

NOTICE

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

ORDINARY BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 139(2), 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s AKG & Co., Chartered Accountants, (Firm Registration No. 004924N), as the Statutory Auditors of the Company for the financial year 2016-17 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

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

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

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

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

For and on behalf of the Board of Directors

VINAYAK VANIJYA LIMITED

Sd/-

(SAMITA GUPTA)

DIRECTOR

DIN : 00132853

PLACE : NEW DELHI

DATE : 02.09.2016

Notes:

1. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

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

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

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

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

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

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

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

Sd/-
(SAMITA GUPTA)
DIRECTOR
DIN : 00132853

PLACE : NEW DELHI
DATE : 02.09.2016

PROFILE OF THE DIRECTOR MENTIONED IN ITEM NO. 2

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

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

Following are the required details:

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

Notice of interest

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

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

Item No. 4

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

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

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

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

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

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

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

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

A brief resume of the proposed Director is given below:

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

Item No. 5

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

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

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

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

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

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

A brief resume of the proposed Director is given below:

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

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

Sd/-
(SAMITA GUPTA)
DIRECTOR
DIN : 00132853

PLACE : NEW DELHI
DATE : 02.09.2016