

VINAYAK VANIJYA LTD.

Registered Office: Basement, Devika Tower, 6, Nehru Place, New Delhi-110019
Tel: 011-43675500

Notice

Notice is hereby given that the 27th Annual General Meeting of the Members of **Vinayak Vanijya Ltd** will be held at its Registered Office at Basement, Devika Tower, 6, Nehru Place, New Delhi-110019 on Friday, 28th September, 2012 at 12.00 P.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet as at 31st March, 2012 and the Profit & Loss account for the year ended on that date along with the report of the Directors and Auditors thereon.
2. To appoint Director in place of Sh. Ankit Aggarwal who retires by rotation.
3. To appoint M/s AKG & Company, Chartered Accountants, New Delhi as Statutory Auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

Special Resolution:

"Resolved that transactions with the following companies/firms/individuals be and are hereby approved."

- a. Shomit Finance Limited
- b. Devika Promoters & Builders Pvt. Ltd.

For & on behalf of the Board of Directors

(Samita Gupta)
DIRECTOR

Place: New Delhi
Dated: 01/09/2012

Note:

- I. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. Such proxy need not be a member of the company.
- II. Share holders are requested to intimate the company if there is any change in their Registered Address.

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NOTE:

- I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY.
- II. SHARE HOLDERS ARE REQUESTED TO INTIMATE THE COMPANY IF THERE IS ANY CHANGE IN THEIR REGISTERED ADDRESS.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory statement sets out all material facts relating to the special Business mentioned in the accompanying Notice.

Item no.5

The Directors have disclosed their interest but the transactions with companies, firms and individuals could not be approved by the board on account of lack of quorum of non interested directors, therefore, this resolution ;-

"All the Directors are interested in the Resolution."

For & on behalf of the Board of Directors

**(Samita Gupta)
DIRECTOR**

Place: New Delhi
Dated: 01/09/2012

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DIRECTORS REPORT

The Members,

Your Directors feel pleasure in presenting their 27th Annual Report of the company together with Audited Accounts for the year ended on 31.03.2012.

1. Financial Results

The Company has incurred a Loss of Rs. 6, 39,731.00 during the year before tax (Previous year profit Rs. 2,67,966.80)

2. PARTICULARS OF EMPLOYEES UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956

The Company had no employees during the year who were in receipt of remuneration aggregating to,

- a) Not less than Rs.12,00,000/-, if employed through-out the year.
- b) Not less than Rs. 1,00,000/- Per month, if employed for the part of the year.

3. Compliance Certificate

The Company has obtained the compliance certificate u/s 383A of the Companies Act, 1956, from Siddiqui & Associates, Company Secretaries for the financial year ending 31st March 2012 which is annexed herewith and form part of annual Report.

4. Directors' Responsibility Statement

Pursuant to the requirement under section 217 (2AA) of the companies Act, 1956, with respect the Directors' Responsibility Statement, it is hereby confirmed that:

- I. In the preparation of the annual accounts for the year ended 31st March, 2012, the applicable accounting standards read with requirements set out under schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- II. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2012 and of the profit of the company for the year ended on that date;

- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- IV. the Directors have prepared the annual accounts of the company on a 'going concern' basis; and
- V. Based on the above and the internal audit system, the Board opines that the company has internal control system commensurate with the size of the company and the nature of business.

5. Auditors

AKG & Co., Chartered Accountants, E- 10 A, Kailash Colony, Greater Kailash- I, New Delhi- 110048, Statutory Auditors of the Company, who retire at this Annual General Meeting, are hereby reappointed as Auditors of the company for the Year 2012-2013 and to hold such office till conclusion of the next Annual General Meeting at such fee as may be decided by the Board of Directors.

6. Deposit

The company has not accepted any deposits from public. Hence, no information is required to be appended to this report.

7. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has no activities relating to Energy Conservation and Technology absorption. The Company has also no Foreign Exchange earnings or outgo.

Acknowledgements

Your Directors sincerely thank the share holders of the company for the confidence reposed by them in the company and for the continued support extended by them to the company.

For & on behalf of the Board of Directors

**(Samita Gupta)
DIRECTOR**

**(Ankit Aggarwal)
DIRECTOR**

**Place: New Delhi
Dated: 01/09/2012**