

# VINAYAK VANIJYA LIMITED

(CIN: L52110DL1985PLC020109)

## 31st ANNUAL REPORT

## BOARD OF DIRECTORS AS ON DATE OF AGM

Ankit Aggarwal	:	Chairman
Samita Gupta	:	Director
Devender Singh	:	Additional Independent Director (Appointed on 28.03.2016)
Anand Prakash	:	Additional Independent Director (Appointed on 28.03.2016)
Deepak Aggarwal	:	Director *Resigned on 30.05.2016

## KEY MANAGERIAL PERSONNEL

Mr. Krishna Kumar	:	Chief Financial Officer
Mr. Ankit Aggarwal	:	Whole Time Director
Mr. Sujeet Kumar	:	Company Secretary (WEF 01.02.2016)

### **REGISTERED OFFICE**

Flat No 28, Stilt 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

### **SECRETARIAL AUDITOR**

Ms. Preeti Jain, Practicing Company Secretary  
M. No.: 41759, C.O.P. No.: 17079  
H-54, Navin Shahdara, Delhi-110032

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## NOTICE

Notice is hereby given that the 31st Annual General Meeting of Vinayak Vanijya Limited will be held on Tuesday, the 27th day of September, 2016 at 01.00 P.M. at the Registered office of the company at Flat No. 28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019 on to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2016 together with the reports of the Auditor and Directors thereon.
2. To appoint a Director in place of Samita Gupta (DIN: 00132853), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139(2), 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) 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 for the financial year 2016-17 at such remuneration as may be determined by the Board of Directors of the Company."

### SPECIAL BUSINESS

4. To consider the Appointment of Mr. Anand Prakash (DIN: 06918487) as an Independent Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the said Act, consent of the Company be and is hereby accorded to appoint Mr. Anand Prakash (DIN: 06918487) as an Independent Director of the Company for a period of Five years from 27th September, 2016 to 26th September, 2021 and that he shall not be liable to retire by rotation."

5. To consider the Appointment of Mr. Devender Singh (DIN: 05279646) as an Independent Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the said Act, consent of the Company be and is hereby accorded to appoint Mr. Devender Singh (DIN: 05279646) as an Independent Director of the Company for a period of Five years from 27th September, 2016 to 26th September, 2021 and that he shall not be liable to retire by rotation."

For and on behalf of the Board of Directors  
VINAYAK VANIJYA LIMITED  
Sd/-  
(SAMITA GUPTA)  
DIRECTOR  
DIN : 00132853

PLACE : NEW DELHI  
DATE : 02.09.2016

**Notes:**

1. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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.

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.

3. 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.
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. To prevent fraudulent transactions members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number etc. to the Company's Registrar & Share Transfer Agent RCMC Share registry (P) Limited, B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.
6. Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
7. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its Registrar and Transfer Agent for the Nomination Form.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
9. Members attending the Annual General Meeting are requested to bring with them the following:
  - (a) DP & Client ID Numbers or Folio Numbers
  - (b) Attendance Slip and
  - (c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.
10. 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.
11. Brief details of the Directors seeking re-appointment /appointment at the ensuing Annual General Meeting forms part of this notice.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2016 to 27.09.2016 (both days inclusive).
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. For this, members may contact the Company.
14. The shares of the Company are presently listed on BSE Limited.
15. The instructions for shareholders voting electronically are as under:
  - 1) The voting period begins on 24.09.2016 at 9.00 A.M. and ends on 26.09.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- 2) The Shareholders can opt for only one mode of voting i.e. by remote e-voting or physical polling at the meeting. In case of voting by both modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
- 3) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 4) Click on Shareholders.
- 5) Now Enter your User I.D
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 6) Next enter the Image Verification as displayed and Click on Login.
- 7) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 8) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on separate annexure</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rahul Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
Or Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- 9) After entering these details appropriately, click on "SUBMIT" tab.
- 10) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the EVSN for the relevant "Vinayak Vanijya Limited" on which you choose to vote. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 16) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 17) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. They should upload a scanned copy of the Board Resolution and Power of Attorney (P.O.A.) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - I. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQS") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - II. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company.
  - III. Ms. Preeti Jain, Practicing Company Secretary (ACS: 41759/CP: 17079), Company Secretaries, Delhi has been appointed as the Scrutinizer for e-voting and Physical Ballot Process at the AGM in a fair and transparent manner.
  - IV. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the Annual General Meeting, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
  - V. The e-voting period commences on 24.09.2016 at 9.00 A.M. and ends on 26.09.2016 at 5.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - VI. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vinayakvanijya.com](http://www.vinayakvanijya.com) and on the website of CDSL within three days of the conclusion of the 31st Annual General Meeting of the Company on 27th September, 2016 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The Result shall also be displayed at the notice board of the Company at its Registered Office.

For and on behalf of the Board of Directors  
For **VINAYAK VANIJYA LIMITED**

Sd/-  
**(SAMITA GUPTA)**  
DIRECTOR  
DIN : 00132853

PLACE : NEW DELHI  
DATE : 02.09.2016

**PROFILE OF THE DIRECTOR MENTIONED IN ITEM NO. 2**

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/reappointment in the AGM

Ms. Samita Gupta, the retiring Director, who, being eligible, seeks re-appointment has a unique combination of knowledge and experience. Since 1980, she has been a professional interior decorator and designer and has successfully completed numerous projects both residential and commercial over the past 30 years.

Following are the required details:

Name	Ms. Samita Gupta
DIN	00132853
D.O.B.	12.01.1959
Qualification	Graduate in Political Science
Expertise	Professional Interior Decorator & Designer
Date of Appointment on board of the company	15th March, 2005
Other Directorships	Distinctive Properties and Leasing Limited Shomit Finance Limited Pragati Impex India Private Limited Brisk Services Limited Devika Promoters and Builders Private Limited Devika Gold Homz Private Limited Devika Universal Lands Private Limited Devika Universal Lands & Building Private Limited

Notice of interest

None of Directors, other than mentioned above, are in any way interested or concerned in the said Resolution.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**Item No. 4**

**Appointment of Mr. Anand Prakash (DIN: 06918487) as an Independent Director**

The Board of Directors had appointed Mr. Anand Prakash (DIN: 06918487) as an Additional Director of the company under section 161 read with section 149 of the Companies Act, 2013 to hold office up to the upcoming Annual General Meeting of the Company. The Company has received a notice in writing from Mr. Anand Prakash (DIN: 06918487) pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose himself as candidate for the office of Independent Director. In the opinion of Board, Mr. Anand Prakash (DIN: 06918487) fulfils the conditions as specified under Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company. Also, he is Independent of the management and hence the Board recommends him to be appointed for five consecutive years under section 149 of the Companies Act, 2013.

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not applicable to the proposed Independent Director.

So to comply with the relevant provisions of Companies Act, 2013, all Independent Directors needs to be reappointed on non rotational basis up to a period of five year at a time.

In the opinion of the Board, the proposed Independent Director fulfills the condition for its appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016. The Board also opined that the proposed Director possesses appropriate skill, experience and Knowledge as required for occupying the position of an Independent Director.

The Board has also received declaration from the proposed Independent Director that he meets the Criteria of Independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013.

The Board of Directors consider that in view of the background and immense experience of Mr. Anand Prakash (DIN: 06918487), it would be in the interest of the Company to appoint him as a Director. The Board therefore, recommends the resolution for your approval. A brief profile of the proposed Director, has been attached herewith.

Except Mr. Anand Prakash, none of the Director(s), Key Managerial Personnel and their relatives is/are interested or concerned in the mentioned resolution.

A brief resume of the proposed Director is given below:

Name	Anand Prakash
Director Identification Number (DIN)	06918487
Date of Birth	1st July, 1976
Qualification	Masters in Business Administration
Expertise in specific area	Finance, Accounting & Management
Date of First appointment on the board of the company	28.03.2016
List of Directorship held in other companies	1. Distinctive Properties and Leasing Limited
	2. Devika Universal Lands and Building Private Limited
	3. Go Big Construction Private Limited
Membership/Chairmanship of audit and Stake holders relationship committees	Yes

#### **Item No. 5**

Appointment of Mr. Devender Singh (DIN: 05279646) as an Independent Director

The Board of Directors had appointed Mr. Devender Singh (DIN: 05279646) as an Additional Director of the company under section 161 read with section 149 of the Companies Act, 2013 to hold office up to the upcoming Annual General Meeting of the Company. The Company has received a notice in writing from Mr. Devender Singh (DIN: 05279646) pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose himself as candidate for the office of Independent Director. In the opinion of Board, Mr. Devender Singh (DIN: 05279646) fulfils the conditions as specified under Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company. Also, he is Independent of the management and hence the Board recommends him to be appointed for five consecutive years under section 149 of the Companies Act, 2013.

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore, the provisions relating to retirement by rotation shall not applicable to the proposed Independent Director. So to comply with relevant provision of Companies Act, 2013, all Independent Directors needs to be reappointed on non rotational basis and up to five year at a time. In the opinion of the Board, the proposed Independent Director fulfills the condition for its appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also opined that the proposed Director possesses appropriate skill, experience and Knowledge as required for occupying the position of an Independent Director.

The Board has also received declaration from the proposed Independent Director that he meets the Criteria of Independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013.

The Board of Directors consider that in view of the background and immense experience of Mr. Devender Singh (DIN: 05279646), it would be in the interest of the Company to appoint him as a Director. The Board therefore, recommends the resolution for your approval. A brief profile of the proposed Director has been attached herewith.

Except Mr. Devender Singh (DIN: 05279646), none of the Director(s), Key Managerial Personnel and their relatives is/are interested or concerned in the mentioned resolution.

A brief resume of the proposed Director is given below:

Name	Mr. Devender Singh
Director Identification Number (DIN)	05279646
Date of Birth	20th May, 1983
Qualification	Bachelor of Arts in Political Science (Hons.)
Expertise in specific area	Administrative Department
Date of First appointment on the board of the company	28th March, 2016
List of Directorship held in other companies	<ol style="list-style-type: none"> <li>1. Distinctive Properties and Leasing Limited</li> <li>2. Go Big Construction Private Limited</li> <li>3. Ankit Leasing and Finance Company Limited</li> <li>4. Pragati Services Private Limited</li> <li>5. Devika Estate Management private Limited</li> <li>6. Surya Services Private Limited</li> </ol>
Membership/Chairmanship of audit and Stake holders relationship committees	Yes

For and on behalf of the Board of Directors  
For **VINAYAK VANIJYA LIMITED**

Sd/-

**(SAMITA GUPTA)**

DIRECTOR

DIN : 00132853

**PLACE : NEW DELHI**

**DATE : 02.09.2016**

**VINAYAK VANIJYA LIMITED**  
**DIRECTOR'S REPORT**

To  
The Members,  
Vinayak Vanijya Limited

Your Directors have pleasure in presenting the 31st Annual Report of the Company together with the Audited Financial Statements for the year ended on 31st March, 2016.

**SUMMARISED FINANCIAL HIGHLIGHTS**

Particulars	2015-2016	2014-15
Revenue from Operations	3,50,000	3,40,000
Other Income	3,46,933	47,502
Total Income	6,96,933	3,87,502
Less: Expenses except Depreciation	5,89,581	8,27,111
Profit/(Loss) before Depreciation & Interest	1,07,352	(4,39,609)
Less : Depreciation	70,696	1,27,381
Less : Interest	-	-
Profit/(Loss) after depreciation and Interest	36,656	(5,66,990)
Less : Income Tax-Previous Years	6,984	-
Less : Deferred Taxes	3,30,757	-
Net Profit/(Loss) after Tax	3,60,429	(5,66,990)
Earning per share (Basic)	0.36	(0.57)
Earning per Share(Diluted)	0.36	(0.57)

**DIVIDEND**

With a view of augmenting the financial resources for generating stable growth the Board of Directors of the company has decided to carry forward entire profit and hence they did not propose any dividend for the financial year on equity shares.

**AMOUNTS CARRIED TO RESERVES & SURPLUS**

Board proposes to transfer entire amount of Rs. 3, 60, 429/- (Rupees Three Lac Sixty Thousand Four Hundred Twenty Nine Only) to the General Reserve & Surplus.

**REGISTERED OFFICE**

The Company has shifted its registered office from 216-B, Devika Tower, Nehru Place, Delhi-110019 to Flat No.28, Stilt Floor, Devika Tower, Nehru Place, Delhi-110019 with effect from 9th July, 2016 during the year.

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, is presented in a separate section forming part of this Annual Report and give details of overall industry structure, developments, performance and state of affairs of company's business.

## DIRECTORS

During the year under review following changes have occurred in the composition of Board of Directors:

S. No.	Name	DIN	Designation	Appointment/Resignation	With effect
1.	Deepak Aggarwal*	00127819	Director	Resigned	30.05.2016
2.	Anand Prakash	06918487	Additional Independent Director	Appointed	28.03.2016
3.	Devender Singh	05279646	Additional Independent Director	Appointed	28.03.2016
4.	Ankit Aggarwal	00385982	Whole Time Director Change in Designation		28.03.2016

The Board places sincere thanks to Mr. Deepak Aggarwal for their contribution during the tenure of their service.

Mr. Anand Prakash (DIN: 06918487) & Mr. Devender Singh (DIN: 05279646) have been appointed in the organization to achieve the new heights for the Company as Additional Directors by the Board and whose office shall vacate at the upcoming Annual General Meeting and who, being eligible, seeks regularization in the Company.

During the year, Company had appointed Mr. Ankit Aggarwal (DIN: 00385982) as a Whole Time Director of the Company for a term of Five year with effect from 28th March, 2016 to 27th March, 2021.

In addition, Ms. Samita Gupta (DIN: 00132853), being the Non Executive Director in the Company shall retire at the upcoming Annual General Meeting and being eligible, offers herself for re-appointment.

### COMPANY SECRETARY

As per the provisions of Section 203 of the Companies Act, 2013 and Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, the Board of Directors at its Board Meeting held on 1st Day of February, 2016 approved the Appointment of Mr. Sujeet Kumar as Company Secretary & Compliance Officer of the Company.

### CHIEF FINANCIAL OFFICER

As per the provisions of Section 203 of the Companies Act, 2013 read with relevant rules, the Company is required to appoint a suitable person as Chief Financial Officer of the Company. Therefore, Mr. Krishna Kumar has been appointed on the same post with effect from 29th March, 2016.

### INTERNAL AUDITOR

As per the provisions of Section 138 of the Companies Act, 2013 read with relevant rules, the Company is required to appoint a suitable person as Internal Auditor of the Company who shall keep a check and control on financial affairs of the Company internally as a good corporate practice. Therefore, the resolution has been passed by the Board to appoint Mr. Vinod Kumar Goel to act as internal Auditor w.e.f. 29th March, 2016.

### EXTRACT OF ANNUAL RETURN

The details forming part of extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure I" in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

### STATE OF COMPANY'S AFFAIRS

Company lays emphasis on being customer-centric and further strives on a well organized management team of skilled and trained professionals to deliver quality services to its customers.

### NUMBER OF MEETINGS OF BOARD

During the year 2015-16, Sixteen Board Meetings and Four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149 (6) OF COMPANIES ACT, 2013**

Both Independent Directors have confirmed and declared that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and are not disqualified to act as an Independent Director.

### **BOARD EVALUATION**

The Company has devised a mechanism for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination & Remuneration Committee.

### **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

Functions and Terms of Reference of the Nomination and Remuneration Committee of the Company are as per the Companies Act, 2013. Further, Company's Remuneration policy is market led and takes into account the competitive circumstance of the business so as to attract and retain quality talent and leverage performance significantly.

### **AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT AND THEIR COMMENTS THEREON:**

#### **a. RATIFICATION OF AUDITOR:**

As per the provisions of Section 139 of the Companies Act, 2013, M/s AKG & Co., Chartered Accountants, having Firm Registration No. 004924N were appointed as Statutory Auditor for a period of five years in the Annual General Meeting held in the year 2014 till 2019 whereas the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting for the period 2016-17. The Company has received a certificate from the above Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

#### **Auditor's Comment:**

We draw attention to Clause i (ii) of Note No. 25 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.

#### **Director's Reply:**

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. SECRETARIAL AUDIT:**

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. Preeti Jain, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure IV.

### **AUDIT COMMITTEE**

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the Company is re-constituted on March 28, 2016 with the Objectives to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy. The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Report.

S. No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Ankit Aggarwal (Till 28.03.2016)	Chairman	4	4
2.	Deepak Aggarwal*	Member	4	4
3.	Samita Gupta	Member	4	4
4.	Anand Prakash (From 29.03.2016)	Member	4	0
5.	Devender Singh (From 29.03.2016)	Member	4	0

\*Mr. Deepak Aggarwal has resigned from the directorship of the company on 30th May, 2016

#### **NOMINATION & REMUNERATION COMMITTEE**

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company in its meeting held on March 28, 2016 re-constituted Nomination & Remuneration Committee with the requisite terms of the reference as required under section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Samita Gupta	Chairperson (Till 28.03.2016)	4	4
2.	Deepak Aggarwal*	Member	4	4
3.	Ankit Aggarwal	Member	4	4
4.	Anand Prakash (From 29.03.2016)	Chairman (From 29.03.2016)	4	0
5.	Devender Singh (From 29.03.2016)	Member	4	0

\* Deepak Aggarwal has resigned from the directorship of the company on 30th May, 2016

#### **DISCLOSURE ABOUT COST AUDIT**

Provision given under section 148 of the Companies Act, 2013 and rule 14 of company (audit and auditor) rules, 2014 in respect of requirement of cost audit is not applicable to our company.

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

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statements. (Please refer to Note 6 & 7 to the Balance Sheet for the financial year 2015-2016).

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The details of which are annexed as Annexure-III.

## 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.

## CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

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

## MATERIAL CHANGES AND COMMITMENTS, IF ANY

During the year, your Company has applied the demat connectivity from both the Depositories i.e. Central Depository Services (I) Limited & National Securities Depository Limited.

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

No such significant and material order has been passed by any regulator(s) or court(s) or tribunal(s) impacting the going concern status and company's operations in future.

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

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

### a) Conservation of energy

(i) the steps taken or impact on conservation of energy	Company's operation does not consume significant amount of energy.
(ii) the steps taken by the company for utilizing alternate sources of energy	Not Applicable
(iii) the capital investment on energy conservation equipment's	Not Applicable

### (b) Technology absorption

(i) the efforts made towards technology absorption Company's operation does not consume	NIL
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv) the expenditure incurred on Research and Development	NIL

### (c) Foreign exchange earnings and Outgo

31.03.2016

Foreign Exchange earnings	Nil
Foreign Exchange Outgo	Nil

## BUSINESS RISK MANAGEMENT

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 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.

## **SHARES**

During the year under review, Company has not come up with Sweat Equity Issue, Bonus Issue, Employee Stock Option Plan. Also, the Company has not bought back its shares during the year.

## **DETAILS OF 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-1.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a well established whistle blower policy as part of vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of Director(s)/employee(s), who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

## **COST AUDIT**

Provision given under section 148 of the Companies Act, 2013 and rule 14 of company (audit and auditor) rules, 2014 in respect of requirement of cost audit is not applicable to our company.

## **CORPORATE GOVERNANCE REPORT**

As per Regulation 27 read with regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Company with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Secretarial Auditor confirming compliance forms an integral part of this Report.

## **COMPLIANCE WITH RBI RULES, REGULATIONS, GUIDELINES**

The Company has complied with all the Rules, Regulations, Guidelines as laid by Reserve Bank of India (RBI) as on 31st March, 2016; as are applicable to the Company as a Non- Banking Finance Company.

## **HUMAN RESOURCES**

The relationship with employees continues to be cordial. The company always considers its human resources as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company.

## **CODE OF CONDUCT**

The Board of Directors have approved a Code of Conduct which is applicable to Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

## **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has One Executive Director and due to financial constraints being faced by the company they have forgone their remuneration. Further, no sitting fee has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- |                                  |     |
|----------------------------------|-----|
| a) Employed throughout the year  | Nil |
| b) Employed for part of the year | Nil |

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

#### **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 |

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

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

#### **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.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors had prepared the annual accounts on a going concern basis;
- 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.
- 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.

#### **ACKNOWLEDGMENTS**

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  
VINAYAK VANIJYA LIMITED**

**PLACE : NEW DELHI  
DATE : 02.09.2016**

**Sd/-  
(SAMITA GUPTA)  
DIRECTOR  
DIN : 00132853**

**Sd/-  
(ANKIT AGGARWAL)  
DIRECTOR  
DIN : 00385982**

Annexure 1:-MGT-9  
Annexure 2:-AOC-1  
Annexure 3:-AOC-2  
Annexure 4:-Conservation of energy and Corporate Social responsibility  
Annexure 5:-Secretarial Audit Report

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31st March, 2016**

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

CIN	L52110DL1985PLC020109
Registration Date	12-02-1985
Name of the Company	VINAYAK VANIJYA LIMITED
Category/Sub Category	Company Limited By Shares/Indian Non Govt. Co.
Address of the registered office and contact details	Flat No. 28, Stilt Floor, Devika Tower 6, Nehru Place, Delhi-110019
Contact:	011-43675500
E-mail	vvanijya1985@gmail.com
Whether listed company	Yes, BSE Ltd
Name, Address and Contact details of Registrar and Transfer Agent	RCMC Share Registry Private Limited B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 Contact: 011-26387320

**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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Financial leasing	64910	100%

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

Sl No.	Name and Address of the Company	CIN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1.			None		

**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	Demat	Physical	Demat	Physical			
			Total	% of Total Shares	Total	% of Total Shares			
A) Promoter			Total	% of	Total	% of			
1) Indian									
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%
Sub-total(A)(1):-	0	547400	547400	54.96	0	547400	547400	54.96	0%

	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoter									
1) Indian									
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%
Sub-total(A)(1):-	0	547400	547400	54.96	0	547400	547400	54.96	0%
2) Foreign									
h) NRIs-Individuals	0	0	0	0	0	0	0	0	0
i) Other-Individuals	0	0	0	0	0	0	0	0	0
j) Bodies Corp.	0	0	0	0	0	0	0	0	0
k) Banks / FI	0	0	0	0	0	0	0	0	0
l) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter(A)=A(1) +A(2)	0	547400	547400	54.96	0	547400	547400	54.96	0
B. Public Shareholding									
1. Institutions									
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
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.									
(i) Indian									
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	187800	187800	18.86	0	187800	187800	18.86	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
Sub-total(B)(2)	0	448600	448600	45.04	0	448600	448600	45.04	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	448600	448600	45.04	0	448600	448600	45.04	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	996000	996000	100	0	996000	996000	100	0

**(ii) Shareholding of Promoters**

Sr. 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.								
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
	Total	547400	54.96	0	547400	54.96	0	0

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

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No of shares	% of total shares of the company	No of shares	% of total shares of the company
At the beginning of the year	547400	54.96	547400	54.96
Data wise Increase / Decrease in Promoters Shareholding No changes during the year during the Year specifying the reasons for increase /decrease (e.g. allotment / transfer/ bonus / sweat / equity etc.)	Nil	Nil	Nil	Nil
At the end of the year	547400	54.96	547400	54.96

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

S. 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	16800	1.69	Nil	Nil
9	Rajni Gupta	15900	1.60	15,900	1.60
10	Gian Chand	9,600	0.96	14,400	1.45
11	Arun Goyal	9800	0.98	9800	0.98

**(v) Shareholding of Directors and Key Managerial Personnel:**

	Shareholding at the beginning of the year		Shareholding At end of the year	
	No of shares	% of total shares of the company	No of shares	% of total shares of the company
1. Ankit Aggarwal (Whole Time Director)	204200	20.50	204200	20.50
2. Samita Gupta (Director) Jt. with Ankit Aggarwal	323200	32.45	323200	32.45
3. Deepak Aggarwal (Director)	20000	2.01	20000	2.01
4. Devender Singh (Independent Director)	Nil	Nil	Nil	Nil
5. Anand Prakash (Independent Director)	Nil	Nil	Nil	Nil
6. Krishna Kumar (CFO)	Nil	Nil	Nil	Nil

**VI. INDEBTEDNESS**

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

	Secured Loans excluding Deposits	Unsecured Loans	Deposits shares	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	Managing Director/Manager	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 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	-	-	-
6.	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:**

S.I No.	Particulars of Remuneration	Name of Directors				Total Amount
	Independent Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total(1)	-	-	-	-	-
	Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Over all Ceiling as per the Act	-	-	-	-	-

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

	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		18,000		18,000
	(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	-	-	-	-
6.	Total	-	-	-	-

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

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

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED**

**PLACE : NEW DELHI  
DATE : 02.09.2016**

**Sd/-  
(SAMITA GUPTA)  
DIRECTOR  
DIN : 00132853**

**Sd/-  
(ANKIT AGGARWAL)  
DIRECTOR  
DIN : 00385982**

**Form AOC-1**

**(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:**

1. Names of subsidiaries which are yet to commence operations- Not Applicable
2. Names of subsidiaries which have been liquidated or sold during the year- Not Applicable

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

Sl. No.	Name of associates/Joint Ventures	None
1	Latest audited Balance Sheet Date	31.03.2016
2	Shares of Associate/Joint Ventures held by the company on the year end	None
	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 Regn. No. Firm Registration No. 004924N

PLACE : NEW DELHI

DATE : 02.09.2016

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED**

Sd/-  
(SAMITA GUPTA)  
DIRECTOR  
DIN : 00132853

Sd/-  
(ANKIT AGGARWAL)  
DIRECTOR  
DIN : 00385982

**FORM NO. AOC.2**

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

**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**

<b>1</b>	<b>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	Nil
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</b>	<b>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	As per Annexure
f)	Amount paid as advances, if any	As per Annexure



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

<b>A. CONSERVATION OF ENERGY</b>	
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>B. TECHNOLOGY ABSORPTION</b>	
i. the efforts made towards technology absorption;	None
Not Applicable	
ii. the benefits derived like product improvement cost reduction, product development or import substitution ;	Not Applicable
iii. in case of imported technology (imported imported during the last three reckoned from the Year;	
a. the details of technology imported	Not Applicable
b. the year of import	Not Applicable
c. whether the technology been fully absorbed;	
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

**FOREIGN EXCHANGE EARNING & OUTGO**

- FOREIGN EXCHANGE OUTGO	Nil
- FOREIGN EXCHANGE EARNINGS	Nil

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED**

**PLACE : NEW DELHI  
DATE : 02.09.2016**

Sd/-  
**(SAMITA GUPTA)**  
DIRECTOR  
DIN : 00132853

Sd/-  
**(ANKIT AGGARWAL)**  
DIRECTOR  
DIN : 00385982

**VINAYAK VANIJYA LIMITED**  
**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

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)

**Form MR-3**  
**SECRETARIAL AUDIT REPORT**  
**(For the Financial Year ended on 31.03.2016)**

*[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**  
**(CIN: L52110DL1985PLC020109)**  
**Flat No.28, Stilt 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 as the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Vinayak Vanijya Limited'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 31.03.2016, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31.03.2016, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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 during the current Audit Period)
5. 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;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable during the current Audit Period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the current Audit Period)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable during the current Audit Period)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the current Audit Period)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

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:**

The Composition of 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.

As per the information received from Directors, adequate notices were given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were also sent well in advance in compliance of Companies Act, 2013 read with SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. Also, a system exists in the Company for seeking and obtaining further information and clarifications on the agenda items before the meeting so as to enable a meaningful participation at the meeting, however, certain documents were not made available to review the same.

As per the representation provided by the Directors, majority decisions are carried through while the dissenting members' views are captured and recorded as a part of the minutes as per the practice followed. However, during the period under report, there was no such instance.

We further report that there is a need for 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. Certain non material findings were also made during the course of audit relating to the provisions of the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 & other applicable laws. These are suitably addressed to the management so that corrective measure could be taken by them. However, the observations/qualifications which are treated as material in nature are mentioned in this report.

I further report that I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditor of the Company.

We further report that during the audit period, following changes have occurred in the Company:

1. Company has applied to National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for obtaining Demat Connectivity from both the Depositories.
2. The Company has also appointed RCMC Share Registry Private Limited as Registrar & Transfer Agent to carry out various functions.
3. The Company has also applied to get itself registered under SCORES- the Investor Grievance Redressal System of SEBI.
4. The Company has also appointed Mr. Ankit Aggarwal (DIN: 00385982) as a Whole Time Director of the Company for a term of Five year with effect from 28th March, 2016 to 27th March, 2021.
5. The Company has also appointed Mr. Anand Prakash (DIN: 06918487) & Mr. Devender Singh (DIN: 05279646) as Additional Independent Director with effect from 28th March, 2016.
6. The Company has also appointed Mr. Sujeet Kumar (PAN: BXMPK8667F) as Company Secretary with effect from 1 February, 2016.
7. The Company has also appointed Mr. Krishna Kumar (PAN: CIFPK6083E) as Chief Financial Officer (CFO) with effect from 29th March, 2016.

**For Preeti Jain**  
**Practicing Company Secretary**  
**Sd/-**  
**Preeti Jain**  
**Membership No. 41759**  
**C.O.P No.: 17079**

**Date : 02.09.2016**  
**Place : Delhi**

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

**Annexure B**

To,  
The Members  
**Vinayak Vanijya Limited**  
**(CIN: L52110DL1985PLC020109)**  
**Flat No.28, Stilt Floor, Devika Tower 6,**  
**Nehru Place, New Delhi-110019**

Our report of even date is to be read along with this 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 processes 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 are reflected in secretarial records. We believe that the processes and practices, as followed by the Company 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 the compliance 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 procedures on test basis.

The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Preeti Jain**  
**Practicing Company Secretary**  
**Sd/-**  
**Preeti Jain**  
**Membership No. 41759**  
**C.O.P No.: 17079**

**Date : 02.09.2016**  
**Place : Delhi**

## **CORPORATE GOVERNANCE REPORT**

(Pursuant to Regulation 34 (3) & Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### **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 legal framework provided by the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other guidelines as laid down by SEBI from time to time in letter and spirits, and presents the following Corporate Governance report based on the said disclosure requirements:

### **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 Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

<b>Sl. No.</b>	<b>Name</b>	<b>DIN</b>	<b>Category</b>
1.	Samita Gupta	00132853	Director
2.	Ankit Aggarwal	00385982	Whole Time Director
3.	Devender Singh	05279646	Additional Independent Director (Appointed on 28.03.2016)
4.	Anand Prakash	06918487	Additional Independent Director (Appointed on 28.03.2016)
5.	Deepak Aggarwal	00127819	Director (*Resigned on 30.05.2016)

i. None of the Directors on the Board is a Member of more than ten Committees or Chairperson 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, 2016, have been made by the Directors.

ii. The names of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairpersonships/Memberships held by them in other public companies as on March 31, 2016, are given herein below. Other directorships do not include alternate directorships, section 8 companies and of companies incorporated outside India.

<b>Name of Director</b>	<b>Number of the the board of meetings held during the year 2015-16</b>		<b>Whether attended last AGM held on 30th September, 2015</b>	<b>No. of Directorship in other Companies</b>
	<b>Held</b>	<b>Attended</b>		
Samita Gupta	16	16	Yes	09
Ankit Aggarwal	16	16	Yes	09
Devender Singh+	16	0	No	04
Anand Prakash+	16	0	No	03
Deepak Aggarwal*	16	16	Yes	07

\*Resigned from Board of Directors on 30.05.2016

+ Appointed on Board of Directors on 28.03.2016

- iv. During the period, the Board of Directors of your Company met 16 times. The dates on which the meetings were held are 01.04.2015, 25.04.2015, 30.04.2015, 31.07.2015, 04.08.2015, 27.08.2015, 03.09.2015, 31.10.2015, 27.01.2016, 31.01.2016, 01.02.2016, 02.03.2016, 03.03.2016, 15.03.2016, 28.03.2016, 29.03.2016 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 2015-16, all relevant information, as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was placed before the Board from time to time.
- vi. Number of shares held by Non-Executive Directors: Non Executive Director of the Company hold 3,23,200 shares in the Company
- vii. Familiarization Programmes: Details on familiarization programme for independent directors are uploaded on company's website at following weblink: [www.vinayakvanijya.com](http://www.vinayakvanijya.com)

**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 2015-16.

**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 Six committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Internal Compliant Committee, Risk Management Committee & 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**

SEBI vide its notification dated September 02, 2015 has amended the existing Listing Agreement and brought in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the Company is re-constituted on March 28, 2016 with the Objectives to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy. The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Report.

- i. The terms of reference of the Audit Committee are as per the Companies Act 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- ii. 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.
- iii. The previous Annual General Meeting (AGM) of the Company was held on 30th September 2015 and was attended by Ms. Samita Gupta, Chairperson of the Audit Committee.

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

Sl. No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Samita Gupta	Chairperson	4	4
2.	Ankit Aggarwal	Member	4	4
3.	Deepak Aggarwal (Till 30.05.2016)	Member	4	4
4.	Anand Prakash (From 29.03.2016)	Chairman	4	0
5.	Devender Singh (From 29.03.2016)	Member	4	0

iv. Four Audit Committee meetings were held during the year 2015-16 on 30.04.2015, 31.07.2015, 31.10.2015 & 31.01.2016. The necessary quorum was present for all the meetings.

**Audit & Other Duties**

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.

1. Discussion with internal auditors of any significant findings and follow up there on.
2. 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.
3. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
4. 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. Nomination and Remuneration Committee**

SEBI vide its notification dated September 02, 2015 amended has the existing Listing Agreement and brought in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company in its meeting held on March 03, 2016 re-constituted Nomination & Remuneration Committee with the requisite terms of the reference as required under section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 chaired by Mr. Ankit Aggarwal who has been appointed as Chairman and the director(s) if any, who were inducted in to the committee during the year also attended the meetings. The details of the composition of Remuneration Committee are as under:

Sl. No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Samita Gupta	Chairperson	4	4
1.	Ankit Aggarwal	Chairman	4	4
2.	Samita Gupta	Member	4	4
3.	Deepak Aggarwal (Till 30.05.2016)	Member	4	4
4.	Anand Prakash (From 29.03.2016)	Chairman	4	0
5.	Devender Singh (From 29.03.2016)	Member	4	0

**Performance Evaluation criteria for Independent Directors**

The Company has devised a mechanism for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors. The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated. As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually.

**C. 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:

Sl. No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Samita Gupta	Chairperson	4	4
2.	Deepak Aggarwal (Till 30.05.2016)	Member	4	4
3.	Ankit Aggarwal	Member	4	4
4.	Anand Prakash (From 29.03.2016)	Chairman	4	0
5.	Devender Singh (From 29.03.2016)	Member	4	0

**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.

**Details of investor complaints received and redressed during the year 2015-16 are as follows:**

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

**D. Internal Complaint Committee**

The Company has duly constituted the Internal Complaint Committee pursuant to the policy on Prevention of Sexual Harassment of Women.

**E. Risk Management Committee**

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.

**F. Vigil Mechanism Committee**

The Company has duly constituted the Vigil Mechanism Policy pursuant to the provisions of the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**WHISTLE BLOWER POLICY**

As per companies Act 2013 & SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015 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.

## **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;

### **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 Non executive 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson 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 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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and are on arm 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Chairperson 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.

**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.

**V. 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 held	Any Special Resolution passed
2012-13	Saturday September 28, 2013	Basement Devika Tower, 6, Nehru Place, New Delhi-110019	02:00 PM	Yes
2013-14	Tuesday September 30, 2014	Basement Devika Tower, 6, Nehru Place, New Delhi-110019	10:30 AM	Yes
2014-15	Wednesday, September 30, 2015	216-B, Second Floor, Devika Tower 6, Nehru Place, Delhi-110019	5.00 P.M.	No

b. There is one Extraordinary General Meeting of the Members was held on March 28, 2016 during the year 2015-16.

c. No Postal Ballot was conducted during the year 2015-16.

**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**

1.	Annual General Meeting	
1	Date and Time	27.09.2016 & 01:00 P.M.
	Venue	Flat No.28, Stilt Floor, Devika Tower, 6, Nehru Place, Delhi-110019
2.	Financial Year ending	31.03.2016
3.	Book Closure Date (Both days inclusive)	21.09.2016 to 27.09.2016
4.	Listing on Stock Exchange	BSE Limited
5.	Dividend payment date during 2015-16	Nil
6.	Scrip Code	512517
7.	Market Price Data : High, Low during last financial year	Not Applicable
8.	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	Nil
9.	Registrar and Transfer Agent	RCMC Share Registry Private Limited

**10. DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2016**

Share or Debenture holding of nominal value		Shares Debenture holders Number	% of total	Amount	Share/ Debenture % of total
(Rs.)	(Rs.)	(Rs.)		(Rs.)	
(1)	(2)	(3)	(4)	(5)	(6)
Up to	5000	508	94.42	500000	5.03
5001	10000	-	-	-	-
10001	20000	-	-	-	-
20001	30000	2	0.37	47000	0.47
30001	40000	-	-	-	-
40001	50000	2	0.37	92000	0.92
50001	100000	14	2.60	1263000	12.68
100001	And Above	12	2.24	8058000	80.90
Total		538	100	9960000	100

**CATEGORIES OF EQUITY SHAREHOLDER AS ON MARCH 31, 2016**

Sl.	Category	No. of Shares	% of Holding
1.	Promoters Holding		
	i. Promoters	547400	54.96
		-	-
	ii. Persons acting in concert	-	-
	Sub Total	547400	54.96
2.	Non Promoters Holding		
	1. Institutions Investor	-	-
	i. Mutual Fund and UTI	-	-
	ii. Banks, Financial Institutions, Insurance Companies	-	-
	iii. Central/ State Govt. Institutions/ Non Govt. Institutions	-	-
	iv. FII's	-	-
	Sub Total	Nil	Nil
3.	Others		
	i. Bodies Corporate	-	-
	ii. Indian Public	439100	44.08
	iii. NRI's/OCB's	-	-
	iv. Any Other (HUF/Firm/Forien Companies) Clearing Member	9500	0.96
	Sub Total		
	Grand Total	996000	100

11. Equity shares of the Company were not available for demat under both the Depositories. The entire work is maintained in-house. But now company has obtained demat connectivity vide ISIN INE132V01019.
12. Registered Office :Flat No. 28, Stilt Floor, Devika Tower, 6, Nehru Place, Delhi-110019
13. Address for communication of shareholders correspondence should be the same as Registered Office of the Company.

## **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

**To,  
The Members,  
Vinayak Vanijya Ltd**

We have examined the report of Corporate Governance presented by the Board of Directors of Vinayak Vanijya Ltd. for the year ended 31st March, 2016 as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

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

In our opinion and according to the information and explanations given to us the Company has taken step to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Stakeholders' Relationship Committee.

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

**For A K G & CO.  
Chartered Accountants**

**(Anil K. Goel)  
Partner**

**Date: 30.05.2016  
Place: New Delhi**

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

To,  
The Members,  
Vinayak Vanijya Ltd

I, Krishna Kumar, Chief Financial 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, 2016 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 2016 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) We have indicated to the auditors and the Audit committee:
  - i. significant change in internal control over financial reporting during the year under reference;
  - ii. significant 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.

Place: New Delhi  
Date: 02.09.2016

Sd-  
Krishna Kumar  
Chief Financial Officer

## COMPLIANCE WITH CODE OF CONDUCT

I, Anand Prakash, 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, 2016.

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

**Sd/-**

**Anand Prakash  
Chairman**

**Place: New Delhi**

**Date: 02.09.2016**

## **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/-**

**Anand Prakash  
Chairman**

**Place: New Delhi  
Date: 02.09.2016**

## Independent Auditor's Report

**TO  
THE MEMBERS  
VINAYAK VANIJYA LIMITED**

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

We have audited the accompanying Standalone 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 Standalone 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 Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Financial Statements are free from material misstatement.

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the said Standalone Financial Statements read together with the Significant Accounting Policies and the Notes on Standalone 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, 2016, and its profit and its cash flows for the year ended on that date.

### **Emphasis Matter**

- a) We draw attention to Clause i (ii) of Note No. 25 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.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a 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 Standalone 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 adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure to Auditors Report".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the 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

**AS PER OUR REPORT OF EVEN DATE**  
**For A K G & CO.**  
**Chartered Accountants**  
**Sd/-**  
**CA. Anil K. Goel**  
**Partner**  
**Membership No. : 083454**

**Date : 30th May, 2016**  
**Place: New Delhi**

### **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 2016, 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 nature of its assets. No material discrepancies were noticed on such physical verification.
  - (c) Since the company did not have any immovable property during FY 2015-16, the question of verification of Title Deed of immovable property does not arise. Hence, this clause is not applicable.
- (ii) (a) As explained to us, the company only maintains inventories of Shares, hence this provision is not applicable. Although, the Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- (iii) The company has granted loans to the parties covered in the register maintained under section 189 of the Companies Act, 2013, and
  - (a) In our opinion and according to the information and explanations given to us, the terms and condition for the grant of such loans are not prejudicial to the interest of the company.
  - (b) In respect of loans granted by the company, the interest & receipt is regular and the principal amount is repayable on demand.
  - (c) Since the loans granted by the company are repayable on demand, and the said loans have not been demanded by the company, no amount is overdue to the company.
- (iv) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, with respect to the loans, investments, guarantees and securities given .
- (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) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other 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 were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
  - (b) According to the records examined by us and the information and explanations given to us, there are no disputed amounts due in respect of income tax, sales tax, excise duty, Employees provident fund, Employee state insurance fund and other statutory dues at the end of the year.
- (viii) In our opinion and based on our audit procedures company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (ix) In our opinion and according to the information and the explanations given to us, the Company has not raised any money by way of initial public offer or term loans. Thus, paragraph (ix) of the Order is not applicable.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (xi) As per the records obtained, the company has not paid any managerial remuneration.
- (xii) The said company does not fall under the provisions of Nidhi Company. Thus, paragraph (xii) of the Order is not applicable.
- (xiii) As per the records obtained, all transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and details have been disclosed in the Financial Statements as

- (xiv) As per the records obtained the company has not made any preferential allotment or private placement of shares or debentures. Thus para (xiv) not applicable.
- (xv) As per the information obtained the company has not entered into any non-cash transactions with the director or persons connected with him.
- (xvi) As per the records obtained the, company is required to be registered under section 45-IA of the

**AS PER OUR REPORT OF EVEN DATE**

**For A K G & CO.**

**Chartered Accountants**

**Sd/-**

**CA. Anil K. Goel**

**Partner**

**Membership No. : 083454**

**Date : 30th May, 2016**

**Place: New Delhi**

## VINAYAK VANIJYA LIMITED

### BALANCE SHEET AS AT 31st MARCH, 2016

Amount in Rs

Particulars	Note No.	As at 31 March, 2016	As at 31 March, 2015
		Amount (Rs.)	
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders Funds</b>			
a) Share Capital	1	9,960,000	9,960,000
b) Reserve & Surplus	2	8,726,725	8,366,997
<b>Sub Total (1)</b>		<b>18,686,725</b>	<b>18,326,997</b>
<b>(2) Non Current Liabilities</b>			
a) Long Term Borrowings	3	260,000	260,000
<b>(3) Current Liabilities</b>			
a) Other Current liabilities	4	<b>131,774</b>	<b>41,293</b>
<b>Sub Total (3)</b>		<b>131,774</b>	<b>41,293</b>
<b>TOTAL (1+2+3)</b>		<b>19,078,499</b>	<b>18,628,290</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
a) Fixed Assets			
Tangible Assets (Not Under Lease)	5	205,709	277,107
b) Non-Current Investments	6	2,975,656	2,975,656
c) Long Term Loans and Advances	7	11,326,244	7,426,243
d) Deferred Tax Assets (Net)	8	369,745	38,988
<b>Sub Total (1)</b>		<b>14,877,354</b>	<b>10,717,994</b>
<b>(2) Current Assets</b>			
a) Inventories	9	177,938	177,938
b) Trade Receivables	10	350,000	306,000
c) Cash and Cash equivalents	11	2,291,256	6,293,131
d) Short term Loans and Advances	12	1,071,267	1,133,227
e) Other Current Assets	13	310,684	-
<b>Sub Total (2)</b>		<b>4,201,145</b>	<b>7,910,296</b>
<b>TOTAL (1+2)</b>		<b>19,078,499</b>	<b>18,628,290</b>

Notes to the financial statements & Significant Accounting Policies from Note no. 1 to 25 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**

For A K G & CO.

Chartered Accountants

Sd/-

CA. Anil K. Goel

Partner

Membership No. : 083454

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED**

Sd/-

(SAMITA GUPTA)

DIRECTOR

DIN : 00132853

Sd/-

(ANKIT AGGARWAL)

DIRECTOR

DIN : 00385982

PLACE : NEW DELHI

DATE : 30th May 2016

## VINAYAK VANIJYA LIMITED

### PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

Amount in Rs

Particulars	Note No.	As at 31 March, 2016	As at 31 March, 2015
<b>I. Revenue from operations</b>	14	350,000	340,000
II. Other Income	15	346,933	47,502
<b>III. Total Revenue</b>		<b>696,933</b>	<b>387,502</b>
<b>IV. EXPENSES</b>			
Change in Inventories	16	-	-
Employees Benefits Expenses	17	190,200	196,961
Depreciation and Amortization Expenses	5	70,696	127,381
Other Expenses	18	399,381	630,150
<b>Total Expenses</b>		<b>660,277</b>	<b>954,492</b>
<b>V. Profit/ (Loss) before exceptional, extraordinary items and tax (III - IV)</b>		<b>36,656</b>	<b>(566,990)</b>
<b>VI. Exceptional Items</b>			
Prior Period Income/(Expenses).		-	-
<b>VII. Profit/ (Loss) before extraordinary items and Tax</b>		<b>36,656</b>	<b>(566,990)</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit/ (Loss) before Tax</b>		<b>36,656</b>	<b>(566,990)</b>
<b>X. Tax Expenses</b>			
Income Tax - Previous Year(s)		6,984	-
Deferred Taxes		330,757	-
<b>Total Tax Expenses</b>		<b>337,741</b>	<b>-</b>
<b>XI. Profit/ (Loss) for the period for the continuing operations (IX - X)</b>		<b>360,429</b>	<b>(566,990)</b>
<b>XII. Earning per equity share</b>	<b>23</b>		
1) Basic		0.36	(0.57)
2) Diluted		0.36	(0.57)

Notes to the financial statements & Significant Accounting Policies from Note no. 1 to 25 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**

For A K G & CO.

Chartered Accountants

Sd/-

CA. Anil K. Goel

Partner

Membership No. : 083454

Firm's Registration No.: 004924N

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED**

Sd/-  
(SAMITA GUPTA)  
DIRECTOR  
DIN : 00132853

Sd/-  
(ANKIT AGGARWAL)  
DIRECTOR  
DIN : 00385982

PLACE : NEW DELHI

DATE : 30th May 2016

## VINAYAK VANIJYA LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>A. Cash Flow From Operating Activities</b>		
Net Profit (Loss) Before Tax and Extra Ordinary Items	36656.00	(566,990)
Adjusted for :		
Depreciation	70,696	127,381
Prior Period Items	-	-
Interest (Net of Income)	(346,933)	(47,502)
Operating profit before working capital changes	<b>(239,581)</b>	<b>(487,111)</b>
Adjusted for:		
(Increase)/(Decrease) in trade Receivables (Sundry Debtors)	(44,000)	(90,000)
(Increase)/(Decrease) in Other Current Assets	(310,684)	-
(Increase)/(Decrease) in Short-Term Loans & Advances (Loans & Advances)	61,960	15,653
(Increase)/(Decrease) in Trade Payables (Sundry Creditors)	-	(45,212)
(Increase)/(Decrease) in Other Current Liabilities (Payables)	90,481	(815,175)
(Increase)/(Decrease) in Bank Borrowings for Working Capital	-	-
<b>Cash flow before taxation and extra ordinary items</b>	<b>(441,824)</b>	<b>(1,421,845)</b>
Less : Prior Period Expenses (Income)	-	-
Less : Extra Ordinary Expenses (Income)	-	-
<b>Cash flow before taxation</b>	<b>(441,824)</b>	<b>(1,421,845)</b>
Less: Taxes Paid	6,984	-
Net Cash Flow From Operating Activities	<b>(448,808)</b>	<b>(1,421,845)</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets	-	(380,501)
Increase in Long-Term Loans & Advances	(3,900,001)	7,227,001
Interest from non-operating investments	346,933	47,502
<b>Net Cash Flow From Investing Activities</b>	<b>(3,553,068)</b>	<b>6,894,002</b>
<b>C. Cash Flow From Financing Activities</b>		
Net Cash Flow From Financing Activities	-	-
Net Increase/ (Decrease) in Cash & Cash Equivalents	<b>(4,001,876)</b>	<b>5,472,157</b>
Cash and Cash Equivalents - Opening Balance	6,293,131	820,974
Cash and Cash Equivalents - Closing Balance	2,291,256	6,293,131

**Note :** 1. Cash and Cash equivalents includes balance in margin money account etc.

**AS PER OUR REPORT OF EVEN DATE**

For A K G & CO.

Chartered Accountants

Sd/-

CA. Anil K. Goel

Partner

Membership No. : 083454

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED

Sd/-

(SAMITA GUPTA)

DIRECTOR

DIN : 00132853

Sd/-

(ANKIT AGGARWAL)

DIRECTOR

DIN : 00385982

PLACE : NEW DELHI

DATE : 30th May 2016

**NOTE No. 1**

**SHARE CAPITAL**

Particulars	As at 31 March, 2016 Amount (Rs.)	As at 31 March, 2015 Amount (Rs.)
Authorised (Previous Year 1000000 Equity Shares of Rs. 10/- each)	10,000,000	10,000,000
(Issued, Subscribed & Paid up 996000 Equity shares of Rs. 10/- each fully paid up (Previous Year 996000 Equity shares of Rs. 10/- each fully paid up)	9,960,000	9,960,000
Total	9,960,000	9,960,000

Note 1.a

- a) The company is having only one class of Shares referred to as Equity shares having a par value of Rs. 10/- each.
- b) Each holder of equity shares is entitled to one vote per share.
- c) No shares are reserved for issue under options and contracts/commitments for the sale of shares / disinvestment/ ESOP etc.
- d) 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 No. 1.b**

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

Name of Shareholder	No. of Equity Shares held*	
	As at 31 March, 2016	As at 31 March, 2015
Samita Gupta & Ankit Aggarwal	323,200 (32.45%)	323,200 (32.45%)
Ankit Aggarwal	204,200 (20.50%)	204,200 (20.50%)
Brisk Services Ltd.	55,000 -5.52%	55,000 (5.52%)

**Note No. 1.c**

Reconciliation of the number of Shares outstanding and the amount of Shares as at March 31, 2016 and March 31, 2015 :

Name of Shareholder	Amount of Equity Share Capital*	
	As at 31 March, 2016	As at 31 March, 2015
Samita Gupta & Ankit Aggarwal	9,960,000 (996,000)	9,960,000 (996,000)
Ankit Aggarwal	-	-204,200
Brisk Services Ltd.	9,960,000 (996,000)	9,960,000 (996,000)

**NOTE No. 2**

**RESERVE AND SURPLUS**

Particulars	As at 31 March, 2016 Amount (Rs.)	As at 31 March, 2015 Amount (Rs.)
Authorised Profit & Loss Account		
Opening Balance	8,366,997	8,937,307
Add: Profit/ (Loss) for the Year	360,429	(566,990)
Less: Depreciation Adjustment as per Co. Act, 2013	(701)	(3,320)
Closing Balance	8,726,725	8,366,997
TOTAL	8,726,725	8,366,997

**NOTE No. 3**

**LONG TERM BORROWINGS**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Unsecured Loan		
Loans from Related Parties	260,000	260,000
TOTAL	260,000	260,000

**Note No. 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 OTHER CURRENT LIABILITIES**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Duties & Taxes Payable	12,600	1,600
Other Expenses Payable	119,174	39,693
<b>TOTAL</b>	<b>131,774</b>	<b>41,293</b>

**NOTE NO. 5  
SCHEDULE OF FIXED ASSETS AS AT 31.03.2016  
(WDV Method)**

	Gross Block			Accumulated Depreciation			Net Block				
	Opening Balance	Additions	Sale/ TFR	Closing Balance	Upto 31 March, 2015	For the year	On Sold Assets	Adjustment	Total Upto	As at 31 March, 2016	As at 31 March, 2015
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
<b>TANGIBLE ASSETS</b>											
<b>TANGIBLE ASSETS</b>											
<b>FURNITURE &amp; FIXTURE</b>	387,426	-	-	387,426	119,986	66,584	-	-	186,570	200,854	267,440
<b>OFFICE EQUIPMENTS</b>	54,975	-	-	54,975	45,308	4,112	-	701	50,120	4,855	9,667
<b>TOTAL</b>	442,401	-	-	442,401	165,294	70,696	-	701	236,691	205,709	277,107
<b>PREVIOUS YEAR FIGURES</b>	61,900	380,501	-	442,401	34,593	127,381	-	3,320	165,294	277,107	27,307

**NOTE No. 6 NON-CURRENT INVESTMENTS**

Particulars	As at 31 March, 2016	As at 31 March, 2015
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>

Please refer Note 6(a) for detail.

**DETAILS OF INVESTMENTS**

**Note-6 (a)**

Particulars	Relationship	Balance As on 01.04.15			Balance As on 01.04.15			Purchase During the Year			Purchase During the Year		
		Face value	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount	
Quoted at cost- Fully paid up Shares													
Brisk Services Ltd.	Associate	10	114,700	318,326	-	-	-	-	-	114,700	318,326		
Distinctive Properties & Leasing Ltd.	Associate	10	100	364						100	364		
Sub Total (A)			114,800	318,690	-	-	-	-	-	114,800	318,690		
Unquoted													
Ankit Leasing & Finance Co. Ltd	Associate	10	87,700	877,000	-	-	-	-	-	87,700	877,000		
Shomit Finance Ltd	Associate	10	100	6,000	-	-	-	-	-	100	6,000		
Sub Total (B)			87,800	883,000	-	-	-	-	-	87,800	883,000		
Other													
Gold Ornaments			1,057.90 (gms)	1,773,966	-	-	-	-	-	1,057.90 (gms)	1,773,966		
Sub Total (C)			1,058	1,773,966	-	-	-	-	-	1,058	1,773,966		
Grand Total (A+B+C)			203,658	2,975,656	-	-	-	-	-	203,658	2,975,656		

As on 31.03.15

As on 31.03.16

Aggregate value of quoted investments	Book Value Market Value	318,690 318,690											
Gold Ornaments	Book Value	1,773,966											1,773,966
Aggregate value of unquoted	Book Value	883,000											883,000

**Note :** Where no market quotation are available for the past few years, the value of such shares is taken as book value for declaration of aggregate market value as on 31-03-16.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**  
**VINAYAK VANIJYA LIMITED**

Sd/-  
**(SAMITA GUPTA)**  
DIRECTOR  
DIN : 00132853

Sd/-  
**(ANKIT AGGARWAL)**  
DIRECTOR  
DIN : 00385982

**NOTE No. 7**

**LONG TERM LOANS AND ADVANCES**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Unsecured Considered good		
Loan to Related Parties	4,000,000	-
Loan to Others	7,000,000	7,000,000
Advance for Capital Goods	426,243	
TOTAL	11,326,244	7,426,243

**NOTE No. 8**

**DEFERRED TAX ASSETS (NET)**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Deferred Tax Assets		
Unabsorbed Depreciation and losses	369,745	38,988
TOTAL	369,745	38,988

**NOTE No. 9**

**INVENTORIES**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Share Stock (Valued at Cost)	177,938	177,938
TOTAL	177,938	177,938

**NOTE No. 10**

**TRADE RECEIVABLES**

Particulars	As at 31 March, 2016	As at 31 March, 2015
01. Trade Debts outstanding for a period exceeding 6 months		
Unsecured Considered good	-	-
02. Trade Debts (Others)		
Unsecured Considered good	350,000	306,000
TOTAL (1+2)	350,000	306,000

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. 11**

**CASH AND CASH EQUIVALENTS**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Balance with Banks	160,400	4,749,413
Cash in Hand	2,130,856	1,543,718
TOTAL (1+2+3)	2,291,256	6,293,131

**NOTE No. 11a**

**Balances with banks includes:**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Margin Money against guarantee	-	-
Margin Money against Letter of Credit	-	-
Bank Deposits with more than 12 months Maturity	-	-

**NOTE No. 12**

**SHORT TERM LOANS AND ADVANCES**

Particulars	As at 31 March, 2016	As at 31 March, 2015
01. Unsecured - Considered good		
Advance Income Tax (Net of Provision)	27,537	38,497
Income Tax Refund Due	1,043,730	1,043,730
Advances to Staff	-	51,000
TOTAL	1,071,267	1,133,227

In the opinion of the Management loans and advances have a value on realisation 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 Act, 1961.

**NOTE No. 13**

**OTHER CURRENT ASSETS**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Interest Receivable	310,684	-
TOTAL	310,684	-

**NOTE No. 14**

**REVENUE FROM OPERATION**

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Commission Received	350,000	340,000
TOTAL	350,000	340,000

**NOTE No. 15**

**OTHER INCOME**

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Interest Income	346,933	47,502
TOTAL	346,933	47,502

**NOTE No. 16**

**CHANGE IN INVENTORIES**

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Stock at Commencement		
Share Stock (Valued at Cost)	177,938	177,938
Stock At Close		
Share Stock (Valued at Cost)	177,938	177,938
(Increase)/ Decrease in Inventories	-	-

**NOTE No. 17**

**EMPLOYEES BENEFITS AND EXPENSES**

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Salaries and Wages	190,200	184,646
Workmen & Staff Welfare Expenses	-	12,315
TOTAL	190,200	196,961

**NOTE No. 18**

**OTHER EXPENSES**

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Payment to Auditors		
a. As Auditor	18,320	18,240
Conveyance Expenses	6,000	6,000
Duties, Taxes and Fees	39,465	298,441
Legal and Professional Charges	224,600	28,348
Telephone Expenses	11,052	9,795
Stock Exchange Listing Fees	47,569	70,859
Interest on Service Tax	-	176,082
Rent	36,000	19,100
Miscellaneous Expenses	16,375	3,285
TOTAL	399,381	630,150

**NOTE NO. -- 19**

Contingent liabilities not provided for as certified by the Management.  
Capital Commitment net of Advances Rs. 25,62,676/-.

**NOTE NO. -- 20**

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, 2016

**NOTE NO. 21**

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. 22**

Related Party Disclosures - AS - 18

List of Related Parties

- a) Key Management Personnel (KMP)
  - i) Deepak Aggarwal- Director
  - ii) Samita Gupta - Director
  - iii) Ankit Aggarwal - Director
  - vi) Krishna Kumar - Chief Financial Officer
- b) Individuals related to (a) above
- 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
Advance Received Back Shomit Finance Ltd.		100,000	100,000
TOTAL		100,000	100,000

**NOTE No. 23**

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

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Net profit as per Profit & Loss Account	360,429	(566,990)
Add: Extra-ordinary Items	-	-
Net profit attributable to the Equity Share Holders - A	360,429	(566,990)
Weighted average No. of equity shares outstanding during the year - B	996,000	996,000
Nominal value of equity share	10	10
Basic & Diluted Earning per share (Rs.) - A/B	0.36	-0.47

**NOTE No. 24**

**Disclosure of transactions involving Foreign Currency**

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
CIF Value of imports	NIL	NIL
Total	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL
Total	NIL	NIL
Value of Raw Material, Spare parts and Components Consumed	NIL	NIL
Total	NIL	NIL
Earning in Foreign Exchange	NIL	NIL
Total	NIL	NIL

**AS PER OUR REPORT OF EVEN DATE**

For **A K G & CO.**

**Chartered Accountants**

**Sd/-**

**CA. Anil K. Goel**

**Partner**

**Membership No. : 083454**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED**

**Sd/-**

**(SAMITA GUPTA)**

**DIRECTOR**

**DIN : 00132853**

**Sd/-**

**(ANKIT AGGARWAL)**

**DIRECTOR**

**DIN : 00385982**

**PLACE : NEW DELHI**

**DATE : 30th May 2016**

## VINAYAK VANIJYA LIMITED

NOTE No. 25

### 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(1)(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.
- i) 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
  - (i) Provision for Income-tax is made in accordance with the provision of Income Tax Act, 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**

**For A K G & CO.**

**Chartered Accountants**

**Sd/-**

**CA. Anil K. Goel**

**Partner**

**Membership No. : 083454**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
VINAYAK VANIJYA LIMITED**

**Sd/-**

**(SAMITA GUPTA)**

**DIRECTOR**

**DIN : 00132853**

**Sd/-**

**(ANKIT AGGARWAL)**

**DIRECTOR**

**DIN : 00385982**

**PLACE : NEW DELHI**

**DATE : 30th May 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**

**CIN: L52110DL1985PLC020109**

**Registered Office: Flat No.28, Stilt Floor, Devika Tower 6,  
Nehru Place, New Delhi-110019**

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

1. Name : ..... E-mail Id : ..... Address : .....

Signature : ....., or failing him/her

2. Name : ..... E-mail Id : ..... Address : .....

Signature : ....., or failing him/her

3. 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 31st Annual General Meeting of the company, to be held on Tuesday, the 27th day of September, 2016 at 1:00 p.m at the Registered Office of the company at Flat No.28, Stilt 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.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2016 together with the reports of the Auditor and Directors thereon.		
2.	To appoint a Director in place of Ms. Samita Gupta (DIN: 00132853), who shall retire at the ensuing Annual General Meeting and being eligible, offers for re-appointment.		
3.	Ratification of the appointment of M/s AKG & Co., Chartered Accountants, as statutory Auditor of the Company.		
4.	To consider the appointment of Mr. Ankit Aggarwal as Whole Time Director of the Company.		
5.	To consider the appointment of Mr. Anand Prakash as an Independent Director of the Company.		
6.	To consider the appointment of Mr. Devender Singh as an Independent Director of the Company.		

Signed this ..... day of \_\_\_\_\_ 2016.

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp of  
Rs. 1/-

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) 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.
- \*\* (4) 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.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) 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

**CIN: L52110DL1985PLC020109**

**Registered Office:** Flat No.28, Stilt Floor, Devika Tower 6,  
Nehru Place, New Delhi-110019

S. No. ....

## BALLOT PAPER

31st ANNUAL GENERAL MEETING of the members of the company to be held at Registered office of the company at Flat No.28, Stilt Floor, Devika Tower 6, Nehru place, New Delhi-110019

<b>Folio No./ DPID &amp; Client ID</b>	
<b>No. of Shares held</b>	
<b>Name of the Shareholder or name of the Proxy</b>	

<b>S. No.</b>	<b>Brief of Resolutions</b>	<b>In favor of Resolutions</b>	<b>Against the Resolutions</b>
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2016 together with the reports of the Auditor and Directors thereon.		
2.	To appoint a Director in place of Ms. Samita Gupta (DIN: 00132853), who shall retire at the ensuing Annual General Meeting and being eligible, offers for re-appointment.		
3.	Ratification of the appointment of M/s AKG & Co., Chartered Accountants, as statutory Auditor of the Company.		
4.	To consider the appointment of Mr. Ankit Aggarwal as Whole Time Director of the Company.		
5.	To consider the appointment of Mr. Anand Prakash as an Independent Director of the Company.		
6.	To consider the appointment of Mr. Devender Singh as an Independent Director of the Company.		

Signature of Member(s)/proxy

\* Please tick in the appropriate column

# VINAYAK VANIJYA LIMITED

**CIN: L52110DL1985PLC020109**

**Registered Office:** Flat No.28, Stilt Floor, Devika Tower 6,  
Nehru Place, New Delhi-110019

## Attendance Slip

<b>31st Annual General Meeting</b>	
<b>Regd. Folio/DP ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder</b>	

1. I/We hereby record my/our presence at the 31st Annual General Meeting of the Company being held on Tuesday, the 27th September, 2016 at 1:00 P.M. at registered office of the company to transact the following business:
2. Signature of the shareholder/Proxy present.....
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.

(To be signed at the time of handing over this slip)

Note : Please carry the copy of the Annual Report for 2015-16 at the Meeting Hall.

### ELECTRONIC VOTING PARTICULARS

<b>Electronic Voting Sequence Number (EVSN)</b>	<b>User ID</b>	<b>Password / PIN</b>
<b>160906107</b>	Please enter your DP ID / CL ID or Folio No.	Use your existing password or enter your PAN with Bank A/c. No. / Date of Birth

Note: Please read the instructions printed under the Note No. 13 to the Notice of the 31st Annual General Meeting. The Voting period starts from 09.00 A.M. (IST) on 24th September, 2016 and ends at 5.00 P.M. (IST) on 26th September, 2016. The voting module shall be disabled by CDSL for voting thereafter.

BOOK POST

*if undelivered Return*

**VINAYAK VANIJYA LIMITED**

**Registered Office:** Flat No.28, Stilt Floor, Devika Tower 6,  
Nehru Place, New Delhi-110019