454
PLACE: MUMBAI
DATE: MAY 30, 2019

SATYAPRAKASH PATHAK
(DIRECTOR)
DIN: 00884844

JYOTI GHUNGARDE
(DIRECTOR)
DIN: 07145460

RAVI KUMAR BOGAM
COMPANY SECRETARY

PLACE: MUMBAI
DATE: MAY 30, 2019

PLACE: MUMBAI
DATE: MAY 30, 2019

COMPANY LIMITED
he year ended March 31st, 2019

(Amount in INR)

	Particulars	Note No.	Figures for the current reporting period		Figures for the current reporting period	
			31.03.2019		31.03.2018	
I	Revenue from Operations	11	-		301,500	
II	Other Income	12	4,448,654		3,563,620	
III	Total Revenue (I + II)			4,448,654		3,865,120
IV	Expenses					
	Opening Stock		-		-	
	Purchases		-		-	
	Changes in inventories of Stock-in-trade		-		-	
	Employee benefits expense	13	2,484,529		2,460,000	
	Finance costs		-		-	
	Depreciation and amortization expense		-		-	
	Other Expenses	14	1,900,276		1,206,035	
	Total Expenses (IV)			4,384,805		3,666,035
V	Profit/(loss) before exceptional items and Tax (III-IV)			63,849		199,085
VI	Exceptional Items			-		-
VII	Profit/(loss) before tax (V-VI)			63,849		199,085
VIII	Tax Expense:					
	(a) Current Tax		(225,000)		(55,000)	
	(b) Deferred Tax		-		-	
	(c) L.Tax of earlier years w/off		-		-	
				(225,000)		(55,000)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)			(161,151)		144,085
X	Profit/(loss) from discontinued operations			-		-
XI	Tax expense of discontinued operations			-		-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)			-		-
XIII	Profit/(loss) for the period (IX+XII)			(161,151)		144,085
XIV	Other Comprehensive Income					
	A Items that will not be reclassified to profit or loss					
	(i) Fair value changes of equity instruments through other comprehensive income		-		-	
	(ii) Income tax relating to items that will not be reclassified to profit or loss					
				-		-
XV	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)			(161,151)		144,085
XVI	Earnings Per Equity Share (Face Value Rs. 1/- Per Share):	15		(0.02)		0.02
	Basic & Diluted (Rs.)					
	See accompanying notes to the financial statements	1				

As per our report of even date attached

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

For VINADITYA TRADING COMPANY LIMITED

GOVIND GOPAL SHARMA
(PARTNER)
MEMBERSHIP NO.: 132454
PLACE: MUMBAI
DATE: MAY 30, 2019

SATYAPRAKASH PATHAK
(DIRECTOR)
DIN: 00884844

JYOTI GHUNGARDE
(DIRECTOR)
DIN: 07145460

RAVI KUMAR BOGAM
COMPANY SECRETARY

PLACE: MUMBAI
DATE: MAY 30, 2019

PLACE: MUMBAI
DATE: MAY 30, 2019

VINADITYA TRADING COMPANY LIMITED				
Cash Flow Statement for the year ended 31.03.2019				
(Amount in INR)				
PARTICULARS	Year ended 31st March, 2019		Year ended 31st March, 2018	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax for the year		63,849		199,085
Adjustments for :				
Interest Paid	-		-	
Depreciation	-		-	
Deferred Tax	-		-	
Income Tax of Earlier years	-		-	
Baddebts Written Off	-		-	
Interest Received	(4,448,654)		(3,563,620)	
Dividend Received	-		-	
Misc. Expenses w/off	-	(4,448,654)	-	(3,563,620)
Operating Profit before Working Capital change		(4,384,805)		(3,364,535)
Adjustments for :				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	-		-	
Trade receivables	1,860,000		(325,620)	
Short-term loans and advances	-		-	
Long-term loans and advances	-		-	
Current Investments	-		-	
Other Current Assets	1,381,466		(1,505,270)	
Other Non-current Assets	-	3,241,466.00	-	(1,830,890)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Short-term Borrowings	-		-	
Trade payables	-		-	
Other Current Liabilities	(631,662)		122,785	
Other Non-current Liabilities	-		-	
Short-term provisions	-		-	
Long-term provisions	-	(631,662)	-	122,785
Cash Generated From Operations		(1,775,001)		(5,072,640)
Income Tax paid		225,000		55,000
NET CASH FROM OPERATING ACTIVITIES Total (A)		(2,000,001)		(5,127,640)
CASH FLOW FROM INVESTING ACTIVITIES				
Investments (Purchased)/Sold	-		-	
Fixed Assets (Purchased)/Sold	-		-	
Loan Given	(9,253,688)		(27,111,647)	
Loan Received	6,759,477		22,044,077	
Interest Received	4,448,654		3,563,620	
NET CASH USED IN INVESTING ACTIVITIES Total (B)		1,954,443		(1,503,950)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issuance of Equity Capital	-		-	
Dividend Paid (including Dividend Tax)	-		-	
Loan taken / (Repaid) in Secured Loan	-		-	
Interest paid	-		-	
NET CASH FROM FINANCING ACTIVITIES Total (C)		-		-
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		(45,558)		(6,631,590)
Cash and Cash Equivalents -- Opening Balance		941,578		7,573,168
Cash and Cash Equivalents -- Closing Balance		896,019		941,578
		-		-
		-		-

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

As per our report of even date attached

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

For VINADITYA TRADING COMPANY LIMITED

GOVIND GOPAL SHARMA
(PARTNER)
MEMBERSHIP NO.: 132454
PLACE: MUMBAI
DATE: MAY 30, 2019

SATYAPRAKASH PATHAK
(DIRECTOR)
DIN: 00884844

JYOTI GHUNGARDE
(DIRECTOR)
DIN: 07145460

RAVI KUMAR BOGAM
COMPANY SECRETARY

PLACE: MUMBAI
DATE: MAY 30, 2019

PLACE: MUMBAI
DATE: MAY 30, 2019

VINADITYA TRADING COMPANY LIMITED
Statement of Changes in Equity for the year ended March 31st, 2019

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount(Rs.)
As at 1 April, 2016		72,000,000
Changes in equity share capital		-
As at 31 March, 2017		72,000,000
Changes in equity share capital		-
As at 31 March, 2018		72,000,000

B. OTHER EQUITY

Particulars	Other Equity					Total other Equity
	Reserve and Surplus				Other Comprehensive Income	
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings		
As at 1 April, 2016		2,024,970		376,314	-	2,401,284
Profit for the year	-	-	-	41,129	-	41,129
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	2,442,413
As at 31st March, 2017	-	2,024,970	-	417,443	-	2,442,413
As at 1st April, 2017	-	2,024,970	-	417,443	-	2,442,413
Profit for the year	-	-	-	144,085	-	144,085
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	2,586,498
As at 31st March, 2018	-	2,024,970	-	561,528	-	2,586,498

As per our report of even date attached

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

For Vinaditya Trading Company Limited

GOVIND GOPAL SHARMA
(PARTNER)
MEMBERSHIP NO.: 132454
PLACE: MUMBAI
DATE: MAY 30, 2019

SATYAPRAKASH PATHAK
(DIRECTOR)
DIN: 00884844
PLACE: MUMBAI
DATE: MAY 30, 2019

MAHENDRA PIPALWA
(DIRECTOR)
DIN: 02369232
PLACE: MUMBAI
DATE: MAY 30, 2019

VINADITYA TRADING COMPANY LIMITED
Notes forming part of the Financial Statements for the year ended March 31st, 2019

Note 2 - Non - Current Loans & Advances

(Amount in INR)		
Particulars	As at March 31, 2019	As at March 31, 2018
Loans and Advances	66,963,807	64,418,438
Advance Tax & TDS (Net of Provision)	623,311	746,345
GST Credit (Net of Liabilities)	71,876	-
TOTAL	<u>67,658,994</u>	<u>65,164,783</u>

Note 3 - Other Non - Current assets

(Amount in INR)		
Particulars	As at March 31, 2019	As at March 31, 2018
Advance for investment in property	5,000,000	5,000,000
TOTAL	<u>5,000,000</u>	<u>5,000,000</u>

Note 4 - Trade Receivables

(Amount in INR)		
Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables	1,265,195	3,125,195
TOTAL	<u>1,265,195</u>	<u>3,125,195</u>

Note 5 - Cash & Cash Equivalents

(Amount in INR)		
Particulars	As at March 31, 2019	As at March 31, 2018
(ii) Cash-in-hand	366,059	498,825
TOTAL	<u>366,059</u>	<u>498,825</u>

Note 6 - Bank Balances

(Amount in INR)		
Particulars	As at March 31, 2019	As at March 31, 2018
Cash & Bank Balances		
(i) Balances with Banks :		
- Current Accounts	529,960	442,753
- Deposit Accounts	<u>-</u>	<u>-</u>
	<u>529,960</u>	<u>442,753</u>

Note 7 - Other Current Assets

(Amount in INR)		
Particulars	As at March 31, 2019	As at March 31, 2018
Advance to creditors	652,662	1,767,548
Prepaid Expenses	<u>2,103</u>	<u>2,103</u>
	654,765	1,769,651
Other Advances	-	266,580
TOTAL	<u>654,765</u>	<u>2,036,231</u>

VINADITYA TRADING COMPANY LIMITED

Notes forming part of the Financial Statements for the year ended March 31st, 2019

Note 8 - Share Capital

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised :		
75,00,000 Equity Shares of Re. 10/- each	75,000,000	75,000,000
TOTAL	<u>75,000,000</u>	<u>75,000,000</u>
Issued and Subscribed :		
72,00,000 Equity Shares of Re. 10/- each	72,000,000	72,000,000
TOTAL	<u>72,000,000</u>	<u>72,000,000</u>
Paid-up share capital :		
72,00,000 Equity Shares of Re. 10/- each fully paid up	72,000,000	72,000,000
TOTAL	<u>72,000,000</u>	<u>72,000,000</u>

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

Particulars	As at March 31, 2019	As at March 31, 2018
Number of shares at the beginning of the year	7,200,000	7,200,000
Add: Number of Shares allotted fully paid up during the year		
Less: Number of Shares bought back during the year		
Number of shares outstanding as at the end of the year	<u>7,200,000</u>	<u>7,200,000</u>

(b) Terms / Rights attached to Equity Shares.

- 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.
- ii) During the year ended 31st March 2018, the amount of per share dividend recognized as distribution to shareholders was Rs. Nil (Rs. 0.00) per share. The Company has not proposed any dividend during the year.
- iii) 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.

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

Particulars	As at March 31, 2019		As at March 31, 2018	
No. of shares at the beginning of the year		7,200,000		7,200,000
Less: Reduction of Shares during the year				
Share Capital Reduction	-	-	-	-
No. of Shares after Capital Reduction		7,200,000		7,200,000
Add: Issue of Shares during the year				
Subscriber to the Memorandum	-		-	
Private Placement	-		-	
		-		-
No. of shares at the end of the year		7,200,000		7,200,000

(d)

Name of the Shareholders	As at March 31, 2019		As at March 31, 2018	
	Nos. of Shares	% held	Nos. of Shares	% held
Manas Strategic Consultants Pvt. Ltd.	1,945,200	27.02%	1,945,200	27.02%
Anita Lancy Barboza	1,728,000	24.00%	1,728,000	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.

VINADITYA TRADING COMPANY LIMITED
Notes forming part of the Financial Statements for the year ended March 31st, 2019

Note 9 - Other Equity

			(Amount in INR)	
Particulars	As at March 31, 2019		As at March 31, 2018	
(i) Capital Reserve				
As per last Balance Sheet	2,024,970		2,024,970	
Add: On Issue on Shares	<u>-</u>		<u>-</u>	
		2,024,970		2,024,970
(ii) Retained Earnings				
As per last Balance Sheet	561,528		417,443	
Add: Profit for the year	<u>(161,151)</u>		<u>144,085</u>	
Amount available for appropriations	400,377		561,528	
Less: Bonus Share issued	-	400,377	-	561,528
TOTAL		<u>2,425,347</u>		<u>2,586,498</u>

Note 10 - Other Current Liabilities

			(Amount in INR)	
Particulars	As at March 31, 2019		As at March 31, 2018	
Outstanding Liabilities for Expenses		91,425		386,977
Other Payables		958,201		1,294,312
TOTAL		<u>1,049,626</u>		<u>1,681,288</u>

VINADITYA TRADING COMPANY LIMITED

Notes forming part of the Financial Statements for the year ended March 31st, 2019

Note 11 - Revenue from Operations

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Income from Operation		
Service Charge Income	-	301,500
TOTAL	-	301,500

Note 12 - Other Income

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Income	4,448,654	3,563,620
TOTAL	4,448,654	3,563,620

Note 13 - Employment Benefit Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries , Bonus & Allowances	360,000	360,000
Director Remuneration	2,100,000	2,100,000
Staff Welfare Expenses	24,529	-
TOTAL	2,484,529	2,460,000

Note 14 - Other Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Advertisement Expenses	69,439	152,478
Auditors Remuneration		
For Audit Fees	50,000	50,000
For Other Services	-	-
Conveyance Expenses	63,890	-
Legal Expenses	160,000	395,500
Listing Fees	250,000	287,500
Miscellaneous Expenses	74,700	145,880
Office Expenses	40,445	-
Office Rent	60,000	150,000
Printing & Stationery	13,278	24,677
Interest & Penalty on Taxes	12,545	-
ROC & Stamp Duty Fees	1,096,100	-
Sundry Balances written off	9,879	-
TOTAL	1,900,276	1,206,035

VINADITYA TRADING COMPANY LIMITED

Notes forming part of the Financial Statements for the year ended March 31st, 2019

Note 15 - Earnings Per Equity Share

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Net profit after tax attributable to equity shareholders for		
Basic EPS	(161,151)	144,085
Add/Less: Adjustment relating to potential equity shares	-	-
Net profit after tax attributable to equity shareholders for Diluted EPS	(161,151)	144,085
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	7,200,000	7,200,000
(c) Face Value per Equity Share (Rs.)	(0.02)	1.00
Basic EPS	(0.02)	0.02

Form No. MGT-11

Proxy form

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

CIN: L51900MH1981PLC024340

Name of the company: Vinaditya Trading Company Limited

Registered office: Room no. 11, 1st Floor, Indu Chamber 349/353 Samuel Street, Masjid Bunder (West) Mumbai-400003.

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. 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 annual general meeting of the Company for the purpose of amalgamation to be held on Tuesday the 12th day of September, 2017 At 11:00 am at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

i) To receive, consider and adopt the Audited Balance Sheet as at 31 March 2019, the Statement of Profit and Loss for the financial year ended as at that date and the Directors' Report and the Auditors' Report thereon.

ii) To appoint a Director in place of Mr. Satyaprakash S. Pathak (DIN: 00884844), who retires by rotation and being eligible, seeks re-appointment.

iii) Re-appointment of Statutory Auditors and to fix their remuneration;

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

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

VINADITYA TRADING COMPANY LIMITED

ROOM NO. 11, 1ST FLOOR,INDU CHAMBER 349/353 SAMUEL STREET, MASJID BUNDER (WEST) MUMBAI MAHARASHTRA.

DP ID & Client ID / Folio No: _____ No. of Shares: _____ I certify that I am a registered shareholder / proxy for the registered shareholder of the Company (Member's/ Proxy's name and address in block letters to be furnished

below). _____

I hereby record my presence at the Annual General meeting of the Company of Vinaditya Tarding Company Limited Monday the 17th day of September, 2018 At 11:00 am at Office No. 12, 4th Floor,68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai- 400001. Maharashtra, India

(Member's/Proxy's name in Block Letters)

(Member's/Proxy's Signature)

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

Postal Ballot Form

Postal Ballot No.:

1. Name and Registered Address of the: sole / first named Member
2. Name(s) of Joint-Holder(s), if any :
3. Registered Folio No. /DP ID No.* :
/Client ID No.* (*Applicable to Members holding shares in dematerialized form)
4. Number of equity shares held :
5. I/We hereby exercise my / our vote in respect of the under mentioned resolutions to be passed through Postal Ballot as stated in the Notice dated 29 August, 2019 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (√) mark in the appropriate box below:

Item No.	Resolutions	Resolutions		
		No of Shares	For	Against
A	Ordinary Business: -			
1	To receive, consider and adopt the Audited Balance Sheet as at 31 March 2019, 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. Satyaprakash S. Pathak (DIN: 00884844), who retires by rotation and being eligible, seeks re-appointment.			
3	Re-appointment of Statutory Auditors and to fix their remuneration;			

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for individual members only)

EVSN (E-Voting Sequence Number)	*Default PAN

*Applicable for those who have not registered their PAN

Notes :

- i) If the voting rights are exercised electronically, there is no need to use this form.
- ii) Please read carefully the instructions printed overleaf before exercising your vote.

This postal ballot form duly filled and signed should reach the Scrutinizer not later than 17:00 hours (IST) on 27th September, 2019.

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The postal Ballot and evoting shall commence on 24th September, 2019 at 9:00 a.m. and will end on 27th September, 2019 at 5:00 p.m
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
6. Consent must be accorded by placing a tick mark [] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [•] in the column, 'I dissent to the resolution'.
7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 27th September, 2019 5:00 p.m. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at info@aacs.in, with a copy marked to secretarial@cdslindia.com or deposited at the registered office of the Company.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. 16th September, 2019.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final.
15. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

