

# **VINAYAK VANIJYA LIMITED**

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**30<sup>TH</sup>**  
**ANNUAL REPORT**  
**2014-2015**

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## **BOARD OF DIRECTORS**

Mr. Ankit Aggaral                      Director  
Ms. Samita Gupta                      Director  
Mr. Deepak Aggarwal                  Director

## **REGISTERED OFFICE**

Flat No. 216-B, Second Floor, Devika Tower,  
6, Nehru Place, New Delhi-110019

## **STATUTORY AUDITORS**

**M/s A K G & CO.,**  
Chartered Accountants,  
(Firm Registration No. 004924N)  
E-10A, Kailash Colony, Greater Kailash,  
New Delhi-110048

## **BANKERS**

**HDFC Bank Limited,**  
Hemkunt Chambers, 89,  
Nehru Place Market Road,  
Delhi 110019

**The Federal Bank Limited,**  
G.I-6, Satkar Building,  
79-80 Nehru Place,  
New Delhi, 110 019

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**NOTICE**

Notice is hereby given that the 30th Annual General Meeting of **Vinayak Vanijya Limited** will be held on Wednesday, the 30th day of September, 2015 at 5.00 p.m. at the Registered office of the company at 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019 on to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the Balance Sheet for the year ended March 31, 2015 and the Profit & Loss Statement for the period ended on that date together with the reports of the Auditor and Directors thereon.

To consider and, if thought fit, to pass with or without modification(s), the following resolution(s) as ordinary Resolution:

**“RESOLVED THAT** the Audited Balance Sheet as on 31st March, 2015 and Audited Profit and Loss Statement for the financial year ended on that date, together with Report of Directors and Auditors thereon be and are hereby received and adopted.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is/are hereby severally/jointly authorized to do all such actions as may be required to give effect to the aforesaid resolution”.

2. To appoint a Director in place of Ankit Aggarwal, who retires by rotation and being eligible offers himself for re-appointment.

3. **Ratification of Auditors**

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013,(the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s AKG & CO, Chartered Accountants, (Firm Registration No. 004924N) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company, to be held in Year 2016.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is/are hereby severally/jointly authorized to do all such actions as may be required to give effect to the aforesaid resolution.”

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The Register of members & Share Transfer Books of the Company will remain closed from September 24th September, 2015 to 30th September, 2015.
3. 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 and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Any member of the company, on demand, shall be entitled to be furnished free of cost, a copy of the balance sheet of the company and every document required by law to be annexed or attached thereto.
5. For the immediate reference, route map for reaching the venue of the annual general meeting hall is attached.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Brief Resume of the Directors seeking appointment/reappointment at the Meeting along with the details of other Directorship and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock exchange are provided as an Annexure to this Notice.
8. The shares of the Company are at present listed on BSE Limited.
9. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**(SAMITA GUPTA)**  
**DIRECTOR**  
**DIN : 00132853**

**PLACE : NEW DELHI****DATE : 25.08.2015****ANNEXURE TO NOTICE****Notice of Interest**

Information in respect of the rotational Director, who shall retire at this Annual General Meeting and being eligible, seeks re-appointment:

Following are the required details:

Name	Mr. Ankit Aggarwal
Age	32 years
Qualification	Graduate in Computer Science
Expertise	Finance, Construction & Maintenance of Buildings
Other Directorships	Pragati Impex India Private Limited Brisk Services Limited Shinewell Leasing Limited Vinayak Vanijya Limited Shomit Finance limited Devika Promoters and Builders Private Limited Vishwa Properties Private Limited Devika Gold Homz Private Limited Devika Universal Lands Private Limited Zerrmat Clothing Co Private Limited Devika Universal Lands & Building Private Limited

**DIRECTOR'S REPORT**

To,  
The Members,  
Vinayak Vanijya Limited

Your Directors have pleasure in submitting their Thirtieth Annual Report of the Company together with the Audited Financial Statements for the year ended on 31st March, 2015.

**SUMMARISED FINANCIAL HIGHLIGHTS**

<b>PARTICULARS</b>	<b>2014-2015</b>	<b>2013-2014</b>
Total Revenue	3,87,502	3,16,182
Total Expenditure	8,27,111	3,96,586
Profit/(Loss) before Depreciation and Tax	<b>(4,39,609)</b>	<b>(80,404)</b>
Depreciation & Amortization charges	(1,27,381)	(3,604)
Net Profits/(Loss) before Tax	(5,66,990)	(84,008)
Tax Provision	Nil	Nil
Net Profits/Loss	<b>(5,66,990)</b>	<b>(84,008)</b>

**DIVIDEND**

No Dividend is recommended to be paid by the directors for the current financial year.

**AMOUNTS CARRIED TO RESERVES**

No amount is proposed to be carried to any reserve as the Company has incurred loss in the current financial year.

**DEPOSITS**

During the year under review, the Company has not accepted any deposits in terms of section 73 of Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, and also no amount was outstanding on account of principal or interest thereon, as on the date of the Balance Sheet.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company. The required details are also attached as Annexure-5.

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with Stock Exchange in India, is presented in a separate section forming part of this Annual Report.

**THE STATE OF COMPANY'S AFFAIRS**

Company could not generate any significant business during the year due to unavoidable circumstances. Efforts are being made to build-up a profitable business set-up.

**NUMBER OF MEETINGS OF BOARD**

During the year, Seven (7) Board Meetings were convened and held.

**DIRECTORS**

No Director has been Appointed or Resigned during the year, except re-appointment of retiring director.

**EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure 1** and is attached to this Report.

**DECLARATION BY INDEPENDENT DIRECTORS**

Company has not appointed any Independent Director as per provisions of Section 149 pertaining to the appointment of Independent Directors. Company is looking for appropriate persons to be appointed as Independent Directors. Company's Management is hopeful to finalize the candidates for Independent Directors in the coming Financial Year.

Without Prejudice it is stated that as per SEBI **Circular no. CIR/CFD/POLICYCELL/7/2014 Dated 15.09.2014**, the provisions

of corporate governance are not applicable on the company as networth of the company is less than 25 Crores and paid up Capital of the company is less than 10 Cr.

**COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178 (1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company however, the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 as no director was appointed and no remuneration is paid to any director during the year under report.

**EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

**A. Remarks / emphasis matters as reported by Statutory Auditor are listed below:-**

- i) **We draw attention to Clause i (ii) of Note No. 26 to the financial statements in respect of deviation from Accounting Standard 15 on Retirement Benefits by the company and that in absence of a report from an actuary, we are not in a position to quantify the financial effect of the same on these financial statements.**

**Directors' Comment:** Provision for Gratuity Liability is created for an employee on completion of five years of continued service. No employee is in more than five years of employment. Further, it may be stated that, the provision for Gratuity, if made, will not have any material effect on financial position of the Company.

**B. Qualification(s) and Directors' comments on the report of Practicing Company Secretary**

***As per the information and documents provided by the Management of the Company, the Company has not appointed a Company Secretary and a Chief Financial Officer as per the provisions of Section 203 of the Companies Act, 2013.***

***As per the information and documents provided by the Management of the Company, the Company has not appointed an internal Auditor as per the provisions of Section 138 of the Companies Act, 2013.***

**Directors' Comment:** As Company Act, 2013 has been implemented in financial year 2014-15, demand for Company Secretaries had gone up substantially. There are more companies than available Company Secretaries in the current scenario. Company is making efforts to appoint company Secretary, Chief Financial Officer and Internal Auditor for the Company and hope to finalize the candidates for the requisite posts at the earliest.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

Particulars of contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review are given in **Annexure 2** of this report in Prescribed Form AOC-2.

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 to be read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure 3 to this report.

**RISK MANAGEMENT POLICY**

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the Company regularly maintains a proper check in normal course of its business regarding Risk Management. At present the Company has not identified any element of risk which may threaten the existence of the company.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

As per the Section 135 of Companies Act, 2013, the Company does not fulfill the criteria of Net Worth or turnover for Corporate

Social Responsibility (CSR), hence the same is not applicable to the Company. Details are also attached as Annexure 4.

**BOARD EVALUATION**

Pursuant to provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance as well as of the directors individually.

**CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of the business of the company during the year under review.

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

To the best of management's knowledge, No significant and material order(s) were passed by regulators or courts or tribunals which could impact the going concern status and Company's operation in future.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has Internal Financial Controls with reference to the financial statements which are adequate and commensurate with the size of the business of the company. The Internal Financial Controls include segregation of duties between various directors and employees, Maker and Checker Controls wherever the same is feasible.

**DISCLOSURE RELATING TO VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY EMPLOYEES UNDER SECTION 67 OF THE COMPANIES ACT, 2013**

No disclosure is required as the provisions of Section 67 of the Companies Act, 2013 do not apply to the company.

**AUDIT COMMITTEE**

The Board has duly constituted the Audit Committee pursuant to Section 177 (1) of the Companies Act, 2013 comprising of three Directors namely Mr. Ankit Aggarwal, Mr. Deepak Aggarwal & Ms. Samita Gupta.

**VIGIL MECHANISM**

The Company has duly established the vigil mechanism as per section 177(9) of the Companies Act, 2013 for directors and employees to report genuine concerns.

**COST AUDIT**

The provisions of Cost Audit are not applicable to our Company.

**CORPORATE GOVERNANCE**

Company is complying with the provisions of The Companies Act, 2013 with respect to Corporate Governance to the extent practically feasible and applicable commensurate to the size and operations of the company.

**PARTICULARS OF EMPLOYEES**

The Company had no employee during the year covered under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION**

No remuneration has been paid to any Director, hence the clause is not applicable.

**CORPORATE GOVERNANCE**

Company is complying with the provisions of The Companies Act, 2013 with respect to Corporate Governance to the extent practically feasible and applicable commensurate to the size and operations of the company.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**AUDITOR'S REPORT/SECRETARIAL AUDIT REPORT:**

**a. STATUTORY AUDITOR**

M/s. A K G & CO., Chartered Accountants, were appointed as Statutory Auditors in the Annual

General Meeting held last year. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

**b. SECRETARIAL AUDITOR**

Pursuant to provisions of section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Ms. Divya Aggarwal, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is Annexed herewith.

**SHARES**

**a) BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

**b) SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

**c) BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d) EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

**DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 of the company for that period;
- c) the directors had 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) 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.
- f) 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.

**ANTI SEXUAL HARASSMENT POLICY**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year:

Number of Complaints received: Nil

Number of Complaints disposed off: Nil

**ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to the shareholders for their support and confidence reposed on your Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**PLACE : NEW DELHI  
DATE : 25.08.2015**

**(SAMITA GUPTA)  
DIRECTOR  
DIN : 00132853**

**(ANKIT AGGARWAL)  
DIRECTOR  
DIN : 00385982**

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****(as on the financial year ended on 31<sup>st</sup> March, 2015)**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i) CIN	L52110DL1985PLC020109
ii) Registration Date	12/02/1985
iii) Name of the Company	<b>Vinayak Vanijya Limited</b>
iv) Category/Sub Category	Company Limited By Shares/Indian Non Govt Co.
v) Address of the registered office and contact details	Flat No. 216-B, Second Floor, Devika Tower 6, Nehru Place, Delhi-110019
vi) E-mail	vvanijya1985@gmail.com
vii) Whether listed company	YES
Stock Exchange	<b>Bombay Stock Exchange Limited</b>
viii) Name, Address and Contact details of R&TA	N.A.
Name	N.A.
Contact Details	

**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 Descriptions of main Products/ Services	NIC code of the Product/Service	% to total turnover of the company
1.	Financial Income	64910	100%

**III. Particulars of HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

S. No.	Name and address of the company	CIN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
----- Nil -----					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual / HUF	0	547400	547400	54.96	0	547400	547400	54.96	0%
b) Central Govt.	0	0	0	0	0	0	0	0	0%
c) State Govt (s)	0	0	0	0	0	0	0	0	0%
d) Bodies Corp.	0	0	0	0	0	0	0	0	0%
e) Banks / FI	0	0	0	0	0	0	0	0	0%
f) Any Other...	0	0	0	0	0	0	0	0	0%
<b>Sub-total (A) (1) :-</b>	<b>0</b>	<b>547400</b>	<b>547400</b>	<b>54.96</b>	<b>0</b>	<b>547400</b>	<b>547400</b>	<b>54.96</b>	<b>0%</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>547400</b>	<b>547400</b>	<b>54.96</b>	<b>0</b>	<b>547400</b>	<b>547400</b>	<b>54.96</b>	<b>0%</b>

<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individuals shareholders holding nominal share capital upto Rs.1 lakh	0	187800	187800	18.83	0	187800	187800	18.83	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	260800	260800	26.18	0	260800	260800	26.18	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(2) :-</b>	<b>0</b>	<b>448600</b>	<b>448600</b>	<b>45.04</b>	<b>0</b>	<b>448600</b>	<b>448600</b>	<b>45.04</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>0</b>	<b>448600</b>	<b>448600</b>	<b>45.04</b>	<b>0</b>	<b>448600</b>	<b>448600</b>	<b>45.04</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>996000</b>	<b>996000</b>	<b>100</b>	<b>0</b>	<b>996000</b>	<b>996000</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1.	Samita Gupta & Ankit Aggarwal	323200	32.45	0	323200	32.45	0	0
2.	Ankit Aggarwal	204200	20.50	0	204200	20.50	0	0
3.	Deepak Agarwal	20000	2.01	0	20000	2.01	0	0
<b>Total</b>		<b>547400</b>	<b>54.96</b>	<b>0</b>	<b>547400</b>	<b>54.96</b>	<b>0</b>	<b>0</b>

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

----- No Change -----

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

Sl. No.	Name of the shareholder	Number of shares held at the beginning of the year		Number of shares held at the end of the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sipendra Kumar	39800	4.00	39800	4.00
2	Deepak	39,500	3.97	39,500	3.97
3	Savitri	37500	3.77	37500	3.77
4	Vani Agarwal	37000	3.71	37000	3.71
5	Sarthak Goyal	33600	3.37	33600	3.37
6	Narender Kumar	21000	2.11	21000	2.11
7	Rohit Sharma	19700	1.98	19700	1.98
8	A K Gupta	16,800	1.69	16,800	1.69
9	Rajni Gupta	15900	1.60	15900	1.60
10	Arun Goyal	9800	0.98	9800	0.98
<b>TOTAL</b>		<b>270600</b>	<b>27.13</b>	<b>270600</b>	<b>27.13</b>

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	Samita Gupta (Jt. With Ankit Aggarwal) 193200 Samita Gupta (Jt. With Amita Gupta) 69600			
2.	Data wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat / equity etc.)	No change during the year			
3.	At the end of the year	Samita Gupta (Jt. With Ankit Aggarwal) 193200 Samita Gupta (Jt. With Amita Gupta) 69600			

(vi) INDEBTEDNESS

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>				
i) Principal Amount	-	260000	-	260000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	260000	-	260000
<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	-	260000	-	260000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	260000	-	260000

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of remuneration	Whole Time Director	Whole Time Director	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 179 (2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of 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 – Minimum Remuneration calculated in accordance with section 198 of the Companies Act 2013			

**B. Remuneration To Other Directors:**

Sl. No.	Particulars of remuneration	Name of MD/ WTD/ Manager				Total Amount
1.	<u>Independent Directors</u>	-	-	-	-	-
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others please specify	-	-	-	-	-
	<b>Total (1)</b>					
2.	<u>Other Non Executive Directors</u>	-	-	-	-	-
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-
	Total managerial remuneration	-	-	-	-	-
	Overall ceiling as per the Act	-	-	-	-	-

**C. Remuneration To Key Managerial Personnel Other Than Md / Manager / Wtd**

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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	-	-	-	-
	<b>Total</b>	-	-	-	-

## 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>	NIL	NIL	NIL	NIL	NIL
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
<b>B. DIRECTORS</b>	NIL	NIL	NIL	NIL	NIL
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
<b>C. OTHER OFFICERS IN DEFAULT</b>	NIL	NIL	NIL	NIL	NIL
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

**FORM NO. AOC. 2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

- |  |                          |
|--|--------------------------|
| <b>1. Details of contracts or arrangements or transactions not at arm's Length basis</b>                               | <b>: None</b>            |
| (a) Name(s) of the related party and nature of relationship  | : Not Applicable         |
| (b) Nature of contracts/arrangements/ transactions   | : Not Applicable         |
| (c) Duration of the contracts/ arrangements/ transactions  | : Not Applicable         |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any                         | : Not Applicable         |
| (e) Justification for entering into such contracts or arrangements or transactions.                                    | : Not Applicable         |
| (f) date(s) of approval by the Board   | : Not Applicable         |
| (g) Amount paid as advances, if any:   | : Not Applicable         |
| (h) Date on which the special resolution was passed in General Meeting as required under first proviso to section 188. | : Not Applicable         |
| <b>2 Detail of material contracts or arrangement or transactions at arm's length basis</b>                             | <b>: As Per Annexure</b> |
| (a) Name(s) of the related party and nature of relationship  | : As Per Annexure        |
| (b) Nature of contracts/arrangements /transactions   | : As Per Annexure        |
| (c) Duration of the contracts/arrangements/ transactions   | : As Per Annexure        |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any:                        | : As Per Annexure        |
| (e) Date(s) of approval by the Board, if any:  |                          |
| (f) Amount paid as advances, if any  | : As Per Annexure        |

For and on behalf of the board of directors

**SAMITA GUPTA**  
Director  
DIN: 00132853

**ANKIT AGGARWAL**  
Director  
DIN: 00385982

PLACE : New Delhi

DATE : 25-08-2015

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**List of Related Parties**

**a) Key Management Personnel (KMP)**

- i) Deepak Aggarwal-Director
- ii) Samita Gupta - Director
- iii) Ankit Aggarwal - Director

**b) Individuals related to (a) above**

- i) Arti Agarwal

**c) Enterprises over which (a) and (b) above, are able to exercise significant influence**

- i) Shomit Finance Ltd
- ii) Devika Promoters & Builders Pvt Ltd

Following are the transactions with the entities in which the members of Board of directors are interested:

Transaction / Outstanding Balances	KMP and their relatives	Entities Under Significant Influence	Total
<b>Amount repaid</b>			
Devika Promoters & Builders Pvt Ltd	-	7,45,468	7,45,468
<b>Repayment of Loan received</b>			
Devika Promoters & Builders Pvt Ltd	-	65,27,000	65,27,000
Commission Received			
Shomit Finance Ltd.	3,40,000	3,40,000	
<b>TOTAL</b>	-	<b>76,12,468</b>	<b>76,12,468</b>

For and on behalf of the board of directors

PLACE : New Delhi  
DATE : 25-08-2015

**SAMITA GUPTA**  
Director  
DIN: 00132853

**ANKIT AGGARWAL**  
Director  
DIN: 00385982

**Annexure 3**

**ANNEXURE TO THE DIRECTORS' REPORT**

Information as per Section 134 (3) (m) of the Companies Act, 2013 Conservation of Energy, Technology Absorption and Foreign Exchange Outgo

**A CONSERVATION OF ENERGY**

- |  |   |
|--|---|
| a) The steps taken or impact on conservation of energy;                      | During the year under review, no energy consumption activities were incurred. |
| b) the steps taken by the company for utilizing alternate sources of energy; | None  |
| c) the capital investment on energy conservation equipments                  | None  |

**B TECHNOLOGY ABSORPTION**

- |   |                |
|---|----------------|
| i) the efforts made towards technology absorption; the benefits derived like product improvement,                             | None           |
| ii cost reduction, product development or import substitution;  | Not Applicable |
| iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | Not Applicable |
| a) the details of technology imported;  | Not Applicable |
| (b) the year of import;   | Not Applicable |
| (c) whether the technology been fully absorbed;   | Not Applicable |
| (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and                           | Not Applicable |
| iv) the expenditure incurred on Research and Development  | None           |

**C FOREIGN EXCHANGE EARNING & OUTGO**

- |                             |     |
|-----------------------------|-----|
| - FOREIGN EXCHANGE OUTGO    | Nil |
| - FOREIGN EXCHANGE EARNINGS | Nil |

For and on behalf of the board of directors

PLACE : New Delhi  
DATE : 25-08-2015

**SAMITA GUPTA**  
Director  
DIN: 00132853

**ANKIT AGGARWAL**  
Director  
DIN: 00385982

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

- |    |   |                |
|----|---|----------------|
| 1. | A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs. | Not Applicable |
| 2. | The Composition of the CSR Committee.   | Not Applicable |
| 3. | Average net profit of the company for last three financial years  | Not Applicable |
| 4. | Details of CSR spent during the financial year  | Not Applicable |
|    | a) Total amount to be spent for the financial year;   | Not Applicable |
|    | b) Amount unspent, if any;  | Not Applicable |
|    | c) Manner in which the amount spent during the financial year is detailed below   | Not Applicable |

S. No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or Programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency*
Not Applicable							

\* Give details of implementing agency

5. In case the Company has failed to spend the two percent of the average net profit of the last three financial years of any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

**Not Applicable**

6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

**Not Applicable**

Ankit Aggarwal  
Director  
DIN: 00385982

(Chairperson CSR  
Committee)  
None

(Person specified under  
clause (d) of sub-section  
(1) of section 380 of the Act)

## AOC-1

## Annexure-5

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	None
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Currency : Indian Rupee Exchange Rate : Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

**Notes:** The following information shall be furnished at the end of the statement

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year

**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

	Name of associates/Joint Ventures	None
1	Latest audited Balance Sheet Date	Not Applicable
2	Shares of Associate/Joint Ventures held by the company on the year end	Not Applicable
	No.	Not Applicable
	Amount of Investment in Associates/Joint Venture	Not Applicable
	Extend of Holding%	Not Applicable
3	Description of how there is significant influence	Not Applicable
4	Reason why the associate/joint venture is not consolidated	Not Applicable
5	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
6	Profit/Loss for the year	
i)	Considered in Consolidation	Not Applicable
ii)	Not Considered in Consolidation	Not Applicable

- Names of associates or joint ventures which are yet to commence operations
- Names of associates or joint ventures which have been liquidated or sold during the year

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**AUDITORS REPORT**

AS PER OUR REPORT OF EVEN DATE ATTACHED

For A K G & CO.

Chartered Accountants

(CA. Anil K. Goel)

Partner

Membership No.083454

Firm Registration No. 004924N

PLACE : NEW DELHI

DATE : 25.08.2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

(SAMITA GUPTA)

DIRECTOR

DIN : 00132853

(ANKIT AGGARWAL)

DIRECTOR

DIN : 00385982

**MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR-1st April, 2014 to 31st MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**VINAYAK VANIJYA LIMITED**

FLAT NO. 216-B, SECOND FLOOR,  
DEVIKA TOWER, 6, NEHRU PLACE,  
NEW DELHI-110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VINAYAK VANIJYA LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processed and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **VINAYAK VANIJYA LIMITED** ("the Company") for the financial year ended on 31st March, 2015, 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 (Not applicable as the equity shares held by the Promoters and public are not held in dematerialized form);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the Audit period as there were no Foreign Direct Investments, Overseas Direct Investments in the Company and no External Commercial Borrowings were made by the Company**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit Period as the Company has not issued any new securities**);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme And Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to The Company during the Audit period as the Company has not granted any stock purchase scheme or stock options to the employees**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit period as the Company has not issued any Debt instruments/ Securities**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not applicable to the company**);

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Periods as delisting of securities did not take place);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit period as the Company has not Bought back its securities);**
- (vi) Other laws specifically applicable to the Company: **Not Applicable**

We have relied on the representation made by the Company, information and documents provided by the management of the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliances with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges as per the information and documents provided by the management of the Company

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

We further report that:

- a. As per the information and documents provided by the Management of the Company, the Company has not appointed a Company Secretary and a Chief Financial Officer as per the provisions of Section 203 of the Companies Act, 2013.
- b. As per the information and documents provided by the Management of the Company, the Company has not appointed an internal Auditor as per the provisions of Section 138 of the Companies Act, 2013.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the 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.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- i. Public/ Rights/ Preferential issue of shares/ debentures/ sweat equity.
- ii. Redemption/ buy-back of securities.
- iii. Merger/amalgamation/reconstruction etc
- iv. Foreign technical collaborations.

**For Divya Agarwal & Associates  
Company Secretaries**

**Divya Agarwal  
Company Secretary  
C.P. 3511  
M. No. F5881**

**Date: 30.05.2015**

**Place: Noida**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure B**

To,  
The Members,  
**VINAYAK VANIJYA LIMITED**  
FLAT NO. 216-B, SECOND FLOOR,  
DEVIKA TOWER, 6, NEHRU PLACE,  
NEW DELHI-110019

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processed as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts reflected in secretarial records. We believe that the processed and practices, we followed provide a reasonable basis for our opinion
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required we have obtained the Management representation about compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Divya Agarwal & Associates**  
**Company Secretaries**

**Divya Agarwal**  
**Company Secretary**  
**C.P. 3511**  
**M. No. F5881**

**Date: 30.05.2015**  
**Place: Noida**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Your Company is committed to good Corporate Governance in all its activities and processes. The Directors endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Stock Exchanges with regard to corporate governance.

**II. BOARD OF DIRECTORS**

The Board of Directors (The Board) is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and had been vested with the requisite powers, authorities and duties.

**A. Composition and Category of the Board of Directors**

**i. Composition of the Board**

The composition of Board of Directors as detailed below is in conformity with clause 49 of the Listing Agreement and Companies Act, 2013.

S. No.	Name	DIN	Category
1.	ANKIT AGGARWAL	00385982	Director
2.	SAMITA GUPTA	00132853	Director
3.	DEEPAK AGGARWAL	00127819	Director

As on March 31, 2015, the Company has three Directors with an Non Executive Chairman. Three Directors are Non Executive Directors.

- ii. None of the Directors on the Board is Member of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2015, have been made by the Directors.
- iii. The names of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other public companies as on March 31, 2015, are given herein below. Other directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India.

Name	Number of Board Meetings Held during the year 2014-2015		Whether attended last AGM held on 30th September, 2014	No. of Directorship in other companies
	Held	Attended		
ANKIT AGGARWAL	7	7	Yes	11
SAMITA GUPTA	7	7	Yes	9
DEEPAK AGGARWAL	7	7	Yes	10

- iv. During the period, the Board of Directors of your Company met Seven times. The dates on which the meetings were held are 30.04.2014, 30.07.2014, 02.09.2014, 10.10.2014, 31.10.2014, 31.01.2015, 31.03.2015 and the gap requirement of 120 days between two meetings has been complied with. The necessary quorum was present for all the meetings.
- v. During the year 2014-15, all relevant information, as per clause 49 of the listing Agreement was placed before the Board from time to time.

**B. Code of Conduct**

The Board has approved the code of conduct for all the board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

**C. Non Executive Directors Compensation and Disclosures**

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration was given to any of the Director during the financial year 2014-15.

**III. COMMITTEES OF THE BOARD**

**BOARD COMMITTEES**

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has five committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Vigil Mechanism Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

**A. Audit Committee**

- i. The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 177 of Companies Act, 2013.
- ii. The terms of reference of the Audit Committee are as per the Companies Act 2013 and the listing agreement.

- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.
- iv. The previous Annual General Meeting (AGM) of the Company was held on 30th September 2014 and was attended by Mr. Ankit Aggarwal, Chairman of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S.No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Ankit Aggarwal	Chairman	4	4
2.	Samita Gupta	Chairman	4	4
2.	Deepak Aggarwal	Member	4	4

- vi. Four Audit Committee meetings were held during the year 2014-15 on 30th April, 2014, 31st July, 2014, 31st October, 2014, 31st January, 2015. The necessary quorum was present for all the meetings.

**Audit & other duties**

1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
2. Discussion with internal auditors of any significant findings and follow up there on.
3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

**B. Stakeholders Relationship Committee (erstwhile Shareholders Grievance Committee)**

The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

S.No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Ankit Aggarwal	Chairman	2	2
2.	Samita Gupta	Member	2	2
2.	Deepak Aggarwal	Member	2	2

- vi. Two Stakeholders Relationship Committee meetings were held during the year 2014-15 on 18th August, 2015, 15th January, 2015. The necessary quorum was present for all the meetings.

**Functions and Terms of Reference**

The functioning and broad terms of reference of the Stakeholders Relationship Committee of the Company are as under:

- i. To consider and resolve the grievance of security holders of the Company.
- ii. To review important circulars issued by SEBI /Stock Exchanges
- iii. To take note of compliance of Corporate Governance during the quarter/year.
- iv. To approve request for share transfer and transmissions.
- v. To approve request pertaining to sub-division/consolidation/issue of renewed/duplicate share certificate etc.

**vi. Name, designation and address of Compliance Officer:**

Mr. Ankit Aggarwal  
 Vinayak Vanijya Limited  
 216-B, Devika Tower, 6, Nehru Place, New Delhi-110019

vii. Details of investor complaints received and redressed during the year 2014-15 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

**C. Nomination and Remuneration Committee**

The Nomination and Remuneration committee was reconstituted in accordance with the provisions of Companies Act, 2013 and clause 49 of listing agreement by the Company

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

The committee meetings were held on 18th August, 2014, 15th January, 2015 and all of the committee meetings were chaired during the year by Ankit Aggarwal who has been appointed as chairman. And who was inducted in to the committee during the year also attended both of the meetings. The details of the composition of the Nomination & Remuneration Committee are as under:

S.No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Ankit Aggarwal	Chairman	2	2
2.	Samita Gupta	Member	2	2
2.	Deepak Aggarwal	Member	2	2

**WHISTLE BLOWER POLICY**

As per companies Act 2013 clause 49 of the listing agreement the board of directors of the company have formulated and adopted whistle Blower Policy which aims to provide a channel to the directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. In order to maintain these standards, the company encourages its employees who have genuine concerns about suspected misconduct to come forward and express those concerns without fear of punishment or unfair treatment.

**RISK MANAGEMENT**

The Board of company has formed a risk management committee to frame, implement and monitor the risk management plan for the company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area in the area of financial risk and controls. The board of directors has adopted and approved a risk management policy. Review of Risk and mitigation action initiated are presented to the audit committee and board reviewed regularly.

**INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on March 31, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of Directors and their remuneration. The highlights of this policy are as follows:

**1. Criteria of selection of Non Executive Directors**

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**2. Remuneration**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

**REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES**

- I. In determining the remuneration of the Senior Management Employees the Committee shall ensure / consider the following:
  - i. the relationship of remuneration and performance benchmark is clear;
  - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;

- iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
  - iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Independent Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

#### **RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and are on at arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

#### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

#### **Disclosures**

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

#### **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

**IV. GENERAL BODY MEETING**

a. Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Day and Date	Location	Time	Any Special Resolution passed
2011-12	Friday September 28, 2012	BASEMENT DEVIKA TOWER, 6, NEHRU PLACE, DELHI-110019	12:00 PM	NO
2012-13	Saturday September 28, 2013	BASEMENT DEVIKA TOWER, 6, NEHRU PLACE, DELHI-110019	02:00 PM	NO
2013-14	Tuesday September 30, 2014	BASEMENT DEVIKA TOWER, 6, NEHRU PLACE, DELHI-110019	11:30 AM	NO

b. No Extraordinary General Meeting of the Members was held during the year 2014-15.

c. No Postal Ballot was conducted during the year 2014-15.

**VII. SUBSIDIARY COMPANY**

The Company does not have any subsidiary Company.

**VIII. Means of communication**

The quarterly, half-yearly and annual results of the Company are published in leading national English and Hindi newspapers .

**IX. General Shareholder Information**

**S. No.**

**Information**

i. **Annual General Meeting**

- Date and Time : 30th September, 2015 at 5:00 PM

- Venue : 216-B, Second Floor, Devika Tower, Nehru Place, Delhi-110019

ii. Financial Year ending : 31st March, 2015

iii. Book Closure Date : 24th September , 2015 to 30th September, 2015 (Both days inclusive)

iv. Listing on Stock Exchange : B S E Limited

v. Dividend payment date : Dividend is not recommended by the board during 2014-15

vi. Outstanding DRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity: As on date there are no outstanding warrants /bonds/ other instruments

vii. R & T A : N.A

viii. Distribution of Shareholdings as on March 31, 2015:

**DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015**

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 5000	508	94.60	50000	500000	5.02
5001-10000	-	-	-	-	-
10001-20000	-	-	-	-	-
20001-30000	1	0.19	2200	22000	0.22
30001-40000	1	0.19	3100	31000	0.31
40001-50000	1	0.19	4500	45000	0.45
50001-100000	14	2.61	128000	1280000	12.85
100001 & above	12	2.23	808200	8082000	81.14
<b>TOTAL</b>	<b>537</b>	<b>100</b>	<b>996000</b>	<b>9960000</b>	<b>100</b>

Categories of Equity shareholder as on March 31, 2015

	<b>Category</b>	<b>No. of Shares</b>	<b>% of Holding</b>
<b>1.</b>	<b>Promoters Holding</b>		
	i. Promoters		
	- Indian Promoters	547400	54.96
	- Foreign Promoters	-	-
	ii. Persons acting in concert	-	-
	<b>Sub Total</b>		
<b>2.</b>	<b>Non Promoters Holding</b>		
	i. Institutional Investor	-	-
	ii. Mutual Fund and UTI	-	-
	iii. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)	-	-
	iv. FII's	-	-
	<b>Sub Total</b>	<b>547400</b>	<b>54.96</b>
<b>3.</b>	<b>Others</b>		
	i. Corporate Bodies	-	-
	ii. Indian Public	448600	45.04
	iii. NRI's/OCB's	-	-
	iv. Any Other (HUF/Firm/Forien Companies) Clearing Member	-	-
	<b>Sub Total</b>	<b>448600</b>	<b>45.04</b>
	<b>Grand Total</b>	<b>996000</b>	<b>100</b>

Xii	Dematerialization of Shares	The Company was not having RTA. So, Equity shares of the Company were not available for demat under both the Depositories. The entire work is maintained inhouse.
	Demat ISIN Number	N.A
xiv.	Registered Office	Flat No. 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019
xvi	Address for communication	Flat No. 216-B, Second Floor, Devika Tower, 6, Nehru Place, NewDelhi-110019

**CEO/CFO Certification Under Clause 49(ix) of the Listing Agreement**

I, Ankit Aggarwal, Chief Executive Officer responsible for the finance function certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March 2015 and to the best of our 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) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2015 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 I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - i. There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii. Changes in accounting policies during the year have been disclosed in the notes to the financial statements; and
  - iii. I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Date: 25th August, 2015**

**Place: New Delhi**

**Sd-  
Ankit Aggarwal  
Chief Executive Officer**

**COMPLIANCE WITH CODE OF CONDUCT**

I, Ankit Aggarwal, Director of the Company hereby certify that all the Directors and the Key Management Personnel have affirmed compliance of the Code of Conduct of the Company for the Financial Year ended March 31, 2015.

**By Order of the Board of Directors  
For Vinayak Vanijya Limited**

**Date: 25th August, 2015**

**Place: New Delhi**

**Sd/-  
Ankit Aggarwal  
Chairman**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

We submit herewith the Management discussion and analysis report on the business of the Company as applicable to the extent relevant.

### **OUTLOOK AND FUTURE PROSPECTS**

Competition continues to be intense, as the Indian and foreign banks have entered the retail lending business in a big way, thereby exerting pressure on margins. The erstwhile providers of funds have now become competitors. NBFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach, and use of technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

### **OPPORTUNITY**

In financial services business, effective risk management has become very crucial. As an NBFC, your Company is exposed to credit risk, liquidity risk and interest rate risks. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analysed and reviewed at various levels of management through an effective information system. The Company is having excellent Board of Directors, who are Experts in financial sector, and are helping the Company in making good Investment.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

### **HUMAN RESOURCE DEVELOPMENT**

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

**By Order of the Board of Directors  
For Vinayak Vanijya Limited**

**Sd/-  
Ankit Aggarwal  
Chairman**

**Date: 25th August, 2015  
Place: New Delhi**

## **INDEPENDENT AUDITOR'S REPORT**

TO  
THE MEMBERS  
**VINAYAK VANIJYA LIMITED**

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

We have audited the accompanying Financial Statements of VINAYAK VANIJYA LIMITED ('the company'), which comprise of the Balance Sheet as at Current Year, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and Notes to Accounts annexed thereto.

### **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 and presentation 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. While conducting the 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 include the evaluating the appropriateness of accounting policies used and the reasonableness of the accounting policies used and the reasonableness of the accounting estimates made by management, 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 said Financial Statements read together with the Significant' Accounting Policies and the Notes on Financial Statements appearing thereon, 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, of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

### **Emphasis Matter**

- a) We draw attention to Clause i (ii) of Note No. 26 to the financial statements in respect of deviation from Accounting Standard 15 on Retirement Benefits by the company and that in absence of a report from an actuary we are not in a position to quantify the financial effect of the same on these financial statements.

- b) Our opinion is not modified in respect of this matter.
- c) Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraph 3 and 4 of the said Order, to the extent applicable.

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 purpose 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 and the Statement of Profit and Loss and Cash Flow 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 the written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on Current Year from being appointed as a director in terms of Sub-section (2) of Section 164 of the Companies Act, 2013.
- (f) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014. In our opinion and to the best of our information and according to the explanation given to us
  - i) There were no pending litigations which would impact the financial position of the Company.
  - ii) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

### **Annexure to the Auditors' report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and
- (ii) (a) As explained to us, the company only maintains inventories of Shares, hence this provision is not applicable.
- (b) As explained to us, the company only maintains inventories of Shares, hence this provision is not applicable.
- (c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on verification.
- (iii) (a) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the company has not granted any new loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year under review. At the year end the outstanding balance of such loans granted was NIL as the entire loan is recovered during the financial year under review.
- (b) In respect of the said loans and interest thereon, there are no overdue amounts.
- (iv) In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with its size 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 weaknesses in such internal control system.

- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposit from the public. Thus, paragraph 3(v) of the Order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues and outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
- b) According to the records of the Company, there are no amounts that are due to be transferred to the investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under
- (viii) The Company does not have accumulated losses at the end of the financial year. The Company has incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- (ix) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**For AKG & Co  
(Chartered Accountants)**

Sd/-

**C.A Anil k. Goel**

**PARTNER**

**Membership No : 083454**

**Registration No : 004924N**

**Place: New Delhi**

**Date: 25th August, 2015**

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015

PARTICULARS	Note No.	As at 31-03-2015	As at 31-03-2014
<b>1. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders Funds</b>			
a) Share Capital	1	9,960,000	9,960,000
b) Reserve & Surplus	2	8,366,997	8,937,307
<b>Sub Total (1)</b>		<b>18,326,997</b>	18,897,307
<b>(2) Non Current Liabilities</b>			
a) Long Term Borrowings	3	260,000	260,000
<b>(3) Current Liabilities</b>			
<b>a) Trade Payables</b>	4	<b>39,105</b>	84,317
<b>b) Other Current liabilities</b>	5	<b>2,188</b>	817,363
<b>c) Short term provisions</b>	6	-	-
Sub Total (3)		<b>41,293</b>	901,680
<b>TOTAL (1+2+3)</b>		<b>18,628,290</b>	20,058,987
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
a) Fixed Assets			
<b>Tangible Assets (Not Under Lease)</b>	7	<b>277,107</b>	27,307
<b>b) Non-Current Investments</b>	8	<b>2,975,656</b>	2,975,656
c) Long Term Loans and Advances	9	<b>7,426,243</b>	14,653,244
d) Deferred Tax Assets (Net)	10	<b>38,988</b>	38,988
Sub Total (1)		<b>10,717,994</b>	17,695,195
<b>(2) Current Assets</b>			
<b>a) Inventories</b>	11	<b>177,938</b>	177,938
<b>b) Trade Receivables</b>	12	<b>306,000</b>	216,000
<b>c) Cash and Cash equivalents</b>	13	<b>6,293,131</b>	820,974
<b>d) Short term Loans and Advances</b>	14	<b>1,133,227</b>	1,148,880
<b>Sub Total (2)</b>		<b>7,910,296</b>	2,363,792
<b>TOTAL (1+2)</b>		<b>18,628,290</b>	20,058,987

Notes to the financial statements & Significant Accounting Policies from Note no, 1 to 27 form an Integral part of this Balance Sheet.

Previous Year figures have been re-grouped/re-arranged, wherever necessary to make comparable.

As per our report of even date attached

For and on behalf of the Board  
For Vinayak Vanijya Limited

For A K G & CO.  
Chartered Accountants  
(C.A. ANIL K. GOEL)  
PARTNER  
Membership No. : 083454  
Firm's Registration No.: 004924N

Sd/-  
Samita Gupta  
(Director)  
DIN-00132853

Sd/-  
Ankit Aggarwal  
(Director)  
DIN: 00385982

Place: New Delhi  
Date : 25th August, 2015

## PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	Note No.	Year Ended 31-03-2015	Year Ended 31-03-2014
1. Revenue from operations	15	340,000	240,000
II. Other Income	16	47,502	76,182
<b>III. Total Revenue</b>		<b>387,502</b>	316,182
<b>IV. EXPENSES</b>			
<b>Change in Inventories</b>	17	-	-
Employees Benefits Expenses	18	196,961	251,795
Depreciation and Amortization Expenses	7	127,381	3,604
Other Expenses	19	630,150	144,791
<b>Total Expenses</b>		<b>954,492</b>	400,190
<b>V. Profit/ (Loss) before exceptional, extraordinary items and tax (III - IV)</b>		<b>(566,990)</b>	(84,008)
<b>VI, Exceptional Items</b>			
<b>Prior Period Income/(Expenses).</b>		-	
VII. Profit/ (Loss) before extraordinary items and Tax		(566,990)	(84,008)
<b>VIII. Extraordinary Items</b>			
<b>IX. Profit/ (Loss) before Tax</b>		<b>(566,990)</b>	(84,008)
<b>X. Tax Expenses</b>			
Income Tax - Previous Year(s)		-	-
Deffered Taxes			-
<b>Total Tax Expenses</b>		-	-
<b>XI Profit/ (Loss) for the period for the continuing operations (IX - X)</b>		<b>(566,990)</b>	(84,008)
<b>XII. Earning Per Equity Share</b>	24		
Basic		(0.57)	(0.08)
Diluted		(0.57)	(0.08)

Notes to the financial statements & Significant Accounting Policies from Note no, 1 to 27 form an Integral part of this Balance Sheet.

Previous Year figures have been re-grouped/re-arranged, wherever necessary to make comparable.

As per our report of even date attached

For and on behalf of the Board  
For Vinayak Vanijya Limited

For A K G & CO.  
Chartered Accountants  
(C.A. ANIL K. GOEL)  
PARTNER  
Membership No. : 083454  
Firm's Registration No.: 004924N

Sd/-  
Samita Gupta  
(Director)  
DIN-00132853

Sd/-  
Ankit Aggarwal  
(Director)  
DIN: 00385982

Place: New Delhi  
Date : 25th August, 2015

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
<b>A. Cash Flow From Operating Activities ,</b>		
<b>Net Profit (Loss) Before Tax And Extra Ordinary Items</b>	<b>(5,66,990)</b>	<b>(84,008)</b>
Adjusted for:		
Depreciation	<b>1,27,381</b>	3,604
Prior Period Items	-	-
Interest Net of Income)	<b>(47,502)</b>	(6,750)
<b>Operating profit before working capital changes</b>	<b>(4,87,111)</b>	<b>(87,154)</b>
Adjusted for:	-	
(Increase)/ Decrease in Trade Receivables (Sundry Debtors)	<b>(90,000)</b>	(1,84,750)
(Increase)/ Decrease in Inventories	-	-
(Increase)/ Decrease in Short-Term Loans & Advances (Loans & advances)	<b>15,653</b>	13,400
Increase/ (Decrease) in Trade Payables (Sundry Creditors)	<b>(45,212)</b>	(55,193)
Increase/ (Decrease) in Other Current Liabilities (Payables)	<b>(8,15,175)</b>	(1,08,572)
Increase/ (Decrease) in Provision for Expenses	-	(26,404)
increase/ (Decrease) in Bank Borrowings for Working Capital		
<b>Cash flow before taxation and extra ordinary items</b>	<b>(14,21,845)</b>	<b>(4,48,673)</b>
Less: Prior Period Expenses (Income)	-	-
Less: Extraordinary Expenses (Income)	-	-
Cash flow before taxation	<b>(14,21,845)</b>	(4,48,673)
Less: Taxes Paid	-	-
<b>Net Cash Flow From Operating Activities</b>	<b>(14,21,845)</b>	<b>(4,48,673)</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets	<b>(3,80,501)</b>	(5,900)
Increase in Long-Term Loans & Advances	<b>72,27,001</b>	-
Interest from non-operating investments	<b>47,502</b>	6,750
Sale of Investments	-	1,91,892
<b>Net Cash Flow From Investing Activities</b>	<b>68,94,002</b>	<b>1,92,742</b>
<b>C. Cash Flow From Financing Activities</b>		
<b>Net Cash Flow From Financing Activities</b>	-	-
<b>Net increase / (Decrease) In Cash &amp; Cash Equivalents</b>	<b>54,72,157</b>	<b>(2,55,931)</b>
<b>Cash And Cash Equivalents - Opening Balance</b>	<b>8,20,974</b>	<b>10,76,905</b>
<b>Cash And Cash Equivalents - Closing Balance</b>	<b>62,93,131</b>	<b>8,20,974</b>

Notes to the financial statements & Significant Accounting Policies from Note no, 1 to 27 form an Integral part of this Balance Sheet.

Previous Year figures have been re-grouped/re-arranged, wherever necessary to make comparable.

As per our report of even date attached

For and on behalf of the Board  
For Vinayak Vanijya Limited

For A K G & CO.  
Chartered Accountants  
(C.A. ANIL K. GOEL)  
PARTNER  
Membership No. : 083454  
Firm's Registration No.: 004924N  
Place: New Delhi  
Date : 25th August, 2015

Sd/-  
Samita Gupta  
(Director)  
DIN-00132853

Sd/-  
Ankit Aggarwal  
(Director)  
DIN: 00385982

**NOTE – 1  
SHARE CAPITAL**

**NOTE 1. A**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
<b>Authorised Share Capital</b>	<b>10,000,000</b>	<b>10,000,000</b>
1000000 Equity Shares of Rs. 10/- each		
(Previous Year 1000000 Equity Shares of Rs. 10/-each )	10,000,000	10,000,000
<b>Issued, Subscribed &amp; Paid up</b>	<b>9,960,000</b>	<b>9,960,000</b>
9,960,000 Equity shares of Rs. 10/- each fully paid up	9,960,000	9,960,000
(Previous Year 9,960,000 Equity shares of Rs. 10/- each fully paid up )		
<b>Total</b>	<b>9,960,000</b>	<b>9,960,000</b>

- The company is having only one class of Shares referred to as Equity shares having a par value of Rs. 10/- each.
- Each holder of equity shares is entitled to one vote per share.
- No shares are reserved for issue under options and contracts/commitments for the sale of shares / disinvestment/ ESOP etc.
- The company does not have any Holding company in the current or previous period, hence disclosure of shares held by holding and ultimate holding companies is not applicable.

**NOTE 1. B**

**Shareholders holding more than 5 percent shares :**

Name of Shareholder	Number of Equity Shares Held*	
	As at 31-03-2015	As at 31-03-2014
Samita Gupta & Ankit Aggarwal	323200	323200
	32.45%	32.45%
Ankit Aggarwal	204200	204200
	20.50%	20.50%

\*Figures in brackets denotes percentage of shareholding

**NOTE 1. C**

**Reconciliaton of the number of Shares outstanding and the amount of Shares as at March 31, 2015 and March 31, 2014**

Particulars	Amount of Equity Share Capital*	
	As at 31-03-2015	As at 31-03-2014
Shares outstanding at the beginning of the year	9,960,000	9,960,000
	(9,960,000)	(9,960,000)
Shares Issued during the year for cash	-	-
Shares outstanding at the end of the year	9,960,000	9,960,000
	(9,960,000)	(9,960,000)

\* Figures in brackets denotes number of Equity Shares

**NOTE NO. – 2**

**RESERVE AND SURPLUS**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Profit & Loss Account		
Opening Balance	8,937,307	9,021,315
Add: Profit/ (Loss) for the Year	(566,990)	(84,008)
Less: Depreciation Adjustment as per Co. Act, 2013	3,320	-
Closing Balance	8,366,997	8,937,307
<b>TOTAL</b>	<b>8,366,997</b>	<b>8,937,307</b>

**NOTE NO. – 3  
LONGTERM BORROWINGS**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Unsecured Loan		
Loans from Related Parties	260,000	260,000
<b>TOTAL</b>	<b>260,000</b>	<b>260,000</b>

**NOTE 3. A  
Unsecured: Long Term Borrowings from the Related Parties**

None of the borrowings are guaranteed by directors or any other person.

None of above are interest bearing loans.

Terms of Repayment: Payable on demand after 12 months.

No default on account of repayment of principal or interest, where ever applicable.

**NOTE NO. – 4  
TRADE PAYABLES**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Payable to Micro, Small and Medium Enterprises	-	-
Payable to others	39,105	84,317
<b>TOTAL</b>	<b>39,105</b>	<b>84,317</b>

Disclosure regarding trade payables and overdue payments to Micro and Small Enterprises as required to be disclosed under the MSMED Act, 2006 is determined to the extent such parties have been identified by the Company on the basis of information supplied by the parties, which has been relied upon by the auditors.

The confirmation of transactions and balances of some of the Trade Payables are awaited form the respective parties till the conclusion of the audit and in absence of such confirmation the entries recorded in the books have been relied upon and therefore, such balances are as per books of accounts of the company and subject to reconciliation with respective parties.

**NOTE NO. – 5  
OTHER CURRENT LIABILITIES**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Duties & Taxes Payable	1,600	3,300
Other Expenses Payable	588	813,563
<b>TOTAL</b>	<b>2188</b>	<b>817363</b>

**NOTE NO. – 6  
SHORT TERM PROVISIONS**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Provision for Other Expenses	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**NOTE NO. – 7  
SCHEDULE OF FIXED ASSETS AS AT 31-03-2015**

NAME OF THE ASSET	GROSS BLOCK				DEPRECIATION BLOCK					NET BLOCK	
	OPENING BALANCE	ADDITIONS	SALE/ TFR	CLOSING BALANCE	UPTO 31.3.2014	FOR THE YEAR	Adjust -ment	ON SOLD ASSETS	TOTAL UPTO 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
<b>I) TANGIBLE ASSETS</b>											
FURNITURE & FIXTURES	6,925	380,501	-	387,426	6,627	113,240	-	119	119,986	267,440	298
OFFICE EQUIPMENTS	54,975	-	-	54,975	27,966	14,141	-	3,201	45,308	9,667	27,009
<b>TOTAL</b>	<b>61,900</b>	<b>380,501</b>	<b>-</b>	<b>442,401</b>	<b>34,593</b>	<b>127,381</b>	<b>-</b>	<b>3,320</b>	<b>165,294</b>	<b>277,107</b>	<b>27,307</b>
<b>PREVIOUS YEAR FIGURES</b>	<b>56,000</b>	<b>5,900</b>	<b>-</b>	<b>61,900</b>	<b>30,989</b>	<b>3,604</b>	<b>-</b>	<b>-</b>	<b>34,593</b>	<b>27,307</b>	<b>25,011</b>

**NOTE- 7. A FIXED ASSETS**

Depreciation has been charged for this year on the basis of Schedule II of Companies Act, 2013

**NOTE NO. – 8**

**NON- CURRENT INVESTMENTS**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Trade Investments		
Investment in Equity Instruments (Unquoted)	883,000	883,000
Investment in Equity Instruments (Quoted)	318,690	318,690
Investment in Gold	1,773,966	1,773,966
<b>TOTAL</b>	<b>2,975,656</b>	<b>2,975,656</b>

**NOTE NO. – 9**

**LONG TERM LOANS AND ADVANCES**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Unsecured Considered good		
Loan to Related Parties	-	6,527,000
Loan to Others	7,000,000	7,000,000
Advance for Capital Goods	426,243	1,126,244
<b>TOTAL</b>	<b>7,426,243</b>	<b>14,653,244</b>

**NOTE NO. – 10**

**DEFERRED TAX ASSETS (NET)**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Deferred Tax Assets		
Unabsorbed Depreciation and losses	38,988	38,988
<b>TOTAL</b>	<b>38,988</b>	<b>38,988</b>

**NOTE NO. – 11**

**INVENTORIES**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Share Stock (valued at Cost)	177,938	177,938
<b>TOTAL</b>	<b>177,938</b>	<b>177,938</b>

**NOTE NO. – 12  
TRADE RECEIVABLES**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
<b>01. Trade Debts outstanding for a period exceeding 6 months</b>		
Unsecured Considered good	-	-
<b>02. Trade Debts (Others)</b>		
Unsecured Considered good	306,000	216,000
<b>TOTAL (1+2)</b>	<b>306,000</b>	<b>216,000</b>

The confirmation of transactions and balances of some of the trade debtors are awaited from the respective parties till the conclusion of the audit and in absence of such confirmation the entries recorded in the books have been relied upon and therefore, such balances are as per books of accounts of the company and subject to reconciliation with respective parties.

**NOTE NO. – 13  
CASH AND CASH EQUIVALENTS**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Balance with Banks	4,749,413	87,438
Cash in Hand	1,543,718	723,536
Cheques in Hand	-	10,000
<b>TOTAL (1+2+3)</b>	<b>6,293,131</b>	<b>820,974</b>

**NOTE 13 A  
BALANCES WITH BANKS INCLUDES:**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Margin Money against guarantee	-	-
Margin Money against Letter of Credit	-	-
Bank Deposits with more than 12 months Maturity	-	-

**NOTE NO. – 14  
SHORTTERM LOANS AND ADVANCES**

PARTICULARS	As at 31-03-2015	As at 31-03-2014
<b>01. Unsecured - Considered good</b>		
Advance Income Tax (Net of Provision)	38,497	24,000
Income Tax Refund Due	1,043,730	1,061,880
Advances to Staff	51,000	63,000
<b>TOTAL</b>	<b>1,133,227</b>	<b>1,148,880</b>

In the opinion of the Management loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

Provision for Income Tax has been made in accordance with the provisions of Income Tax, 1961.

**NOTE NO. – 15  
REVENUE FROM OPERATION**

PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
<b>OTHER OPERATING INCOME</b>		
Commission Received	340,000	240,000
<b>TOTAL</b>	<b>340,000</b>	<b>240,000</b>

**NOTE NO. – 16  
OTHER INCOME**

PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
Interest Income	47,502	6,750
Liabilities Written Off	-	8,015
Profit on Sale of Gold Ornaments	-	61,417
<b>TOTAL</b>	<b>47,502</b>	<b>76,182</b>

**NOTE NO. – 17  
CHANGE IN INVENTORIES**

PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
<b>Stock at Commencement</b>		
Share Stock (Valued at Cost)	177,938	177,938
<b>Stock At Close</b>		
Share Stock (Valued at Cost)	177,938	177,938
(Increase)/ Decrease in Inventories	-	-

**NOTE NO. – 18  
EMPLOYEES BENEFITS AND EXPENSES**

PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
Salaries and Wages	184,646	229,570
Bonus	-	6,000
Workman & Staff Welfare Expenses	12,315	16,225
<b>TOTAL</b>	<b>196,961</b>	<b>251,795</b>

**NOTE NO. – 19**

PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
Payment to Auditors		
a. As Auditor	18,240	17,978
Conveyance Expenses	6,000	9,000
Duties, Taxes and Fees	298,441	14,305
Legal and Professional Charges	28,348	53,000
Telephone Expenses	9,795	9,197
Stock Exchange Listing Fees	70,859	39,837
Interest on Service Tax	-	176,082
Rent	19,100	-
Miscellaneous Expenses	3,285	1,474
<b>TOTAL</b>	<b>630,150</b>	<b>144,791</b>

**NOTE NO. – 20  
Contingent liabilities not provided for as certified by the Management.**

Capital Commitment net of Advances Rs. 24,62,676/-.
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**NOTE NO. – 21  
Significant events occurring after balance Sheet Date**

There are no significant events occurring after balance Sheet Date having any material impact on Balance Sheet as at 31st March, 2015

**NOTE NO. – 22**

**Details of company’s Segment wise financial performance - AS -17**

**Business Segment:**

The Company has considered business segment as the primary segment. Segments have been identified taking into account the nature of the activities, the different risks and returns, the organization structure and internal reporting system.

The two identified segments are (i) Sale/ purchase/ trading of shares and (ii) Income/ Rent received from open terrace spaces (treated as business income).

**Geographical Segment:**

There is no reportable geographical segment as the operations are restricted to one location only.

**NOTE NO. – 23**

**Related Party Disclosures - AS - 18**

**List of Related Parties**

**Interested Directors**

- i) Deepak Aggarwal – Director
- ii) Samita Gupta – Director
- iii) Ankit Aggarwal – Director

**Individuals related to (a) above** i) Arti Agarwal

**Enterprise over which (a) and (b) above, are able to exercise significant influence**

- (i) Shomit Finance Ltd
- (ii) Devika Promoters & Builders Pvt Ltd

**Following are the transactions with the entities in which the members of Board of directors are interested:**

Transaction / Outstanding Balances	KMP and their relatives	Entities Under Significant Influence	Total
<b>Amount repaid</b>			
Devika Promoters & Builders Pvt Ltd	-	7,45,468	7,45,468
<b>Repayment of Loan received</b>			
Devika Promoters & Builders Pvt Ltd	-	65,27,000	65,27,000
<b>Commission Received</b>			
Shomit Finance Ltd.		3,40,000	3,40,000
	-	76,12,468	76,12,468

**NOTE NO. – 24**

**Calculations of Earning per share - A5-20**

PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
Net profit as per Profit & Loss Account	(5,66,990)	(84,008)
Add: Extra-ordinary Items	-	-
Net profit attributable to the Equity Share Holders – A	(5,66,990)	(84,008)
Weighted average No. .of equity shares outstanding during the year – B	9,96,000	9,96,000

Nominal value of equity share	10	10
<b>Basic &amp; Diluted Earning per share ( Rs.) - A/B</b>	<b>(0.57)</b>	<b>(0.08)</b>

**NOTE NO. – 25****Disclosure of transactions involving Foreign Currency**

<b>PARTICULARS</b>	<b>Year ended 31-03-2015</b>	<b>Year ended 31-03-2014</b>
ClF Value of imports	NIL	NIL
Total	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL
Total	NIL	NIL
Earning in Foreign Exchange	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

As per our report of even date attached

**For A K G & CO.**

**CHARTERED ACCOUNTANTS**

**(CA. Anil K. Goel)**

**PARTNER**

**Membership No. : 083454**

**Firm's Registration No. : 004924N**

**Place : New Delhi**

**Date : 25th August, 2016**

**For and on behalf of the Board**

**(SAMITA GUPTA)**

**DIRECTOR**

**DIN No.00132853**

**(ANKIT AGGARWAL)**

**DIRECTOR**

**DIN No.00385982**

**SIGNIFICANT ACCOUNTING POLICIES****a) Accounting Convention**

The accounts and financial statements have been prepared on historical cost convention and on the basis of going concern.

**b) Revenue Recognition**

The company follows accrual system of accounting in the preparation of accounts except dividend income which is being accounted for on receipt basis.

**c) Fixed Assets**

Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost for this purpose includes freight, duties, taxes and other incidental or installation charges incurred in bringing the assets to its working place and condition for its intended use, but excludes the excise duty claimed / to be claimed in subsequent year as CENVAT.

**d) Depreciation**

Depreciation on assets has been provided on Written Down Value (WDV) Method in accordance with the provisions of Section 123(l)(a) of the Companies Act, 2013 at the rates specified in Schedule II of the Companies Act, 2013. Depreciation on fixed assets acquired during the year is provided on pro-rata basis on during which the asset is put to use.

**e) Impairment Of Assets**

The Company has identified that there is no material impairment of Assets and as such no provision is required in term of AS-28 issued by the Institute of Chartered Accountants of India.

**f) Treatment Of Purchase Of Shares**

Shares purchased for the purpose of dealing are shown as stock-in-trade, thus treated as current assets. On the other hand the shares for investment purpose have been shown as investment of the company

**g) Investment**

Long Term investments are stated at cost. Provision for diminution in the value of Long Term Investment is made only, if such a decline is other than temporary, in the opinion of the management.

**h) Inventories**

In accordance with the accounting policy consistently followed by the company, the closing stock of shares being held as Stock in Trade, have been valued at cost including brokerage and other charges and the cost is calculated on the basis of FIFO method.

**l) Employee Benefits**

- (i) Provisions regarding provident and pension fund are not applicable to the company.
- (ii) No Provision for Gratuity Liability is made as the same would be accounted for on payment basis.

**J) Taxes on Income**

Provision for Income Tax has been made in accordance with the Provisions of Income Tax, 1961.

- (ii) In accordance with the Accounting Standard-22,"Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India, the deferred tax for timing differences between the book and tax profit is accounted for using the tax rates and the tax laws that have been enacted or substantially enacted as of the Balance sheet date.

- (iii) No provision for deferred Tax has been made due to uncertainty over future income.

- k) In the opinion of the Board of Directors, the current assets, loans and advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

- l) The company is registered as Non-Banking Financial Company and it has not accepted any public deposits, issued debentures/bonds, availed loans and advances. Consequently the information under paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007) are given in the schedule attached.

As per our report of even date attached

**For A K G & CO.**

**CHARTERED ACCOUNTANTS**

**(CA. Anil K. Goel)**

**PARTNER**

**Membership No. : 083454**

**Firm's Registration No. : 004924N**

**For and on behalf of the Board**

**(SAMITA GUPTA)**

**DIRECTOR**

**DIN No.00132853**

**(ANKIT AGGARWAL)**

**DIRECTOR**

**DIN No.00385982**

**Place : New Delhi**

**Date : 25th August, 2016**

# PROXY FORM

Form No. MGT-11

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

## VINAYAK VANIJYA LIMITED

Email id : vvanijya1985@gmail.com, CIN : L52110DL1985PLC020109

Regd. Office: Flat No. 216-B, Second Floor, Devika Tower 6, Nehru Place, New Delhi-110019

Name of the Member(s)			
Registered address			
E-mail Id			
Folio no./Client Id		DP I.d.	

I/We, being the member (s) holding of..... shares of **Vinayak Vanijya Limited**, hereby appoint:

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30th Annual General Meeting** of the company, to be held on Wednesday, the 30th day of September, 2015 at 05:00 pm at the Registered Office of the company at Flat No.216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2015		
2.	Reappointment of Mr. Deepak Aggarwal as the Director of the Company.		
3.	Appointment of M/s AKG & Associates, Chartered Accountants, as Statutory Auditor of the company till the conclusion of next Annual General Meeting of the Company.		

Signed this..... day of \_\_\_\_\_ 2015.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp of  
Rs. 1/-

### Notes:

- 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.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint Holders should be stated.

# VINAYAK VANIJYA LIMITED

Regd. Office: Flat No.216-B, Second Floor, Devika Tower 6, Nehru Place, New Delhi-110019

Email id : vvanijya1985@gmail.com, CIN : L52110DL1985PLC020109

## ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
No. of Shares held	
Name of the Proxy (in block letters, to be filled in if the proxy attends of the member)	

1. I/We hereby record my/our presence at the 30th Annual General Meeting of the Company being held on Wednesday, the 30th September, 2015 at 05.00 P.M. at No. 216-B, Second Floor, Devika Tower 6, Nehru place, New Delhi-110019 to transact the following business:
2. Signature of the shareholder/Proxy
3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the ENTRANCE OF THE MEETING HALL duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.



**BOOK POST**

*If undelivered please, return to :*

**VINAYAK VANIJYA LIMITED**

Flat No. 216-B, Second Floor, Devika Tower,  
6, Nehru Place, New Delhi-110019