

VINADITYA TRADING CO LTD

Registered Office:
State Bank Building Annexe,
Bank Street, Fort,
Mumbai - 400 023.

Annual Report & Accounts

for the year ended

31st March, 2013

VINADITYA TRADING COMPANY LIMITED

Registered Office: State Bank Building, Annexe, Bank Street, Fort, Mumbai 400023.

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty Second Annual General Meeting of the members of Vinaditya Trading Company Limited will be held on Monday, 30th September, 2013 at 4 p.m. at registered office of the company at State Bank Building , Annexe, Bank Street, Fort, Mumbai 400023 to transact following business.

Ordinary Business

1. To receive consider and adopt the Audited Balance Sheet as on 31st March, 2013 and Profit & Loss Account for the year ended as on that date together with the report of the Directors and Auditors thereon.
2. To appoint the Director in the place of Sushil Kumar Ramjiwan Nevatia who retires by rotation and, being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modifications(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s Sara & Associates., Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting in place of the retiring Auditors, M/s. K.D. Vyas & Co., Chartered Accountants, Mumbai to audit the accounts of the Company for the financial year 2013-14 at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee of Directors.”

Special Business

4. To consider and if thought fit, to pass with or without modifications(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to appoint Mr. Satya Prakash Pathak as a Director of the Company liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modifications(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 , and subject to the

provisions of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force, Securities Contracts (Regulation) Act, 1956 and the rules framed there under, Listing Agreements and all other applicable rules, regulations and guidelines and subject to approval, consent, permission or sanction of the Securities Exchange Board of India, Stock Exchanges where the shares of the Company are listed and any other appropriate authorities, institutions, or regulators, as may be necessary and subject to the necessary conditions and modifications, if any as may be prescribed or imposed by any authority while granting such approvals, permissions, and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof for the time being exercising powers conferred on the Board by the resolution) the consent of the Company be and is hereby accorded to the Board of Directors to de-list the equity shares of the Company from the Pune Stock exchange Limited at such time as the Board may decide."

"RESOLVED FURTHER THAT the securities of the company shall continue to be listed on the stock exchange having nationwide trading terminals via the stock exchange Mumbai and therefore as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company."

"RESOLVED FURTHER THAT Mr. Mahendra Sitaram Pipalwa, Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose and to settle any questions, difficulties or doubts that may arise for the above said purpose."

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

Director

Mumbai, dated 5th September 2013

NOTES:

1. A MEMBER ENTITLED TO VOTE AND ATTEND AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTES INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Registers of Members and Transfer Books of the company shall remain close from Monday the 24th September, 2013 to Saturday the 28th September, 2013 (both days inclusive) in connection with Annual General Meeting.

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956:

ITEM NO 4

The Board had co-opted to appoint Mr. Satya Prakash Pathak as a Director in the Annual General Meeting and to hold office up to the conclusion of the Annual General Meeting. Under Section 257 of the Companies Act 1956, a notice in writing has been received from a member signifying his intention to propose Mr. Satya Prakash Pathak, as a Director of the Company along with a deposit of Rs. 500/- as required under the aforesaid Section.

Except Mr. Satya Prakash Pathak, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

ITEM NO 5

According to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulation"), a Company may voluntary delist its equity shares from the Pune Stock Exchange where its shares are listed.

The Board has intention to seek voluntary delisting of the equity shares of the Company from Pune Stock Exchange Limited .The promoters of the Company are of the view that the delisting proposal is in interest of the public shareholders of the Company.

Keeping in view, the Board of Directors of the Company believe that no particular benefit is available to the shareholders of the Company by continuing the listing of its equity shares on the Pune Stock Exchanges for last few years.

Accordingly, the Board of Directors seek approval of the shareholders for the proposed delisting of the Equity Shares from the Pune Stock Exchange where these shares are listed. The Board of Directors recommends the proposed 'special resolution for approval by the members.

None of the Directors of the Company is in any way concerned or interested in the resolution.

By Order of the Board of Directors
VINADITYA TRADING COMPANY LIMITED,

Director

Registered Office:

State Bank Building , Annexe,
Bank Street, Fort, Mumbai 400023

Place : Mumbai

Date :05 September,2013.

DIRECTOR'S REPORT

The Members of
VINADITYA TRADING COMPANY LIMITED

Your Directors have pleasure in presenting before you their Thirty Second Annual Report together with the audited statement of accounts for the year ended 31st March 2013 During the year under review the company made a Profit of Rs. 727,658 after making a provision of Rs. 2,55,000 for Income Tax. After adding to the said amount the carried forward profit of Rs 6,96,95,469, the total surplus of Rs. 7,04,13,127 is carried forward to the next year's accounts. In order to conserve resources, the directors do not recommend payment of any dividend.

Mr. Sushil Kumar Ramjiwan Nevatia a Director of the company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

During the year the company had no employee of the category indicated u/s 217 (2A) of the Companies Act, 1956.

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 it is hereby confirmed:

- (i) that in the preparation of annual accounts for the financial year ended 31st March, 2013 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made the judgments and estimates that were responsible and prudent so as to give a True and Fair view of the States of Affairs of the Company at the end of the financial year, and of the profit or loss of the Company for that period.
- (iii) that the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the Annual Accounts for the financial Year Ended 31st March, 2013 on a "going concern basis".

Pursuant to the proviso to sub-section (l) of Section 383A of the Companies Act, 1956 and the Rules made there under, the requisite Secretarial "Compliance Certificate" is attached to this Report.

As the company is not a manufacturing unit and has also not used or earned foreign exchange during the year the Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988 as framed u/s 217(e) of the Companies Act, 1956 may be considered as NIL.

The Board of Directors of the company in the Board Meeting held on 14th May, 2012, has passed merger of ANR Investments Limited with itself subject to necessary approval from Hon'ble High Court of Judicature. The merger of ANR Investments Limited with Vinaditya Trading Company Limited has been approved by Hon'ble High Court of Judicature vide dated 22nd March 2013 and accordingly it has been merged in pursuance of the order from High Court.

M/s. K.D. Vyas & Co., Chartered Accountants, Mumbai, the Auditors of the company, retire at the forthcoming Annual General Meeting.

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

Director

Mumbai, dated 5th September, 2013

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 to the Listing Agreement, a report on Corporate Governance, for the year ended 31st March, 2013, is given below:

1. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance philosophy of Vinaditya Trading Company Limited stems from its belief that the Company's business strategy, plans and decisions should be consistent with the welfare of all its stakeholders, including shareholders, viewers etc. Good Corporate Governance practices enable a Company to attract financial and human capital and leverage these resources to maximize long-term shareholder value, while preserving the interests of multiple stakeholders, including the society at large. Corporate Governance at Vinaditya Trading Co. Limited is founded upon 4 pillars of Core Values viz., Transparency, Integrity, Honesty and Accountability.

- Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of professionals of eminence and integrity from within and outside the business, forming a core group of top executives, inducting competent professionals across the organization and putting in place system, process and technology. In its endeavour to improve on the Corporate Governance practices, the Board and Management have adopted a Corporate Governance Manual which serves as guide in various activities and decisions in normal course of business.

2. BOARD OF DIRECTORS

Composition & Category of Directors

Your Company is in strict compliance of Board composition requirements including of the Listing Agreement. The day-to-day management of the Company is entrusted to its key management personnel led by the Managing Director who operates under the superintendence, direction and control of the Board. The Board reviews and approves strategy and oversees the actions and performance of the management to ensure that the long-term objective of enhancing stake holder's value is met.

Composition of the Board as on March 31, 2013

Category of Directors	No of Directors	% to total No. of Directors
Executive Directors	2	40%
Non-Executive Independent Directors	3	60%
Other Non-Executive Directors	0	-
Total	5	100%

BOARD COMMITTEES

Your Board has constituted various Board and Executive Management Committees for smooth and efficient operation of day-to-day business of the Company. (Also mention if Audit Committee, Remuneration Committee and Share Transfer & Investors Grievances Committee, Corporate Management Committee, for general business purposes are constituted by the Board). Your Board has provided for detailed guidelines on constitution, quorum, scope and procedures to be followed by these Committees. Minutes of the proceedings of each meeting of the Committee's held between two board meetings are circulated to the Board Members along with agenda papers and taken on record by the Board at its meetings.

Relevant particulars of Audit Committee, Remuneration Committee and Share Transfer and Investors Grievances Committee are as detailed hereunder.

3. AUDIT COMMITTEE

Your Board has constituted an Audit Committee comprising of three (3) Non-Executive, Independent Directors as its Members as on 31st March 2013. Mr. S. R. Nevatia, Chairman of the Committee is a Non-Executive Independent Director.

During the year under review, Audit Committee met for 4 (Four) times on 21st May, 2012, 18th August, 2012, 15th November, 2012 and 21st March, 2013. Composition of the Audit Committee and attendance of members at the Audit Committee meetings held during financial year 2012-13 are as detailed hereunder:

Name & Designation of Committee Member	Category (e.g.)	No. of meetings attended during the year under review
S. R. Nevatia , Chairman	Non-Executive- Independent	4
S.G. Bohra , Member	Non-Executive- Independent	4
C.N.V. Nair , Member	Non-Executive- Independent	4

The role and powers of the Audit Committee is as set out in Clause 49 of the Listing Agreement(s) with Stock Exchanges and Section 292A of the Companies Act, 1956. The terms of reference of the Audit Committee broadly includes:

- Oversight of Company's financial reporting process and disclosure of its financial information.
- Review with the management, quarterly and annual financial statements.
- Review of related party transactions.
- Review Company's financial and risk management policies.
- Review with the management, external and internal auditors, adequacy of internal control systems.
- Review of financial statements, investments, minutes and related party transactions of subsidiary company.

Independent Directors provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Clause 49.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2012-13 and also their other directorships in Public Companies (excluding Foreign Companies and Section 25 Companies) & membership of Audit & Share Transfer Committees of other Companies at March 31, 2013 are as under:

Director	Whether Promoter, Executive, Non-Executive, Independent Non-Executive, Nominee	Number of Board Meetings attended	Whether attended last AGM	No. of other Directorships held	No. of Board Committees of other Companies in which a Member or a Chairman
Mr. Sushil Kumar Ramjiwan Nevtatia	Chairman - Independent - Non-Executive	5	Yes	5	Nil
Mr. Chittakattu Narayanan Vasudevan Nair	Independent - Non-Executive	5	Yes	2	Nil
Mr. Shreelal Gaurishankar Bohra	Promoter – Independent - Non-Executive	5	Yes	5	Nil
Mr. RamMohan Bandlamudi	Promoter –Executive	5	Yes	4	Nil
Mr. Mahendra Sitaram Pipalwa	Promoter –Executive	5	Yes	3	Nil

Board Meetings and Procedure

During the financial year under review five (5) meetings of the Board of Directors were held on 14th May, 2012, 13th August 2012, 5th September, 2012, 15th November,2012, 12th February ,2013. In compliance with Clause 49 of the Listing Agreement, the gap between two Board meetings did not exceed four months. The AGM was held on 29th September, 2012.

Schedule of the Board meetings for each year are decided well in advance and communicated to the Directors. Board meetings are generally held at the registered office at Mumbai. The agenda along with the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. All relevant information required to be placed before the Board of Directors as per Clause 49 of the Listing Agreement, are considered and taken on record/approved by the Board.

The Board periodically reviews compliance of all laws applicable to the Company.

BRIEF PROFILE OF DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING

Mr. C.N.V.Nair, is a Non-Executive Independent Director of the Company. He has experience of more than 30 years in Finance.

- Recommend to the Board the appointment, re-appointment and removal of the statutory auditor and fixation of their remuneration.
- Discussion with statutory auditors about the nature and scope of audit as well as post audit discussion to ascertain any area of concern and internal control weaknesses observed by the statutory auditors.
- Discussion with Internal Auditors and significant findings and follow -up thereon.

Audit Committee meetings are generally attended by the Managing Director, Chief Executive Officer, Chief Financial Officer and representative of the Statutory Auditors of the Company. Internal Auditors have attended Audit Committee Meetings wherein the Internal Audit reports were considered by the Committee.

4. REMUNERATION COMMITTEE & POLICY

The Remuneration Committee comprises of Mr. S. R. Nevatia, Non-Executive Independent Director as Chairman and Mr. S.G. Bohra, Non-Executive Independent Director, Mr. C.N.V. Nair, Non-Executive Independent Director as its Members. The broad terms of reference of the Remuneration Committee are as follows:

- The Executive Directors do not draw any remuneration from the Company. (If any)
- To decide all the elements of remuneration package of Executive Director(s). (If any)
- To decide on details of fixed component and performance linked incentives along with the performance criteria, if any.
- To decide on the terms and conditions of the service contracts, notice period, severance fees, if any.
- Determine the commission, remuneration payable by executive director in the event of inadequacy of profit.

During the year under review, the Committee met once on 13th March, 2013. Details of attendance of each member are as follows:

Name	Number of Remuneration Committee Meeting attended
Mr. S. R. Nevatia	1
Mr. S.G. Bohra	1
Mr. C.N.V. Nair	1

Remuneration Policy:

The Executive Directors do not draw any remuneration from the Company. The Board decided to waive Sitting Fees for attending the Meeting of the Audit Committee. The Non Executive Directors have not drawn any sitting fees for attending the Meeting of any other Committees. Presently the Company does not have a scheme for grant of stock options either to the working Director/s or to the employees.

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during 2012–13.

S. SHARE TRANSFER CUM SHAREHOLDERS'/INVESTORS GRIEVANCE COMMITTEE:

The Shareholders' / Investors' Grievance Committee was renamed as Share Transfer Cum Shareholder's / Investor's Grievance Committee on 7.06.2012 by the Board of Directors of the Company and which comprises of the following 3 Non-Executive - Independent Directors:

Mr. S. R. Nevatia
Mr. S.G. Bohra
Mr. C.N. V Nair

The Chairman of the Committee, Mr. S.G. Bohra, is a Non-Executive Director.

The constitution and terms of reference of the Shareholders'/ Investors' Grievance Committee are in agreement with the guidelines prescribed under Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange Ltd. The Committee specifically looks into the Share Transfer, redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

During the Year the Committee met 2 Times a year.

Name and designation of Compliance Officer:

Mr. S. R. Nevatia, Non Executive Director of the Company was performing the duties of Compliance Officer.

No. of shareholders' complaints received during the year : NIL
No. of complaints not solved to the satisfaction of shareholders : N.A
No. of pending complaints : N.A

6. GENERAL BODY MEETINGS

The Thirty- Second Annual General Meeting of the Company for the year 2012-13 will be held on Saturday 30th September, 2013 at Mumbai.

Details of Annual General Meetings held during last 3 years are as follows:

Financial Year	Day, Date and Time of the meeting	Venue
2009-10	Thursday 30 th September, 2010 at 4.00p.m.	State Bank Building Annex, B Street, Fort, Mumbai 400023
2010-11	Wednesday 28 th September, 2011 at 4.00p.m.	State Bank Building Annex, B Street, Fort, Mumbai 400023
2011-12	Saturday 29 th September, 2012 at 4.00p.m.	State Bank Building Annex, B Street, Fort, Mumbai 400023

During last three Annual General Meetings of the Company, the members had passed following special resolutions (IF ANY):

At 29 th Annual General Meeting dated 30/09/2010	<i>ITEM OF SPECIAL BUSINESS: Nil</i>
At 30 th Annual General Meeting dated 28/09/2011	<i>ITEM OF SPECIAL BUSINESS: Nil</i>
At 31 st Annual General Meeting dated 29/09/2012	<i>ITEM OF SPECIAL BUSINESS: Nil</i>

All the above resolutions were passed with requisite majority.

No ordinary or special resolutions were passed through Postal Ballot during the financial year 2012-13. None of the resolution proposed at the ensuing Annual General Meeting needs to be passed by Postal Ballot.

7. Other Disclosures:

(a) Related Party Transactions

There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in Notes to Accounts in the Annual Report.

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(c) Disclosures on Risk Management

The Company has laid down procedures to inform the Board of Directors about the Risk Assessment and Minimisation Procedure. These procedures are periodically reviewed by the Board to ensure that executive management controls risk through means of a properly defined framework.

(d) Code of Conduct

The Board of Directors has adopted the Code of Ethics and Business Principles for the Directors and also for the senior employees including Executive / Non Executive Director and other Members of Senior Management. The said Code

has been communicated to all the Directors and Members of the Senior Management.

(e) Whistle Blower Policy

The Company has not adopted Whistle Blower Policy. However, the Company does not deny access to any personnel to approach the Management on any issue.

(f) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

8. MEANS OF COMMUNICATION

(a) Quarterly Results :

The unaudited quarterly results are announced within 45 days from the end of the quarter and the audited annual results within 60 days from the end of the last quarter, as stipulated under the Listing Agreement with the Bombay Stock Exchange Limited.

(b) Newspapers wherein results normally published:

Free Press Journal (English) and Navshakti (Marathi), the regional language).

(c) Whether Website also displays official news releases : No

(d) Whether presentations made to institutional investors or to the analysts : No

(e) Management Discussion & Analysis Report :

The Management Discussion & Analysis Report forms part of the Annual Report.

9. GENERAL SHAREHOLDER INFORMATION

The required information is provided in Shareholders Information Section.

SHAREHOLDERS INFORMATION

1	Date, Time and Venue of Shareholder's Meeting	Meeting : Annual General Meeting
		Day & Date: Monday, 30 th September, 2013.
		Time : 4.00 p.m.
		Venue : Mumbai

- | | | |
|-----------|---|---|
| 2 | Financial Year | April 1, 2012 to March 31, 2013 |
| 3 | Date of Book Closure | Monday, 23 rd September 2013- Saturday 28 th September 2013 (both days inclusive) |
| 4 | Registered office | State Bank Building Annexe, Bank Street, Fort, Mumbai – 400 023.
Tel: 2496 4511 Fax: 2493 9567 |
| 5 | Corporate Office | State Bank Building Annexe, Bank Street, Fort, Mumbai – 400 023.
Tel: 2496 4511 Fax: 2493 9567 |
| 6 | Listing on Stock Exchanges | Bombay Stock Exchange Limited (BSE)
Pune Stock Exchange Limited (PSE) |
| 7 | Stock Code | 8SE- 504380 |
| 8 | ISIN No. | INE9S2M01019 |
| 9 | Company Identification No | LS1900MH1981PLC024340 |
| 10 | Registrar & Share Transfer Agent | Adroit Corporate Services Private Limited
19/20, Jeferbhoy Ind. Estate, 1 st Floor,
Makwana Road, Marol Naka, Andheri (East)
Mumbai – 400 059.
Tel: 28596060/28594060 Fax: 28503748
E-Mail: adroit@vsnl.net |
| 11 | Investor Relation Officer | Veena Shetty
Adroit Corporate Services Private Limited
19/20, Jeferbhoy Ind. Estate, 1 st Floor,
Makwana Road, Marol Naka, Andheri (East)
Mumbai – 400 059.
Tel: 28596060/28594060 Fax: 28503748
E-Mail: adroit@vsnl.net |

10. DIVIDEND

During the year 2012-13, the Board of Directors have not recommended payment of any dividend.

11. SHARE TRANSFER SYSTEM

Equity Shares sent for physical transfer or for dematerialization are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents.

16. CATEGORIES OF SHAREHOLDING AS ON MARCH, 31, 2013

Category	% of shareholding	No. of shares held
Promoters	52.43%	78,645
Individuals	47.57%	71,355
Domestic Companies		
Fis, Mutual funds and Banks		
Fils, OCBs & NRI		
Total	100%	1,50,000

17. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

The Company confirms that it has complied with all mandatory requirements to Clause 49 of the Listing Agreement(s). Particulars of non mandatory requirements complied by the Company are as detailed hereunder:

Non Mandatory Requirements:

(a) Office of the Chairman of the Board:

The Company does not defray any secretarial expenses of the Chairman's Office.

(b) Remuneration Committee:

As stated earlier, the Board has already set up a Remuneration Committee. Details regarding composition and scope of the Remuneration Committee are given at item 3(b) above.

(c) Shareholder Rights:

The Company's half-yearly results are furnished to the Stock Exchange and also published in the newspapers and therefore not sent to the shareholders.

Adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

DECLARATION

As provided under Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited, this to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the code of conduct for the year ended 31st March, 2013

For Vinaditya Trading Co. L

Direct

Mumbai, 5th September, 2013

1) MANAGEMENT DISCUSSION AND ANALYSIS REPORT(MDAR):

Pursuant to Clause 49 of the Listing Agreement, MDAR forms part of this report and is as follows:

A. Industry Structure And Development:

Your Company is engaged in business of commerce, exporters, importers, merchants, agents, brokers, factors, commission agents, adatias, dealers in merchandise and produce of things, contractors, engineers and to undertake and carry on commercial, trading agency and other occupations.

The Company is constantly working towards achieving further improvements in the quality and technological & operational efficiencies of its projects and processes.

B. Segment wise, Product wise Performance:

The said clause is not applicable to the Company.

C. Internal control system and their adequacy:

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

D. Risk and concerns:

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

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

E. Material development in Human Resources including number of people employed:

The Company believes that the ability to keep learning is a key sustainable advantage and hence strong emphasis is placed on constantly upgrading the skills of its employees.

2) **DIRECTORS:**

According to provision of the Companies Act, 1956 and the Article of Association of the Company Mr. Sushil Kumar Ramjiwan Nevatia, Director of the Company is liable to be retire by rotation at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment as director of the Company. The board recommends his reappointment.

The Board of Directors recommends appointment of Mr. Satya Prakash Pathak as Directors of the company in forthcoming Annual General Meeting. The director holds the position up to the conclusion of the Annual General Meeting. The Company has received request proposing candidature of Mr. Satya Prakash Pathak along with requisite deposit. Your director recommends their appointment as the directors of the Company, liable to retire by rotation.

The company has duly complied with provisions of Clause 49 of Listing Agreement relating to constitution of directors.

3) **CORPORATE GOVERNANCE:**

A separate section on Corporate Governance forming part of the Director's Report and the Certificate from the Company's Statutory Auditors confirming the Compliance of the condition on Corporate Governance as stipulated in Clause 49 of The Listing Agreement is included in the Annual Report.

4) **AUDITORS:**

M/s. K.D. Vyas & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company, will hold office until the conclusion of the ensuing Annual General Meeting. They have given a resignation letter in writing and expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company due to their pre-occupation and engagement with other professional work. The Company has received letter of confirmation from M/s Sara & Associates., Chartered Accountants, Mumbai for their appointment as Statutory Auditors of the Company, and if made would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956. The members are requested to consider their appointment for the financial year 2013-14 and authorize the Board of the Directors to fix their remuneration.

5) **FIXED DEPOSITS:**

Pursuant to the Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules; 1975 the Company has not accepted any Deposit from the Public.

6) **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

Information in accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, regarding conservation of energy and technology absorption is not applicable to your Company.

7) **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

(Amount in Rs.)

Particulars	For the year ended as on 31 st March, 2013	For the year ended as on 31 st March, 2012
(A)Total Foreign Exchange Earned.	NA	NA
(B)Total Foreign Exchange Used.	NA	NA

8) **LISTING:**

The Shares of your Company are listed on the Bombay Stock Exchange and Pune Stock Exchange and the Annual Listing fee for the financial Year 2012-13 is have been paid.

9) **PARTICULARS OF EMPLOYEES:**

As required under the provision of the Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars Of Employees) Rules; 1975 during the year under the report, no employee of the Company, throughout the year or part of the year was in receipt of the remuneration as specified in Section 217(2A) of Companies (Particulars Of Employees) Rules; 1975.

The Directors wish to place on their record their appreciation for the positive co-operation received from its consumers, suppliers, bankers, Government of India.

DECLARATION

As provided under Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the year ended 31st March, 2013.

For Vinaditya Trading Co. Limited

Director
(Mr.Mahendra Sitaram Pipalwa)

Mumbai, 5th September, 2013

CORPORATE GOVERNANCE CERTIFICATE

To
The Members of
Vinaditya Trading Company Limited

Re: - Corporate governance certificate.

We have examined the compliance of conditions all relevant records of Vinaditya Trading Company Limited (the Company) for the purposes of certifying compliances of the conditions of Corporate Governance under the revised Clause 49 of the Listing Agreement entered into Bombay Stock Exchange Limited (Stock exchanges) for the Financial Year ended March 31, 2013.

The compliances of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliances of the conditions of the Corporate Governance. This certificate is neither an assurance as to the future viability of the Company the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement accepting the compliances.

As per the records of the company there are no investor's grievances remaining unattended for the period exceeding 1 month against the company.

**For K. D. Vyas & Co.
CHARTERED ACCOUNTANTS**

Sd/-

AUDITOR'S REPORT TO THE MEMBERS OF VINADITYA TRADING COMPANY LIMITED

1. We have audited the attached Balance Sheet of **VINADITYA TRADING COMPANY LIMITED** as at 31st March, 2013, the Statement of Profit and Loss and also the Cash Flow Statement of the Company for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurances about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 as amended by the Companies (Auditors' Report) (Amendment) Order, 2004 (hereinafter referred to as 'the Order') issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of accounts as required by law, have been kept by the company so far as appears from our examination of the books.
 - c) The Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section (3C) of Section 211 of the Companies Act, 1956.

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K. D. Vyas & Co.

Chartered Accountants

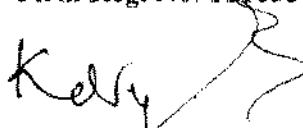
301, Siddheshw
Mogul Lane, Ma
Mumbai - 400 0
Tel. : 2422 3781

Kamlesh D. Vyas

B.COM. LL. B. F.C.A.

- e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required, and give a true and fair view of the state of affairs of the Company in conformity with the accounting principles generally accepted in India :
- i. in the case of the Balance Sheet, of the state of affairs of the Company as at the 31st March, 2013;
 - ii. in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
 - iii. in the case of the Cash Flow Statement, of the cash flow for the year ended on that date.
5. On the basis of the written representations received from the Directors as on March 31, 2013 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2013, from being appointed as a Director in terms of clause (b) of sub-section (1) of Section 274 of the Companies Act, 1956.

For K. D. VYAS & COMPANY
CHARTERED ACCOUNTANTS
Firm Reg. No. 111653W



K. D. Vyas
Proprietor
M.No. 014613

Place : Mumbai
Date : 30 May, 2013

Kamlesh D. Vyas

COM. LL. B. F.C.A.

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2013 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) & (c) is not applicable to the company.
- 2) a) The inventory of shares has been physically verified by the management at the end of the year.
b) In our opinion and according to the Information and explanations given to us, the procedure of physical verification of inventory (shares) followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
c) The company is maintaining proper record of inventory. There were no discrepancy between physical stock and book records.
- 3) (a) The company has neither granted nor taken during the year any loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Act and accordingly, paragraphs 4 (iii) (b) (c) and (d) of the Order are not applicable.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of shares, mutual funds etc. During the course of audit, no major weakness has been noticed in the internal controls.
- 5) a) In our opinion and according to the information and explanations provided by the company, we are of the opinion that the company has not entered into any transactions that need to be entered into the register maintained u/s 301 of the Companies Act 1956.
b) In our opinion and according to the information and explanations, the company has not made any transactions pursuant to contract or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 for the value exceeding Rs. 5 Lacs in respect of any party during the year
- 6) In our opinion and according to the information and explanations provided by the company, the Company has not accepted any deposits from Public and therefore the provisions of Sec. 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules 1975 are not applicable.

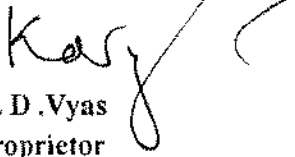
- 7) In our opinion and according to the information and explanations given to us, the provision relating to the internal audit is not applicable to the Company.
- 8) The Central Government has not prescribed maintenance of cost records by the company under clause (d) sub-section (1) of section 209 of the Companies Act, 1956.
- 9) a) According to the information and explanations provided by the company, the company has been general regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Custom Duty, Cess, Service Tax and any other statutory dues applicable to it and no undisputed amount payable in respect of Income tax, Wealth tax, Sales tax, Customs Duty, Excise duty and Cess were in arrears, as at 31st March 2013 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.
- 10) The company has no accumulated losses as at 31st March 2013 and the company has not incurred cash loss in the financial year covered by our audit and in the preceding financial year.
- 11) In our opinion and according to the information and explanations given to us, the company has not taken any loan from Bank or financial institution and has not issued debentures till date. Therefore, the question of defaulting in repayment does not arise.
- 12) According to the information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion and according to the information and explanations given to us, the company is not a chit fund or a nidhi / mutual benefit Fund / society. Therefore the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- 14) In our opinion and according to the information and explanations given to us, the company has maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and timely entries have been made therein. The investments are held in the name of the Company.
- 15) In our opinion and according to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or other financial institutions.
- 16) The Company has not taken any term loan.
- 17) According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investments.

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- 18) According to the information and explanations given to us, the company has not allotted any preferential shares to companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act 1956.
- 19) The company has not issued any debentures during the year.
- 20) The company has not raised any money by public issue of any securities during the year.
- 21) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For K. D. VYAS & COMPANY
CHARTERED ACCOUNTANTS
Firm Reg. No. 111653W



K. D. Vyas
Proprietor
M.No. 014613

Place : Mumbai
Date : 30 May, 2013

VINADITYA TRADING COMPANY LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in Rs.)

	NOTE NO.	AS AT 31.03.2013	AS AT 31.03.2012
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUND			
(a) Share Capital	2	1,500,000	1,500,000
(b) Reserves And Surplus	3	<u>72,438,097</u>	<u>71,710,439</u>
(2) NON-CURRENT LIABILITIES			
(a) Long Term Provisions	4	27,185	425,316
(3) CURRENT LIABILITIES			
(a) Other Current Liabilities	5	1,132,830	29,776
TOTAL		<u><u>75,098,112</u></u>	<u><u>73,665,531</u></u>
II. ASSETS			
(1) NON CURRENT ASSETS			
(a) Long Term Loans & Advances	6	66,827,071	63,505,581
(2) CURRENT ASSETS			
(a) Current Investments	7	-	2,616,970
(b) Inventories	8	125	125
(c) Cash & Cash Equivalents	9	8,270,916	7,538,856
(d) Short Term Loans And Advances	10	<u>-</u>	<u>4,000</u>
TOTAL		<u><u>75,098,112</u></u>	<u><u>73,665,531</u></u>
Significant Accounting Policies	1		
Notes on Financial Statements	2 - 14		

As per our Report of even date

For **K D VYAS & COMPANY**
CHARTERED ACCOUNTANTS
FIRM REGN NO. 111653W

K D VYAS
 (Proprietor)
 M. No. 014613

Place : Mumbai
 Date : 30 May 2013

For **VINADITYA TRADING COMPANY LIMITED**

(Director)

(Director)

Place : Mumbai
 Date : 30 May 2013

VINADITYA TRADING COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in Rs.)

	NOTE NO.	FOR THE YEAR ENDED 31.03.2013	FOR THE YEAR ENDED 31.03.2012
I. Revenue from operations	11	3,018,215	5,419,632
Total Revenue		3,018,215	5,419,632
II. Expenditure			
Employee Benefit Expenses	12	455,200	-
Other Expenses	13	1,380,357	168,563
Total Expenses		2,035,557	168,563
III. Profit before exceptional and extraordinary items and tax (I-II)		982,658	5,251,069
IV. Exceptional items		-	-
V. Profit before exceptional and extraordinary items and tax (III-IV)		982,658	5,251,069
VI. Extraordinary items		-	-
VII. Profit before tax (V-VI)		982,658	5,251,069
VIII. Tax expenses			
Current Tax		(255,000)	(1,175,000)
Income Tax of Earlier Years		-	1,205,228
IX. Profit / (Loss) for the year (VII - VIII)		727,658	5,281,297
X. Earnings per share			
Basic		4.85	35.21
Diluted		4.85	35.21

Significant Accounting Policies & Notes on Financial Statements 1
2 - 14

As per our Report of even date

For K D VYAS & COMPANY
CHARTERED ACCOUNTANTS
FIRM REGN NO. 111653W

K D VYAS
(Proprietor)
M. No. 014613

Place : Mumbai
Date : 30 May 2013

For VINADITYA TRADING COMPANY LIMITED

Manohar

(Director)

Place : Mumbai
Date : 30 May 2013

Manohar

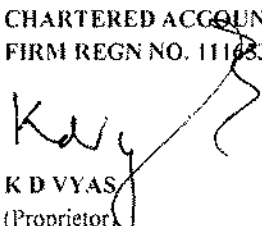
(Director)

VINADITYA TRADING COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

PARTICULARS	31.03.2013	31.03.2012
A. CASH FLOW FROM OPERATING ACTIVITY		
Net Profit Before Tax as per Profit & Loss Statement	982,658	5,251,069
Adjusted for :		
· Interest Received	(2,847,958)	(1,544,794)
· Dividend Received	(174,540)	(347,917)
· Profit on Sale of Units of Mutual Fund, Shares etc	-	(4,042,331)
- Miscellaneous Income	-	(8,621)
- Loss on Sale of Units of Mutual Fund & Shares	4,283	524,031
	<u>(3,018,215)</u>	<u>(5,419,63)</u>
Operating Profit before working capital changes	(2,035,557)	(168,56)
Adjusted for :		
· Current and Non Current Assets	(3,317,490)	(42,501,581)
- Current and Non Current Liabilities	704,923	(1,052,242)
	<u>(2,612,567)</u>	<u>(43,553,82)</u>
Cash Generated from operations	(4,648,124)	(43,722,38)
Tax Paid	255,000	30,23
Net Cash Flow from Operating Activities	(4,903,124)	(43,692,15)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	2,847,958	1,544,79
Sale/(Purchase) of Investments in Mutual Funds etc.	2,616,970	44,500,27
Dividend Received	174,540	347,9
Miscellaneous Income	-	8,62
Profit on Sale of Units of Mutual Funds and Share Investments	-	4,042,3
Loss on Sale of Units of Mutual Funds and Share Investments	(4,283)	(524,0)
	<u>5,635,185</u>	<u>49,919,9</u>
Net Cash (used in) Investing Activities	5,635,185	49,919,9
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	-	-
	<u>-</u>	<u>-</u>
Net Cash (used in) / from Financing Activities	-	-
Net Increase in Cash & Cash Equivalents	732,061	6,227,7
Opening Balance of Cash & Cash Equivalents	7,538,855	1,311,1
Closing Balance of Cash & Cash Equivalents	8,270,916	7,538,8

As per our Report of even date


For **K D VYAS & COMPANY**
CHARTERED ACCOUNTANTS
FIRM REGN NO. 111033W


K D VYAS
 (Proprietor)
 M. No. 014613

Place : Mumbai
 Date : 30 May 2013

For **VINADITYA TRADING COMPANY LIMITED**


 (Director)


 (Director)

Place : Mumbai
 Date : 30 May 2013

VINADITYA TRADING COMPANY LIMITED
Notes to Financial Statements for the year ended 31st March 2013

Note: 1

A. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under historical cost convention on accrual basis, except those with significant uncertainty. These financial statements have been prepared to comply with in all aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended and other relevant provisions of the Companies Act, 1956.

All the Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI to The Companies Act, 1956.

b) RECOGNITION OF INCOME

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

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

c) INVESTMENTS

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

d) INVENTORIES

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

e) FOREIGN EXCHANGE TRANSACTIONS

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

f) PROVISIONS AND CONTINGENT LIABILITIES

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

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VINADITYA TRADING COMPANY LIMITED
Notes to Financial Statements for the year ended 31st March 2013

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

g) DEFERRED TAX

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

h) EARNING PER SHARE

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

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M. K. S.

M. K. S.

VINADITYA TRADING COMPANY LIMITED
Notes to the Financial Statements for the Year ended 31st March, 2013

(Amount in Rs.)

	As at 31.03.2013	As at 31.03.2012
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Note : 2

1 SHARE CAPITAL

(a) Authorised, Issued, Subscribed and Paid up Capital

1 Authorised Share Capital

4,50,000 (P.Y. 2,50,000) Equity Shares of Rs. 10/- Each
 (Refer Note 14 (d))

4,500,000

2,500,000

Total 4,500,000 2,500,000

2 Issued, Subscribed and Fully paid-up Capital

Equity Share Capital

1,50,000 (P.Y. 1,50,000) Equity Shares of Rs. 10/- Each, fully paid up

1,500,000

1,500,000

Total 1,500,000 1,500,000

(b) Reconciliation of Number Shares Outstanding

	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
1 Equity Share Capital				
At the beginning of the period	150,000	1,500,000	150,000	1,500,000
Add:				
Issued during the period	-	-	-	-
Outstanding at the end of the period	<u>150,000</u>	<u>1,500,000</u>	<u>150,000</u>	<u>1,500,000</u>

(c) Details of shareholders holding more than 5% shares in the Company

Class of Shares / Name of Shareholder	Number of Shares Held	% of holding in that class of shares	Number of Shares Held	% of holding in that class of shares
1 Manas Strategic Consultants Pvt. Ltd.	71,900	47.93	71,900	47.93
2 Clarus Advisors India Pvt. Ltd.	6,745	4.50	36,745	24.50
3 Anita Lancy Barboza	30,000	20.00	-	-
4 N R Ruia HUF	-	-	25,000	16.67

(d) Terms / Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. However no such preferential shares exist currently, therefore the distribution will be in proportion to the number of equity shares held by the shareholders.

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S. Lakshmi

[Signature]

VINADITYA TRADING COMPANY LIMITED
Notes to the Financial Statements for the Year ended 31st March, 2013

(Amount in Rs.)

	As at 31.03.2013	As at 31.03.2012
Note : 3		
RESERVES AND SURPLUS		
(a) Capital Reserve		
Balance at the beginning of the year	2,024,970	2,024,970
Add: Additions during the year	-	-
Balance at the end of the year	2,024,970	2,024,970
(b) Surplus / (Deficit) in the statement of Profit and Loss		
Balance as per last financial statements	69,685,469	64,404,172
Add: Profit for the year	727,658	5,281,297
Net surplus in the statement of profit and loss	70,413,127	69,685,469
Total	72,438,097	71,710,439
Note : 4		
LONG TERM PROVISIONS		
Provision for taxation (Net off advance tax)	27,185	425,316
Total	27,185	425,316
Note : 5		
OTHER CURRENT LIABILITIES		
(a) Other Payables		
(i) Creditors for Expenses	685,396	29,776
(ii) Other Liabilities	360,000	-
(iii) Statutory Liabilities Payable	87,434	-
Total	1,132,830	29,776
Note : 6		
LONG TERM LOANS & ADVANCES		
(a) Unsecured (considered good)		
1 Loans and advances *	51,871,646	36,820,156
2 Advances for investment in property	14,955,425	26,685,425
Total	66,827,071	63,505,581
Note : 7		
CURRENT INVESTMENTS		
Unquoted Mutual Funds		
ICICI Prudential Flexible Income Plan Regular Weekly Dividend Re Investments Rs.10 Each (Previous Year: 22185.336 Units)	-	2,225,380
ICICI Prudential Flexible Income Plan Regular Weekly Dividend Re Investments Rs.10 Each (Previous Year: 3466.592 Units)	-	391,590
Total	-	2,616,970

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VINADITYA TRADING COMPANY LIMITED
Notes to the Financial Statements for the Year ended 31st March, 2013

(Amount in Rs.)

	As at 31.03.2013	As at 31.03.2012
Note : 8		
INVENTORIES		
Stock in trade (equity shares)	125	125
Total	<u>125</u>	<u>125</u>
Note : 9		
CASH AND CASH EQUIVALENTS		
Cash and Cash Equivalents		
(i) Balances with banks in Current Account	8,270,916	7,538,856
(ii) Cash on hand	-	-
Total	<u>8,270,916</u>	<u>7,538,856</u>
Note : 10		
SHORT TERM LOANS AND ADVANCES		
Unsecured (considered good)		
Other loans and advances	-	-
(i) Professional tax paid in advance	-	4,000
Total	<u>-</u>	<u>4,000</u>
Note : 11		
REVENUE FROM OPERATIONS		
Dividend on Shares	-	5,160
Dividend on Mutual Funds	174,540	342,757
Gain / (Loss) on Redemption of Mutual Fund Units (Net)	(4,283)	521,355
Gain / (Loss) on Sale of Shares (Net)	-	2,299,987
Gain on Redemption of Debentures	-	696,958
Interest Received	2,847,958	1,544,794
Miscellaneous Income	-	8,621
Total	<u>3,018,215</u>	<u>5,419,632</u>
Note : 12		
EMPLOYEE BENEFIT EXPENSES		
Salary to staff	455,200	-
Total	<u>455,200</u>	<u>-</u>
Note : 13		
OTHER EXPENSES		
Audit Fees	28,090	29,776
Membership & Subscription	28,054	-
Legal & Professional Charges	1,340,266	62,389
Rates & Taxes	24,000	30,951
Advertisement Charges	17,172	7,939
Miscellaneous Expenses	142,775	37,508
Total	<u>1,580,357</u>	<u>168,563</u>

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VINADITYA TRADING COMPANY LIMITED
Notes to Financial Statements for the year ended 31st March 2013

14. NOTES TO ACCOUNTS

a) The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year-end together with interest paid/payable as required under the Act have not been given.

b) Calculation of Basic & diluted earning/ (loss) per share

Particulars	2012-13	2011-12
Net profit for the year attributable to equity shareholders (Rs.)	7,27,658	52,81,297
Weighted average number of shares (Nos.)	1,50,000	1,50,000
Nominal value of shares outstanding	10	10
Basic and diluted earnings per share	4.85	35.21

c) Auditors Remuneration (including Service Tax) includes:

Particulars	For the year ended 31 st March	
	2013	2012
Audit Fees (Statutory and tax audit fee) Rs.	28,090	4,495
Total		

d) **Scheme of Amalgamation and Arrangement**

The Scheme of Amalgamation and Arrangement ("the Schemes") of ANR Investments Limited into the Company under Sections 391 to 394 of the Companies Act, 1956 was sanctioned by the Honorable High Court of Judicature at Mumbai vide Order dated 22nd March, 2013:-

- i. Consequently in terms of the Scheme and as per the Honorable High Court's approval:
 - a. Upon the coming into effect of the scheme, the undertaking of ANR Investments Limited shall without any further act, instrument or deed shall be transferred to or vested as a going concern in the Company.
 - b. The assets, properties, liabilities, rights and obligations of ANR Investments Limited have been vested with effect from the appointed date, April 1, 2011 and have been recorded in accordance with the provisions of the Scheme in compliance with Accounting Standard 14 – Accounting for Amalgamation issued by the Institute of Chartered Accountants of India (ICAI).
 - c. In case of amalgamation of ANR Investments Limited, all assets, liabilities and investments have been recorded at book value, except in case of diminution in investments; the same has been accounted at fair value.

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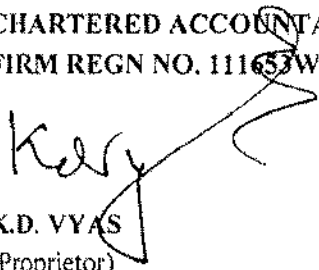
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VINADITYA TRADING COMPANY LIMITED
Notes to Financial Statements for the year ended 31st March 2013

- d. All cost and expenses (including those of the transferor companies) incidental with the finalization of the Scheme and to put it into operation including all advisory fees, professional fees, consultant fees including expenses or charges attributable to the implementation of the Scheme are debited to the profit and loss account for the year.
- e. The Company's investment in shares of ANR Investments Limited as standing in the books as on 01 April 2012 had been cancelled and extinguished.
- f. ANR Investments Limited was wholly owned subsidiary of the Company, thus pursuant to the Scheme no new shares are issued after the scheme is sanctioned by the Hon'ble High Court at Bombay.
- g. The authorized share capital of the Company has been increased from Rs. 25,00,000 (2,50,000 Equity shares of Rs. 10 each) to Rs.45,00,000 (4,50,000 Equity shares of Rs.10 each) to incorporate the authorized share capital of ANR Investments Limited.
- ii. In view of the aforesaid amalgamation with effect from 1st April, 2011 the figures for the current year are not comparable to the Audited figures of the previous year.
- e) Figures of Current Assets, Loans & Advances, Unsecured Loans and Current Liabilities are stated at book value and are subject to confirmations from the parties.
- f) There are no contingent liabilities against the company.
- g) The Additional information to as required by para 4, 4A, 4B, 4C, and 5 of Schedule VI part II of Companies Act is given to the extent applicable.
- h) Previous year's figures have been appropriately regrouped/ reclassified to conform to current year's presentation.

For K. D. VYAS & COMPANY
CHARTERED ACCOUNTANTS
FIRM REGN NO. 111653W


K.D. VYAS
(Proprietor)
M. No. 014613

Place : Mumbai
Date : 30 May 2013

For VINADITYA TRADING COMPANY LTD.


(Director)


(Director)

Place : Mumbai
Date : 30 May 2013

VINADITYA TRADING COMPANY LIMITED

Registered Office, State Bank Building, Annexe, Bank Street, Fort, Mumbai 400023

FORM OF PROXY

(Pursuant to the provisions of Section 176 (6) of the Companies Act, 1956)

I/We, the undersigned Equity Shareholder/s of Vinaditya Trading Company Limited hereby appoint _____ of _____ and failing him/her, _____ of _____ as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Company to be held at Registered office of the company at State Bank Building, Annexe, Bank Street, Fort, Mumbai 400023 on Monday, 30th September, 2013 at 4 p.m., for the purpose of considering, and, it thought fit, approving with or without modification, the resolutions as set forth in the Notice and at such meeting and at any adjournment or adjournments thereof, to vote for me/us and in my/our name _____ (here if for , insert "for" if against, insert "against" and in the latter case, strike out the words either 'with or without modification' before the word resolutions), the said resolutions as my/ our proxy may approve.

Dated this _____ day of _____, _____

NAME OF MEMBER:

ADDRESS:

FOLIO NO:

DP ID NO:

CLIENT ID NO:

NOTE: THE PROXY FORM DULY COMPLETED MUST BE DEPOSITED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAIO MEETING. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEEO NOT BE A MEMBER.

VINADITYA TRADING COMPANY LIMITED

Registered Office, State Bank Building, Annexe, Bank Street, Fort, Mumbai 400023

ATTENDANCE SLIP

Name of the Equity Shareholder/ proxy holder: _____

I/We hereby record my/our presence at the Thirty Second ANNUAL GENERAL MEETING of the Equity Shareholders of Vinaditya Trading Company Limited to be held at Registered office of the company at State Bank Building, Annexe, Bank Street, Fort, Mumbai 400023 on Monday, 30th September, 2013 at 4 p.m.

Dated this _____ day of _____, _____

Signature of the Attending Member / Proxy: _____

NOTE: EQUITY SHAREHOLDER/ PROXY HOLDER(S) ARE REQUESTED TO BRING THE ATTENDANCE SLIP WITH THEM WHEN THEY COME TO THE MEETING AND HAND IT OVER AT THE GATE AFTER AFFIXING THEIR SIGNATURE THEREON.