



CIN No. L74899DL1995PLC065076

To,

Date: 01.12.2017

BSE Limited  
P.J. Towers,  
Dalal Street,  
Mumbai- 400001  
Security Code: 532325,  
Security ID: VITALCOMM

Dear Sir/Madam,

Subject: Submission of Annual Report for 2016-17

Please find enclosed herewith Annual Report for the Financial Year 2016-17, pursuant to Regulation 34 (1) of Securities Exchange Board of India Listing Obligation and Disclosure Requirements Regulations, 2015.

Please update the same in your records.

FOR VITAL COMMUNICATION LIMITED



**22<sup>ND</sup> ANNUAL REPORT  
2016-2017**

**VITAL COMMUNICATIONS  
LIMITED**

## **CONTENTS**

<b>S. No.</b>	<b>PARTICULARS</b>
1.	Corporate Information
2.	Notice to the Shareholders
3.	Director's Report
4.	Director Report Annexure
5.	Management Discussion and Analysis Report
6.	Corporate Governance
7.	Secretarial Audit Report
8.	Auditors Report and Financials for the year ended 31 <sup>st</sup> March,2017
9.	Attendance Form
10.	Proxy Form
11	Road Map

## CORPORATE INFORMATION

---

### **DIRECTORS**

Mr. Shyam Sunder Sabharwal - Non-Executive and Non Independent Director

Mr. Roop Singh - Non-Executive and Independent Director

Ms. Kalpana - Non-Executive and Independent Director

### **REGISTERED OFFICE**

3G Gopala Tower, IIIrd Floor, Rajendra Place, New Delhi-110008

Email: vitalcom2007@yahoo.com

CIN No. L74899DL1995PLC065076

### **BANKERS**

Axis Bank Limited

States Man House, Barakhamba

Connaught Place, New Delhi-110001

### **AUDITORS**

M/s. G. P Keshri & Associates

Chartered Accountants

A-215, 5 Chawala Complex, Vikas Marg

Shakarapur, Delhi-110092

(Firm Registration No.017251N)

### **REGISTRAR & TRANSFER AGENT**

Link Intime India Private Limited

A-40, 2<sup>nd</sup> Floor Naraina Industrial Area

Phase-II, Near Batra Banquet Hall,

New Delhi-110028

### **LISTED ON**

BSE Limited

National Stock Exchange of India Limited

### **ANNUAL GENERAL MEETING**

Date : 29<sup>th</sup> September, 2017

Time : 09:00 A.M.

Day : Friday

Venue : Navkar Tirth Atisey Ksetra, Village Neelwal Near Mahaviday Ksetra, Ghevra More,  
Rohtak Road, Delhi

## **NOTICE OF 22<sup>nd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **22<sup>nd</sup> Annual General Meeting** of Vital Communications Limited will be held on Friday, 29<sup>th</sup> September, 2017 at 09:00 A.M. at **Navkar Tirth Atisey Ksetra, Village Neelwal Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi** to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance sheet of the Company as at March 31 2017, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of **Mr. Shyam Sundar Sabharwal** who retires by rotation and being eligible offer himself for re - appointment.
3. To appoint of **M/s RANJAN GUPTA & ASSOCIATES** as Statutory Auditor of the Company for the period of five year commencing from the conclusion of this Annual General Meeting of the company at remuneration to be decided mutually.

**DATE: 30.08.2017**

**PLACE: NEW DELHI**

**BY ORDER OF THE BOARD**  
**For VITAL COMMUNICATIONS LIMITED**  
**SD/-**  
**SHYAM SUNDER SABHARWAL**  
**DIRECTOR**  
**DIN NO. 01912767**

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

3. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to Link In time India Private Limited at Delhi office address at 44, Community Center, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase - I, Near PVR Naraina, New Delhi -110028.
5. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **September 22, 2017** to **September 26, 2017** (both days inclusive).
7. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
8. Members may note that transferees of shares of the Company in physical form shall furnish copy of PAN card to the Company / RTAs for registration of such transfer of shares..

**The instructions for shareholders voting electronically are as under:**

**INSTRUCTIONS**

**1. Voting through electronic means**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 22<sup>nd</sup> Annual General Meeting to be held on Friday, September 29, 2017 at 09.00 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. 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 National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be 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.
- IV. 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.
- V. The remote e-voting period commences on 26<sup>th</sup> September, 2017 (9:00 am) and ends on 28<sup>th</sup> September, 2017 (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 of 22<sup>nd</sup> September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The process and manner for remote E- voting electronically are as under:-**

**A.** In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on shareholder-Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
- (vii) Select "EVEN" Of **VITAL COMMUNICATIONS LIMITED**.
- (viii) Now you are ready for remote E-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pkmishra59@yahoo.com](mailto:pkmishra59@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

**B.** In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

(i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

(ii) Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The e-voting period commences on 26.09.2017 and ends on 28.09.2017. During the period members of the Company, holding shares either in physical form or in dematerialized form,

as on the cut-off date of September 22, 2017, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22 September 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset Your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. P.K. Mishra, Company Secretary (COP: 16222), Proprietor of M/s. P. K. Mishra & Associates, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <http://vitalcommunicationsltd.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the **BSE Limited (BSE) and NSE**.

**DATE: 30.08.2017**

**PLACE: NEW DELHI**

**BY ORDER OF THE BOARD**  
**For VITAL COMMUNICATIONS LIMITED**  
**SD/-**  
**SHYAM SUNDER SABHARWAL**  
**DIRECTOR**  
**DIN NO. 01912767**



**ANNEXURE II TO THE NOTICE**

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Name</b>	<b>Shyam Sundar Sabharwal</b>
<b>Age</b>	63 Years
<b>Qualifications</b>	Graduate
<b>Experience</b>	31 years
<b>Terms and conditions of appointment including details of remuneration</b>	<b>Mr. Shyam Sundar Sabharwal</b> will hold the office as Non Executive and Non Independent Director of the company. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
<b>Last drawn remuneration</b>	Nil
<b>Date of first appointment by the Board of Directors of the Company</b>	30/04/2003
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other directors and Key Managerial of the Company</b>	None
<b>Number of meetings attended during the financial year 2016-17</b>	13
<b>Other directorship, membership / chairmanship of committees of other board</b>	Director/Designated partner in: STURDIA DEVELOPERS PRIVATE LIMITED
<b>Justification for appointment of Independent Director</b>	NA
<b>Performance evaluation report</b>	NA

DATE: 30.08.2017  
PLACE: NEW DELHI

**BY ORDER OF THE BOARD**  
**For VITAL COMMUNICATIONS LIMITED**  
**SD/-**  
**SHYAM SUNDER SABHARWAL**  
**DIRECTOR**  
**DIN NO. 01912767**

# DIRECTOR'S REPORT

---

TO

THE MEMBERS

VITAL COMMUNICATIONS LIMITED

Your Directors are pleased to present the 22<sup>ND</sup> Annual report of your Company with the Audited Accounts for the year ended on 31<sup>st</sup> March, 2017:

## FINANCIAL RESULTS:

<b>Particulars</b>	<b>For the year ended March 31<sup>st</sup> 2017</b>	<b>For the year ended March 31<sup>st</sup> 2016</b>
Total Income	-	-
Profit/(Loss) before tax	(412,395)	(654,491)
Deferred Tax	(30,424)	(36,380)
Profit/(Loss) after tax	(442,819)	(690,871)
Profit/(Loss) adjusted	0.00	0.00
Profit/(Loss) carried to Balance Sheet	(442,819)	(690,871)

## PERFORMANCE REVIEW

During the year under review, the Company's incurred a loss of Rs. 442,819/- as against loss of Rs. 690,871/- in 2015-16.

## RESERVE AND SURPLUS

The amount of Rs. (442,819/-) is being transferred in the reserve and Surplus as the Current year loss.

## DIVIDEND

No Dividend has been declared for the year ended March 31, 2017.

## FUTURE PROSPECTS

The Company has been working for the expansion of its Communication Business and has succeeded to spread its functions. The Company keeps the influence and enthusiasm to survive successfully in the Market and expanding its functions and flourishing with immense growth rate.

## **PUBLIC DEPOSIT**

The Company has not accepted any deposits during the year under review.

## **EXTRACT OF THE ANNUAL RETURN**

The extract of the annual return in form no. MGT - 9 has been annexed to the Report, as Annexure I.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report is presented in the separate section and forms an integral part of the Annual Report and attached as annexure II.

## **CORPORATE GOVERNANCE REPORT**

The Report on Corporate Governance is attached to the report as an Annexure III. Certificate from the Statutory Auditors of the company M/s G.P. KESHRI & ASSOCIATES, Chartered Accountants, confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as Annexure - III.

## **SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT**

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sumit Gupta & Associates, Company Secretaries, to undertake the Secretarial audit of the Company for the Financial Year 2016-17 and the report is attached herewith as Annexure IV.

With respect to the qualifications, the Company is searching the best candidate for the post of Company Secretary and Chief Financial officer, and would try to intimate and file the required information/compliances timely and effective steps has been taken to comply the qualifications as reported by the Secretarial Auditor

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

## **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

## **FAMILIARIZATION PROGRAMME**

The Company at its various meetings held during the Financial year 2016 -17 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

## **RISK MANAGEMENT POLICY**

Therefore, in accordance with the provisions of the Companies Act, 2013, 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.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review

## **INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

## **CAPITAL STRUCTURE**

There is no change in the capital structure of the company during the financial year 2016-2017.

## **NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR**

Since the Company has no subsidiaries as on 31<sup>st</sup> March, 2017, provision of section 129 of the Companies Act, 2013 is not applicable.

### **CONSOLIDATED FINANCIAL STATEMENTS**

Since there is no subsidiary of the Company at present, hence no consolidated financial statements have been prepared.

### **PARTICULAR OF EMPLOYEES**

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure to this Report.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

### **CHANGE IN THE COMPOSITION OF BORAD OF DIRECTORS**

During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016.

Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017 and Ms. Nikita Mor has been appointed as the Company Secretary of the company w.e.f 01<sup>st</sup> July 2017.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.

c) Formal Annual Evaluation

Pursuant to the provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

#### **BOARD MEETINGS**

During the year Board Meetings were convened and held. The details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	28 <sup>th</sup> May, 2016	3	3
2.	1 <sup>st</sup> August, 2016	4	4
3.	13 <sup>th</sup> August, 2016	4	4
4.	29 <sup>th</sup> August, 2016	4	4
5.	30 <sup>th</sup> August, 2016	4	4
6.	01 <sup>st</sup> September, 2016	4	4
7.	22 <sup>nd</sup> September, 2016	4	4
8.	01 <sup>st</sup> October, 2016	4	4
9.	12 <sup>th</sup> November, 2016	4	4
10.	01 <sup>st</sup> February, 2017	4	4
11.	13 <sup>th</sup> February, 2017	4	4
12.	14 <sup>th</sup> February, 2017	3	3
13.	23 <sup>rd</sup> February, 2017	3	3

#### **EXTRAORDINARY GENERAL MEETINGS DURING THE FINANCIAL YEAR 2016-17**

There is no Extraordinary General Meeting Convened during the Financial Year 2016-17.

#### **COMPOSITION AND MEETINGS OF AUDIT COMMITTEE**

**During the year ended on 31<sup>st</sup> March, 2017, the composition of Audit Committee has been as under:**

- a) Mr. Shubha Jindal\* (Chairperson)
- b) Mr. Shyam Sunder Sabharwal (Member)
- c) Mr. Manoj Kumar \* (Member)
- d) Mr. Roop Singh\* (Member)
- c) Mr. Kalpana\* (Chairperson)

The Chairman of the Audit Committee is Ms. Kalpana.

During the financial year 2016-17, Four (4) meeting of Audit Committee was held i.e. 28.05.2016, 13.08.2016, 12.11.2016 and 13.02.2017

\*During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016. Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017

#### **COMPOSITION AND MEETINGS OF NOMINATION & REMUNERATION COMMITTEE**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

## COMPOSITION

- |                               |               |
|-------------------------------|---------------|
| a) Mr. Shubha Jindal*         | (Member)      |
| b) Mr. Shyam Sunder Sabharwal | (Chairman)    |
| c) Mr. Manoj Kumar *          | (Member)      |
| d) Mr. Roop Singh*            | (Member)      |
| e) Mr. Kalpana*               | (Chairperson) |

The Chairman of the Nomination and Remuneration Committee is Ms. Kalpana.

During the financial year 2016-17, Four (4) meeting of Nomination and Remuneration Committee was held i.e. 28.05.2016, 13.08.2016, 12.11.2016 and 13.02.2017

\*During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016. Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017

## COMPOSITION AND MEETINGS OF STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition and terms of reference of the Committee satisfy the requirements Section 178 of the Companies Act, 2013. The Committee met 4 times during the financial year 2016-17 on 28.05.2016, 13.08.2016, 12.11.2016, and 13.02.2016 and following is the composition:

## COMPOSITION

- |                               |               |
|-------------------------------|---------------|
| a) Mr. Shubha Jindal*         | (Chairperson) |
| b) Mr. Shyam Sunder Sabharwal | (Member)      |
| c) Mr. Manoj Kumar *          | (Member)      |
| d) Mr. Roop Singh*            | (Member)      |
| e) Mr. Kalpana*               | (Chairperson) |

The Chairman of the Stakeholder Relationship Committee is Ms. Kalpana.

\*During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016. Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017

## DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. 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 behavior the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.



## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at workplace; the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are effective in the Company. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- a. No. of Complaints received: 0
- b. No. of Complaints disposed off : 0

## **MANAGERIAL REMUNERATION POLICY**

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board have on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, senior management and their Remuneration.

## **AUDITORS**

In the 21<sup>st</sup> Annual General Meeting of the company, appointment of M/s. Ranjan Gupta & Associates, Chartered Accountants (FRN 17319N), were ratified as the Statutory Auditors of the Company for the financial year 2016-2017. The Report given by the Statutory Auditors for the Financial Statements for the year ended March 31, 2017 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

Further at the 22<sup>nd</sup> Annual General Meeting of company, the appointment of M/s RANJAN GUPTA & ASSOCIATES, as Statutory Auditor of the Company for the period of five year commencing from the conclusion of this Annual General Meeting of the company at remuneration to be decided mutually is placed for the approval of shareholders.

## **CHANGE THE REGISTERED OFFICE**

During the year under review, the company has changed its registered office from 606, Kailash Building, Kasturba Gandhi Marg, Connaught Place, New Delhi 110001 to Office No.323, third floor, Vardhman Fortune Mall, G.T. Karnal Road, Near Gujarawala Town, Delhi -110033 with effect from 01<sup>st</sup> September 2016.



Further, the company has changed its registered office from Office No.323, third floor, Vardhman Fortune Mall, G.T. Karnal Road, Near Gujarawala Town, Delhi -110033 to 3G Gopala Tower, Rajendra Place, New Delhi-110008 with effect from 01<sup>st</sup> February 2017

### DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

On 31<sup>st</sup> July, 2014, SEBI has passed order no. WTM/RKA/IVD/ID-08/72- 95/2014 dated July 31, 2014 restrained the Company from accessing the securities market and are further prohibiting them from buying, selling or otherwise dealing in the securities market, either directly or indirectly, or being associated with the securities market in any manner, whatsoever, for the period of 3 years.

**In this regard, we would like to inform you that the period of 3 year has elapsed on 30<sup>th</sup> July, 2017. Now the company is free to access securities market or buying, selling or otherwise dealing in the securities market, either directly or indirectly, or being associated with the securities market in any manner, whatsoever.**

### AUDITORS OBSERVATIONS / QUALIFICATIONS

The Auditors observations / qualifications are detailed in the Auditor's Report annexed hereto are self explanatory and be read together with the notes to the accounts in the Schedule annexed to the Account.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

### DIRECTORS' RESPONSIBILITY STATEMENTS

The directors report that

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) 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 at the end of the financial year and of the profit and loss account of the company for that period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENT**

Your Directors would like to express their appreciation for the assistance and co-operation received from the cooperative banks, Government Authorities, customers, vendors and, members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executive's, Staff.

**Date: 30.08.2017**

**Place : Delhi**

**BY ORDER OF THE BOARD  
For VITAL COMMUNICATIONS LIMITED**

**SD/-  
SHYAM SUNDER SABHARWAL  
DIRECTOR  
DIN: 01912767**

**SD/-  
ROOP SINGH  
DIRECTOR  
DIN: 07304997**

**Annexure to the Directors Report Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:**

<b>Sr. No.</b>	<b>Name of Director/KMP and Designation</b>	<b>Remuneration of Director/KMP for FY 2016-17 (Rs.)</b>	<b>% increase in Remuneration in FY 2016-15**</b>	<b>Ratio of Remuneration of Director to Median Remuneration of employees</b>	<b>Ratio of Remuneration of Director to Median Remuneration of Employees</b>
<b>1.</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>

Mr. Roop Singh and Ms. Kalpana had been appointed as the Additional Director of the company w.e.f. 01.08.2016, Ms. Subha Jindal has resigned from the directorship of the company w.e.f 01.08.2016 and Mr. Manoj Kumar has resigned from the Directorship of the company w.e.f 14.02.2017.

The number of permanent employees as on 31st March 2017 was **2**.

Average of remuneration of employees excluding KMPs - Nil

No employee's remuneration for the year 2016-17 exceeded the remuneration of any of the Directors.

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key Managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

**STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 -NOT APPLICABLE**

**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L74899DL1995PLC065076
2.	Registration Date	065076
3.	Name of the Company	Vital Communications Limited
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	Address of the Registered office & contact details	3G, Gopala Tower, IIIrd Floor, Rajendra Place, New Delhi-110008
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link In Time India Pvt. Limited 44, Community Center, 2 <sup>nd</sup> Floor, Naraina Industrial Area, Phase - I, Near PVR Naraina, New Delhi -110028. Tel: 011-41410592, Fax No. 011-41410591

**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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NIL	NIL	NIL

**I. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	N.A.	N.A.	N.A.	Section 2(46) and Section 2(87)(ii)
2	N.A.	N.A.	N.A.	N.A.	Section 2(87)(ii)
3	N.A.	N.A.	N.A.	N.A.	Section 2(6)







Trusts									
<b>Sub-total (B)(2):-</b>	6887600	25362157	3,22,49,757	84.93	6887600	25362157	3,22,49,757	84.93	Nil
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	6887743	31082257	37970000	100%	6887743	31082257	37970000	100%	Nil

**ii) Shareholding of Promoters-**

SN	Shareholder's Name	Shareholding at the beginning of the year (31.03.2016)			Share holding at the end of the year (31.03.2017)			% 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.	Vijay Jhindal	197	0.00	Nil	197	0.00	Nil	Nil
2.	Shubha Jindal	14,55,000	3.83	Nil	14,55,000	3.83	Nil	Nil
3.	Angoori Devi	14,00,046	3.69	Nil	14,00,046	3.69	Nil	Nil
4.	Avisha Credit Capital Limited	15,30,000	4.03	Nil	15,30,000	4.03	Nil	Nil
5.	Master Finlease Limited	13,35,000	3.52	Nil	13,35,000	3.52	Nil	Nil

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

SN	Name of Shareholders	Shareholding at the beginning of the year (31.03.2016)	Cumulative Shareholding during the year (31.03.2017)



		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Vijay Jhindal</b>				
	At the beginning of the year	197	0	197	0
	At the End of the Year	197	0	197	0
2.	<b>Shubha Jhindal</b>				
	At the beginning of the year	14,55,000	3.83	14,55,000	3.83
	At the End of the Year	14,55,000	3.83	14,55,000	3.83
3.	<b>Angoori Devi</b>				
	At the beginning of the year	14,00,046	3.69	14,00,046	3.69
	At the End of the Year	14,00,046	3.69	14,00,046	3.69
4.	<b>Avisha Credit Capital Limited</b>				
	At the beginning of the year	15,30,000	4.03	15,30,000	4.03
	At the End of the Year	15,30,000	4.03	15,30,000	4.03
5.	<b>Master Finlease Limited</b>				
	At the beginning of the year	13,35,000	3.52	13,35,000	3.52
	At the End of the Year	13,35,000	3.52	13,35,000	3.52

**Note :** There is no change in the promoter shareholding during financial year under review.

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (31.03.2016)		Cumulative Shareholding during the year (31.03.2017)	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the

			company		company
<b>1.</b>	<b>Anubhav Communications Pvt. Ltd.</b>				
	At the beginning of the year	5000000	13.17	5000000	13.17
	At the end of the year	5000000	13.17	5000000	13.17
<b>2.</b>	<b>Wisdom Publishing Pvt. Limited</b>				
	At the beginning of the year	2500000	6.58	2500000	6.58
	At the end of the year	2500000	6.58	2500000	6.58
<b>3.</b>	<b>Chanakya Overseas Private Limited</b>				
	At the beginning of the year	2500000	6.58	2500000	6.58
	At the end of the year	2500000	6.58	2500000	6.58
<b>4.</b>	<b>Cosmo Corporate Services Ltd.</b>				
	At the beginning of the year	1880000	4.95	1880000	4.95
	At the end of the year	1880000	4.95	1880000	4.95
<b>5.</b>	<b>Trop Trac Electrodes Pvt. Ltd.</b>				
	At the beginning of the year	1885000	4.96	1885000	4.96
	At the end of the year	1885000	4.96	1885000	4.96
<b>6.</b>	<b>Heritage Corporate Services Limited</b>				
	At the beginning of the year	1876101	4.94	1876101	4.96
	At the end of the year	1876101	4.94	1876101	4.96
<b>7.</b>	<b>Brut Finance Pvt. Ltd.</b>				
	At the beginning of the year	1870207	4.93	1870207	4.93
	At the end of the year	1870207	4.93	1870207	4.93
<b>8.</b>	<b>Virasat Builders &amp; Developers Pvt. Ltd.</b>				
	At the beginning of the year	1860000	4.90	1860000	4.90
	At the end of the year	1860000	4.90	1860000	4.90
<b>9.</b>	<b>Trop Trac Marketing Pvt. Ltd.</b>				

	At the beginning of the year	1850000	4.87	1850000	4.87
	At the end of the year	1850000	4.87	1850000	4.87
10.	<b>Sanjeev Kumar</b>				
	At the beginning of the year	780000	2.05	780000	2.05
	At the end of the year	780000	2.05	780000	2.05

v) *Shareholding of Directors and Key Managerial Personnel:-* NIL

**Director or Key Managerial Personnel does not hold Equity Shares in Our Company.**

SN	Shareholding of each Directors and each Key Managerial Personnel	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	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

#### V) INDEBTEDNESS- NIL

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	12,566,851	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	12,566,851	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
* Addition	-	-	-	-

* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	12,566,851	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	12,566,851	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- NIL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	Gross salary	-	-	-	-
	(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 section 17(3) Income- tax Act, 1961	-	-	-	-
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 OTHER DIRECTORS - NIL

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-

	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - NIL**

SN	Particulars of Remuneration	Key Managerial Personnel			
1	Gross salary	-	-	-	-
	(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 section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**Date: 30.08.2017****Place : Delhi****BY ORDER OF THE BOARD  
For VITAL COMMUNICATIONS LIMITED****SD/-  
SHYAM SUNDER SABHARWAL  
DIRECTOR  
DIN: 01912767****SD/-  
ROOP SINGH  
DIRECTOR  
DIN: 07304997**

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY STRUCTURE AND DEVELOPMENTS

Indian Communication industry is one of the fastest growing in the world. The Industry has witnessed consistent growth during the last year on the back of rollout of tele networks by operators. The booming domestic telecom market has been attracting huge amount of investment which is likely to accelerate with the entry of new players and launch of new service. Consumers are now at peaks on choice of operators and the various kinds of services they desire. Broadband and wireless networks, as well as the likely convergence of various technologies and standards will derive the telecom market growth in India in the coming years.

### Opportunities and Threats:

Mobile Internet and big data will create tremendous opportunities for telecom operators. Mobile internet is expected to be booming in the following three years. Telecom operators control the last mile for all mobile devices to access the Internet, and therefore will share the future profit from the mobile internet market. Currently, telecom operators are advised to enhance customer loyalty and increase the migration cost for changing the mobile numbers and switching service providers. A large user base is the key to winning market share in the mobile internet arena, and telecom operators are able to secure a huge number of low-end users through subsidizing low-cost Android-based devices.

### The Company has indentified the following threats:

- Intense completion due to large number of players.
- Rising price of input.
- Keeping pace with technology change.

### RISK MANAGEMENT

Your Company continues to believe that managing risk is critical for its growth and sustenance. The Company is constantly monitoring and assessing the internal as well as external risk factors associated with day to day operations and thereby mitigating possible risks associated therewith. The Company's business operations are subjected to various risks such as changes in economy, financial risk, internal risk, technology etc.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your management attaches very high importance to corporate governance. The independent directors have full access and Visibility to any details in the company. One of the senior most members of the Board heads the audit committee. Audit committee's recommendations are taken very seriously by the board and implemented in letter and spirit. Commensurate with the size and scale of operations of the company, the company has well set processes and procedures for planning, review, revenue recognition, expenses authorization, capital expenditure approval, risk management, investments etc.

Place: Delhi  
Date: 30.08.2017

**By Order of the Board**  
For VITAL COMMUNICATIONS LIMITED  
Sd/-  
Shyam Sunder Sabharwal  
DIN: 01912767

Sd/-  
Roop Singh  
DIN: 07304997

# REPORT ON CORPORATE GOVERNANCE

As per the disclosure requirements prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Corporate Governance, your Company is complying with the requirements. The report for current year is as follows:

## Company's Philosophy on Corporate Governance

The Company believes in and remains committed to good Corporate Governance. The spirit of corporate governance has remained imbibed in the Company's business philosophy since long. This philosophy is shaped by the values of transparency, professionalism and accountability. Today, your Company's corporate governance practices are driven by strong Board oversight, timely disclosures, transparent accounting policies and high levels of integrity in decision-making.

## Board of Directors

As on 31<sup>st</sup> March, 2017 the Company comprise of three directors

Mr. Shyam Sunder Sabharwal - Non-Executive and Non Independent Director

Mr. Roop Singh - Non-Executive and Independent Director

Ms. Kalpana - Non-Executive and Independent Director

## Number of Board Meetings

The Board met Thirteen (13) times during the year and the maximum time between any two board meetings was not more than 120 Days.

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	28 <sup>th</sup> May, 2016	3	3
2.	1 <sup>st</sup> August, 2016	4	4
3.	13 <sup>th</sup> August, 2016	4	4
4.	29 <sup>th</sup> August, 2016	4	4
5.	30 <sup>th</sup> August, 2016	4	4
6.	01 <sup>st</sup> September, 2016	4	4
7.	22 <sup>nd</sup> September, 2016	4	4
8.	01 <sup>st</sup> October, 2016	4	4
9.	12 <sup>th</sup> November, 2016	4	4
10.	01 <sup>st</sup> February, 2017	4	4
11	13 <sup>th</sup> February, 2017	4	4



12.	14 <sup>th</sup> February, 2017	3	3
13.	23 <sup>rd</sup> February, 2017	3	3

### **Directors' Attendance Record and Directorships Held**

The Board is properly constituted as per Clause the Listing Agreement and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors are members of neither more than ten Board level Committees nor are they Chairman of more than five Committees in which they are members. Annexure 1 gives the details of the composition of the Board, attendance and details of Committee Membership and Committee Chairmanship.

### **Annexure 1 -Composition of the Board of Directors**

Name of the Directors	Category	Number of Board Meetings attended		Last AGM	No. of other Directorships* (Public Limited)
		Held	Attended		
Shyam Sunder Sabharwal	Director	13	13	Yes	Nil
Roop Singh	Director	12	12	Yes	2
Kalpana	Director	12	12	Yes	Nil

\*During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jhindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016. Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017

\*The Directorships held by the Directors do not include Directorship of foreign companies and private limited companies.

### **Code of Conduct**

The Board has laid down a code of conduct for all Board members and designated senior management of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer (CEO) to this effect is enclosed at the end of this report.

### **Information Supplied to the Board**

The Board has complete access to all information with the Company. Adequate information is circulated as part of the agenda papers and also placed at the meeting to enable the Board to take an informed decision. Inter-alia, the following information is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting.

- Annual operating plans & budgets and any update thereof.
- Quarterly results of the Company and operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non compliances.

## **Committees of the Board**

### **Audit Committee**

- i) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges read with Section 177 of the Companies Act, 2013.
- ii) The terms of reference stipulated by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows:
  - Overseeing the Company's financial reporting process and the disclosure of its financial information so as to ensure that the financial statements depict a true and fair view of the Company's affairs.
  - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
  - Reviewing with management the Annual Financial Statements before submission to the board, focusing primarily on:
    - (i) Any changes in accounting policies and practices,
    - (ii) Major accounting entries based on exercise of judgment by Management,
    - (iii) Qualifications in draft Audit Report,
    - (iv) Significant adjustments arising out of Audit,
    - (v) The going concern assumption,
    - (vi) Compliance with Accounting Standards,
    - (vii) Compliance with Stock Exchange and legal requirements concerning financial statements and
    - (viii) Any related party transaction 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 Company at large.
  - Reviewing with the Management, External and Internal Auditors, the adequacy of Internal Control Systems.
  - Reviewing the adequacy of Internal Audit Functions.
  - Discussion with Internal Auditors any significant findings and follow up there on.
  - Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board.
  - Discussion with External Auditors before the audit Commences, about the nature and scope of audit as well as the post-audit discussion to ascertain any area of concern.
  - Reviewing the Company's financial and risk management policies. To look into the reasons for substantial defaults in the payment to the creditors.

### **COMPOSITION AND MEETINGS OF AUDIT COMMITTEE**

During the year ended on 31st March, 2017, the composition of Audit Committee has been as under:

- |                               |               |
|-------------------------------|---------------|
| a) Mr. Shubha Jindal*         | (Chairperson) |
| b) Mr. Shyam Sunder Sabharwal | (Member)      |
| c) Mr. Manoj Kumar *          | (Member)      |
| d) Mr. Roop Singh*            | (Member)      |
| c) Mr. Kalpana*               | (Chairperson) |

The Chairman of the Audit Committee is Ms. Kalpana.

During the financial year 2016-17, Four (4) meeting of Audit Committee was held i.e. 28.05.2016, 13.08.2016, 12.11.2016 and 13.02.2017

\*During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016. Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017

### **COMPOSITION AND MEETINGS OF NOMINATION & REMUNERATION COMMITTEE**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

#### **COMPOSITION**

- |                               |               |
|-------------------------------|---------------|
| a) Mr. Shubha Jindal*         | (Member)      |
| b) Mr. Shyam Sunder Sabharwal | (Chairman)    |
| c) Mr. Manoj Kumar *          | (Member)      |
| d) Mr. Roop Singh*            | (Member)      |
| c) Mr. Kalpana*               | (Chairperson) |

The Chairman of the Nomination and Remuneration Committee is Ms. Kalpana.

During the financial year 2016-17, Four (4) meeting of Nomination and Remuneration Committee was held i.e. 28.05.2016, 13.08.2016, 12.11.2016 and 13.02.2017

\*During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016. Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017

### **COMPOSITION AND MEETINGS OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Composition and terms of reference of the Committee satisfy the requirements Section 178 of the Companies Act, 2013. The Committee met 4 times during the financial year 2016-17 on 28.05.2016, 13.08.2016, 12.11.2016, and 13.02.2016 and following is the composition:

#### **COMPOSITION**

- |                               |               |
|-------------------------------|---------------|
| a) Mr. Shubha Jindal*         | (Chairperson) |
| b) Mr. Shyam Sunder Sabharwal | (Member)      |
| c) Mr. Manoj Kumar *          | (Member)      |
| d) Mr. Roop Singh*            | (Member)      |

c) Mr. Kalpana\*`

(Chairperson)

The Chairman of the Stakeholder Relationship Committee is Ms. Kalpana.

\*During the year under review, Mr. Roop Singh and Ms. Kalpana has been Appointed as Additional Director of the company with effect from 01<sup>st</sup> August, 2016 and Ms. Shubha Jindal has resigned from the post of Directorship w.e.f 01<sup>st</sup> August, 2016. Further, Mr. Manoj Kumar has also resigned from the post of Directorship w.e.f 14<sup>th</sup> February 2017

### **Market price**

The trading activity of the Company has been suspended on BSE Limited due to some Penal Reason.

### **Compliance officer**

Mr. Shyam Sunder Sabharwal is the Compliance officer of the Company.

### **CORPORATE GOVERNANCE AND SHAREHOLDERS' INFORMATION**

Your Company has taken adequate steps to adhere to all the stipulations laid down in the Listing Agreement and disclosure requirements prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report.

Certificate from the Statutory Auditors of the company M/s G.P.KESHRI & ASSOCIATES, Chartered Accountants, confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

### **WHISTLE BLOWER POLICY**

Your Company has a vigil mechanism in place namely, Whistle Blower Policy (GWB) to provide platform to Directors and Employees to raise concerns regarding any discrimination, victimization, irregularity, misconduct, unethical matters and other unfair practices.

The Group Whistle Blower policy as approved by the Board of Directors is uploaded on the Company's website <http://vitalcommunicationsltd.com>

### **DISCLOSURES:**

(a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years except penalty levied imposed by BSE Limited due to delay in submission of quarterly compliances.

## FINANCIAL CALENDAR

Tentative calendar of events for the financial year 2016-17 (April to March) is as under: Adoption of half yearly Financial Results for:

---

**Financial Calendar (Tentative) Results for the quarter ending  
September 30, 2017 Upto 14<sup>th</sup> November, 2017**

**December 31, 2017 Upto 14<sup>th</sup> February, 2018**

**March 31, 2018 Upto 30<sup>th</sup> May, 2018**

---

## GENERAL BODY MEETINGS

### Location and time of General Meetings held in the last 3 years

Year	Date	Venue of Meeting	Time	Special Resolution passed in previous AGM
2016	29/09/2016	NAV KAR TIRTH ATISEY KSETRA, VILLAGE NEELWAL NEAR MAHAVIDAY KSETRA, GHEVRA MORE, ROHTAK ROAD, DELHI	09:00 A.M	Yes
2015	30/09/2015	NAV KAR TIRTH ATISEY KSETRA, VILLAGE NEELWAL NEAR MAHAVIDAY KSETRA, GHEVRA MORE, ROHTAK ROAD, DELHI	10:00 A.M	No
2014	29/09/2014	RETREAT ' MOTEL/RESORT, ALIPUR, MAIN G.T. ROAD, NEAR PALLA MOD, DELHI - 110036	09:30 A.M	No

\*No Postal Ballot was conducted during the Year.

## MEANS OF COMMUNICATION

Quarterly, half-yearly and annual financial results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board and are published in the newspaper as per the provisions of Listing Agreement. The results of the Company are also made available on the Company's website i.e. <http://vitalcommunicationsltd.com>

## DISTRIBUTION OF SHAREHOLDING AS AT MARCH 31, 2017

No. of equity shares held	No. Of Shareholders	No. Of Shares
10001 and above	158	26586144
5001 - 10000	153	1204308
2001 - 5000	547	4312124

1001 - 2000	562	969101
501 - 1000	926	866579
Less than 500 shares	2279	4031744
<b>Total</b>	<b>4625</b>	<b>37970000</b>

### **Listing Fees**

The Company had paid listing fees to the Exchange and depositories for the year 2016-17.

### **Cases of Non-Compliances / Penalties**

There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of imposition of penalties or strictures by SEBI or the Stock Exchanges does not arise except penalty levied imposed by Stock Exchanges due to delay in submission of quarterly compliances.

### **Risk Management**

The Company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report in Management Discussion and Analysis.

### **ADDRESS FOR CORRESPONDENCE**

3G Gopala Tower , IIIrd Floor, Rajendra Place  
New Delhi-110008  
Email: [vitalcom2007@yahoo.com](mailto:vitalcom2007@yahoo.com)  
Website: <http://vitalcommunicationsltd.com/>  
Corporate Identity Number (CIN) L74899DL1995PLC065076

### **CEO / CFO CERTIFICATION**

Compliance Certificate under Regulation 17(8) Under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the CEO/CFO Certification is provided in the Annual Report.

### **GREEN INITIATIVE IN THE CORPORATE GOVERNANCE**

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling annual general meeting, Corporate Governance Report, Directors Report, audited Financial statements, auditor's report etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and transfer agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

### **PROFILE OF THE DIRECTORS WHO ARE APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreements)



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

To,  
The Members,  
**VITAL COMMUNICATIONS LIMITED**  
**3G , GOPALA TOWER,**  
**IIIrd FLOOR, RAJENDRA PLACE,**  
**NEW DELHI-110008**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vital Communications Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the Company’s 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB). (**Not Applicable during the Audit period**)
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) viz. :-
  - 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 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15<sup>th</sup> May 2015);
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- d. 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;
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during Audit period as the Company has not introduced any such Scheme);**
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(Not applicable to the Company during Audit period as the Company has not issued any Debt Securities);**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009**(Not applicable to the Company during Audit period as the Company has not delisted /proposes to de-list any equity shares from any stock Exchange)**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998**(Not applicable to the Company during Audit period as the Company has not brought back / proposed to Buy back any Securities);**

(vi) Employee Provident Fund and Miscellaneous Provisions Act, 1952; **(Not Applicable during the Audit period)**

(vii) Air (Prevention & Control of Pollution) Act, 1981, Water (Prevention & Control of Pollution) Act, 1974 and Environment Protection Act, 1986; **(Not Applicable during the Audit period)**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to meeting of Board of Directors (SS-1) and general meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective from 1<sup>st</sup> July, 2015.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and NSE Limited.

For examining compliance of Accounting Standards, Income-tax Act, Sales Tax Act, VAT, Service Tax, Excise Duty and Entry Tax, the report of Statutory Auditor has been referred.

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

1. *During the period under review, the company has not appointed the Chief financial officer pursuant to the provisions of section 203 of Companies Act, 2013.*
2. *During the period under review, The Company has not appointed any Company Secretary for the financial year 2016-17.*
3. *During the period under review, The Company has not appointed any MD/MANAGER/CEO/ WTD pursuant to the provisions of section 203 of Companies Act, 2013 after 14/02/2017 to 31/03/2017.*
4. *During the period under review, there are some instances where the Company has filed delay intimations/Compliances to BSE Limited & National Stock Exchange Limited and Registrar of Companies, NCT of Delhi and Haryana.*
5. *The management of the Company has reported and certified that the Company has obtained requisite approvals for grant of inter corporate loans and advances and investment to any party and complied*

*with the provisions of Section 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.*

6. *During the period under review, The Company has not filed form ADT-1 with the ROC for appointment of Statutory Auditor for the financial year 2016-17 as per section 139 of Companies Act, 2013.*
7. *During the period under review, Company has a status of suspended Due to penal reason on BSE Limited.*
8. *During the period under review, The Company has not filed form MGT-14 with ROC for approval of Directors Report.*
9. *During the period under review, the Company has not appointed the Internal Auditor pursuant to the provisions of section 138 of the Companies Act, 2013.*
10. *During the period under review, the company has not appointed any Independent Director for period of 01/04/2016 to 31/07/2016 pursuant to the provisions of section 149(6) of Companies Act, 2013 However, independent directors were introduced as on 01/08/2016.*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors **except appointment of MD/MANAGER/CEO/WTD 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 provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I 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.

**I further report that** during the audit period there has been no events/ actions having major bearing on the Company's affairs.

**Place: New Delhi  
Date: 30/08/2017**

**For Sumit Gupta & Associates  
Company Secretaries  
Sd-  
Sumit Gupta  
Prop.  
ACS No. : A29247  
C P No.: 10542**

**COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) UNDER SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, Shyam Sunder Sabharwal, one of the Directors of the company certify that:

a) I have reviewed financial statements for the financial year ended on 31<sup>st</sup> March, 2017 and that to the best of my knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year 31<sup>st</sup> March, 2017 which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) I have indicated to the Auditors and the Audit Committee:

- i. significant changes in internal control over financial reporting during the year;
- ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii. there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**PLACE: NEW DELHI  
DATE: 30.08.2017**

**BY ORDER OF THE BOARD  
For VITAL COMMUNICATIONS LIMITED  
SD/-  
SHYAM SUNDER SABHARWAL  
DIRECTOR  
DIN NO. 01912767**

## Auditors' Certificate on Corporate Governance

To,

**THE MEMBERS**

**VITAL COMMUNICATIONS LIMITED,**

We have examined the compliance of conditions of Corporate Governance by Vital Communications Limited, for the year ended on 31st March 2017, with the relevant records and documents maintained by the Company furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, and the representation made by the management, we certify that the company has complied with the conditions mentioned in the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as referred to in Regulations 15(2) of Listing Regulations for the period 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017, However Company has not appointed CFO during the financial year.

As required by the guidance note on certification of corporate governance issued by the Institute of Chartered Accountants of India, we state that the share registry department of the company has certified that as at 31st March, 2017 there were no investor grievances remaining unattended/pending for more than thirty days.

We state that 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 G.P.Keshri & Associates.

Chartered Accountants

SD/-

(CA. Gopal Prasad Keshri)

Partner

FRN: 017251N

M.NO.: 098476

Place: New Delhi

Date: 30.08.2017

## CODE OF CONDUCT

### DECLARATION

It is hereby declared that all Board members and senior management personnel have affirmed compliance with the Code of Conduct for the Directors and senior management of the Company in respect of the financial year ended March 31, 2017.

**DATE: 30.08.2017**

**PLACE : DELHI**

**For VITAL COMMUNICATIONS LIMITED**

**SD/-**

**SHYAM SUNDER SABHARWAL**

**DIRECTOR**

**DIN NO. 01912767**



# **G.P. KESHRI & ASSOCIATES**

## **CHARTERED ACCOUNTANTS**

A-215,5 CHAWALA COMPLEX, VIKAS MARG SHAKARPUR, DELHI-110092

---

### **INDEPENDENT AUDITORS' REPORT**

**TO,  
THE MEMBERS  
M/S VITAL COMMUNICATIONS LTD.**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **VITAL COMMUNICATIONS LTD.** (CIN: L74899DL1995PLC065076) ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the 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 (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) 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) The Company has provided requisite disclosures in its financial statements dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note **30** to the financial statements.

**For G.P.Keshri & Associates.**

**Chartered Accountants**

**Sd-**

**(CA. Gopal Prasad Keshri)**

**Partner**

**FRN: 017251N**

**M.NO.: 098476**

**Place: New Delhi**

**Date: 30.05.2017**



**VITAL COMMUNICATIONS LTD.**

**“Annexure A” to the Independent Auditors’ Report**

**Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:**

1. (a) Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;  
  
(b) As explained to us, the management has physically verified the fixed assets during the year and there is a regular programme of verification which, in our opinion, is reasonable having regards to the size of the company and the nature of the assets. No discrepancies were noticed on such verification.
2. (a) Company does not have any inventory at the end of the year.  
  
(b) In view of our comment in paragraph (a) above, clause (ii) (a) (b) and (c) of paragraph 2 of the aforesaid order are not applicable to the company.
3. (a) Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.  
  
(b) in view of our comment in paragraph (a) above, clause (iii) (a) and (b) of paragraph 3 of the aforesaid order are not applicable to the company.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
5. Company has not accepted deposits from public. Hence provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, do not apply to this company.
6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act for any of the products manufactured/services rendered by the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth tax, Sales tax, Excise Duty, Cess, Employees’ State Insurance and Investor Education and Protection Fund.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.

(c) According to the records of the Company, there were no amount which were required to be transferred to investor education and protection fund. Therefore, the provision of clause 3 (viii) (c) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For G.P.Keshri & Associates.  
Chartered Accountants  
Sd-  
(CA. Gopal Prasad Keshri)  
Partner  
FRN: 017251N  
M.NO.: 098476

Place: New Delhi  
Date: 30.05.2017

## **VITAL COMMUNICATIONS LTD.**

### **“Annexure B” to the Independent Auditors’ Report**

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

We have audited the internal financial controls over financial reporting of **Vital Communications Limited** (“the Company”) as of March 31, 2016 in conjunction with our audit of the 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”. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

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

For G.P.Keshri & Associates.

Chartered Accountants

Sd-

(CA. Gopal Prasad Keshri)

Partner

FRN: 017251N

M.NO.: 098476

Place: New Delhi

Date: 30.05.2017

**VITAL COMMUNICATIONS LIMITED**  
**3G , GOPALA TOWER, IIIrd FLOOR, RAJENDRA PLACE, NEW DELHI-110008**  
**CIN: L74899DL1995PLC065076**  
**BALANCE SHEET AS AT 31 March 2017**

Particulars	Note	As at 31.03.2017	As at 31.03.2016
		-	-
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	<b>2</b>	379,700,000	379,700,000
(b) Reserves and surplus	<b>3</b>	23,107,512	23,550,331
(c) Money received against share warrants		-	-
<b>2 Share application money pending allotment</b>		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	<b>4</b>	12,566,851	12,566,851
(b) Deferred tax liabilities (Net)		507,387	476,963
(c) Other Long term liabilities	<b>5</b>	-	-
(d) Long-term provisions	<b>6</b>	-	-
<b>4 Current liabilities</b>			
(a) Short-term borrowings	<b>7</b>	-	-
(b) Trade payables		-	-
(c) Other current liabilities	<b>8</b>	2,273,850	2,264,927
(d) Short-term provisions		-	-
<b>TOTAL</b>		<b>418,155,600</b>	<b>418,559,072</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	<b>9</b>	9,793	23,428
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		77,500,000	77,500,000
(iv) Intangible assets under development		-	-
(b) Non-current investments	<b>10</b>	105,500,000	105,500,000
(c) Long-term loans and advances	<b>11</b>	67,430,219	67,430,219
(d) Other non-current assets		-	-
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	<b>12</b>	95,178,350	95,178,350
(d) Cash and cash equivalents	<b>13</b>	1,287,238	927,075
(e) Short-term loans and advances	<b>14</b>	71,250,000	72,000,000
(f) Other current assets (Misc. exps)		-	-
<b>TOTAL</b>		<b>418,155,600</b>	<b>418,559,072</b>
The accompanying notes are an integral part of the financial			

As per our Report of even date

For G.P.KESHRI & ASSOCIATES  
CHARTERED ACCOUNTANTS

For VITAL COMMUNICATION LIMITED

Sd-

(GOPAL PRASAD KESHRI)  
PARTNER  
MEMBERSHIP NO. 098476  
FRN: 017251N

Sd-

ROOP SINGH  
SABHARWAL  
(Director)  
DIN: 07304997

Sd-

SHYAM SUNDER  
(Director)  
DIN: 01912767

PLACE : NEW DELHI

DATE : 30.05.2017

**VITAL COMMUNICATIONS LIMITED**  
**3G , GOPALA TOWER, IIIrd FLOOR, RAJENDRA PLACE, NEW DELHI-110008**  
**CIN: L74899DL1995PLC065076**  
**PROFIT AND LOSS ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2017**

Particulars	Notes	As at 31.03.2017	As at 31.03.2016
		-	-
I. Revenue from operations	15	-	-
II. Other income	16	-	-
<b>III. Total Revenue (I + II)</b>		-	-
IV. Expenses:			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense		-	-
Finance costs	17	-	-
Depreciation and amortization expense	9	13,635	13,635
Preliminary Expenses W/off		-	-
Other expenses	18	398,760	640,856
Total expenses		<b>412,395</b>	<b>654,491</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>(412,395)</b>	<b>(654,491)</b>
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		(412,395)	(654,491)
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>(412,395)</b>	<b>(654,491)</b>
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		30,424	36,380
<b>XI Profit (Loss) for the period from continuing operations (IX-X)</b>		<b>(442,819)</b>	<b>(690,871)</b>
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>(442,819)</b>	<b>(690,871)</b>
XVI Earnings per equity share:			
(1) Basic		(0.0117)	(0.0182)



(2) Diluted		(0.0117)	(0.0182)
-------------	--	----------	----------

The accompanying notes are an integral part of the financial statements

As per our Report of even date  
For G.P.KESHRI & ASSOCIATES  
CHARTERED ACCOUNTANTS

For VITAL COMMUNICATION LIMITED

Sd-  
(GOPAL PRASAD KESHRI)  
PARTNER  
MEMBERSHIP NO. 098476  
FIRM REGD.NO. 017217N

Sd-  
ROOP SINGH  
(Director)  
DIN: 07304997

Sd-  
SHYAM SUNDER  
SABHARWAL  
(Director)  
DIN: 01912767

PLACE : NEW DELHI  
DATE : 30.05.2017

**VITAL COMMUNICATIONS LIMITED**  
**3G , GOPALA TOWER, IIIrd FLOOR, RAJENDRA PLACE, NEW DELHI-110008**  
**CIN: L74899DL1995PLC065076**

**Cash Flow Statement**

**For the Year Ending 31-Mar-2017**

Particulars	Amounts '000'	Amounts '000'
	As at 31.03.2017	As at 31.03.2016
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	(412.39)	(654.49)
<b>Adjustment for:</b>		
Add: Depreciation	13.64	13.64
Add: Preliminary Expenses	-	-
<b>Operating Profit before Working capital changes</b>	<b>(398.76)</b>	<b>(640.86)</b>
<b>Adjustments for:</b>		
Decrease (Increase) in Trade & Other Receivables	-	-
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Long term Loans & Advances	-	550.00
Decrease (Increase) in Loans & Advances	-	-
Increase (Decrease) in Current Liabilities	8.92	(7.70)
<b>Net Changes in Working Capital</b>	<b>8.92</b>	<b>542.30</b>
<b>Cash Generated from Operations</b>	<b>(389.84)</b>	<b>(98.56)</b>
<b>Taxes</b>	-	
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(389.84)</b>	<b>(98.56)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Repayment / (Increase) of Loan & Advances	750.00	500.00
Sale / (Purchase) of Fixed Assets	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>750.00</b>	<b>500.00</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of share capital and Proceeds from Share Application Money	-	-
Increase / (Repayment) of Secured/unsecured loans	-	-
Preliminary Expenses incurred	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents ( A+B+C )</b>	<b>360.16</b>	<b>401.44</b>

Cash and cash equivalents at the beginning of the year / Period	<b>927.07</b>	<b>525.63</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>1,287.24</b>	<b>927.07</b>

**\* Note:** The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.

As per our Report of even date

For G.P.KESHRI & ASSOCIATES  
CHARTERED ACCOUNTANTS

For VITAL COMMUNICATION  
LIMITED

Sd  
(CA GOPAL PRASAD KESHRI )  
PARTNER  
MEMBERSHIP NO. 098476  
FIRM REGD.NO. 017217N

Sd-  
ROOP SINGH  
(Director)  
DIN: 07304997

Sd0  
SHYAM SUNDER SABHARWAL  
(Director)  
DIN: 01912767

PLACE : NEW DELHI  
DATE : 30.05.2017

**VITAL COMMUNICATIONS LIMITED**Notes to financial statements for the year ended 31st  
March,2017

CIN: L74899DL1995PLC065076

**NOTE 2: SHARE CAPITAL****Break up of Share Capital**

<u>Share Capital</u>	As at 31.03.2017		As at 31.03.2016	
	Number	Amount (Rs.)	Number	Amount (Rs.)
<b>Authorised</b>				
41000000 Equity Shares of Rs10/- each	<b>41,000,000</b>	<b>410,000,000</b>	<b>41,000,000</b>	<b>410,000,000</b>
<b>Issued, Subscribed &amp; Paid up</b>				
37970000 Equity Shares of Rs 10/- each fully paid	37,970,000	379,700,000	37,970,000	379,700,000
(10000000 Equity Shares of Rs.10/- allotted on Preferential basis under SWAP Arrangement)				
(2000000 Equity Shares of Rs.10/- allotted on Preferential basis to Promotors PAC's for Cash)				
(15000000 Equity Shares of Rs.10/- allotted by way of Conversion of Loan into Equity)				
	<b>37,970,000</b>	<b>379,700,000</b>	<b>37,970,000</b>	<b>379,700,000</b>

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

Particulars	As at 31.03.2017		As at 31.03.2016	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares outstanding at the beginning of the year	37,970,000	379,700,000	37,970,000	379,700,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	37,970,000	379,700,000	37,970,000	379,700,000

**(b) Terms/ rights attached to equity shares**

The company has only one class of equity shares having 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.

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

Name of Shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares held	%	No. of Shares held	%
Anupama Communication Pvt.Ltd	5000000	13.17	5000000	13.17
Wisdom Publishing Pvt.Ltd	2500000	6.58	2500000	6.58
Chanakya Overseas Pvt.Ltd	2500000	6.58	2500000	6.58

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

### NOTE 3: RESERVES & SURPLUS

<u>Reserves &amp; Surplus</u>	As at 31.03.2017	As at 31.03.2016
-	-	-
<b>Capital Reserves</b>		
Opening Balance	8,001,500	8,001,500
<b>Securities Premium Account</b>		
Opening Balance	35,800,000	35,800,000
Add : Securities premium credited on Share issue		
<b>Surplus</b>		
<b><u>Opening balance</u></b>	(25,251,169)	(24,560,298)
(+) Net Profit/(Net Loss) For the current year	(442,819)	(690,871)
(+) Transfer from Reserves	5,000,000	5,000,000
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
<b>Closing Balance</b>	<b>(25,693,988)</b>	<b>(25,251,169)</b>
<b>Total</b>	<b>23,107,512</b>	<b>23,550,331</b>

### NOTE 4 : LONG TERM BORROWINGS

<u>Long Term Borrowings</u>	As at 31.03.2017	As at 31.03.2016
-	-	-
<b><u>Secured</u></b>		
<b>Term loans</b>		
<b>A) Working Capital Loan from Punjab &amp; Sindh bank</b> (Secured By Punjab and Sindh Bank)	1,224,048	1,224,048
<b>B) From Uttar Pradesh Financial Corporation</b> (Secured against personal guarantee of Ex-Managing Directors)	11,342,803	11,342,803
<b>Total</b>	<b>12,566,851</b>	<b>12,566,851</b>

**NOTE 5: OTHER LONG TERM LIABILITIES**

<b><u>Other Long Term Liabilities</u></b>		<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-	-
(a)	Trade Payables	-	-
(b)	Others	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>

**NOTE 6: LONG TERM PROVISIONS**

<b><u>Long Term Provisions</u></b>		<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-	-
(a)	Provision for employee benefits	-	-
(b)	Others (Specify nature)	-	-
<b>Total</b>		<b>-</b>	<b>-</b>

**NOTE 7: SHORT TERM BORROWINGS**

<b><u>Short Term Borrowings</u></b>		<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-	-
<b><u>Secured</u></b>			
(a)	Loans repayable on demand		
(b)	Loans and advances from related parties		
(c)	Deposits	-	-
(d)	Other loans and advances (specify nature)	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)			
<b><u>Unsecured</u></b>			
<b>Total</b>		<b>-</b>	<b>-</b>

**NOTE 8: OTHER CURRENT LIABILITIES**

<b><u>Other Current Liabilities *</u></b>		<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-	-
(a)	Current maturities of long-term debt	-	-
(b)	Current maturities of finance lease obligations	-	-
(c)	Interest accrued but not due on borrowings	-	-
(d)	Interest accrued and due on borrowings	-	-
(e)	Income received in advance	-	-
(f)	Unpaid dividends	-	-

(g) Application money received for allotment of securities and due for refund :	-	-
<b>(j) Other payables (specify nature)</b>		
Link Intime India Pvt. Ltd	-	-
Bahubali Finlease Pvt Ltd.	-	-
Salary Payable	-	-
Provision for Gratuity	56,500	56,500
CDSL Fees Payable	-	-
Liability (Authorised Capital)	2,200,000	2,200,000
Audit Fees Payable	17,350	8,427
Sundry Payables (as per Details attached)	-	-
<b>Total</b>	<b>2,273,850</b>	<b>2,264,927</b>

**NOTE 10: NON CURRENT INVESTMENTS**

Particulars	As at 31.03.2017	As at 31.03.2016
	-	-
<b>Trade Investments</b>		
(a) Investment Properties	-	-
(b) Other non-current investments	105,500,000	105,500,000
<b>Total (A)</b>	<b>105,500,000</b>	<b>105,500,000</b>
<b>Other Investments (Refer B below)</b>		
(a) Other non-current investments (specify nature)	-	-
<b>Total (B)</b>	-	-
<b>Grand Total (A + B)</b>	<b>105,500,000</b>	<b>105,500,000</b>
Less : Provision for dimunition in the value of Investments	-	-
<b>Total</b>	<b>105,500,000</b>	<b>105,500,000</b>

**NOTE 11: LONG TERM LOANS AND ADVANCES**

Long Term Loans and Advances	As at 31.03.2017	As at 31.03.2016
	-	-
<b>a. Capital Advances</b>	-	-
<b>b. Security Deposits</b>		
<b>c. Loans and advances to related parties</b>		
<b>d. Other loans and advances (specify nature)</b>		
Secured, considered good	-	-
Unsecured, considered good (as per details)	67,430,219	67,430,219
Doubtful	-	-
Less: Provision for _____	-	-

	-	-
<b>TOTAL</b>	<b>67,430,219</b>	<b>67,430,219</b>

**NOTE 12: TRADE RECEIVABLES**

<b>Trade Receivables</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	<u>95,178,350</u>	<u>95,178,350</u>
Secured, considered good	-	-
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
<b>Total</b>	<b>95,178,350</b>	<b>95,178,350</b>

**NOTE 13: CASH AND CASH EQUIVALENTS**

<b>Cash and cash equivalents</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-
a. Balances with banks*	12,682	137,519
This includes:		
<b><u>Bank deposits with more than 12 months maturity</u></b>	322,535	322,535
b. Cheques, drafts on hand	-	-
c. Cash on hand*	952,021	467,021
d. Bank Balance	-	-
e. Others (specify nature)	-	-
	<b>1,287,238</b>	<b>927,075</b>

\*Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated.



**NOTE:14 SHORT TERM LOANS AND ADVANCES**

Short -term loan and Advances	As at	As at
	31.03.2017	31.03.2016
<b>a. Loans and advances to related parties</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less:Provision for doubtful loans and advances	-	-
		-
		-
<b>b. Others (specify nature)</b>		
Goldline International Finvest Ltd	71,250,000	72,000,000
<b>1. Securities</b>	-	-
<b>2. TDS Receivable</b>	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
		-
Doubtful	-	-
Less:Provision for _____	-	-
		-
<b>TOTAL</b>	<b>71,250,000</b>	<b>72,000,000</b>

**NOTE 15: REVENUE FROM OPERATIONS**

Particulars	As at 31.03.2017	As at 31.03.2016
	-	-
Sale of products	-	-
Sale of services	-	-
Other operating revenues	-	-
<u>Less:</u>		
Excise duty	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE 16: OTHER INCOME**

Particulars	As at 31.03.2017	As at 31.03.2016
	-	-
Interest Income (in case of a company other than a finance company)	-	-
Dividend Income	-	-
Net gain/loss on sale of investments	-	-
Other non-operating income (net of expenses directly attributable to such income)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE 17: FINANCE COST**

<b>Particulars</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-
Interest expense	-	-
Other borrowing costs	-	-
Applicable net gain/loss on foreign currency transactions and translation	-	-
<b>Total</b>	-	-

**NOTE 18: OTHER EXPENSES****Break up of payments to Auditor**

<b>Payments to the auditor as</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-
Auditors Remuneration	-	-
<b>Total (A)</b>	-	-

**Other Items- Special disclosure (DEPENDING ON THE CASE)**

<b><u>Particulars</u></b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	-	-
Advertisement Expenses	42,340	36,240
Audit Fees	17,350	8,427
Communication Expenses	-	-
Legal and Professional Expenses	147,087	74,987
Web Charges	-	4,400
Custodian Charges	94,050	103,050
Listing Fees	-	229,000
Filing Fees	9,900	67,114
Misc Exps	1,120	102,200
Printing and Stationary Charges	-	2,041
Bank Charges	1,233	114
Professional Charges	-	-
Rent	77,000	-
General & Miscellaneous Expenses	8,680	-
Insurance Exps	-	13,283
<b>Total (B)</b>	<b>398,760</b>	<b>640,856</b>



Copyrights, and patents and other intellectual property rights, services and operating rights	-	-	-	-	-	-	-	-	-	-	-
Recipes, formulae, models, designs and prototypes	-	-	-	-	-	-	-	-	-	-	-
Licenses and franchise	-	-	-	-	-	-	-	-	-	-	-
Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-
<b>Total (B)</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Capital Work In Progress</b>											
<b>Total (C)</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Intangible assets under Development</b>											
<b>Total</b>	<b>126,518,007</b>	<b>-</b>		<b>126,518,007</b>	<b>26,494,579</b>	<b>13,635</b>	<b>-</b>	<b>-</b>	<b>126,508,214</b>	<b>23,428</b>	<b>9,793</b>

**VITAL COMMUNICATIONS  
LIMITED**

**NON CURRENT INVESTMENTS**

<b>Particulars</b>	<b>31.03.12</b>	<b>31.03.11</b>
	-	-
<b>Trade Investments</b>		
(a) Investment Properties	-	
(h) Other non-current investments	105,500,000.00	105,500,000.00
<b>Total (A)</b>	<b>105,500,000.00</b>	<b>105,500,000.00</b>
<b>Other Investments (Refer B below)</b>		
(a) Investment Properties	-	
<b>Total (B)</b>	-	
<b>Grand Total (A + B)</b>	<b>105,500,000.00</b>	<b>105,500,000.00</b>
Less : Provision for dimunition in the value of Investments	-	
<b>Total</b>	<b>105,500,000.00</b>	<b>105,500,000.00</b>

VITAL COMMUNICATIONS LIMITED

CIN: L74899DL1995PLC065076

Annexure - A

2016-17

Details of Dep. allowable as per Income Tax Act

S.No.	Name of Assets	Rate of Dep. %	WDV AS ON	ADDITION/ DELETION		BALANCE	Depreciation	WDV as on
			01.04.2016	BEFORE	AFTER	AS ON	Allowable	31.03.2017
				30.09.2016	30.09.2016	31.03.2017		
1	Plant & Machinery	15%	379,250.25	-	-	379,250.25	56,887.54	322,362.71
2	Furniture & Fixtures	10%	77,833.78	-	-	77,833.78	7,783.38	70,050.40
3	Car	15%	297,109.71	-	-	297,109.71	44,566.46	252,543.26
4	Office Equipments	10%	27,239.01	-	-	27,239.01	2,723.90	24,515.11
5	Digital Content	60%	224.45	-	-	224.45	134.67	89.78
	<b>Total</b>		<b>781,657.21</b>	-	-	<b>781,657.21</b>	<b>112,095.94</b>	<b>669,561.26</b>

VITAL COMMUNICATION LIMITED

CIN: L74899DL1995PLC065076

**Note: 1**

**SIGNIFICANT ACCOUNTING POLICIES:**

**(1) Basis of Accounting**

The accounts have been prepared on the basis of historical costs and in accordance with applicable accounting standards except where otherwise stated. The company has adopted accrual method of accounting.

**(2) Fixed Assets**

- I. Fixed Assets are stated at cost less depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use.
- II. Expenditure for additions, improvements and renewals are capitalised and expenditure for maintenance and repairs is charged to the Profit & Loss Account. When assets are sold or discarded, their cost and accumulated depreciation is removed from the accounts and any gain or loss, resulting from their disposal is included in the Profit & Loss Account.
- III. Capital work-in-progress

Advances paid towards the acquisition of fixed assets, and the cost of assets not put to use before the year-end, are disclosed with the capital work-in-progress.

**(3) Depreciation**

Depreciation is provided on SLM basis at the rate prescribed the Companies Act, 2013.

**(4) Inventories**

Inventories are valued at the lower of cost or estimated net realisable value.

**(5) Revenue Recognition**

- (i) Sales are net of Tax, where applicable.
- (ii) Expenses are net of recoveries where applicable.

**(6) Foreign Currency Transaction**

- (i) Transactions in Foreign Currencies for Import of Material are converted at the rates prevailing on the date of transaction.
- (ii) Current Assets realizable in Foreign Currency and Liabilities payable in Foreign Currency (other than for the Purchase of Fixed Assets) are not restated at the year end, however the exchange gain/loss arising out of the rates prevailing on the date of remittance is taken effected.

- (iii) No liabilities incurred for the acquisition of Fixed Assets, the loss or gain arising on account of difference in exchange rate, as at the year end, is regarded as an adjustment of the cost of the relevant assets, and the same is included in the carrying amount of the related Fixed Assets.

(7) **Research and Development**

Research and Development expenses, of revenue nature, are charged to the Profit and Loss Account of the year in which they are incurred and those of capital nature are shown as addition to the respective fixed assets.

(8) **Retirement Benefits**

Provision for gratuity has been made as per the provisions of the Payment of Gratuity Act, 1972.

(9) **Amortization of Miscellaneous Expenditure**

Preliminary Expenses & Public Issue Expenses are written off over a period of ten years.

Previous year's figures have been re-grouped, re-cast or re-arranged to make them comparable with Current year's figures wherever deemed necessary.

- (10) Balance in personal accounts are subject to confirmation in certain cases.

- (11) The company is engaged in the production and development of Computer Software. The Production and Sale of such software cannot be expressed in generic unit. Hence it is not possible to give quantitative.

I.	<b>Current Year</b> <u>Amount (Rs.)</u>	<b>Previous Year</b> <u>Amount (Rs)</u>
Opening Stock	0	0
Sales/ Services		
Purchase of Products		
Closing Stock of Products	Nil	NIL
II. Remuneration to Auditors		
	<b>Current Year</b>	<b>Previous Year</b>
Audit fee	17,350	
Other Matters	NIL	NIL
III. Foreign Exchange Earnings Export	NIL	NIL
IV. Expenditure in Foreign Currency	NIL	NIL
V. Remuneration to Directors		



Salary, allowances and Reimbursement of Expenses	0	0
Contingent Liabilities (Against UPFC and P&SB disputed interest)	1,12,00,000	1,12,00,000

(12) Figures in paise have been rounded off to the nearest rupee.

(13) The company does not own any amount due to any Small Scale Industrial Unit outstanding for more than 30 days as on 31<sup>st</sup> March, 2017.

According to Accounting Standard-22, a net provision for deferred tax has been made Rs. 30,424/- (P/Y provision reversed by Rs. 36,380 /-).

Segment Recording - The Company has following business segments

(Rs. In Lacs)

Segment Revenue - Products/Services 0

Assets and Expenditure cannot be allocated segment wise.

(14) Earnings Per Equity Share

Diluted EPS is calculated on weighted average basis as prescribed in accounting standard. Annualised per equity share have been calculated based on net profits after taxation.

(15) Sundry Creditors do not include any amount due to small scale industrial undertaking.

(16) There are certain disputes with UPFC/ PUNJAB & SINDH BANK. No interest provision is required to be made as per the opinion of the experts. Final settlement will be arrived at the figure not more than as stated in the balance sheet as on date. Therefore provision has not been made in the Balance sheet.

(17) No Income Tax provision has been made in absence of Taxable Profits during the year.

(18) The Company has not made any provision for the Interest on Secured Loan.

(19) Appeals in respect of certain assessments of Income Tax are pending and additional tax liabilities/ refunds, if any is not determinable at this stage. Adjustment for the same will be made after the same is finally determine.

(20) Old parties' balances are subject to reconciliation.

The accompanying notes are an integral part of the financial statements

As per our Report of even date  
For G.P.KESHRI & ASSOCIATES  
CHARTERED ACCOUNTANTS

For VITAL COMMUNICATION LIMITED

Sd-  
(GOPAL PRASAD KESHRI)  
PARTNER  
MEMBERSHIP NO. 098476  
FIRM REGD.NO. 017217N

Sd-  
ROOP SINGH  
(Director)  
DIN: 07304997

Sd-  
SHYAM SUNDER  
SABHARWAL  
(Director)  
DIN: 01912767

PLACE : NEW DELHI  
DATE : 30.05.2017

**VITAL COMMUNICATIONS LIMITED**  
Office No. 3G Gopala Tower , IIIrd Floor, Rajendra Place New Delhi-110008  
**CIN No.:-L74899DL1995PLC065076**

**ATTENDANCE SLIP**

22<sup>nd</sup> Annual General Meeting on, the 29<sup>th</sup> day of September, 2017 at 09:00 AM at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra. Ghevra More, Rohtak Road, Delhi

Full name of the members attending \_\_\_\_\_  
(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 22<sup>nd</sup> Annual General Meeting on Friday, the 29<sup>th</sup> day of September, 2017 at 09:00 AM at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.

(Member's /Proxy's Signature)

Note: 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

2) A Proxy need not be a member of the Company.

3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**VITAL COMMUNICATIONS LIMITED**  
Office No. 3G Gopala Tower , IIIrd Floor, Rajendra Place New Delhi-110008  
**CIN No.:-L74899DL1995PLC065076**

**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]**

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

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the company, to be held on Friday, the 29<sup>th</sup> day of September, 2017 at 09:00 a.m. at Navkar Tirth Atisey Ksetra, Village Neelwal Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To Consider & Adopt of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017.		
2.	To appoint a director in place of <b>Mr. Shyam Sundar Sabharwal</b> , who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To Appoint of <b>M/s RANJAN GUPTA &amp; ASSOCIATES</b> , Chartered Accountants as Statutory Auditors & fixing their remuneration.		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Affix Revenue
------------------

Signature of Shareholder      Signature of Proxy holder      Signature of the shareholder  
across Revenue Stamp

Note:

- 1) 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.
- 2) The proxy need not be a member of the company.

**ELECTRONIC VOTING PARTICULARS**

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

