# VINADITYA TRADING COMPANY LIMITED CIN - L51900MH1981PLC024340

Reg. off: 12, 4<sup>th</sup> Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai – 400001, Maharashtra E-mail – info@aacs.in, website: www.vinaditya.com

August 1, 2017

To, The General Manager, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai -400 001.

Dear Sir,

**Sub:** Summary of Proceedings and Voting Results of the National Company Law Tribunal Convened Meeting (Meeting) of the Equity Shareholders of the Company held on July 31, 2017.

Ref: Scrip Code at BSE: 504380

Pursuant to the Order dated June 20, 2017 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench the Meeting of the Equity Shareholders of the Company was held on July 31, 2017 at 12.00 p.m. at the Registered Office of the Company situated at 12, 4<sup>th</sup> Floor, Plot – 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort, Mumbai–400001 to approve the Scheme of Amalgamation of Flomic Freight Services Private Limited (Transferor Company) with Vinaditya Trading Co. Ltd (Transferee Company) and their respective Shareholders and Creditors ("Scheme").

In compliance with the provisions of (i) Section 230(4) read with Rules thereunder and Sections 108 of the Companies Act, 2013 (ii) Rule 20 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), the Company, has provided facility of remote e-voting arranged Central Depository Services Limited ("CDSL"), prior to the Meeting.

In this regard please find enclosed following disclosures:

- Summary of proceedings of the Meeting as required under Regulation 30, Para A of Schedule III of the Listing Regulations as Annexure A
- 2. Voting results of the Meeting as required under Regulation 44 (3) of the Listing Regulations as Annexure B along with the Scrutinizer's Report as Annexure C.

### Annexure - C

Proceeding of the National Company Law Tribunal Convened Meeting of the Equity Shareholders of the Company held on 31st July, 2017, at 12:00 p.m. at the Registered Office of the Company situated at Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai-400001 Maharashtra, India

The Chairman informed the members that Ms. Dipa Atmaram Kudalkar, Company Secretary in Practice, Mumbai was appointed as Scrutinizer by NCLT to supervise the Voting Process (i.e. voting at the venue of the General Meeting and remote e-voting).

Chairman further informed the members that the facility of remote e-voting was provided from July 28, 2017 9:00 a.m. till July 30, 2017 5:00 p.m and the facility of ballot voting at the venue of the AGM is available to all the shareholders who have not casted their votes through remote e-voting facility.

Thereafter Chairman announced the floor open for members to ask their queries if any on the Scheme of Amalgamation. The Chairman responded to the queries by the Members.

The Chairman thanked the Members for attending and participating in the Meeting

The Scrutinizer Report was received on 31st July, 2017 and set out there in the proposal was declared passed requisite majority as per the provisions of Companies Act, 2013.

Yours Faithfully

For Vinaditya Trading Co. Ltd.

Ravikumar Bogam

Company Secretary and Compliance Officer

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### Annexure - A

- Vinaditya Trading Co. Ltd - 31-07-2017 - 52 - 45 - 2 - 43 - Not Applicable

Name Of the Company
Date Of the EGM
Total numbers of shareholders on record date
No. of sharesholders present in the meeting either in person or through proxy
Promoter and promoters group present and voting
public present and voting
No. of sharesholders attended the meeting through video conferencing

				Resolution (1	n.				
	P.o.	solution required: (Or	dinant / Cnacial)	Resolution (1	1)	Special			
100									
wnetr	her promoter/promoter group a	re interested in the age	enda/resolution?			No			
		Description of resolu	tion considered				ompanies Act, 2013 of Flor any Limited (Transferee Co	mic Freight Services Private ompany)	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
	E-Voting								
Promoter and	Poll	1980960	1980960	100.0000	1980960	0	100.0000	0.0000	
Promoter Group	Postal Ballot (if applicable)								
	Total	1980960	1980960	100.0000	1980960	0	100.0000	0.0000	
	E-Voting								
Public-	Poll								
Institutions	Postal Ballot (if applicable)								
	Total								
	E-Voting								
Public- Non	Poll	3633040	3633040	100.0000	3633040	0	100.0000	0.0000	
Institutions	Postal Ballot (if applicable)								
	Total	3633040	3633040	100.0000	3633040	0	100.0000	0.0000	
	Total	5614000	5614000	100.0000	5614000	0	100.0000	0.0000	
			·	·	Whether res	olution is Pass or Not.	Y	es	
	·			·	Discl	osure of notes on resolution	Unanimous	ly Approved	

## Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 respectively of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To.

Mr. Satyaprakash Pathak
Chairman of the NCLT Convened Meeting of
The Equity Shareholders of
Vinaditya Trading Company Limited

Sub: Report of the Scrutinizer On the poll held on Monday, 31st July, 2017 at 12, 4th Floor, Sai Sadan, 68 Janma Bhoomi, Marg Mumbai -400001, Maharashtra, India the Court convened meeting of the Equity Shareholders of Vinaditya Trading Company Limited seeking approval to the Scheme of Amalgamation of Flomic Freight Services Private Limited with Vinaditya Trading Company Limited

Dear Sir,

I, Ms. Dipa Atmaram Kudalkar, D/o Atmaram Kudalkar, Practicing Company Secretary of Mumbai, appointed as Scrutinizer for the purpose of the poll taken at the meeting of the Equity Shareholders of Vinaditya Trading Company Limited held on Monday, 31st July, 2017 at 12, 4th Floor, Sai Sadan, 68 Janma Bhoomi, Marg Mumbai - 400001, Maharashtra, India on the resolution seeking shareholders' approval to the proposed Scheme of of Amalgamation of Flomic Freight Services Private Limited with Vinaditya Trading Company Limited and their respective shareholders and creditors, do submit our report as under:

- The Company has on 29th June, 2017, completed the dispatch of notices to its members whose names appeared on the Register of member/ list of beneficial owners as on 20th June, 2017.
- The e-voting period remained open from Friday, 28th July, 2017 (9:00 a.m.) upto Sunday, 30th July, 2017 (5:00 p.m.).
- The votes cast through remote e-voting were unblocked on 31st July, 2017 at 12.18 p.m and found that none
  of the members opted for voting through e-voting platform.
- 4. The empty ballot box kept for polling was duly inspected by the members present.
- 5. After votes were cast, the ballot box was sealed in my presence.

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- 6. The sealed ballot box was subsequently opened in my presence and poll papers were diligently
- Scrutinized the poll papers were scrutinized with the records maintained in the register of members and the authorizations /proxies lodged with the Company.
- Particulars of all the Ballot forms as well as details of e-voting as recorded through online platform provided by CDSL have been consolidated and entered in a Computerized Register separately maintained for the purpose.
- 9. The Company has published an advertisement in the Free Press Journal newspaper (English) on 29th June, 2017 and in Navshakti (Marathi translation) on 30th June, 2017 and it carried the required information as specified in the rules.
- 10. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting Website.
- 11. The result of the poll/e-voting seeking approval to the proposed Scheme of Amalgamation of Flomic Freight Services Private Limited with Vinaditya Trading Company Limited and their respective shareholders and creditors is as follows:

1.	Total Number of Members present in person or by proxy or by authorized representative	45
2.	Total Number of Shares held by the Members present in person or by proxy or by authorized representative	56,41,000
3.	Total Number of Members voting through e-voting	0
4.	Total Number of Votes voted through e-voting	0
5.	Total Number of Members present in person or by proxy or by authorized representative or through e-voting who did not cast their votes	NIL
6.	Total Number of Votes (in terms of number of shares held and who did not cast their vote)	NIL
7.	Total Number of Members present in person or by proxy or by authorized representative or through e-voting who cast their votes	45
8.	Total Number of Votes (in terms of number of shares held) cast by them	56,41,000
9.	Total Number of Members present in person or by proxy or by authorized representative or through e-voting who's votes found to be invalid	NIL
10.	Total Number of Votes (in terms of number of shares held) found to be invalid	NIL
11.	Total Number of Members present in person or by proxy or by authorized representative or through e-voting who cast their votes validly	45
12.	Total Number of Votes (in terms of number of shares held) cast by them validly.	56,41,000

### a. Voted in favour of the resolution:

1.	Number of members present and voting (in person or by proxy or by authorized	45
	representative or through e-voting)	
2.	% of the total number of members present and validly voting (in person or by proxy or by authorized representative or through e-voting)	100%
3.	Number of votes (in terms of number of shares held) cast by them	56,41,000
4.	% of total number of votes (in terms of number of shares held) cast by them	100%

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### b. Voted against the resolution:

1.	Number of members present and voting (in person or by proxy or by authorized representative)	NIL
2.	% of the total number of members present and voting (in person or by proxy or by authorized representative)	NIL
3.	Number of votes (in terms of number of shares held) cast by them	NIL
4.	% of total number of votes (in terms of number of shares held) cast by them	NIL

### c. Invalid votes:

Number of members present and voting (in person or by proxy or by authorized representative)	NIL
Number of votes (in terms of number of shares held) cast by them	NIL

- 12. All the Poll Sheets have been accounted.
- 13. The poll papers for the poll conducted and all other relevant records were sealed and handed over to the Chairman for safe keeping.
- 14. Based on the above facts, the resolution for proposed amendment to the Scheme of Amalgamation between Flomic Freight Services Private Limited with Vinaditya j may be considered as passed unanimously as per the provisions of the Companies Act, 2013.
- 15. This report is being handed over to the Chairman of the meeting.

Dipa Atmaram Kudalkar Company Secretary in Practice

Membership No: A22283 C.P. No. 14244

Chairman of the meeting

Date: July 31, 2017

Place: Mumbai

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Annexure - I

List of Shareholders Who Voted For the Scheme of Amalgamation

ن	Name	Address	Number of	Number of	Percentage	Present in person
o O	*: = = =		Equity Share held	Votes		/ proxy /
				14		authorized representative
-	Amit Kumar Pathak	Lakhanpur, Sadar, Jaunpur, U P – 222001	009'6	009'6	0.13	Present in person
2	Upendra Kumar Tripathi	Víkas Nagar, Raebaraly, U P - 229001	48,000	48,000	79:0	Present in person
<i>د</i> ن	Vandana Tripathi	Vikas Nagar, Raebaraly, U P – 229001	19,200	19,200	0.26	Present in person
4.	Vandana Tripathi	Vikas Nagar, Raebaraly, U P – 229001	24,000	24,000	0.33	Present in person
5.	Shahnawaz Mohamed	12,Floor-2,4 Swastik Chamber, Lokmanya Tilak Marg, Crawford Market,Fort, Mumbai, Maharashtra – 400001	86,880	86,880	1.21	Present in person
9.	Wilma Ferreira	Mohamed Bhai Mansion, Room No 2, 2nd Floor, Mazagaon, Mumbai - 400010	48,000	48,000	0.67	Present in person
7.	Mayuri Mahesh Berde	18 Satya Bhavan, Room No 5, N M Joshi Marg, Mumbai – 400013	67,200	67,200	0.93	Present in person
ωi	Swati Dinkar Berde	18/C, Satyabhuvan, N M Joshi Marg, Elephiston Road, Mumbai - 400013	38,400	38,400	0.53	Present in person
တ်	Manas Strategic Consultants Private Limited	1214,12th Flr,Dalamal Towers, Nariman Point, Mumbai, Maharashtra – 400021	1945200	1945200	27.01	Present in person
9.	Clarus Advisors India Private Limited	1214,12th Flr,Dalamal Towers, Nariman Point, Mumbai, Maharashtra - 400021	35,760	35,760	0.50	Present in person
7.	Sunetra Dinkar Berde	Satya Bhavan Chawl, No-186 R No-5, N M Joshi Marg, Mumbai – 400025	4,800	4,800	90.0	Present in person



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12	Mariano Dachaco	40 Chris Kirtis Chand Ozza Military Comp Did 1:11 4 6	00000			
7	Majajo i adjeco	Mumbai - 400029	43,200	43,200	9.0	Present in person
13.	Anita Lancy Barboza	39 B Rebello House, 132 Hill Road, Bandra W, Mumbai – 400050	17,28,000	17,28,000	24	Present in person
14.	Gyanendra Singh	B-4/405 Lohiya Nagar, Milan Subhat, Vile Parle(W), Mumbai – 400056	64,800	64,800	6.0	Present in person
12.	Ramdayal Vishwakarma	Saivihar CHS Ltd, Flat No-901 Sec-9, Charkop Kandivali Behind MTNL, Nr Swami Samarth Temple, Mumbai – 400067	48,000	48,000	29.0	Present in person
. 16.	Kamlesh Banshlochan Singh	602 Aditya Co Op Society, Vidyalaya Road, Mahakali Nagar, Mulund (E), Mumbai – 400081	38,400	38,400	0.53	Present in person
17.	Ramesh Kumar Shukla	15 A/501 SRA Scheme Building, A-15 Turbhe, Mandale, Mankkund, Mumbai 38,400 - 400088	38,400	38,400	0.53	Present in person
18.	Philomena Pacheco	B 306 Shri Bimla Apts, Tulsi Baug Dr. Charat Singh Colony Rd, Andheri (East), Mumbai – 400093	48,000	48,000	29.0	Present in person
<u>6</u>	Manju Rakesh Sharma	605 Wing-D Vasant Pride, Thakur Complex, Opp Gokul Garden, Kandivali (E), Mumbai – 400101	43,200	43,200	9.0	Present in person
83	Kamal Kishore Biyani	K 302 Old Ashok Nagar, Vazira Naka L T Road, Borivali West, Mumbai – 400091	000'09	000'09	0.83	Present in person
21.	Kaushal K Biyani	K 302 Old Ashok Nagar, Vazira Naka L T Road, Borivali West, Mumbai - 400091	62,400	62,400	0.87	Present in person
22.	Manish Kabra	A-305, Priti Sagar, New Link Road, Jairaj Nagar, Borivali, Mumbai – 400091	67,200	67,200	0.93	Present in person
23.	Snehlata Kabra	A/305 Priti Sagar New, Link Road Borivali West, Mumbai - 400091	59,800	59,800	0.83	Present in person
24.	Durgesh Kabra	Flat No C/9 Grd Flr Sanjay Apt, Plot 265 Nr Gokul Hotel, S V P Road Borivali W, Mumbai- 400092	67,200	67,200	0.93	Present in person
25.	Ganesh Kabra	C-9, Sanjay Apartment, Ground Flr, Nr. Gokul Hotel, S V P Road, Borivali (W), Mumbai – 400092	57,600	57,600	0.8	Present in person
26.	Doyle Desmond Paul	Flat No:401, Blue Star Apt, Holy Cross Road, I C Colony Borivali [W], Mumbai – 400103	57,600	57,600	0.8	Present in person
				7		





Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person	Present in person
0.67	0.67	0.00	0.97	0.67	9.0	0.46	0.47	0.67	0.13	0.96	0.67	0.67	0.67	0.67
48,000	48,000	4,800	009'69	48,000	43,200	33,600	33,600	48,000	009'6	09:360	48,000	48,000	48,000	48,000
48,000	48,000	4,800	009'69	48,000	43,200	33,600	33,600	48,000	009'6	69,360	48,000	48,000	48,000	48,000
Flat No:401, Blue Star Apt, Holy Cross Road, I C Colony Borivali [W], Mumbai – 400103	Plot 167 Near Shiv Temple, Sec-18a, Nerul, Navimumbai - 400706	Shiv Sagar Plot No 107, Shiv Mandir Road, Nerul, Thane - 400706	B207 Shri Sai Darshan Dham, Cabin Cross Road, Near Narmada Nagar, Bhayander (E), Thane - 401105	C-401, Sonam Height, Golden Nest Phase, Goddev Village, Bhaindar, Thane, Maharashtra – 401105	G-1 Data Krupa Jesal Park, Bhayander (E), Thane, Maharashtra - 401105	Flat No: 002, Bldg No: 32, Golden Nest Phase, Thane, Maharashtra – 401107	85-A/101 Shriprastha Complex, 3rd Road, Nallasopara(W) Maharashtra – 401203	C-3-303 Tirupati Vasantam, Dhanori, Near Kamal Lawns, Pune – 411015	13564 Morge Wasti, Kishor Kunj Mage, Gulaskar Chal Ward No 7, Taluka Shrirampura, Ahmedabad – 413709	Flat C/401 Sonam Heights Chsl, Phase- XV, New Golden Nest, Bhayander (E), Thane	401, Blue Star Apt, Holly Cross Road, I C Colony, Borivali [W], Mumbai	401, Blue Star Apt, Holly Cross Road, I C Colony, Borivali [W], Mumbai	301, Sonam Godavari Chs, Near Mithalal Jain Bunglow, Phase 14, Bhyandar East, Thane, Maharashtra	207 B Wing, Shri Narmada Nagar, Sai Darshan Chs, Cabin Road, Bhyandhar Thana Maharashtra
Sabita Jyothi Paul	Dharamraj Shukla	Sarojini Devi Shukla	Nikita Ananda Ghungarde	Sita Devi Tiwari	Sudha D Dave	Rahul S Pathak	Praveen Kumar Mishra	Vineet Kumar Pathak	Anita Amrut Pathare	Ashutosh R Tiwari	Deckssy D Paul	Desmond John Paul	Jagdish Prasad Tiwari	Jyoti Anand Ghungarde
27.	28.	29.	30.	31.	35.	33.	34.	35.	36.	37.	38.	39.	40.	41.

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		1				1	UIII E	Т
	Present in person	Present in person	107	Present in person		Present in person		
	0.67	0.53		0.67		29:0		78 3/
	48,000	38,400		48,000		48,000		56 41 000
100	48,000	38,400		48,000		48,000		56.41.000
	401, Sonam Heights, Golden Nest Fest, Goddey Village, Thane, Maharashtra	Shop No-2 Gold Dev Road, Nr Reliable Transport, Bhayander (E), Thane		M-301, Sonam Godavarı Chs, Phase-14, Bhayandar, Mumbai		301, Sonam Godavan, Phase 14, New Goldan Next, Bhaindar, Thane, Maharashtra		Otal
	Rajendra Prasad Tiwari	Rajeshkumar Devnarayan Pal		Suniikumar s I iwari	i	Surendra Prasad 6 i Iwan		
3	42.	43.	111	<u>;</u>	15	<del>.</del>		

Annexure - II

List of shareholders who voted against the Scheme of Amalgamation

Present in person	proxy /	representative	III	N N
of Percentage			Z	
			II.	
Number of Number Equity Share Votes	held		Z	
Address			NE	NIC
Name			NIL	NIC
Sr. No.			-	2.

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Annexure - III

# List of Invalid Votes

Š.	Name	Address	Number of	Number of	Percentage	Dracant in norcon
No.			hare	5	200	/ / / / / / / / / / / / / / / / / / /
20110			held			proxy /
	24	1				authorized
,			•			representative
-	NIL		NIC	- N	Z	N
7.	NIL	NIL	NE	NIL	N	
		Annexure – IV				
		Eist of Stiatefolders Wild Did rol Vole				
ŗ. ĸ	Name	Address	Number of	er	of Percentage	Present in person
			Equity Share   Votes	Votes		_
			held		1000000	proxy /
						authorized
						representative
	NIC	NIL	JN.	IN.	Ī	N
2.			IN	NIII	NIII	IN

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### Annexure - C

Proceeding of the National Company Law Tribunal Convened Meeting of the Equity Shareholders of the Company held on 31st July, 2017, at 12:00 p.m. at the Registered Office of the Company situated at Office No. 12, 4th Floor, 68, Sai Sadan, Janmabhoomi Marg, Hutatma Chowk, Fort Mumbai-400001 Maharashtra, India

Sr. No.
1.

The Chairman informed the members that Ms. Dipa Atmaram Kudalkar, Company Secretary in Practice, Mumbai was appointed as Scrutinizer by NCLT to supervise the Voting Process (i.e. voting at the venue of the General Meeting and remote e-voting).

Chairman further informed the members that the facility of remote e-voting was provided from July 28, 2017 9:00 a.m. till July 30, 2017 5:00 p.m and the facility of ballot voting at the venue of the AGM is available to all the shareholders who have not casted their votes through remote e-voting facility.

Thereafter Chairman announced the floor open for members to ask their queries if any on the Scheme of Amalgamation. The Chairman responded to the queries by the Members.

The Chairman thanked the Members for attending and participating in the Meeting

The Scrutinizer Report was received on 31st July, 2017 and set out there in the proposal was declared passed requisite majority as per the provisions of Companies Act, 2013.

Yours Faithfully

For Vinaditya Trading Co. Ltd.

Ravikumar Bogam

Company Secretary and Compliance Officer

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