

VINAYAK VANIJYA LIMITED

Registered Office: Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place, New Delhi – 110019, Website: www.vinayakvanijya.com
Phone: 011 – 4367 5500, Email id: vvaniija1985@gmail.com,
CIN: L52110DL1985PLC020109

Date: 05.09.2019

To,
Head Listing Compliance,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Security Code: 512517

Sub: Submission of Annual Report as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Please find attached herewith **Annual Report** for the **Financial Year 2018-19** as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Submitted for your information and records.

Thanking you,

Yours Sincerely,
For Vinayak Vanijya Limited

(Authorised Signatory)



VINAYAK VANIJYA LIMITED

(CIN: L52110DL1985PLC020109)



34th ANNUAL REPORT
2018-19

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REFERENCE INFORMATION

BOARD OF DIRECTORS

Ms. Samita Gupta	Non-Executive Director
Mr. AnkitAggarwal	Whole Time Director
Mr. AnandPrakash	Independent Director
Mr. Bhupender Singh	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. AnkitAggarwal	Whole Time Director
Mr. Krishna Kumar	Chief Finance Officer
Mr. JatinJaisingh	Company Secretary & Compliance Officer (Appointed on 01.01.2019Resigned 20.06.2019)

AUDIT COMMITTEE

AnandPrakash	Chairperson
Samita Gupta	Member
Bhupender Singh	Member

NOMINATION & REMUNERATION COMMITTEE

Samita Gupta	Chairperson
AnandPrakash	Member
Bhupender Singh	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

AnandPrakash	Chairperson
Samita Gupta	Member
Bhupender Singh	Member

SECRETARIAL AUDITOR

Jain P & Associates
Practicing Company Secretaries
H-54, Naveen Shahdara, Delhi-110032

STATUTORY AUDITOR

M/s SanjeevBimla& Associates,
Chartered Accountants
302 B Gurdev Nagar, Ludhiana- 141001

REGISTRAR & SHARE TRANSFER AGENT

RCMC Share Registry Pvt. Ltd
B-25/1, First Floor, Okhla Industrial Area, Phase - II,
New Delhi-110020

CIN

L52110DL1985PLC020109

REGISTERED OFFICE

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

CORPORATE OFFICE

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

BANKERS

HDFC Bank Limited

Hemkunt Chambers, 89 Nehru Market Road,
Delhi – 110019

The Federal Bank Limited,

Place, G.I-6, Satkar Building,79-80 Nehru Place,
New Delhi- 110 019

SHARES LISTED AT

BSE Limited

E-MAIL

vvanijya1985@gmail.com

WEBSITE

www.vinayakvanijya.com

NOTICE

NOTICE is hereby given that the **34th Annual General Meeting** of the members of the Company will be held on **Thursday, 26th September 2019 at 9.30 A.M** at Registered Office of the Company **Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019** to transact the following business (es):-

ORDINARY BUSINESS:**1. Adoption of Standalone Financial Statements**

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on **31st March, 2019** including the audited Balance Sheet as at 31st March, 2019, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Director

To appoint **Ms. Samita Gupta (DIN: 00132853)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for Re-appointment.

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

**Ankit Aggarwal
Whole time Director
DIN:00385982**

**Date: 12.08.2019
Place: New Delhi**

NOTES:

- 1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
4. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
5. The Register of Members and Share Transfer Books will remain closed from **Saturday 21.09.2019 to Thursday, 26.09.2019** (both days inclusive).
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with

physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.

7. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
- b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
8. The shares of the Company are at presently listed on BSE Limited .
9. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

10. The Board of Directors of the company has appointed **M/s Jain P & Associates, Company Secretaries**, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
11. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a “**Consolidated Scrutinizer’s Report**” and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at www.vinayakvanijya.com and on the website of Stock Exchange at www.bseindia.com. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
13. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.
14. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date i.e. 20.09.2019**.
15. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

16. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
17. The **Instructions for shareholders voting electronically are as under:**
- Date and Time of commencement of e-voting** **23.09.2019 from 9:00 A.M**
- Date and Time of Conclusion of e-voting** **25.09.2019 Till 5:00 P.M**
- i. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
 - iii. The shareholders should log onto the e-voting website of CDSL "www.evotingindia.com."
 - iv. Click on Shareholders.
 - v. Now Enter your UserID
 - a) For Shareholders holding Demat Account with CDSL: **16 digits beneficiary ID,**
 - b) For Shareholders holding Demat Account with 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.
 - vi. Next enter the Image Verification as displayed and Click on Login.
 - vii. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - viii. If you are a first time user then follow the steps given below:

For Members holding shares in Demat Form or Physical Form	
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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company Selection Screen. However, members holding shares in demat form will now reach 'Password Creation' menu where 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 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.

Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- xii. Click on the **EVSN (190819009)** for “ **Vinayak Vanijya Limited**”
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an 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”.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demata account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non-Individual Shareholders and Custodians:-
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NR etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Mr. Ankit Aggarwal
Designation	Whole Time Director
Address	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
Contact	011-43675500
E-mail	vvaniija1985@gmail.com

PROFILE OF PROPOSED DIRECTOR

Name	Samita Gupta
Director Identification Number (DIN)	00132853
D.O.B.	12.01.1959
Qualification	Graduate in Political Science
Expertise in specific area	Professional Interior Decorator & Designer
Date of First appointment on the Board of the Company	15 th March,2005
Shareholding in the Company (Only In case the Director to be appointed is a Non-Executive Director)	323200
List of Directorship held in other companies	<ol style="list-style-type: none"> 1. Brisk Services Limited 2. Devika Universal Lands Private Limited 3. Devika Promoters And Builders Private Limited 4. Devika Gold Homz Private Limited 5. Devika Universal Lands & Building Private Limited 6. UltrascendInfratech Private Limited 7. Imagitech Infrastructure Private Limited 8. Rosegold Developers Private Limited 9. Pinkgold Developers Private Limited 10. VipshellInfotech Private Limited 11. Global Messaging Campaign Square Private Limited 12. Shomit Finance Limited. 13. Oasis Suppliers Pvt. Ltd.
Names of Listed Entities in which the person holds membership of Committees of the Board	<ol style="list-style-type: none"> 1. Brisk Services Limited
Relationship between Directors Inter-se	Ms. Samita Gupta is the mother of Mr. Ankit Aggarwal

DIRECTORS' REPORT

To
The Shareholders of the Company,

Your Directors are pleased to present this 34th Annual Report together with the Audited Annual Financial Statements for the year ended March 31st, 2019.

FINANCIAL HIGHLIGHTS- AT A GLANCE

★ Overall Performance of your Company

- The Financial Year 2018-19 had been a little tumultuous for the Company as your Company has shown a conventional performance during the year under review. The company has incurred net Loss of Rs. (2,52,694.48) in the Financial Year 2018-19 in comparison to Net profit of Rs. 32,93,180.50 in the Financial Year 2017-18.

★ The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:

Amount (In Rupees)

PARTICULARS	Standalone	
	2018-19	2017-18
Income from Business Operations	10,88,812	9,54,645
Other Income	5,31,042.00	5,544.00
Total Income	16,19,854.00	9,60,189.00
Less: Expenditure	20,05,753.30	13,20,887.00
Profit/Loss before Tax	(3,85,899.30)	(3,60,698.00)
Less: Tax Expense	(36,730.00)	36,730.00
Add: Deferred Tax Asset	(96,474.83)	(90,174.50)
Net Profit/Loss after Tax	(2,52,694.48)	32,93,180.50
Earnings per share:		
Basic	(0.25)	3.31
Diluted	(0.25)	3.31

DIVIDEND

No Dividend was declared for the current financial year due to loss incurred by the Company.

RESERVES

The Board proposes no amount to transfer to the reserves as the company is running under loss

SHARE CAPITAL

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2018-19.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of *section 73* of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2019.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is not having any Subsidiary, Associate or Joint Venture. Form **AOC-I** is also marked as "**Annexure A.**"

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report.

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, Re – designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:

S. No.	Name	Designation	Appointment	Cessation
1.	Ms. ShreenBhutani	Company Secretary & Compliance Officer	05.01.2018	02.08.2018
2.	Mr.Kashish	Company Secretary & Compliance Officer	02.08.2018	05.10.2018
3.	Mr.JatinJaisingh	Company Secretary & Compliance Officer	01.01.2019	20.06.2019

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;
- The Directors had taken proper & 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 & detecting fraud & 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 such controls are adequate and are 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.

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

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return under sub section 3 of Section 92 of the Companies Act, 2013 in Form **MGT-9** is annexed herewith as “**Annexure C**”.

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

The details of Board Meetings convened during the year and other details of Board Meetings held are given in Corporate Governance Report. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

VIGIL MECHANISM COMMITTEE

The Vigil Mechanism Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance report which forms the integral part of this Annual Report.

BOARD ANNUAL EVALUATION

The provisions of section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience,

expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

STATUTORY AUDITOR & SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS

A. STATUTORY AUDITOR

The members at the Annual General Meeting held on September 14, 2018, had appointed **M/s Sanjeev Bimla & Associates, Chartered Accountants (Firm Registration No. 008840N)** as Statutory Auditors of the Company for a period of five years to hold office till the conclusion of 38th Annual General Meeting of the Company.

Qualification(s) and Directors' comments on the report of Statutory Auditor:

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

A. SECRETARIAL AUDITOR

Pursuant to provision of section 204 of the Companies act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s Jain P & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Ms. Preeti Mittal**, Company Secretary, and the report thereon in **Form MR-3** is annexed herewith as "**Annexure- D**"

Qualification(s) and Directors' comments on the report of Secretarial Auditor:

No adverse observation(s) have been recorded by the Secretarial Auditor for the year under review in its report.

PARTICULAR OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not given any loan(s) or guarantee(s) and has not made any investment covered under the provision of the section 186 of the Companies Act, 2013 during the year under review.

All investments made during the year were within the stipulated limits of law.

PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

In the financial year 2018-19, company did not enter into any contracts or arrangements with any related party, which is not at arms length. Form **AOC-2** is attached as **Annexure B**.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

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

To the best of the Management's knowledge, no significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future except:

Reserve Bank of India has cancelled the license of Non-Banking Financial Company by its order dated 14.09.2018 and the Company has filed an appeal under Section 45-IA of RBI Act, 1934 to the Appellate Authority under MOF.

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

The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is given below:

Conservation of energy	Nil
1. the steps taken or impact on conservation of energy	Nil
2. the steps taken by the company for utilizing alternate sources of energy	Nil
3. the capital investment on energy conservation equipment	Nil
Technology absorption	
1. the efforts made towards technology absorption	Nil
2. the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
3. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Nil
4. the details of technology imported	Nil
5. the year of import	Nil
6. whether the technology been fully absorbed	Nil
7. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil
8. the expenditure incurred on Research and Development	Nil
Foreign exchange earnings and Outgo	
1. The Foreign Exchange earned in terms of actual inflows during the year	Nil
2. The Foreign Exchange outgo during the year in terms of actual outflows	Nil

Further, there were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per Regulation 22 of the SEBI Regulations, 2015, in order to ensure that the activities of the Company & its employees are conducted in a fair & transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy. This policy is explained in "Corporate Governance Report" and is also posted on website of the company.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the company's Statutory Auditors/ Practicing Company Secretary confirming compliance forms an integral part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2019 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensure the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

PERSONNEL RELATIONS

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

PARTICULARS OF EMPLOYEES

None of the employees of your Company is in receipt of remuneration requiring disclosure pursuant to the provisions of Section 197, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; hence no such particulars are annexed.

ACKNOWLEDGEMENT

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

**For and on behalf of the Board
For Vinayak Vanijya Limited**

**Ankit Aggarwal
Whole Time Director
DIN: 00385982**

**Samita Gupta
Director
DIN:00132853**

**Date:12.08.2019
Place: Delhi**

Form AOC-1**(Annexure –A)**

(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 Rupees)**

S. 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	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
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 – Not Applicable

	Name of Associate/Joint Venture	Not Applicable
1.	Latest audited Balance Sheet Date	31.03.2019
2.	Shares of Associate/Joint Venture held by the company on the year end	Not Applicable
	No.	Not Applicable
	Amount of Investment in Associate/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	Not Applicable
	Considered in Consolidation	Not Applicable
	Not Considered in Consolidation	Not Applicable
1.	Names of Associate Companies/Joint Ventures which are yet to commence operations	N.A.
2.	Names of Associate Companies/Joint Ventures which have been liquidated or sold during the year	N.A.

On behalf of the Board of Directors
For VINAYAK VANIJYA LIMITED

Ankit Aggarwal
Whole Time Director
DIN: 00385982

Samita Gupta
Director
DIN: 00132853

Date: 12.08.2019
Place: New Delhi

Krishna Kumar
Chief Finance Officer

Jatin Jai Singh
Company Secretary

FORM NO. AOC.2**(Annexure –B)**

(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 arms length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at Arm's Length basis	
a)	Name(s) of the related party and nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/ transactions	Not Applicable
c)	Duration of the contracts/ arrangements/ transactions	Not Applicable
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions.	Not Applicable
f)	Date(s) of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	Not Applicable
2	Detail of material contracts or arrangement or transactions at Arm's Length basis	
a)	Name(s) of the related party and nature of relationship	Ankit Aggarwal Key Management Personnel
b)	Nature of contracts/arrangements /transactions	Rent Paid (lease)
c)	Duration of the contracts/arrangements/ transactions	Continuing
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	36,000 P.A.
e)	Date(s) of approval by the Board, if any	Approval taken during the year
f)	Amount paid as advances, if any	N/A

**On behalf of the Board of Directors
For VINAYAK VANIJYA LIMITED**

**Ankit Aggarwal
Whole Time Director
DIN: 00385982**

**Samita Gupta
Director
DIN: 00132853**

**Date: 12.08.2019
Place: New Delhi**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
 As on financial year ended on 31.03.2019

(Annexure –C)

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L52110DL1985PLC020109
2	Registration Date	12/02/1985
3	Name of the Company	VINAYAK VANIJYA LIMITED
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	Address of the Registered office & contact details	Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019 Contact: 011-43675500
7	Whether listed company	BSE Limited
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: RCMC Share Registry Pvt. LtdAdd: B-25/1, First Floor, Okhla Industrial Area, Phase - II, New Delhi-110020 Ph.: 011 - 26387320 / 26387321

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NBFC engaged in the business of giving loans to others and earning interest from such assets.	9971	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
		NIL			

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	547,400	547,400	54.96%	-	547,400	547,400	54.96%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)		547,400	547,400	54.96%	-	547,400	547,400	54.96%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	-	-	0.00%	-	-	-	0.00%	0.00%
	-	547400	547400	54.96%	-	547400	547400	54.96%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	190,200	190,200	19.10%	-	180,400	180,400	18.11%	-0.98%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	258,400	258,400	25.94%	-	268,200	268,200	26.93%	0.98%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	448,600	448,600	45.04%	-	448,600	448,600	45.04%	0.00%
Total Public (B)	-	448,600	448,600	45.04%	-	448,600	448,600	45.04%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	-	996,000	996,000	100.00%	-	996,000	996,000	100.00%	0.00%

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ms. Samita Gupta	323,200	32.45%	0	323,200	32.45%	0	0.00%
2	Mr. Ankit Aggarwal	204,200	20.50%	0	204,200	20.50%	0	0.00%
3	Mr. Deepak Aggarwal	20,000	2.01%	0	20,000	2.01%	0	0.00%
	Total	547400	54.96	0	547400	54.96	0	0.00%

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the year [As on 31-March-2019]	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year						
1	Ms. Samita Gupta			323,200	32.45%	323,200	32.45%
2	Mr. Ankit Aggarwal			204,200	20.50%	204,200	20.50%
3	Mr. Deepak Aggarwal			20,000	2.01%	20,000	2.01%
	Change during the year						
	At the end of the year						
1	Ms. Samita Gupta			323,200	32.45%	323,200	32.45%
2	Mr. Ankit Aggarwal			204,200	20.50%	204,200	20.50%
3	Mr. Deepak Aggarwal			20,000	2.01%	20,000	2.01%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Increase/(decrease) during the year	
		No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. Sipendra Kumar	39,800	4.00%	39,800	4.00%	0	0
2	Mr. Deepak	39,500	3.97%	39,500	3.97%	0	0
3	Ms. Savitri	37,500	3.77%	37,500	3.77%	0	0
4	Ms. Vani Agarwal	37,000	3.71%	37,000	3.71%	0	0
5	Mr. Sarthak Goyal	33,600	3.37%	33,600	3.37%	0	0
6	Mr. Narender Kumar	21,000	2.11%	21,000	2.11%	0	0
7	Mr. Rohit Sharma	19,700	1.98%	19,700	1.98%	0	0
8	Ms. Rajni Gupta	15,900	1.60%	15,900	1.60%	0	0
9	Mr. Gian Chand	14,400	1.45%	14,400	1.45%	0	0
10	Mr. Arun Goyal	9,800	0.98%	9,800	0.98%	0	0

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	Mr. Ankit Aggarwal	204,200	20.50%	204,200	20.50%
2	Ms. Samita Gupta	323,200	32.45%	323,200	32.45%
	Change during the year	No Change during the year			
	At the end of the year				
1	Mr. Ankit Aggarwal	204,200	20.50%	204,200	20.50%
2	Ms. Samita Gupta	323,200	32.45%	323,200	32.45%

V. INDEBTEDNESS

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

(Amt. Rupees)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		260,000.00		260,000.00
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		260,000.00		260,000.00
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount		260,000.00		260,000.00
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		260,000.00		260,000.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rupees)
	Name	Mr. Ankit Aggarwal		
	Designation	Whole Time Director		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify		-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	-	-	-

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rupees)
1	Independent Directors	Mr. Anand Prakash	Mr. Bhupender Singh		
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-			
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	Ms. Samita Gupta			
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel				Total Amount (Rupees)
		Mr. Krishna Kumar	Ms. Shareen Bhutani	Mr. Kashish	Mr. Jatin Jay Singh	
	Name	Mr. Krishna Kumar	Ms. Shareen Bhutani	Mr. Kashish	Mr. Jatin Jay Singh	
	Designation	CFO	CS	CS	CS	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		76000	38000	84000	198,000
	(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					
	Total		76000	38000	84000	198,000

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			
Punishment					
Compounding					
B. DIRECTORS					
Penalty		NIL			
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty		NIL			
Punishment					
Compounding					

**For and on Behalf of the Board of Directors
For Vinayak Vanijya Limited**

**Samita Gupta
Director
DIN:00132853**

**Ankit Aggarwal
Whole Time Director
DIN:00385982**

**Date: 12.08.2019
Place: New Delhi**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

(Annexure –D)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
VinayakVanijya Limited
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 **VinayakVanijya Limited**(hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **VinayakVanijya 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 **31st March, 2019** 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 **VinayakVanijya Limited** ("the Company") for the financial year ended on **31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **Not applicable during period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable for the period under review**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable during the period under review**
- (g) 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;

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable during the period under review.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable during the period under review.**

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

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- (ii) Listing Agreement entered into by the Company with **BSE Limited**

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

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. All appointments of Directors were duly recommended by the Nomination and Remuneration Committee and all appointments/cessation were duly recorded by the Board as per the requirements of law.
- As per the management's representation, adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were also sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that:

1. ***The trading in Shares of the Company at BSE Limited has been suspended since 2002.***
2. ***The Certificate of Registration of the Company as Non- Banking Financial Company has been cancelled by the Reserve Bank of India during the year.***

For Jain P & Associates
Company Secretaries

(Preeti Mittal)
ACS No.: 41759
C P No.:17079

Place: Noida

Date: 12.08.2019

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

Annexure A

To,
The Members,
Vinayak Vanijya Limited
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, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about 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.
6. 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 Jain P & Associates
Company Secretaries**

**(PreetiMittal)
ACS No.: 41759
C P No.:17079**

**Place: Noida
Date: 12.08.2019**

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice 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 adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015 or SEBI Regulations) and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

II. BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility of 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

As on 31st March 2019, there were 4 Directors comprising 1 Executive Director and 1 Non-Executive Director and 2 Independent Directors.

As on 31st March, 2019, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013. *None of the Non-Executive Directors are responsible for the day to day affairs of the Company.*

Category and attendance of each of the Directors at the Board Meetings held during 2018 -19 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2018-2019		Whether attended last AGM for FY 2017-18	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpersonship	Membership
1.	Ms. Samitagupta	Director	9	9	Yes	1	5
2.	Mr. Ankit Aggarwal	Whole Time Director	9	9	Yes	0	0
3.	Mr. Anand Prakash	Independent Director	9	9	Yes	5	1
4.	Mr. Bhupender Singh	Independent Director	9	9	Yes	0	3

Ms. Samitagupta & Mr. Ankit Aggarwal are relatives to each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014

During the period, the Board of Directors of your Company met 10 times. The dates on which the meetings were held are 04.04.2018, 29.05.2018, 12.06.2018, 16.06.2018, 02.08.2018, 11.08.2018, 14.11.2018, 01.01.2019, & 14.02.2019 and the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programs.

B. 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 Non-Executive Director during the financial year 2018-19.

C. Familiarization Program for Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programme.

D. Skill/Expertise/Competence of the Board of Directors

As stipulated under Schedule V to the Listing Regulations, the Board has identified the following coreskills/expertise/competencies required in the context of the Company's business(es) and sector(s) for itto function effectively and possessed by the Board:

S. No.	Skills
1.	Management and Strategy
2.	Information Technology, Systems and Computers
3.	Banking, Investment, Treasury and Forex Management
4.	Accounts, Audit and Risk Management
5.	Corporate Governance and Ethics
6.	Economics and Statistics
7.	Regulatory, Government and Security matters

E. In the opinion of the Board the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.

F. During the year, none of the Independent Director has resigned from the post of directorship pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

III. COMMITTEES OF THE BOARD

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

A. Audit Committee

- i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013.
- ii. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.

- iv. The previous Annual General Meeting (AGM) of the Company was held on 14.09.2018 and was attended by **Mr. Anand Prakash**, Chairperson of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Anand Prakash	Chairperson	6	6
2.	Ms. Samita Gupta	Member	6	6
3.	Mr. Bhupender Singh	Member	6	6

- vi. Six Audit Committee meetings were held during the year 2018-19 on 04.04.2018, 29.05.2018, 12.06.2018, 11.08.2018, 14.11.2018, & 14.02.2019
- vii. The necessary quorum was present for all the meetings.
- viii. The role of the **audit committee** includes the following:
1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up thereon;
 15. Reviewing the findings of any internal investigation by the internal auditors in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. 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;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ix.** The audit committee shall **mandatorily** review the following information:
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document prospectus/notice in terms of Regulation 32(7).
- x. Audit & other duties**
1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 2. Discussion with internal auditors of any significant findings and follow up there on.
 3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.

4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

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

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders. Headed **Mr. AnandPrakash**, the Independent Director.

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

S.No.	Name of the Member	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. AnandPrakash	Chairperson	4	4
2.	Ms. Samita Gupta	Member	4	4
3.	Mr. Bhupender Singh	Member	4	4

- iii. Four Stakeholders' Relationship Committee meetings were held during the year 2018-19 on 29.05.2018, 11.08.2018, 14.11.2018, & 14.02.2019. The necessary quorum was present for all the meetings.

iv. Functions and Terms of Reference:

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

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

- a) To consider and resolve the grievance of security holders of the Company.
- b) To review important circulars issued by SEBI /Stock Exchanges
- c) To take note of compliance of Corporate Governance during the quarter/year.
- d) To approve request for share transfer and transmissions.
- e) To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicate share certificate etc.

v. Name, designation and address of Compliance Officer:

Name Mr. Ankit Aggarwal
 Designation Whole Time Director
 Address Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019

vi. Details of investor complaints received and redressed during the year 2018-19 are as follows:

No. of Complaints pending as on 01.04.2018	No. of Complaints received during the year 2018-19	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2019
NIL	NIL	NIL	NIL	NIL

C. Nomination & Remuneration Committee

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination & Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee is as follows:

S. No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Ms. Samita Gupta	Chairperson	4	4
2.	Mr. AnandPrakash	Member	4	4
3.	Mr. Bhupender Singh	Member	4	4

The committee meetings were held on 02.08.2018 & 01.01.2019

- ii. The terms of reference of the committee are as follows:
- Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - Formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - Devising a policy on diversity of board of directors;
 - 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 of directors their appointment and removal.
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - The remuneration policy as adopted by the company envisages the 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.

iii. Performance Evaluation Criteria For Independent Directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

- Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.
- The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

- c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.
- d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
- e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

IV. Remuneration of Directors

The remuneration payable to all Directors including Managing Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

None of the Independent Directors were paid any sitting fees during the financial year 2018-19.

Remuneration of Executive Directors for the financial year 2018-19

(Amount in Rupees)

S. No.	Name of Director	Designation	Salary	Benefits	Performance Related Pay (PRP) for the year 2018-19	Total
1.	Mr. Ankit Aggarwal	Whole Time Director	-	-	-	-

The Company had not given any stock options during the year 2018-19.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2018-19.

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	Date	Venue	Time	Whether any Special Resolution passed
2015-16	27.09.2016	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019	01:00 PM	No
2016-17	22.08.2017	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019	02:00 P.M	Yes
2017-18	14.09.2018	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019	09:30 A.M	No

- b) One Extra-ordinary General Meetings of Members were held during the year under review on 09.07.2018 at Registered Office of the Company .
- c) No Postal Ballot was conducted during the year under review.

VI. MEANS OF COMMUNICATION

The Company's quarterly financial results in the format prescribed under the SEBI Regulations, 2015, were approved and taken on record by the Board within the prescribed period under the Regulations and were sent to all Stock Exchanges on which the Company's shares are listed.

The quarterly, half-yearly and annual results of the Company are normally published both in Vernacular language and English National newspapers. The said results are also displayed on Company's website at vinayakvanijya.com.

VII. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting:	34th
	- Date & Time	26.09.2019 , 09:30 A.M
	Venue	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
2.	Financial year	April 1, 2018 to March 31, 2019
3.	Financial Calendar 2019-20 Results for quarter/year ending : (Tentative Schedule) (a) 30th June, 2019 (b) 30th September, 2019 (c) 31st December, 2019 (d) 31st March, 2020	On or before 14th day of August, 2019 On or before 14th day of November, 2019 On or before 14th day of February, 2020 Before end of 30th day of May, 2020
4.	Book Closure	31.08.2019 to 06.09.2019
5.	Listed on	BSE Limited.
6.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review
7.	Stock Code	512517

VIII. DISCLOSURE

- a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large.
- b) There have been no instances of non-compliance with any of the legal provisions of law made by the Company nor any penalty or restrictions imposed by the stock exchange or SEBI or any other statutory authority on any matter related to the capital markets during the last 3 years.
- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company has complied with all the mandatory requirements of Listing Regulations.
- e) The Company does not have any Subsidiary Company. Therefore, policy for determining 'material' subsidiaries is not required to be framed.
- f) The Company has in place Policy for Related Party Transaction and the same is also placed on Company's website i.e. www.vinayakvanijya.com.
- g) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- i) A certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.
- j) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.
- k) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is Rs. 47,495/-
- l) There were no complaints filed/pending/disposed of in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year in concern.
- m) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

IX. The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

X. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

XI. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- (b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL
- (e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XII. RISK MANAGEMENT

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

XIII. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

Presently, the Board of the Company comprises of following 2 (Two) Independent Directors:

- i) **Mr. Anand Prakash**
- ii) **Mr. Bhupender Singh**

Meeting of Independent Directors

As required by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a meeting of the Independent Directors of the Company was convened during the year to oversee and review the performance of Non Independent Directors and of the Board as a whole.

XIV. MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

XV. CEO/CFO CERTIFICATION

Mr. Krishna Kumar Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

XVI. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from a practicing Company Secretary is annexed herewith.

XVII. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.vinayakvanijya.com .

XVIII. Market price data- high, low during each month of the financial year 2018-19:

The shares of the Company are not being traded currently. Therefore, market price data is not available for the financial year under review.

XIX. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2019:

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 5000	508	94.42	50000	500000	5.02
5001-10000	0	0	0	0	0
10001-20000	0	0	0	0	0
20001-30000	2	0.37	4700	47000	0.47
30001-40000	0	0	0	0	0
40001-50000	2	0.37	9200	92000	0.92
50001-100000	13	2.42	116500	1165000	11.70
100001 & above	12	2.23	815600	8156000	81.89
Total	537	100	996000	9960000	100

Categories of Equity shareholders as on March 31, 2019

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

XX. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31st March 2019**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	0	0
Shares in dematerialized form with CDSL	0	0
Physical	996000	100
Total	996000	100

ISIN of the Company : **INE132V01019**

The names and addresses of the depositories are as under:

- 1. National Securities Depository Limited**
Trade World, A-Wing, 4th & 5th Floors,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
- 2. Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013

XXI. Company Details:

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

Plant Location : **Same as Above**

Address for communication : **Same as Above**

The phone numbers and e-mail addresses for communication are given below:

Particulars	Telephone Number	Fax No.
Registered Office: Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019	011-43675500	-
Corporate Office: Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019	011-43675500	-

As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is vvanijya1985@gmail.com.

**On behalf of Board of Directors
For Vinayak Vanijya Limited**

**Ankit Aggarwal
Whole-Time Director
DIN: 00385982**

**Date: 12.08.2019
Place: New Delhi**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Members
Vinayak Vanijya Limited
New Delhi**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Vinayak Vanijya Limited having CIN L52110DL1985PLC020109** and having registered office at **Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2019** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name	DIN	Date of Appointment
1.	Ms. Samita Gupta	00132853	15.03.2005
2.	Mr. Ankit Aggarwal	00385982	30.09.2006
3.	Mr. Anand Prakash	06918487	28.03.2016
4.	Mr. Bhupender Singh	07533596	29.12.2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Jain P and Associates
Company Secretaries**

**Preeti Mittal
Company Secretary
Membership. No.: 41759
C P No.: 17079**

**Date: 12.08.2019
Place: New Delhi**

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.

INDUSTRY STRUCTURE AND DEVELOPMENT

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises of commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities.

So far, Non-banking Finance Companies NBFC(s) have scripted a great success story. Their contribution to the economy has grown in leaps and bounds. In terms of financial assets, NBFC(s) have recorded a healthy growth. With the ongoing stress in the public sector banks due to mounting of bad debts, their appetite to lend (especially in rural areas) is deteriorating.

Industry Overview

Non-banking financial companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society, especially to the micro, small and medium enterprises (MSMEs), which form the cradle of entrepreneurship and innovation. NBFCs’ ground-level understanding of their customers’ profile and their credit needs give them an edge, as does their ability to innovate and customize products as per their clients’ needs. This makes them the perfect conduit for delivering credit to the unbanked and SMEs. However, NBFCs operate under certain regulatory constraints, which put them at a disadvantage position vis-à-vis banks. While there has been a regulatory convergence between banks and NBFCs on the asset side, on the liability side, NBFCs still do not enjoy a level playing field. This needs to be addressed to help NBFCs realize their full potential and thereby perform their duties with greater efficiency.

The asset financing NBFCs in the recent past, akin to banks, have witnessed muted growth with the primary sales of assets somewhat tapered down due to high interest, inflation and back to back below par monsoon. Some of the sectors which have been majorly impacted include Commercial Vehicle (CV), Construction Equipment (CE) and passenger auto sectors

OPPORTUNITIES, CHALLENGES AND OUTLOOK

Opportunities

NBFCs have served the unbanked customers by pioneering into retail asset-backed lending, lending against securities and microfinance. Following variables in the external environment may be seen as opportunities for the Company:

- NBFCs aspire to emerge as a one-stop shop for all financial services
- The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future
- New banking license-related guidelines issued by RBI place NBFCs ahead in competition for licenses owing largely to their rural network
- New RBI guidelines on NBFCs with regard to capital requirements, provisioning norms & enhanced disclosure requirements are expected to benefit the sector in the long run

Challenges

Competitive rivalry between big players is intense in the industry

- Financial services companies often compete on the basis of offering lower financing rates, higher deposit rates and investment services;
- Stringent regulatory norms prevent new entrants;
- Customers prefer to invest their money with a reputed financial services company offering a wide range of services;
- Low bargaining power of suppliers as the industry is highly regulated by RBI;
- Medium bargaining power of customers. Although customers do not have much bargaining power, they can easily switch to another company based on the terms and quality of services provided.

Outlook

However, the year has started on a positive note. Inflation continues to be low, RBI has cut rates further and most importantly, monsoon forecast is expected to be good. Infrastructure is also expected to see positive traction especially in Roads and Mining sector. Crude prices remain low and green shoots of economic recovery are visible.

Faster and more effective decision making and implementation of various initiatives already launched by the incumbent government are key drivers for the economic recovery. Reduction in global crude oil prices and consumer inflation numbers has provided the Indian government with a window of opportunity to put in place the building blocks for a sustained growth trajectory. The government continues to focus on roads and infrastructure projects by removing bottlenecks. Ongoing process of launching small banks and payment banks are key growth drivers for the asset finance industry. While signs of recovery are clearly seen in certain product segments, the upcoming financial year is expected to be a year of consolidation, so that the industry is ready for the next phase of growth. GDP growth is expected to improve on the back of proactive government initiatives and revival of commercial activity.

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.

INTERNAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the "Management Team" and the "Audit Committee" for follow-up action.

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.

CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**On behalf of the Board of Directors
For Vinayak Vanijya Limited**

**Ankit Aggarwal
Whole-Time Director
DIN: 00385982**

**Date:12.08.2019
Place:New Delhi**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

*(In terms of Regulation 34(3) and Schedule V (E) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

UDIN: 19544394AAAACJ8233

To,
The Members,
Vinayak Vanijya Ltd.
New Delhi

We have examined the report of Corporate Governance presented by the Board of Directors of **VinayakVanijya Ltd.** for the year ended **31st March, 2019** 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 the procedures and implementation thereof, adopted by the company for ensuring 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 explanation given to us, the Company has taken required steps 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, as amended from time to time.

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 together with the status of Investor Grievance as on SEBI SCORES Portal.

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 Sanjeev Bimla & Associates,
Chartered Accountants
FRN: 008840N**

**C.A. Abhinav Gupta
M. No. 544394**

**Date : 12.08.2019
Place: New Delhi**

CEO/CFO CERTIFICATION

I, **Krishna Kumar**, being Chief Financial Officer (**CFO**), of **Vinayak Vanijya Limited** do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year and that to the best of my knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
4. during the year under reference:
 - a. there were no significant changes in internal control system over financial reporting;
 - b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
 - c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Vinayak Vanijya Limited

Krishna Kumar
Chief Financial Officer

Date: 12.08.2019

Place: Delhi

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Ankit Aggarwal, being Whole Time Director** of the Company do hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on **March 31, 2019**.

**On behalf of Board of Directors
For Vinayak Vanijya Limited
(Ankit Aggarwal)
Whole-time Director
DIN: 00385982**

Date: 12.08.2019

Place: Delhi

INDEPENDENT AUDITORS' REPORT

To,
The Members of,
VinayakVanijyaLimited

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of **VinayakVanijyaLimited** ("the Company"), which comprise the balance sheet as at March 31, 2019, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Since this information is not provided to us. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the

financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe

these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the annexure a statement on matters specified in paragraph 3 & 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 purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure.
- (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 explanations given to us;
 - i) As informed to us the Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
(FRN NO 008840N)**

**CA.ABHINAV GUPTA)
PARTNER
M.NO. 544394**

**PLACE: Delhi
DATE: 29.05.2019**

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **VinayakVanijyaLimited** of even date)

- 1
 - 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 assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c.) The title deeds of immoveable properties are held in the name of the company.
- 2) As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material. The discrepancies have been properly dealt with in the books of accounts.
- 3) As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
- 4) In respect of loans, investments guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- 5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable . No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- 6) It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
- 7
 - a.) According to the records of the company the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess, GST and other material statutory dues applicable to it. In case of any delay the same are deposited late with late fees.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at 31-Mar-2019 for a period of more than six months from the date they became payable.
 - b.) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and Cess which have not been deposited on account of any dispute.
- 8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.
- 9) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument). However the moneys were raised by way of term loans which were applied for the purposes for which those were raised.

- 10) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
- 11) The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 12) The company is not a Nidhi Company hence this clause is not applicable.
- 13) Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15) The company has not entered into any non-cash transactions with directors or persons connected with him.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
(FRN NO. - 008840N)**

**(CA. Abhinav GUPTA)
PARTNER.
M.NO.544394**

**PLACE :Delhi
DATE :29.05.2019**

Annexure to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of **Vinayak Vanijya Limited** of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Vinayak Vanijya Limited** ("the Company") as at March 31, 2019, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

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

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide

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

Limitations of internal financial controls over financial reporting

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

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
(FRN NO. - 008840N)**

**(CA. Abhinav GUPTA)
PARTNER.
M.NO.544394**

**PLACE :Delhi
DATE :29.05.2019**

BALANCE SHEET AS AT 31st MARCH 2019

Particulars	Note No.	AS AT 31.03.2019		AS AT 31.03.2018	
		Rs.	P.	Rs.	P.
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	3	20,975,205.03		21,227,899.50	
(b) Other Equity		-		-	
LIABILITIES					
Non-current Liabilities					
a) Financial Liabilities					
(i) Borrowings	4	260,000.00		260,000.00	
(ii) Trade Payables		-		-	
(iii) Other Financial Liabilities (Other than specified in item (b) to be specified)		-		-	
(b) Provisions	5	39,650.00		10,000.00	
(c) Deferred tax liabilities(Net)		-		-	
(c) Other Long-term liabilities		-		-	
Current Liabilities					
a) Financial Liabilities					
(i) Borrowings		-		-	
(ii) Trade Payables	6	-		2,678.00	
(iii) Other Financial Liabilities (Other than specified in item (b) to be specified)		-		-	
(b) Other current liabilities	7	276,274.00		1,113,627.00	
(c) Provisions		-		-	
(d) Current Tax Liabilities		-		-	
TOTAL EQUITY AND LIABILITIES		21,551,129.03		22,614,204.50	
ASSETS					
Non-current assets					
(a) Property Plant & Equipment	8	84,344.00		116,124.00	
(b) Capital work-in-progress		-		-	
(c) Investment Property		-		-	
(d) Goodwill		-		-	
(e) Other Intangible assets		-		-	
(f) Intangible assets under development		-		-	
(g) Biological Assets Other Than Bearer Plants		-		-	
(h) Financial Assets:-					
(i) Investments	9	1,885,990.00		1,885,990.00	

(ii) Trade Receivables		-	-
(iii) Loans & Advances	10	15,860,000.00	4,000,000.00
(iv) Others		-	-
(i) Deferred tax assets (Net)		900,968.12	804,493.50
(j) Other non-current assets		-	-
Current Assets			
(a) Inventories	11	177,938.00	177,938.00
(b) Financial Assets:-			
(i) Investments		-	-
(ii) Trade receivables	12	-	148,500.00
(iii) Cash and cash equivalents	13	107,628.58	500,576.37
(iv) Bank Balance Other than (iii) Above	13	4,718.33	13,517,604.63
(v) Loans		-	-
(vi) Others	14	2,529,542.00	1,462,978.00
(c) Current Tax Assets			
(d) Other Current Assets			
TOTAL		21,551,129.03	22,614,204.50
The notes are an integral part of these financial statements.		1 & 2	

FOR AND ON BEHALF OF THE BOARD
Vinayak Vanijya Ltd.

ANAND PRAKASH
DIN NO 06918487
Director

SAMITA GUPTA
DIN NO 00132853
Director

This is the Balance Sheet referred to in our report of even date

FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 008840N

KRISHNA KUMAR
CHIEF FINANCIAL OFFICER

JATIN JAISINGH
COMPANY SECRETARY

(CA ABHINAV GUPTA)
PARTNER
M.No. 544394

Place : DELHI
Date: 29.05.2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31st MARCH 2019

Particulars	Note No.	Current Year		Previous Year	
		Rs.	P.	Rs.	P.
I. Revenue from operations(Gross)	15	1,088,812.00		954,645.00	
Less : Excise Duty			-		-
Revenue from operations(Net)		1,088,812.00		954,645.00	
II. Other income	16	531,042.00		5,544.00	
III. Total Revenue (I+II)		1,619,854.00		960,189.00	
IV. EXPENSES :					
Cost of Materials consumed			-		-
Purchases of stock-in-trade			-		-
Changes in inventories of finished goods work-in-progress and stock-in-trade	17		-		-
Employee Benefits Expenses	18	891,924.00		811,871.00	
Financial Expenses	19	12,695.00		83,693.00	
Depreciation and amortization	8	31,780.00		38,100.00	
Statutory Provision	5	29,650.00		10,000.00	
Other expenses	20	1,039,704.30		377,223.00	
Total Expenses	Total	2,005,753.30		1,320,887.00	
V. Profit before exceptional and extraordinary items and tax(III-IV)		(385,899.30)		(360,698.00)	
VI. Exceptional items			-		-
VII. Profit before extraordinary (V-VI)		(385,899.30)		(360,698.00)	
VIII. Extraordinary items (Profit on sale of investment)			-		3,600,434.00
IX. Profit before Tax (VII-VIII)		(385,899.30)		3,239,736.00	
X. Tax expense:					
(1) Current tax			-		36,730.00
(2) Deferred tax			(96,474.83)		(90,174.50)
(3) Taxes relating to earlier years			(36,730.00)		
XI. Profit(Loss)for the period from continuing operations (IX-X-XIV)		(252,694.48)		3,293,180.50	
XII. Profit(Loss) from discontinued operations			-		-
XIII. Tax expense of discontinued operations			-		-
XIV. Profit(Loss)from discontinuing operationis(XII-XIII)			-		-
XV. Profit for the period(XI-XIV)		(252,694.48)		3,293,180.50	
XVI Other Comprehensive Income					

(A) (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) (i) Items that will be classified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XVII Total Comprehensive Income for the period (XIII+XIV)*(Comprising Profit (Loss) and Other Comprehensive Income for the Period)		-	-
XVIII Earnings per equity share (for continuing operation):			
(1) Basic		(0.25)	3.31
(2) Diluted		(0.25)	3.31
XIX Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XX Earnings per equity share (for discontinued & continuing operations)		(0.25)	3.31
(1) Basic		(0.25)	3.31
(2) Diluted		(0.25)	3.31
The notes are an integral part of these financial statements.		1 & 2	

FOR AND ON BEHALF OF THE BOARD
Vinayak Vanijya Ltd.

ANAND PRAKASH
DIN NO 06918487
Director

SAMITA GUPTA
DIN NO 00132853
Director

KRISHNA KUMAR
CHIEF FINANCIAL OFFICER

JATIN JAISINGH
COMPANY SECRETARY

This is the Balance Sheet referred to in our report of even date

FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 008840N

(CA ABHINAV GUPTA)
PARTNER
M.No. 544394

Place : DELHI
Date: 29.05.2019

Cash Flow Statement for the Year ended 31st March, 2019

Particulars	As at 31.03.2018	As at 31.03.2019
(A) Cash Flow From operating activities		
Net Profit Before Tax	3,239,736.00	(385,899.30)
Adjustment for :-		
a) Depreciation & Amortisation Exp.	38,100.00	31,780.00
b) Interest Cost	83,693.00	12,695.00
Operating Profit before working capital changes	3,361,529.00	(341,424.30)
Adjustments for working capital changes :-		
a) (Increase)/Decrease in Inventories	-	-
b)(Increase)/Decrease in Trade Receivables	201,500.00	148,500.00
c) (Increase)/Decrease in Short Term Loans & Advances	-	-
e) (Increase)/Decrease in Other Current Assets	346,828.00	(1,066,564.00)
f) Increase / (Decrease) in Long Term Provision	10,000.00	29,650.00
g) Increase/(Decrease) in Short Term Provision	-	-
h) Increase/(Decrease) in Trade Payables	2,678.00	(2,678.00)
i) Increase / (Decrease) in Other Current Liabilities	1,000,203.00	(837,353.00)
k) (Increase)/Decrease in Other long Term liabilities	-	-
k) (Increase)/Decrease in long Term Loans & Advances	-	-
l) (Increase)/Decrease in Other non Current Assets	-	-
Cash generated from operations	4,922,738.00	(2,069,869.30)
Income Tax Paid	(36,730.00)	36,730.00
Net Cash from operating activities	4,886,008.00	(2,033,139.09)
(B) Cash Flow From Investing Activities :-		
a) Investment in Equity Shares	2,650,966.00	-
b) Long term Loans & Advances given to related parties	7,329,244.00	(11,860,000.00)
c) Long term Loans & Advances repaid by other	-	-
d) Long term capital advances repaid	-	-
Net Cash from investing activities	9,980,210.00	(11,860,000.00)
(C.) Cash Flow from Financing Activities :-		
b) Long Term Borrowings (Net)	(850,000.00)	-
d) Interest Cost	(83,693.00)	(12,695.00)
Net Cash from financing activities	(933,693.00)	(12,695.00)
Net (Decrease)/Increase in cash & cash equivalents	13,932,525.00	(13,905,834.09)
Opening balance of cash & cash equivalents	85,656.00	14,018,181.00
Closing balance of cash & cash equivalents	14,018,181.00	112,346.91

Notes :-

- 1) The above Cash Flow Statement has been prepared under the "indirect method" as set out in AS - 3 issued by the ICAI.
- 2) Figures in Brackets indicate cash outflow
- 3) Previous Year figures have been regrouped/ rearranged wherever necessary

FOR AND ON BEHALF OF THE BOARD
Vinayak Vanijya Ltd.

ANAND PRAKASH
DIN NO 06918487
Director

SAMITA GUPTA
DIN NO 00132853
Director

KRISHNA KUMAR
CHIEF FINANCIAL OFFICER

JATIN JAISINGH
COMPANY SECRETARY

This is the Balance Sheet referred to in our report of even date

FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 008840N

(CA ABHINAV GUPTA)
PARTNER
M.No. 544394

Place : DELHI
Date: 29.05.2019

NOTES TO FINANCIAL STATEMENTS

1. GENERAL INFORMATION

M/s Vinayak Vanijya Limited company is a NBFC engaged in the business of giving loans to others and earning interest from such assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Conventions:

The company's financial statements have been prepared in accordance with the historical cost convention on accrual basis of accounting as applicable to going concern in accordance with generally accepted accounting principle in india, mandatory accounting standards prescribed in the Section 133 of the Companies Act 2013 Read with Rule 7 of the Companies (Accounts) Rules 2014.

All assets and liabilities have been classification as current or non current as per company's normal operating cycle and other criteria set out in the Revised Schedule II of Companeis Act, 2013. Based on the nature of business, the company has ascertained its operating cycle as 12 months for the purpose of current or non current classification of Assets and liabilities.

B. Revenue Recognition

- 1 Sales Revenue is recognized on dispatch of goods, net of freight, insurance, Excise, VAT and GST.
- 2 Interest income is recognised on time proportion basis.

C. Fixed Assets:

Fixed assets are stated at cost of acquisition and inclusive of inward freight, duties & taxes & incidental expenses related to acquisition net of capital subsidy relating to specific fixed assets.

Capital work in progress/Intangible assets under development includes cost of assets at site, advances made for acquisition of capital assets and pre operative expenditure pending allocation to fixed assets.

D. Inventory Valuation

Inventories are valued at cost or net realizable price whichever is lower except scrap at net realisable value. The cost formula used for valuation of inventories are:-

- 1 In respect of raw material and stores and spares have been valued at cost or market price which ever is lower on FIFO basis.
- 2 In respect of work in process is valued at cost of raw material plus conversion cost.
- 3 Finished goods are valued on retail sale price less GP% method or market price which ever is lower

E. Depreciation

Depreciation has been provided on provided on written down method at the rates specified in schedule II of The Companies Act, 2013. The fixed assets acquired prior to 1st April 2014 are depreciated over the revised remaining useful life of the assets based on the indicative usefull life of the assets mandated by schedule II to the Companies Act, 2013

F. Taxes on Income

Provision for Tax is made for both current and deferred taxes. Provisions for current income tax is made on the current tax rates based on assessable income. The Company provides for deferred tax based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current tax provision.

G. Employee Benefits

- i) Contribution to Provident Fund and other funds are made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

H. Excise Duty

Excise duty is not applicable on the company during year.

I. Foreign Currency Transaction

Transactions in Foreign Currency are recorded at the rate of exchange prevailing at the date of transactions. All current assets and liabilities are translated at the relevant rates of exchange prevailing at the year end. The translation/settlement differences are recognized in the profit & Loss Account.

J. Impairment of Assets

As at Balance Sheet date, an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceed its recoverable amount is provided in the books of account.

K. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result so past event and it is probable that there will be outflow of resources. Contingent liability, which are considered significant and material by the company, are disclosed in the Notes to Accounts. Contingent Assets are neither recognised nor disclosed in financial statements.

L. Investments

- 1 Long term investments are considered "at Cost" on individual investment basis, unless there is a decline other than temporary in value thereof, in which case adequate provision is made against such diminution in the value of investments.
- 2 Current investments are valued at lower of cost or market value.

M. Borrowing Cost

Borrowing cost that are directly attributable to acquisition or construction of qualifying assets or treated as part of cost of capital assets. Other borrowing cost or treated as expenses for the period in which they are incurred.

N. Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preferences dividends and any attributable tax thereto for the period.

O. Cash and Cash Equivalent

In the cash flow statement, cash and cash equivalent includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three or less.

P. Lease

Lease under which the company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, which is lower. Lease payment

under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss account over the lease term.

Q. Intangible Assets

Intangible assets are stated at acquisition cost, net accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible assets will not exceed ten years from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

R. Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income tax, the useful lives of depreciable fixed assets and provision for impairment.

SHARE CAPITAL

NOTE 3

PARTICULARS	AS AT 31.03.2019 Rs. P.		AS AT 31.03.2018 Rs. P.	
	(a) AUTHORISED 1000000 (Previous Year 1000000) Equity Shares of Rs. 10/-each	10,000,000.00		10,000,000.00
(b) ISSUED, SUBSCRIBED & PAID UP 996000 (Previous Year 996000) Equity Shares of Rs.10/- each.(fully paid up)	9,960,000.00		9,960,000.00	
Less:- Shares Forefieted	-		-	
Total	9,960,000.00		9,960,000.00	
Particular	As on 31st March 2019		As on 31st March 2018	
	No. of Shares	Amounts Rs.	No.of Shares	Amounts Rs.
(c) Opening Equity Shares	996000	9,960,000.00	996000	9,960,000.00
Less:-Call in Arrears		-		-
Less:-Share Forfeited	-	-	-	-
Addition during the year.		-		-
Closing Equity Shares	996,000	9,960,000.00	996,000	9,960,000.00
(d) Shares held by holding and subsidiary of holding company.		-		-
(e) Shareholders holding more than 5% of share capital.		-		-
Name of Shareholder	As on 31st March 2018		As on 31st March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
i) Samita Gupta & Ankit Aggarwal	323200	32.45	323200	32.45
ii) Ankia Aggarwal.	204200	20.50	204200	20.50
iii) brisk Services Limited	55000	5.52	55000	5.52
(f) Shares reserved for issue under options	-	-	-	-
(g) Shares allotted as fully paid up by way of bonus shares	-	-	-	-
(h) Shares allotted as fully paid up pursuant to contracts without payment being received in cash. (during 5 years immediately preceeding years)	-	-	-	-
(i) Terms of securities convertible into equity shares	-	-	-	-
TOTAL	996000	9,960,000.00	996000	9,960,000.00

RESERVES & SURPLUS

PARTICULARS	AS AT 31.03.2019		AS AT 31.03.2018	
	Rs.	P.	Rs.	P.
(a) Capital Reserves				
Balance as at the beginning of the year	-		-	
Add: Addition During the year	-		-	
Less : Deduction during the year	-		-	
Balance as at the end of the year	-		-	
(b) Share Forfeiture account	-		-	
(c) Securities Premium Reserve			-	-
(d) Debenture Redemption Reserve	-		-	
(e) Revaluation Reserve			-	-
(f) Share Options Outstanding Account	-		-	
(g) Amalgamation Reserve	-		-	
(h) General Reserve			-	-
(i) Surplus				
Balance as at the beginning of the year	11,267,899.50		7,974,719.00	
Add: Depreciation of Previous Year Written Back	-		-	
Add: Addition During the year	(252,694.48)		3,293,180.50	
Balance as at the end of the year	11,015,205.03		11,267,899.50	
T O T A L	11,015,205.03		11,267,899.50	
GRAND TOTAL	20,975,205.03		21,227,899.50	

LONG-TERM BORROWINGS

NOTE 4

PARTICULARS	AS AT 31.03.2019		AS AT 31.03.2018	
	Rs.	P.	Rs.	P.
(a) Bonds / Debentures (Secured/Unsecured)		-		-
(b) Term Loans				
From banks(Secured)				
From banks(Unsecured)				
From others (Secured/unsecured)				
(c) Deferred payment liabilities(Secured/Unsecured)				
(d) Deposits (Secured/Unsecured)				
(e) Loans and advances from related parties (Unsecured)				
i) From Directors				
ii) From Share holders				
iii) From Firms in which directors are interested	260,000.00		260,000.00	
(f) Long-term maturities of finance lease obligations (Secured/Unsecured)				
(g) Other loans and advances(Secured/Unsecured)				
T O T A L	260,000.00		260,000.00	

STATUTORY PROVISION**NOTE 5**

PARTICULARS	AS AT 31.03.2019		AS AT 31.03.2018	
	Rs.	P.	Rs.	P.
Op. Bal	10,000.00			-
Addition during the year	29,650.00		10,000.00	
Total	39,650.00		10,000.00	
TOTAL	39,650.00		10,000.00	

TRADE PAYABLES**NOTE 6**

PARTICULARS	AS AT 31.03.2019		AS AT 31.03.2018	
	Rs.	P.	Rs.	P.
i) Acceptances		-		-
ii) Sundry Creditors				
Total Outstanding to Small,Medium & Micro enterprises		-		-
Total Outstanding to other than Small,Medium & Micro enterprises		-	2,678.00	
TOTAL		-	2,678.00	

OTHER CURRENT LIABILITIES**NOTE 7**

PARTICULARS	AS AT 31.03.2019		AS AT 31.03.2018	
	Rs.	P.	Rs.	P.
(a) Current maturities of long-term debt				
(b) Current maturities of finance lease obligations				
(c) Interest accrued but not due on borrowings				
(d) Interest accrued and due on borrowings				
(e) Income received in advance				
(f) Unpaid Dividends				
(g) Refundable application money				
(h) Unpaid matured deposits and interest accrued thereon				
(i) Unpaid matured debentures and interest accrued thereon				
(j) Loans from Related Parties		-		-
(j) Other Payables				
i) Statutory Duties & Taxes		-	16,386.00	
ii) Advance from Customer		-		-
iii) Audit Fees Payable	47,495.00		29,500.00	
iv) Provision for Tax		-	36,730.00	
v) Other Expenses Payable	228,779.00		1,031,011.00	
TOTAL	276,274.00		1,113,627.00	

NOTE 8
SCHEDULE OF PROPERTY PLANT & EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	AS AT 01.04.2018 Rs.	ADDITIONS DURING THE YEAR Rs.	SALE/TRFD. DURING THE YEAR Rs.	BALANCE AS ON 31.03.2019 Rs.	AS AT 01.04.2018 Rs.	PROVIDED DURING THE YEAR Rs.	ADJ. DURING THE YEAR Rs.	BALANCE AS ON 31.03.2019 Rs.	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
(A) TANGIBLE ASSETS										
Furniture & Fixture	387,426.00			387,426.00	274,094.00	31,316.00		305,410.00	82,016.00	113,332.00
Generator	54,975.00			54,975.00	52,183.00	464.00		52,647.00	2,328.00	2,792.00
Total	442,401.00	-	-	442,401.00	326,277.00	31,780.00	-	358,057.00	84,344.00	116,124.00
Intangible										
Capital Work In Progress										
TOTAL	442,401.00	-	-	442,401.00	326,277.00	31,780.00	-	358,057.00	84,344.00	116,124.00
Previous Year	442,401.00	-	-	442,401.00	236,692.00	51,485.00	-	288,177.00	154,224.00	205,709.00

NOTE 9
DETAILS OF INVESTMENTS AS ON 31.3.2019

PARTICULARS	RELATIONSHIP	FACE VALUE	BALANCE as on 01/04/2018		PURCHASE during the year		SALE during the year		BALANCE as on 31/03/2019	
			AMOUNT	QUANTITY	AMOUNT	QUANTITY	AMOUNT	QUANTITY	AMOUNT	QUANTITY
Quoted/ Unquoted										
Shomit Finance Ltd.	Associate	10	100.00	6,000.00	-	-	-	-	100.00	6,000.00
Brisk Services Ltd.	Associate	10	114,700.00	318,326.00	-	-	-	-	114,700.00	318,326.00
Distinctive Properties & Leasing Ltd.	Associate	10	100.00	364.00	-	-	-	-	100.00	364.00
Pawansuit Media Services Pvt. Ltd.	Associate	10	3,000.00	760,000.00	-	-	-	-	3,000.00	760,000.00
Om Jai Jagdish Infrastructure Pvt. Ltd.	Associate	10	2,530.00	801,300.00	-	-	-	-	2,530.00	801,300.00
Sub Total			120,430.00	1,885,990.00	-	-	-	-	120,430.00	1,885,990.00
Grand Total			120,430.00	1,885,990.00	-	-	-	-	120,430.00	1,885,990.00

LONG-TERM LOANS AND ADVANCES**NOTE 10**

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
(a) Capital Advances	-	-
(b) Security Deposits		
i) Secured, considered good		
ii) Unsecured, considered good	-	-
iii) Doubtful		
(c) Loan and advances to related parties	15,860,000.00	-
(d) Other Receivables, loans and advances (Specify nature)		
i) Secured, considered good	-	-
ii) Unsecured, considered good	-	4,000,000.00
iii) Doubtful		
Total	15,860,000.00	4,000,000.00

INVENTORIES**NOTE 11**

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
(a) STOCK & STORES		
(Taken as valued and certified by the Management)		
Raw Materials	-	-
Work In Process	-	-
Finished Goods	-	-
Consumable Stores & Spares	-	-
Share Stock - Valued at cost	177,938.00	177,938.00
TOTAL	177,938.00	177,938.00

Inventories are valued at cost or realizable value whichever is less. The cost formula used in respect of various type of inventories is as under:-

TRADE RECEIVABLES**NOTE 12**

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
Trade Reveivables		
i) Outstanding for a period exceding six months from the date they are due	-	148,500.00
ii) Other Debts		
a) Secured,consider good		
b) Unsecured,consider good	-	-
c) Doubtful		
Less : Provision for bad and doubtful Capital Advances		
TOTAL	-	148,500.00

CASH AND CASH EQUIVALENTS**NOTE 13**

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
(a) i) Balances with Scheduled Banks in C/A	154,718.33	381,008.63
(b) Cheques/ Drafts In Transit	-	13,136,596.00
(c) Cash in Hand & Imprest Balances	107,628.50	500,576.37
(d) FD's with Scheduled Banks	-	-
(e) Cheques issued but not presented	150,000.00	
TOTAL	112,346.83	14,018,181.00

OTHER CURRENT ASSETS**NOTE 14**

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
Prepaid Taxes	145,880.00	59,248.00
Interest Receivable	1,339,932.00	360,000.00
Others	1,043,730.00	1,043,730.00
TOTAL	2,529,542.00	1,462,978.00

REVENUE FROM OPERATIONS**NOTE 15**

PARTICULARS	Current Year Rs.	Previous Year Rs.
Interest received	1,088,812.00	954,645.00
TOTAL	1,088,812.00	954,645.00
OTHER INCOME		NOTE 16
PARTICULARS	Current Year Rs.	Previous Year Rs.
Interest received	2,962.00	-
Consultancy Services Received	528,080.00	
Rebate & Discount	-	5,544.00
TOTAL	531,042.00	5,544.00
CHANGE IN INVENTORIES		NOTE 17
PARTICULARS	Current Year Rs.	Previous Year Rs.
(a) OPENING STOCK		
Stock In Trade	-	-
Work in progress	-	-
Finished Goods	177,938.00	177,938.00
Total (a)	177,938.00	177,938.00
(b) CLOSING STOCK		
Stock of stock in trade	-	-
Work in progress	-	-
Finished Goods	177,938.00	177,938.00
Total (b)	177,938.00	177,938.00
Total(a-b)	-	-

EMPLOYEE BENEFITS EXPENSE

NOTE 18

PARTICULARS	Current Year Rs.	Previous Year Rs.
Bonus	-	-
Salaries	891,924.00	811,871.00
TOTAL	891,924.00	811,871.00

FINANCE COST

NOTE 19

PARTICULARS	Current Year Rs.	Previous Year Rs.
Bank Charges	212.00	540.00
Interest on		
- Unsecured Loans	-	76,500.00
- Working Capital	-	-
- Late deposit of Tax	12,483.00	6,653.00
TOTAL	12,695.00	83,693.00

OTHER EXPENSES

NOTE 20

PARTICULARS	Current Year Rs.	Previous Year Rs.
Administrative Expenses		
Advertisement Expenses	25,817.00	24,150.00
Audit Fees	47,495.00	29,500.00
Conveyance	57,730.00	2,280.00
Fee & Taxes	26,001.30	15,063.00
Filing Fee	6,650.00	9,133.00
Legal & Professional Charges	766,945.00	230,450.00
Office Expenses	10,520.00	8,690.00
Postage	1,500.00	555.00
Miscellaneous Expenses	50.00	-
Printing & Stationery	2,760.00	14,007.00
Rent	36,000.00	36,000.00
penalties on Service tax	41,203.00	-
Telephone Expenses	17,033.00	7,395.00
Total	1,039,704.30	377,223.00
TOTAL	1,039,704.30	377,223.00

CONTINGENT LIABILITIES & COMMITMENTS

NOTE 21

PARTICULARS	AS AT 31.03.2019		AS AT 31.03.2018	
	Rs.	P.	Rs.	P.
(i) Contingent Liabilities				
(a) Claims against the company not acknowledged as debts (TDS Demand)	12,912.00		12,912.00	
(b) Guarantees				
(c) Other money for which the company is contingently liable				
(ii) Commitments				
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		-		-
(b) uncalled liability on shares and other investment partly paid				
(c) Other Commitments				
TOTAL	12,912.00		12,912.00	

- 23 Contingent Liabilities Not provided For NIL
- 24 In the opinion of the Board of Directors, the current assets, 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 except as expressly stated otherwise.
- 25 Confirmation of balances, whether in debit or credit from parties are subject to confirmation as provided by board of directors. However no proof regarding the same has been obtained at the year end. Company do have a system of periodic balance confirmations from parties.
- 26 Deferred Tax Liability (net):

Particulars	Deferred Tax Asset (Liabilities) As at 01.04.2018 Rs.	Current Year Rs.	Deferred Tax Asset (Liabilities) As at 31.03.2019 Rs.
<i>Deferred Tax Liability (net):</i>			
- Difference between book & Tax W.D.V	804493.50	96474.83	900968.33
For Disallowance of Expenses	0.00	0.00	0.00
TOTAL	804493.50	96474.83	900968.33

Pursuant to Accounting Standard (AS-22) accounting for Taxes on income. The impact of additional deferred tax asset of Rs.96474.83/- for the year ended 31.03.2019 has been debited to Profit & Loss A/c.

- 27 Earning Per Share- The numerators and denominators used to calculate Basic and Diluted Earning per Share.

PARTICULARS	AS AT 31.03.2019 (Rupees)	AS AT 31.03.2018 (Rupees)
1 Profit Attributable to the Equity Shareholders before extraordinary items (A)	-252694.48	3293180.50
2 Profit Attributable to the Equity Shareholders after extraordinary items (B)	-252694.48	3293180.50
3 Basic No. of Equity Shares outstanding during the year (C)	996000.00	996000.00
4 Weighted average no. of Equity Shares outstanding during the year (D)	996000.00	996000.00
5 Nominal Value of Share Rs.	10.00	10.00
6 Basic EPS before extraordinary items Rs. (A)/(C)	-0.25	3.31
7 Diluted EPS before extraordinary items Rs. (A)/(D)	-0.25	3.31
8 Basic EPS after extraordinary items Rs. (B)/(C)	-0.25	3.31
9 Diluted EPS after extraordinary items Rs. (B)/(D)	-0.25	3.31

- 28 Previous year figures have been regrouped/recasted wherever necessary to make them comparable.

29 Detail of transactions entered into with the related parties during the year as required by Accounting Standard (AS)-18 on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as under:

A Transactions with the related parties

(In Rs.)

Name of Transactions during the year	Associate	Key Management Personnel	Relatives of Key Management Personnel
Remuneration	---	---	---
Rent Paid	---	36000	---
Purchase of goods (incl. Job charges)	---	---	---
Sale Of Investments	---	---	---

A. Key Management Personnel and relatives of Key Management Personnel:

1. Key Management Personnel:
 1. Sh. Samita Gupta
 2. Sh. Ankit Aggarwal
 3. Sh. Shikhar Aggarwal
 3. Sh. Krishna Kumar
2. Relatives of Key Management :
Personnel

B. Associates:

1. Associates Concern :
 - Pragati Impex India Private Limited.
 - Shomit Finance Limited.
 - Devika Estate Management Pvt. Ltd.
 - Pawansut Media Services Pvt. Ltd.
 - Ankit Leasing and Finance Company Limited
 - Devika Promoters and Builders Private Limited
 - Devika universal lands Pvt. Ltd.
 - Brisk Services Limited
 - Surya Services Private Limited
 - Pragati Services Private Limited
 - Orator Marketing Pvt. Ltd.
 - Associate Leasing
 - Pragati Construction Co.
 - Distinctive Properties & Leasing Ltd.

30 Segment Reporting:

The company operates only in one business segment and hence no separate information for segment wise disclosure is required.

32 The Micro, Small and Medium Enterprises Development Act, 2006 has come into force with effect from October 2, 2006. As per the act, the company is required to identify the Micro and Small Vendors/Service providers and pay interest to them on overdue beyond the specified period irrespective of the terms agree upon. The company has not received any confirmations from its Vendors/Service Providers regarding their status of registration under the said Act, which has been relied upon by the auditors, hence prescribed disclosures under Section 22 of the said act has been provided.

VINAYAK VANIJYA LIMITED

CIN: L52110DL1985PLC020109

Registered Office: Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi – 110019,
Website: www.vinayakvanijya.com, Phone: 011 – 4367 5500, Email id: vvanijya1985@gmail.com,

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]

CIN	L52110DL1985PLC020109
Name of the Company	VINAYAK VANIJYA LIMITED
Registered Office	Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place, New Delhi – 110019
Name of the Member(s)	
Registered address	
E-mail I.d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of **VINAYAK VANIJYA LIMITED** holding _____ shares hereby appoint:

- 1 Name
Address
E-Mail I.D.
Signature or failing him/her
- 2 Name
Address
E-Mail I.D.
Signature or failing him/her
- 3 Name
Address
E-Mail I.D.
Signature

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **34th Annual General Meeting** of the company, to be held on **Thursday, 26th September, 2019** at **9:30A.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.

S. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 , the reports of the Board of Directors and Auditors' thereon.		
2.	To re-appoint Ms. Samita Gupta (DIN: 00132853) , Director of the Company, who is liable to retires by rotation and being eligible, offers herself for re-appointment.		

Signed this _____ day of _____ **2019**.

Affix
Revenue
Stamp of
Rs. 1/-

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- (1) *This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.*
- (2) *For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.*
- (3) *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
- (4) *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.*

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

VINAYAK VANIJYA LIMITED

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Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of
the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

34th Annual General Meeting of the company, to be held on Thursday, 26th September, 2019 at 9:30 A.M. at the Registered Office of the company at Flat No.28, Stilt Floor, Devika Tower, 6, Nehru Place, New Delhi – 110019:-

Name of First Named Shareholder(In Block Letters)

Postal Address

Folio No./DP ID & Client ID

No. of Shares held

Class of Shares

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Brief of Resolutions	In favor of Resolutions	Against the Resolutions
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 , the reports of the Board of Directors and Auditors' thereon.		
2.	To re-appoint Ms. Samita Gupta (DIN: 00132853) , Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment.		

Date:

Place:

Signature of Shareholder

* Please tick in the appropriate column

VINAYAK VANIJYA LIMITED

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

34th Annual General Meeting (AGM), on Thursday, 26th September, 2019 at 9:30 A.M.

Name of the Member(In Block Letters)

Folio No./DP ID & Client ID

No. of Shares held

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

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **34th Annual General Meeting** of the company, to be held on **Thursday, 26th September, 2019 at 9:30 A.M.** at the Registered Office of the company at **Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi– 110019.**

Member's /Proxy's Signature

Note:

- 1) *Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.*

ROUTE MAP

