

# VINAYAK VANIJYA LIMITED

(CIN: L52110DL1985PLC020109)



**35th ANNUAL REPORT**  
**2019-20**

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## REFERENCE INFORMATION

### BOARD OF DIRECTORS

<b>Ms. Samita Gupta</b>	Non-Executive Director
<b>Mr. Ankit Aggarwal</b>	Whole Time Director
<b>Mr. Anand Prakash</b>	Independent Director
<b>Ms. Sunayana Puri</b>	Additional Director (appointed w.e.f. 27.11.2020)

### KEY MANAGERIAL PERSONNEL

<b>Mr. Ankit Aggarwal</b>	Whole Time Director
<b>Mr. Krishna Kumar</b>	Chief Finance Officer
<b>Mr. Jatin Jaisingh</b>	Company Secretary & Compliance Officer (Appointed on 01.01.2019 Resigned 20.06.2019 )
<b>Ms. Akanksha Trivedi</b>	Compliance Officer (Appointed on 14.01.2020 Resigned 25.05.2020 )

### AUDIT COMMITTEE

<b>Mr. Anand Prakash</b>	Chairperson
<b>Ms. Samita Gupta</b>	Member
<b>Mr. Bhupender Singh</b>	Member

### NOMINATION & REMUNERATION COMMITTEE

<b>Ms. Samita Gupta</b>	Chairperson
<b>Mr. Anand Prakash</b>	Member
<b>Mr. Bhupender Singh</b>	Member

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

<b>Mr. Anand Prakash</b>	Chairperson
<b>Ms. Samita Gupta</b>	Member
<b>Mr. Bhupender Singh</b>	Member

### SECRETARIAL AUDITOR

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

### STATUTORY AUDITOR

**M/s Sanjeev Bimla & 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 **35<sup>th</sup> Annual General Meeting** of the members of **Vinayak Vanijya Limited** (“the **Company**”) will be held on **Thursday, 24<sup>th</sup> December, 2020 at 02:00 P.M.** at the registered office of the Company to transact the following business (es):-

### ORDINARY BUSINESS:

**1. Adoption of Standalone Financial Statements for the Financial year ended 31<sup>st</sup> March, 2020**

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on **31<sup>st</sup> March, 2020** including the audited Balance Sheet as at 31<sup>st</sup> March, 2020 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 Ms. Samita Gupta (DIN: 00132853) retiring by Rotation**

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.

### SPECIAL BUSINESS:

**3. To consider the regularization of Mrs. Sunayana Puri (DIN: 05136792) as director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. Sunayana Puri (DIN: 05136792)** be and is hereby appointed as Director of the Company, who is eligible to be so appointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director.”

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

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

**Date: 28.11.2020**

**Place: New Delhi**

### NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **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).

3. 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.

4. 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.
5. 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.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, 19.12.2020 to Thursday, 24.12.2020** (both days inclusive).
7. 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.
8.
  - 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.
9. The shares of the Company are at presently listed on **BSE Limited**.
10. 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.***

11. The Board of Directors of the company has appointed **M/s Ojha & Associates, Company Secretaries**, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. 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](http://www.vinayakvanijya.com) and on the website of Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
14. 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.

15. 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. **18<sup>th</sup> December, 2020**.
16. 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.*
17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
19. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Notice of 35th AGM along with the Annual Report for FY 2020 is being sent also through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at [www.vinayakvanijya.com](http://www.vinayakvanijya.com); website of the stock exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com)
20. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail id by sending e-mail to company's email id [vanijya1985@gmail.com](mailto:vanijya1985@gmail.com) or our RTA. Members are requested to register their email id and support the green initiative efforts of the Company.
21. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
22. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
23. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
24. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
25. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019**:
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
- The said registers will be made accessible for inspection and shall remain open and be accessible to any member during the continuance of the meeting.
26. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at [www.vinayakvanijya.com](http://www.vinayakvanijya.com)

In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

- 27. The route map is not annexed to this Notice.
- 28. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday 18<sup>th</sup>December,2020**, such person may obtain the user id and password from by email request on [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) .
- 29. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [vvanijya1985@gmail.com](mailto:vvanijya1985@gmail.com) or RTA for obtaining the Annual Report and Notice of AGM.
- 30. Instructions for remote e-voting and joining the AGM are as follows:

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The Board of Directors of the company has appointed **M/s. Ojha& Associates**, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- ii. The voting period begins on **<Monday,December 21, 2020 from 09:00 A.M>** and ends on **<Wednesday, December 23, 2020 from 05:00 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 **<Friday, December 18, 2020>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- v. Click on "Shareholders" module.
- vi. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- ix. If you are a first time user follow the steps given below:

PAN	<p><b>For Shareholders holding shares in Demat Form and Physical Form</b></p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant Company Name <**VINAYAK VANIJYA LTD.**> on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xix. If a demat 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.
- xx. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **vvanijya1985@gmail.com(Company Email id)** with a copy marked to RTA investor.services@rcmcdelhi.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **vvanijya1985@gmail.com(Company Email id)** with a copy marked to RTA investor.services@rcmcdelhi.com

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **vvanijsya1985@gmail.com**(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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** or contact Mr. NitinKunder (022-23058738) or Mr.MehboobLakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

<b>Name of Official</b>	<b>Mr. Ankit Aggarwal</b>
<b>Designation</b>	Whole Time Director
<b>Address</b>	Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place,New Delhi-110019
<b>Contact</b>	011-43675500
<b>E-mail</b>	vvanijsya1985@gmail.com

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

**ITEM NO. 3**

**APPOINTMENT OF MRS. SUNAYANA PURI (DIN: 05136792) AS A DIRECTOR**

**Mrs. SunayanaPuri (DIN: 05136792)** was appointed as an Additional Director on the Board of the Company on November 27, 2020.

The Company has received intimation in Form DIR-8 from Mrs. SunayanaPurithat, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and his consent to continue as a Director.

The resolution seeks the approval of members for the appointment of Mrs. SunayanaPurias a Director of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. SunayanaPuri, the Board of Directors at its meeting held on November 27, 2020 approved the appointment of Mrs. SunayanaPuri as mentioned in the resolution.

For your information and record, Mrs. SunayanaPuri has vast experience in legal and general management. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director.

The nature of concern or interest, financial or otherwise, if any, in respect of the Appointment of Mrs. SunayanaPuri:

- (i) Directors: No other Director is interested
- (ii) Every other Key Managerial Personnel: NIL
- (iii) Relatives: NIL

**PROFILE OF PROPOSED DIRECTOR**

<b>Name</b>	<b>Samita Gupta</b>	<b>Sunayana Puri</b>
<b>Director Identification Number (DIN)</b>	00132853	05136792
<b>D.O.B.</b>	12.01.1959	13.12.1984
<b>Qualification</b>	Graduate in Political Science	Company Secretary
<b>Expertise in specific area</b>	Professional Interior Decorator & Designer	Legal, Finance and Management
<b>Date of First appointment on the Board of the Company</b>	15 <sup>th</sup> March,2005	27 <sup>th</sup> November, 2020
<b>Shareholding in the Company (Only In case the Director to be appointed is a Non- Executive Director)</b>	323200	-
<b>List of Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>1. Brisk Services Limited</li> <li>2. Devika Universal Lands Private Limited</li> <li>3. Devika Promoters And Builders Private Limited</li> <li>4. Devika Universal Lands &amp; Building Private Limited</li> <li>5. UltrascendInfratech Private Limited</li> <li>6. Rosegold Developers Private Limited</li> <li>7. Pinkgold Developers Private Limited</li> <li>8. VipshellInfotech Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Chandra Credit Ltd.</li> <li>2. Sueryaa Knitwear Limited</li> </ol>
<b>Names of Listed Entities in which the person holds membership of Committees of the Board</b>	1. Brisk Services Limited	-
<b>Relationship between Directors Inter-se</b>	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 35<sup>th</sup> Annual Report together with the Audited Annual Financial Statements for the year ended March 31<sup>st</sup>, 2020.

### COVID-19 PANDEMIC

The COVID-19 pandemic has caused a huge disruption creating an unprecedented impact on the financial well-being of nations, corporations and individuals. A detailed discussion on impact of COVID-19 on the business and operations of the Company is covered in the 'Management Discussion and Analysis Report.'

### FINANCIAL HIGHLIGHTS- AT A GLANCE

#### ★ Overall Performance of your Company

- ★ The Financial Year 2019-20 had been a little fortunate for the Company as your Company has shown good performance during the year under review. The company has incurred Net Profit of Rs. 313,198.31 in the Financial Year 2019-20 in comparison to Net Loss of Rs. (2,52,694.48) in the Financial Year 2018-19.

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

PARTICULARS	Amount (In Rupees)	
	Standalone	
	2019-20	2018-19
Income from Business Operations	14,10,890.00	10,88,812.00
Other Income	2,12,730.00	5,31,042.00
<b>Total Income</b>	<b>16,23,620.00</b>	<b>16,19,854.00</b>
Less: Expenditure	1,192,688.92	20,05,753.30
<b>Profit/Loss before Tax</b>	<b>430,931.08</b>	<b>(3,85,899.30)</b>
Less: Tax Expense	10000	(36,730.00)
Add: Deferred Tax Asset	107,732.77	(96,474.83)
<b>Net Profit/Loss after Tax</b>	<b>313,198.31</b>	<b>(2,52,694.48)</b>
<b>Earnings per share:</b>		
Basic	0.31	(0.25)
Diluted	0.31	(0.25)

#### Ø Impact of Global Crisis: COVID-19

In March 2020, the World Health Organization (WHO) declared COVID-19 a global pandemic. Consequent to this, Government of India declared nation-wide lockdown on March 24, 2020, which has impacted normal business operations of the Company. The Company has assessed the impact of this pandemic on its business operations and has considered all relevant internal and external information available up to the date of approval of these financial results, to determine the impact on the Company's revenue from operations for foreseeable future and the recoverability and carrying value of certain assets such as property, plant and equipment, inventories, and trade receivables. The impact of COVID-19 pandemic on the overall economic environment being uncertain may affect the underlying assumptions and estimates used to prepare Company's financial results, which may differ from that considered as at the date of approval of the financials results.

As the situation is unprecedented, while the lockdown is gradually lifting, the Company is closely monitoring the situation as it evolves in the future. The Company has resumed its business activities by reopening office and plant, in line with guideline issued by the Government authorities; The Company does not anticipate any challenges in its ability to continue as going concern or meeting its financial obligations.

#### **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 2019-20.

As on 31<sup>st</sup> March, 2020, paid-up share capital of the Company stood at Rs. 9,960,000/- consisting of 9,96,000 Equity Share of Rs. 10/- each.

#### **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, 2020.

#### **SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY**

The Company is not having any Subsidiary, Associate or Joint Venture. **Form AOC-II** is not applicable.

#### **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	Date	Nature of Change
1.	Mr. Jatin Jaisingh	Company Secretary & Compliance Officer	20.06.2019	Cessation
2.	Ms. Akanksha Trivedi	Company Secretary & Compliance Officer	14.01.2020	Appointment

**Note:** Ms. Akanksha Trivedi resigned from the post of Company Secretary & Compliance Officer w.e.f. 25<sup>th</sup> May, 2020. Mrs. Sunayana Puri was appointed as an Additional Director (Non-Executive) w.e.f. 27.11.2020.

#### **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;

- (d) The Directors had prepared the Annual Accounts on a going concern basis;
- (e) The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**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 B**”.

**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**

The Vigil Mechanism policy of the Company is framed 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 and access of the same is given to Chairperson of Audit Committee.

**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 38<sup>th</sup> Annual General Meeting of the Company subject to ratification at every AGM. But, the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away by Companies Amendment Act, 2017 vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, New Delhi. Thus, M/s. Sanjeev Bimla & Associates, Chartered Accountants shall continue to act as Statutory Auditor.

##### **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.

##### **B. 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- C**"

##### **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.

#### **ANNUAL SECRETARIAL COMPLIANCE REPORT**

The provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 are not applicable on the Company.

#### **REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

#### **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 2019-20, 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 A**".

#### **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:

	<b>Conservation of energy</b>	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
	<b>Technology absorption</b>	
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
	<b>Foreign exchange earnings and Outgo</b>	
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.

**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 31<sup>st</sup> March, 2020 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.

**REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management Personnel and fixation of their remuneration thereof. The Policy

contains, inter-alia, directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director, etc.

**FAMILIARIZATION POLICY**

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company.

**LISTING AGREEMENT**

The shares of the Company are presently listed at BSE Limited.

All statutory dues including Annual Listing Fees for the Financial Year 2020-21 has been paid by the Company.

**CODE OF CONDUCT**

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI Listing Regulations, 2015.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

**DISCLOSURE OF STATEMENT OF DEVIATION(S) OR VARIATION(S) UNDER REGULATION 32 OF SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015**

With reference to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of Statement of Deviation(s) or Variation(s) as per the said regulation is not applicable to the Company.

**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 VinayakVanijya Limited**

**Date: 28.11.2020**

**Place: Delhi**

**Ankit Aggarwal**

**Whole Time Director**

**DIN: 00385982**

**Samita Gupta**

**Director**

**DIN:00132853**

**FORM NO. AOC.2****(Annexure –A)**

(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**

<b>1</b>	<b>Details of contracts or arrangements or transactions not at Arm's Length basis</b>	
a)	Name(s) of the related party and nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/ transactions	Not Applicable
c)	Duration of the contracts/ arrangements/ transactions	Not Applicable
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions.	Not Applicable
f)	Date(s) of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	Not Applicable
<b>2</b>	<b>Detail of material contracts or arrangement or transactions at Arm's Length basis</b>	
a)	Name(s) of the related party and nature of relationship	<b>Ankit Aggarwal Key Management Personnel</b>
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: 28.11.2020  
Place: New Delhi**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
 As on financial year ended on 31.03.2020

(Annexure –B)

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L52110DL1985PLC020109
2	Registration Date	2/12/1985
3	Name of the Company	<b>VINAYAK VANIJYA LIMITED</b>
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	Yes
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: RCMC Share Registry Pvt. Ltd Add: 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	
<b>A. Promoters</b>									
(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%
<b>Sub Total (A) (1)</b>		<b>547,400</b>	<b>547,400</b>	<b>54.96%</b>	-	<b>547,400</b>	<b>547,400</b>	<b>54.96%</b>	<b>0.00%</b>
(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%
<b>Sub Total (A) (2)</b>	-	-	-	<b>0.00%</b>	-	-	-	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	-	-	-	<b>0.00%</b>	-	-	-	<b>0.00%</b>	<b>0.00%</b>
	-	<b>547400</b>	<b>547400</b>	<b>54.96%</b>	-	<b>547400</b>	<b>547400</b>	<b>54.96%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
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%
<b>Sub-total (B)(1):-</b>	-	-	-	<b>0.00%</b>	-	-	-	<b>0.00%</b>	<b>0.00%</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%

<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	180,400	180,400	18.11%	-	180,400	180,400	18.11%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	268,200	268,200	26.93%	-	268,200	268,200	26.93%	0.00%
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%
<b>Sub-total (B)(2):-</b>	-	<b>448,600</b>	<b>448,600</b>	<b>45.04%</b>	-	<b>448,600</b>	<b>448,600</b>	<b>45.04%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	-	<b>448,600</b>	<b>448,600</b>	<b>45.04%</b>	-	<b>448,600</b>	<b>448,600</b>	<b>45.04%</b>	<b>0.00%</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	-	<b>996,000</b>	<b>996,000</b>	<b>100.00%</b>	-	<b>996,000</b>	<b>996,000</b>	<b>100.00%</b>	<b>0.00%</b>

**(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%
	<b>Total</b>	<b>547400</b>	<b>54.96</b>	<b>0</b>	<b>547400</b>	<b>54.96</b>	<b>0</b>	<b>0.00%</b>

## (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-2019]		Cumulative Shareholding during the year [As on 31-March-2020]	
				No. of shares	% of total shares	No. of shares	% of total shares
	<b>At the beginning of the year</b>						
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%
	<b>Change during the year</b>			No Change during the year			
	<b>At the end of the year</b>						
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. Sunny Kumar	39,800	4.00%	39,800	4.00%	0	0
2	Mr. Sanjay Sahni	37,500	3.77%	37,500	3.77%	0	0
3	Ms. Vani Agarwal	37,000	3.71%	37,000	3.71%	0	0
4	Mr. Himanshu Sood	34,300	3.44%	34,300	3.44%	0	0
5	Mr. Sarthak Goyal	33,600	3.37%	33,600	3.37%	0	0
6	Mr. Kaushal Kashyap	30,000	3.01%	30,000	3.01%	0	0
7	Ms. Rajni Gupta	21,900	2.20%	21,900	2.20%	0	0
8	Mr. Sachin Kumar	19,700	1.98%	19,700	1.98%	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
	<b>At the beginning of the year</b>				
1	Mr. Ankit Aggarwal	204,200	20.50%	204,200	2050.00%
2	Ms. Samita Gupta	323,200	32.45%	323,200	32.45%
	<b>Change during the year</b>	No Change during the year			
	<b>At the end of the year</b>				
1	Mr. Ankit Aggarwal	204,200	2050.00%	204,200	2050.00%
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				
<b>Total (i+ii+iii)</b>		<b>260,000.00</b>		<b>260,000.00</b>
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				
<b>Total (i+ii+iii)</b>		<b>260,000.00</b>		<b>260,000.00</b>

**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)
	<b>Name</b>	<b>Mr. Ankit Aggarwal</b>		
	<b>Designation</b>	<b>Whole Time Director</b>		
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)
<b>1</b>	<b>Independent Directors</b>	<b>Mr. Anand Prakash</b>	<b>Mr. Bhupender Singh</b>		
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
<b>2</b>	<b>Other Non-Executive Directors</b>	<b>Ms. Samita Gupta</b>	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-
	<b>Overall Ceiling as per the Act</b>	-	-	-	-

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
	Name	<b>Mr. Krishna Kumar</b>	<b>Mr. Jatin Jay Singh</b> (resigned w.e.f. 20.06.2019)	<b>Ms. Akanksha Trivedi</b> (appointed w.e.f. 14.01.2020)	
	Designation	CFO	CS	CS	
1	Gross salary		84,000	-	84000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify				
5	Others, please specify				
	<b>Total</b>		<b>84,000.00</b>	-	<b>84,000.00</b>

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty		NIL			
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty		NIL			
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
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: 28.11.2020  
Place: New Delhi**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

[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**"). The 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 **31<sup>st</sup> March, 2020** 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** for the financial year ended on **31<sup>st</sup> March, 2020** 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, as amended;
  - (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, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018-**Not applicable for the period under review;**
  - (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, 1998/2018- ***Not applicable during the period under review;***
  - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) The management has identified and confirmed the following laws as specifically applicable to the Company:
- a) The Reserve Bank of India Act, 1934;
  - b) Rules, regulations and guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking Non-Banking Financial Companies with classification as a 'Loan Company'; which are specifically applicable to the Company.

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

- (i) Secretarial Standards (SS-1 & SS-2) pursuant to section 118(10) of the Act, issued by The Institute of Company Secretaries of India;
- (ii) Listing Agreement entered into by the Company with **BSE Limited** as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, Woman Director and Independent Directors. There was no change in the composition of the Board of Directors during the period under review *except Mr. Jatin Jai Singh, Company Secretary has resigned from June 20, 2019 and Ms Akanksha Trivedi, Company Secretary has been appointed from January 14, 2020.*
- ★ 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 and the Company is in process of revocation of Suspension of Trading with Stock Exchange.**
- 2. The Certificate of Registration of the Company as Non- Banking Financial Company has been cancelled by the Reserve Bank of India during the previous year and the Company has filed an Appeal to the Appellate Authority under the Ministry of Finance under Sub Section 7 of Section 45-IA of RBI Act, 1934. The Appellate Authority upheld the decision of Reserve Bank of India.**

**For Jain P & Associates  
Company Secretaries**

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

**Place: Noida  
Date: 09.11.2020**

**UDIN:A041759B001194438**

This report is to be read with our letter of even date which is annexed as 'Annexure 1' and forms an integral part of this report.

**Annexure 1**

[Annexure to the Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2020]

**TO,  
THE MEMBERS,  
VINAYAKVANIJYA 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**

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

**UDIN:A041759B001194438**

**Place: Noida  
Date: 09.11.2020**

## CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of VinayakVanijyaLimited (the 'Company') for FY2020.

This Report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

### 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

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

#### A. Composition & Category of the Board of Directors and attendance of each director at the meeting of the board of directors and the last annual general meeting

As on 31<sup>st</sup> March 2020, there were 4(four) Directors comprising of 1(one) Executive Director and 1(one) Non-Executive Director and 2 Independent Directors.

The Board consists of eminent persons with considerable professional experience in business, industry, finance, audit and law. None of the Director is a member of more than ten committees and Chairman of more than five Committees across all the Companies in which they are Directors. All the members have made disclosures regarding their directorship and memberships in various committees.

As on 31<sup>st</sup> March, 2020, 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 2019-20 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2018-2020		Whether attended last AGM for FY 2017-19	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpersonship	Membership
1.	Ms. Samita Gupta	Director	7	7	Yes	1	2
2.	Mr. Ankit Aggarwal	Whole Time Director	7	7	Yes	0	0
3.	Mr. Anand Prakash	Independent Director	7	7	Yes	2	1
4.	Mr. Bhupender Singh	Independent Director	7	7	Yes	0	3

Mrs. Sunayana Puri was appointed as an Additional Director (Non-Executive) w.e.f. 27.11.2020

Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2020 (including the Company)

Sr. No.	Name of director	Directorships			Committee positions in listed and unlisted public limited companies	
		In equity listed companies	In unlisted public limited companies	In private limited companies	As member (including as chairperson)	As chairperson
1.	Ms. Samita Gupta	2	1	8	5	1
2.	Mr. Ankit Aggarwal	1	2	10	0	0
3.	Mr. Anand Prakash	2	1	2	6	5
4.	Mr. Bhupender Singh	1	1	4	3	0

- I) None of the director holds office as a Director, including as an alternate Director, in more than twenty companies at the same time. None of them has Directorships in more than ten public companies. For reckoning the limit of public companies, Directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.
- II) As per declarations received, none of the directors serve as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he/she is a whole-time director in any listed company.
- III) None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all public companies in which he/she was a director.

**Directorship in equity listed companies and Name of equity listed entities where directors of the Company held directorships as on 31<sup>st</sup> March 2020 (including the Company)**

Sr. No.	Name of Director	Listed Entity	Category
1.	Ms. Samita Gupta	Vinayak Vanijya Limited Brisk Services Limited	Non-Executive Director Non-Executive Director
2.	Mr. Ankit Aggarwal	Vinayak Vanijya Limited	Wholetime Director
3.	Mr. Anand Prakash	Vinayak Vanijya Limited Distinctive Properties And Leasing Limited	Independent Director Independent Director
4.	Mr. Bhupender Singh	Vinayak Vanijya Limited	Independent Director

**Disclosure of relationships between Directors inter-se**

Ms. Samita Gupta & 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

**Number of meetings of the Board of Directors held and dates on which held**

During the period, the Board of Directors of your Company met 7 times. The dates on which the meetings were held are 29.05.2019, 30.05.2019, 20.06.2019, 12.08.2019, 6.11.2019, 14.01.2020, & 04.02.2020 and the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

**Orderly succession to Board and Senior Management**

The framework of succession planning for appointment of Board/Management is passed by the Board. In addition, changes in the Senior Management and their responsibilities are updated to the Board from time to time.

### **Letters of appointment of the Independent Directors & policy to familiarize them with the Company**

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 2019-20.

#### **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**

The Board of Directors along with Nomination & Remuneration Committee (NRC), identifies the right candidate with right qualities, skills and practical expertise/ competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgement of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board:

- a) Expertise in Legal, Finance & Accountancy
- b) Human Resource.
- c) Risk Management
- d) Knowledge of the Industry
- e) Leadership
- f) Board Services & Corporate Governance
- g) Diversity
- h) Personal Values
- i) Functional & Managerial Experience

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills/Expertise/Competencies								
	Expertise in Legal, finance & Accountancy	Human Resource	Risk Management	Knowledge of the Industry	Leadership	Board Services & Corporate Governance	Diversity	Personal Values	Functional & Managerial Experience
Ms. Samita Gupta	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ankit Aggarwal	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Anand Prakash	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Bhupender Singh	✓	✓	✓	✓	✓	✓	✓	✓	✓

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 26.09.2019 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	4	4
2.	Ms. Samita Gupta	Member	4	4
3.	Mr. Bhupender Singh	Member	4	4

- vi. Four Audit Committee meetings were held during the year 2019-20 on 29.05.2019, 12.08.2019, 06.11.2019 & 04.02.2020
- 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 by **Mr. Anand Prakash**, 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	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Anand Prakash	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 2019-20 on 29.05.2019, 12.08.2019, 06.11.2019 & 04.02.2020. 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 2019-20 are as follows:**

No. of Complaints pending as on 01.04.2019	No. of Complaints received during the year 2019-20	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 31.03.2020
Nil	Nil	NA	NA	NA

**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	3	3
2.	Mr. AnandPrakash	Member	3	3
3.	Mr. Bhupender Singh	Member	3	3

The committee meetings were held on 29.05.2019, 20.06.2019& 14.01.2020

- ii. The terms of reference of the committee are as follows:
  - a) 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;
  - b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
  - c) Devising a policy on diversity of board of directors;
  - d) 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.
  - e) 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.

- f) 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:

- a) 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.
- b) 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 2019-20.

**Remuneration of Executive Directors for the financial year 2019-20**

(Amount in Rupees)

S. No.	Name of Director	Designation	Salary	Benefits	Performance Related Pay (PRP) for theyear 2019-20	Total
1.	Mr. Ankit Aggarwal	Whole Time Director	-	-	-	-

The Company had not given any stock options during the year 2019-20.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2019-20.

**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
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
2018-19	26.09.2019	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019	09:30 A.M.	No

b) No Extra-ordinary General Meetings of Members were held during the year under review.

c) NoPostal 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](http://vinayakvanijya.com).

**VII. GENERAL SHAREHOLDER INFORMATION**

S. No.	Particulars	Information
1.	Annual General Meeting:	<b>35<sup>th</sup></b>
1.	Date & Time	<b>24<sup>th</sup> December, 2020 &amp; 02:00 p.m.</b>
1.	Venue	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
2.	Financial year	April 1, 2019 to March 31, 2020
3.	Financial Calendar 2020-21	
	<b>Results for quarter/year ending :</b>	
	(a) 30th June, 2020	On 12 <sup>th</sup> Day of September, 2020
	(b) 30th September, 2020	On or before 12th day of November, 2020
	<b>(Tentative Schedule)</b>	
	(c) 31st December, 2020	On or before 14th day of February, 2021
	(d) 31st March, 2021	Before end of 30th day of May, 2021
4.	Book Closure	19 <sup>th</sup> December, 2020 to 24 <sup>th</sup> December, 2020
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	BSE: 512517

## VIII. NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferred in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the Company upon such request and is also available at the Company's website.

Nomination facility for shares held in electronic form is also available with depository participants.

## IX. VOTING THROUGH ELECTRONIC MEANS

Pursuant to section 108 of Act and the Rules made thereunder and provisions under SEBI Listing Regulations, every listed company is required to provide its members the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with CDSL, the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of AGM through such e-voting method.

Shareholders who are attending the meeting and who have not already cast their votes by remote e-voting shall be able to exercise their right of voting at the meeting.

Cut-off date, as per the said Rules, is 18<sup>th</sup> December, 2020 and the remote e-voting shall be open for a period of 3 (three) days, from Monday, 21<sup>st</sup> December, 2020 (9.00 a.m.) till Wednesday, 23<sup>rd</sup> December, 2020 (5.00 p.m.).

The Board has appointed **M/s. Ojha & Associates**, practicing company secretary, as Scrutinizer for the e-voting process.

Detailed procedure is given in the Notice of the 25<sup>th</sup> AGM and is also placed on the Company's website at [www.vinayakvanijya.com](http://www.vinayakvanijya.com)

Shareholders may get in touch with the Company Secretary at [vvanijya1985@gmail.com](mailto:vvanijya1985@gmail.com) for further assistance.

## X. DISCLOSURE

- a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large.

Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached with the Directors' Report.

- 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](http://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) 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.

**XII.** 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.

**XIII. 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.

**XIV. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Your Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace. The Company's process ensures complete anonymity and confidentiality of information. The below table provides details of complaints received/disposed during the financial year 2019-20:

No. of Complaints Filed	No. of Complaints Disposed off	No. of Complaints Pending
NIL		

**XV. 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

**XVI. RISK MANAGEMENT**

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

**XVII. 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. AnandPrakash**

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.

### **XVIII. MANAGEMENT DISCUSSION AND ANALYSIS**

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

### **XIX. 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.

### **XX. COMPLIANCE CERTIFICATION**

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

### **XXI. 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](http://www.vinayakvanijya.com)

### **XXII. Market price data- high, low during each month of the financial year 2019-20:**

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

### **XXIII. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2020:**

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 5000	508	94.60	50000	500000	5.02
5001-10000	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	2.43	116500	1165000	11.70
100001 & above	12	2.23	815600	8156000	81.89
<b>Total</b>	<b>537</b>	<b>100</b>	<b>996000</b>	<b>9960000</b>	<b>100</b>

## Categories of Equity shareholders as on March 31, 2020

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

## XXIV. 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 31<sup>st</sup> March 2020.

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,  
SenapatiBapatMarg,  
Lower Parel, Mumbai - 400 013
- 2. Central Depository Services (India) Limited**  
Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel, Mumbai 400013

**XXV. 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:

<b>Particulars</b>	<b>Telephone Number</b>	<b>Fax No.</b>
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 [vvaniya1985@gmail.com](mailto:vvaniya1985@gmail.com)**On behalf of Board of Directors  
For Vinayak Vanijya Limited****Ankit Aggarwal  
Whole-Time Director  
DIN: 00385982****Date: 28.11.2020  
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**  
**VinayakVanijya 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](http://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 **31<sup>st</sup> March, 2020** 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.	<b>Ms. Samita Gupta</b>	00132853	15.03.2005
2.	<b>Mr. Ankit Aggarwal</b>	00385982	30.09.2006
3.	<b>Mr. Anand Prakash</b>	06918487	28.03.2016
4.	<b>Mr. Bhupender Singh</b>	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**  
**UDIN : A041759B001214678**

**Date: 11/11/2020**  
**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.

### THE COVID-19 PANDEMIC AND LOCKDOWN

We are amidst unprecedented times. The COVID-19 pandemic has spread across the world — leading to well above 61.7 million confirmed infections, over 1.44 million deaths, enormous human suffering and a full stop on virtually all commercial and economic activities. Even India, apparently relatively fortunate up to now, has had 93,51,109 confirmed cases and approx.. 136200 deaths as per COVID-19 Situation Report–120 of World Health Organisation (WHO) dated 28 November 2020. With lockdowns spreading across countries accounting for over 50% of the world’s gross domestic product (GDP), COVID-19 has caused disruptions on an unimaginable scale. Nobody really knows how long the pandemic will last; whether it will increase in the winter of 2020-21 and if so how, and what will be its final toll on lives and livelihood. With the impact of this pandemic still to play out, the scenario of eerily empty high streets, shut factories and stores, and literally millions being rendered unemployed together point to a single outcome — extreme stress for the global economy of the kind not seen since the Great Depression.

In response, Governments across the world have unleashed massive fiscal measures to protect economic activity and dramatically strengthen health services and testing. Central banks, too, have initiated multiple monetary and regulatory measures.

India, too, has initiated relief measures. The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs.20 lakh crore — or approximately 10% of nominal GDP — which covered among others (i) direct cash transfers and food security for vulnerable sections of society, (ii) collateral free loans and concessional credit to farmers and street vendors, (iii) enhancement of systemic liquidity by the Reserve Bank of India (RBI) (iv) special liquidity and partial credit guarantee scheme to provide liquidity to NBFCs, HFCs, MFIs and mutual funds (v) 100% credit guarantee scheme for aggregate Rs. 3 lakh crore of emergency credit lines by banks and NBFCs to their MSME borrowers and (vi) subordinated debt and equity support to MSMEs. The Government has also initiated compliance relief measures across various regulatory requirements. The RBI has also initiated several measures like reduction in policy rates, monetary transmission, credit flows to the economy and providing relief on debt servicing.

### 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.

GDP growth for FY2020 was 4.2% — worst in the last 11 years.

#### *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 Board of Directors  
For Vinayak Vanijya Limited**

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

**Date: 28.11.2020  
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: A041759B001204602**

To,  
The Members,  
**VinayakVanijya Limited**  
New Delhi

We have examined the report of Corporate Governance presented by the Board of Directors of **VinayakVanijya Limited** for the year ended **31<sup>st</sup> March, 2020** 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 Jain P and Associates**  
**Company Secretaries**

**Date :10/11/2020**  
**Place: Noida**

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

## CEO/CFO CERTIFICATION

I, **Krishna Kumar**, being Chief Financial Officer(**CFO**), of **VinayakVanijya 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**

**Date: 12.11.2020**  
**Place: Delhi**

**Krishna Kumar**  
**Chief Financial Officer**

## 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, 2020**.

On behalf of Board of Directors  
For Vinayak Vanijya Limited

Date: 12.11.2020  
Place: New Delhi

Ankit Aggarwal  
Whole-Time Director  
DIN: 00385982

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of,  
VinayakVanijya Limited

### Report on the Financial Statements

#### Opinion

We have audited the financial statements of **VinayakVanijya Limited** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, (statement of changes in equity) 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, subject to the points below, 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, 2020, and profit/loss, (changes in equity) and its cash flows for the year ended on that date.

- a. *The Company has not provided the valuation report of the unquoted shares of investments as required by IND AS 109, hence we are in no position to comment on the correctness of the valuation of the said shares, as such the company is in violation of the IND – AS.*
- b. *The NBFC license of the company dated 03.03.1998, stands cancelled vide order dated 14.09.2018, further the company has lost its appeal with the Appellate authority of the NBFC Registration vide order dated 04.09.2020.*
- c. *The lockdown imposed in the country due to the covid pandemic has had some serious effect on the company, however, at this point we are in no position to ascertain the exact impact of the same on the company.*

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Companies Act, 2013 and the Rules there under, 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.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. No key audit matter exist which needs to be specified here.

#### Information other than the financial Statements and Auditor 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 Management Discussion and Analysis, Board's report including Annexure to the Boards Report, Business Responsibility Report, Corporate governance and Shareholders information, but does not includes the financial statements and our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance or 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 financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We cannot report on the same as the same was not provided to us.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 Statements that give a true and fair view and are free from materials 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility 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.

### **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.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31<sup>st</sup> Mar 2019 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> Mar 2020 from being appointed as a directors in terms of section 164(2) of the Act.
- g) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- is enclosed an annexure to this report.
- h) 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)**

**PLACE: DELHI  
DATE: 31.07.2020**

**(CA. ABHINAV GUPTA)  
Partner  
M.NO. 544394**

**ANNEXURE - Report under the Companies (Auditor's Report) Order, 2016  
Referred to in of our report of even date**

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- 1 a.) The company has not maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- 1 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.
- 1 c.) The title deeds to the immoveable property in the name of the company have not been provided to us for verification.
- 2 ) As explained to us, the inventory has not been physically verified at reasonable intervals during the year by the management.
- 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. Accordingly the provisions of clause iii (a) to (c) of the order are not applicable to the company and hence not commented upon.
- 4 ) The company has not given any loans, investments guarantees, and security.
- 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 not 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 and other material statutory dues applicable to it. In case of any delay the same is deposited along with interest. 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-2020 for a period of more than six months from the date they became payable.
- 7 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)**

**PLACE : DELHI  
DATE : 31.07.2020**

**(CA. ABHINAV GUPTA)  
PARTNERM.NO. 544394**

## **Report on the Internal Financial Controls 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** as of 31-Mar-2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls** The Company’s management is responsible for establishing and maintaining internal financial controls. 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, including adherence to company’s policies, 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 Company’s internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 was 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence l/we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls 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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent 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 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2020.

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

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

**DATE: 31.07.2020  
PLACE: DELHI**

## BALANCE SHEET AS AT 31st MARCH 2020

Particulars	Note No.	AS AT 31.03.2020		AS AT 31.03.2019	
		Rs.	P.	Rs.	P.
<b>ASSETS</b>					
<b>Non-current assets</b>					
(a) Property Plant & Equipment	8	61,921.00		84,344.00	
(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	15,255,000.00		15,860,000.00	
(iv) Others		-		-	
(i) Deferred tax assets (Net)		793,235.35		900,968.12	
(j) Other non-current assets		-		-	
<b>Current Assets</b>					
(a) Inventories	11	177,938.00		177,938.00	
<b>(b) Financial Assets:-</b>		-		-	
(i) Investments		-		-	
(ii) Trade receivables	12	-		-	
(iii) Cash and cash equivalents	13	74,463.58		107,628.58	
(iv) Bank Balance Other than (iii) Above	13	248,280.40		4,718.33	
(v) Loans		-		-	
(vi) Others	14	3,794,552.00		2,529,542.00	
(c) Current Tax Assets		-		-	
(d) Other Current Assets		-		-	
<b>TOTAL</b>		<b>22,291,380.33</b>		<b>21,551,129.03</b>	
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
(a) Equity Share Capital	3	21,288,403.33		20,975,205.03	
(b) Other Equity		-		-	
<b>LIABILITIES</b>					
<b>Non-current Liabilities</b>					
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
(c) Deferred tax liabilities(Net)		-	-
(c) Other Long-term liabilities		-	-
		-	-
<b>Current Liabilities</b>		-	-
a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade Payables	6	336,487.00	-
(iii) Other Financial Liabilities (Other than specified in item (b) to be specified)		-	-
(b) Other current liabilities	7	406,490.00	276,274.00
(c) Provisions		-	-
(d) Current Tax Liabilities		-	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>22,291,380.33</b>	<b>21,551,129.03</b>
The notes are an integral part of these financial statements.	1 & 2		

**FOR AND ON BEHALF OF THE BOARD**

**ANAND PRAKASH**  
DIN NO 06918487  
Director

**SAMITA GUPTA**  
DIN NO 00132853  
Director

**KRISHNA KUMAR**  
CHIEF FINANCIAL OFFICER

**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:- 31/07/2020

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31st MARCH 2020

Particulars	Note No.	Current Year		Previous Year	
		Rs.	P.	Rs.	P.
I. Revenue from operations(Gross)	15	1,410,890.00		1,088,812.00	
Less : Excise Duty			-		-
Revenue from operations(Net)		1,410,890.00		1,088,812.00	
II. Other income	16	212,730.00		531,042.00	
<b>III. Total Revenue (I+II)</b>		<b>1,623,620.00</b>		<b>1,619,854.00</b>	
<b>IV. EXPENSES :</b>					
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	695,640.00		891,924.00	
Financial Expenses	19	14,406.00		12,695.00	
Depreciation and amortization	8	22,423.00		31,780.00	
Statutory Provision	5	(39,650.00)		29,650.00	
Other expenses	20	499,869.92		1,039,704.30	
<b>Total Expenses</b>	<b>Total</b>	<b>1,192,688.92</b>		<b>2,005,753.30</b>	
V. Profit before exceptional and extraordinary items and tax(III-IV)		430,931.08		(385,899.30)	
VI. Exceptional items			-		-
VII. Profit before extraordinary (V-VI)		430,931.08		(385,899.30)	
VIII. Extraordinary items (Profit on sale of investment)			-		-
<b>IX. Profit before Tax (VII-VIII)</b>		<b>430,931.08</b>		<b>(385,899.30)</b>	
X. Tax expense:					
(1) Current tax			-		-
(2) Deferred tax		107,732.77		(96,474.83)	
(3) Taxes relating to earlier years		10,000.00		(36,730.00)	
<b>XI. Profit(Loss)for the period from continuing operations (IX-X-XIV)</b>		<b>313,198.31</b>		<b>(252,694.47)</b>	
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)		313,198.31	(252,694.47)
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		0.31	(0.25)
(2) Diluted		0.31	(0.25)
XIX Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XX Earnings per equity share (for discontinued & continuing operations)		0.31	(0.25)
(1) Basic		0.31	(0.25)
(2) Diluted		0.31	(0.25)
The notes are an integral part of these financial statements.	1 & 2		

FOR AND ON BEHALF OF THE BOARD

ANAND PRAKASH  
DIN NO 06918487  
Director

SAMITA GUPTA  
DIN NO 00132853  
Director

KRISHNA KUMAR  
CHIEF FINANCIAL OFFICER

Place :- DELHI  
Date:- 31/07/2020

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

## Cash Flow Statement for the Year ended 31st March, 2020

Particulars	As at 31.03.2020	As at 31.03.2019
<b>(A) Cash Flow From operating activities</b>		
Net Profit Before Tax	(385,899.30)	430,931.08
Adjustment for :-		
a) Depreciation & Amortisation Exp.	31,780.00	22,423.00
b) Interest Cost	12,695.00	14,406.00
<b>Operating Profit before working capital changes</b>	<b>(341,424.30)</b>	<b>467,760.08</b>
<i>Adjustments for working capital changes :-</i>		
a) (Increase)/Decrease in Inventories	-	-
b) (Increase)/Decrease in Trade Receivables	148,500.00	-
c) (Increase)/Decrease in Short Term Loans & Advances	-	-
e) (Increase)/Decrease in Other Current Assets	(1,066,564.00)	(1,265,010.00)
f) Increase / (Decrease) in Long Term Provision	29,650.00	(39,650.00)
g) Increase/(Decrease) in Short Term Provision	-	-
h) Increase/(Decrease) in Trade Payables	(2,678.00)	336,487.00
i) Increase / (Decrease) in Other Current Liabilities	(837,353.00)	130,216.00
k) (Increase)/Decrease in Other long Term liabilities	-	-
k) (Increase)/Decrease in long Term Loans & Advances	-	-
l) (Increase)/Decrease in Other non Current Assets	-	-
<b>Cash generated from operations</b>	<b>(2,069,869.30)</b>	<b>(370,196.92)</b>
Income Tax Paid	36,730.00	(10,000.00)
<b>Net Cash from operating activities</b>	<b>(2,033,139.30)</b>	<b>(380,196.92)</b>
<b>(B) Cash Flow From Investing Activities :-</b>		
a) Investment in Equity Shares	-	-
b) Long term Loans & Advances given to related parties	(11,860,000.00)	605,000.00
c) Long term Loans & Advances repaid by other	-	-
d) Long term capital advances repaid	-	-
<b>Net Cash from investing activities</b>	<b>(11,860,000.00)</b>	<b>605,000.00</b>
<b>(C,) Cash Flow from Financing Activities :-</b>		
b) Long Term Borrowings (Net)	-	-
d) Interest Cost	(12,695.00)	(14,406.00)
<b>Net Cash from financing activities</b>	<b>(12,695.00)</b>	<b>(14,406.00)</b>
<b>Net (Decrease)/Increase in cash &amp; cash equivalents</b>	<b>(13,905,834.30)</b>	<b>210,397.08</b>
Opening balance of cash & cash equivalents	14,018,181.21	112,346.90
<b>Closing balance of cash &amp; cash equivalents</b>	<b>112,346.91</b>	<b>322,743.98</b>

**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**

**ANAND PRAKASH**  
DIN NO 06918487  
Director

**SAMITA GUPTA**  
DIN NO 00132853  
Director

**KRISHNA KUMAR**  
CHIEF FINANCIAL OFFICER

Place :- DELHI  
Date:- 31/07/2020

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

**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 31.03.2020 Rs. P.		AS AT 31.03.2019 Rs. P.	
	(a) <b>AUTHORISED</b> 1000000 (Previous Year 1000000) Equity Shares of Rs. 10/-each	10,000,000.00		10,000,000.00
(b) <b>ISSUED, SUBSCRIBED &amp; PAID UP</b> 996000 (Previous Year 996000) Equity Shares of Rs.10/- each.(fully paid up)	9,960,000.00		9,960,000.00	
Less:- Shares Forefieted	-		-	
<b>Total</b>	<b>9,960,000.00</b>		<b>9,960,000.00</b>	
Particular	As on 31st March 2020		As on 31st March 2019	
	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 2020		As on 31st March 2019	
	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	-	-	-	-
<b>TOTAL</b>	<b>996000</b>	<b>9,960,000.00</b>	<b>996000</b>	<b>9,960,000.00</b>

**RESERVES & SURPLUS**

PARTICULARS	AS AT 31.03.2020		AS AT 31.03.2019	
	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	11,015,205.02		11,267,899.50	
Add: Depreciation of Previous Year Written Back	-		-	
Add: Addition During the year	313,198.31		(252,694.48)	
Balance as at the end of the year	11,328,403.33		11,015,205.02	
<b>T O T A L</b>	<b>11,328,403.33</b>		<b>11,015,205.02</b>	
<b>GRAND TOTAL</b>	<b>21,288,403.33</b>		<b>20,975,205.02</b>	

**LONG-TERM BORROWINGS**

NOTE 4

PARTICULARS	AS AT 31.03.2020		AS AT 31.03.2019	
	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)				
<b>T O T A L</b>	<b>260,000.00</b>		<b>260,000.00</b>	

**STATUTORY PROVISION****NOTE 5**

PARTICULARS	AS AT 31.03.2020		AS AT 31.03.2019	
	Rs.	P.	Rs.	P.
Op. Bal	39,650.00		10,000.00	
Addition during the year	(39,650.00)		29,650.00	
Total		-	39,650.00	
<b>TOTAL</b>		-	<b>39,650.00</b>	

**TRADE PAYABLES****NOTE 6**

PARTICULARS	AS AT 31.03.2020		AS AT 31.03.2019	
	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	336,487.00			-
<b>TOTAL</b>	<b>336,487.00</b>			-

**OTHER CURRENT LIABILITIES****NOTE 7**

PARTICULARS	AS AT 31.03.2020		AS AT 31.03.2019	
	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		-		-
ii) Advance from Customer		-		-
iii) Audit Fees Payable	94,990.00		47,495.00	
iv) Provisiosn for Tax		-		-
v) Other Expenses Payable	311,500.00		228,779.00	
<b>TOTAL</b>	<b>406,490.00</b>		<b>276,274.00</b>	

**NOTE 8**  
**SCHEDULE OF PROPERTY PLANT & EQUIPMENT**

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	AS AT 01.04.2019 Rs.	ADDITIONS DURING THE YEAR Rs.	SALE/TRFD. DURING THE YEAR Rs.	BALANCE AS ON 31.03.2020 Rs.	AS AT 01.04.2019 Rs.	PROVIDED DURING THE YEAR Rs.	ADJ. DURING THE YEAR Rs.	BALANCE AS ON 31.03.2020 Rs.	AS AT 31.03.2020 Rs.	AS AT 31.03.2019 Rs.
<b>(A) TANGIBLE ASSETS</b>										
Furniture & Fixture	387,426.00			387,426.00	305,410.00	22,423.00		327,833.00	59,593.00	82,016.00
Generator	54,975.00			54,975.00	52,647.00	-		52,647.00	2,328.00	2,328.00
Total	442,401.00	-	-	442,401.00	358,057.00	22,423.00	-	380,480.00	61,921.00	84,344.00
Intangible										
Capital Work In Progress										
TOTAL	442,401.00	-	-	442,401.00	358,057.00	22,423.00	-	380,480.00	61,921.00	84,344.00
Previous Year	442,401.00	-	-	442,401.00	326,277.00	31,780.00	-	358,057.00	84,344.00	116,124.00

**NOTE 9**  
**DETAILS OF INVESTMENTS AS ON 31.3.2020**

PARTICULARS	RELATIONSHIP	FACE VALUE QUANTITY	BALANCE as on 01/04/2019		PURCHASE during the year		SALE during the year		BALANCE as on 31/03/2020	
			AMOUNT	QUANTITY	AMOUNT	QUANTITY	AMOUNT	QUANTITY	AMOUNT	QUANTITY
<b>Quoted/ Unquoted</b>										
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
<b>Sub Total</b>			<b>120,430.00</b>	<b>1,885,990.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>120,430.00</b>	<b>1,885,990.00</b>
<b>Grand Total</b>			<b>120,430.00</b>	<b>1,885,990.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>120,430.00</b>	<b>1,885,990.00</b>

**LONG-TERM LOANS AND ADVANCES**

NOTE 10

<b>PARTICULARS</b>	<b>AS AT 31.03.2020 Rs.</b>	<b>AS AT 31.03.2019 Rs.</b>
<b>(a) Capital Advances</b>	-	-
<b>(b) Security Deposits</b>		
i) Secured,considered good		
ii) Unsecured,considered good	-	-
iii) Doubtful		
<b>(c) Loan and advances to related parties</b>	<b>15,255,000.00</b>	<b>15,860,000.00</b>
<b>(d) Other Receivables,loans and advances(Specify nature)</b>		
i)Secured,considered good	-	-
ii) Unsecured,considered good	-	-
iii) Doubtful		
<b>Total</b>	<b>15,255,000.00</b>	<b>15,860,000.00</b>

**INVENTORIES**

NOTE 11

<b>PARTICULARS</b>	<b>AS AT 31.03.2020 Rs.</b>	<b>AS AT 31.03.2019 Rs.</b>
<b>(a) STOCK &amp; STORES</b>		
(Taken as valued and certified by the Management)		
Raw Materials	-	-
Work In Process	-	-
Finished Goods	-	-
Consumable Stores & Spares	-	-
<b>Share Stock - Valued at cost</b>	<b>177,938.00</b>	<b>177,938.00</b>
<b>TOTAL</b>	<b>177,938.00</b>	<b>177,938.00</b>

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

<b>PARTICULARS</b>	<b>AS AT 31.03.2020 Rs.</b>	<b>AS AT 31.03.2019 Rs.</b>
<b>Trade Receivables</b>		
i) Outstanding for a period exceeding six months from the date they are due	-	-
ii) Other Debts		
a) Secured, consider good		
b) Unsecured, consider good	-	-
c) Doubtful		
Less : Provision for bad and doubtful Capital Advances		
<b>TOTAL</b>	-	-

**CASH AND CASH EQUIVALENTS**

NOTE 13

<b>PARTICULARS</b>	<b>AS AT 31.03.2020 Rs.</b>	<b>AS AT 31.03.2019 Rs.</b>
(a) i) Balances with Scheduled Banks in C/A	248,280.41	154,718.33
(b) Cheques/ Drafts In Transit	-	-
(c) Cash in Hand & Imprest Balances	74,463.50	107,628.50
(d) FD's with Scheduled Banks	-	-
(e) Cheques issued but not presented	-	150,000.00
<b>TOTAL</b>	<b>322,743.91</b>	<b>262,346.83</b>

**OTHER CURRENT ASSETS**

NOTE 14

<b>PARTICULARS</b>	<b>AS AT 31.03.2020 Rs.</b>	<b>AS AT 31.03.2019 Rs.</b>
Prepaid Taxes	141,088.00	145,880.00
Interest Receivable	2,609,734.00	1,339,932.00
Others	1,043,730.00	1,043,730.00
<b>TOTAL</b>	<b>3,794,552.00</b>	<b>2,529,542.00</b>

**REVENUE FROM OPERATIONS****NOTE 15**

<b>PARTICULARS</b>	<b>Current Year Rs.</b>	<b>Previous Year Rs.</b>
Interest received	1,410,890.00	1,088,812.00
<b>TOTAL</b>	<b>1,410,890.00</b>	<b>1,088,812.00</b>

**OTHER INCOME****NOTE 16**

<b>PARTICULARS</b>	<b>Current Year Rs.</b>	<b>Previous Year Rs.</b>
Interest received	6,110.00	2,962.00
Consultancy Services Received	206,620.00	528,080.00
Rebate & Discount	-	-
<b>TOTAL</b>	<b>212,730.00</b>	<b>531,042.00</b>

**CHANGE IN INVENTORIES****NOTE 17**

<b>PARTICULARS</b>	<b>Current Year Rs.</b>	<b>Previous Year Rs.</b>
<b>(a) OPENING STOCK</b>		
Stock In Trade	-	-
Work in progress	-	-
Finished Goods	177,938.00	177,938.00
Total (a)	177,938.00	177,938.00
<b>(b) CLOSING STOCK</b>		
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	695,640.00	891,924.00
<b>TOTAL</b>	<b>695,640.00</b>	<b>891,924.00</b>

**FINANCE COST**

NOTE 19

PARTICULARS	Current Year Rs.	Previous Year Rs.
Bank Charges	6.00	212.00
Interest on		
- Unsecured Loans	-	-
- Working Capital	-	-
- Late deposit of Tax	14,400.00	12,483.00
<b>TOTAL</b>	<b>14,406.00</b>	<b>12,695.00</b>

**OTHER EXPENSES**

NOTE 20

PARTICULARS	Current Year Rs.	Previous Year Rs.
<b>Administrative Expenses</b>		
Advertisement Expenses	5,267.00	25,817.00
Audit Fees	47,495.00	47,495.00
Conveyance	19,700.00	57,730.00
Fee & Taxes	24,780.00	26,001.30
Filing Fee	4,850.00	6,650.00
Legal & Professional Charges	50,740.00	766,945.00
Office Expenses	9,760.00	10,520.00
Postage	1,200.00	1,500.00
Miscellaneous Expenses	220.00	50.00
Printing & Stationery	750.00	2,760.00
Demat and shares transfer expenses	1,821.92	-
Office repair & Maintenance	283,600.00	-
Software Expenses	5,000.00	-
Rent	36,000.00	36,000.00
penalties on Service tax	-	41,203.00
Telephone Expenses	8,686.00	17,033.00
<b>Total</b>	<b>499,869.92</b>	<b>1,039,704.30</b>
<b>TOTAL</b>	<b>499,869.92</b>	<b>1,039,704.30</b>

**CONTINGENT LIABILITIES & COMMITMENTS**

NOTE 21

PARTICULARS	AS AT 31.03.2020		AS AT 31.03.2019	
	Rs.	P.	Rs.	P.
<b>(i) Contingent Liabilities</b>				
(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				
<b>(ii) Commitments</b>				
(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				
<b>TOTAL</b>	<b>12,912.00</b>		<b>12,912.00</b>	

- 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 01.04.2019 Rs.	Current Year Rs.	Deferred Tax Asset (Liabilities) As at 31.03.2020 Rs.
Deferred Tax Liability (net):			
For brought forward of losses	900968.12	-107732.77	793235.35
<b>TOTAL</b>	900968.12	-107732.77	793235.35

Pursuant to Accounting Standard (AS-22) accounting for Taxes on income. The impact of additional deferred tax liab of Rs.107732.77/- for the year ended 31.03.2020 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 31.03.2020 (Rupees)	AS AT 31.03.2019 (Rupees)
1 Profit Attributable to the Equity Shareholders before extraordinary items (A)	313198.31	-252694.47
2 Profit Attributable to the Equity Shareholders after extraordinary items (B)	313198.31	-252694.47
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)	0.31	-0.25
7 Diluted EPS before extraordinary items Rs. (A)/(D)	0.31	-0.25
8 Basic EPS after extraordinary items Rs. (B)/(C)	0.31	-0.25
9 Diluted EPS after extraordinary items Rs. (B)/(D)	0.31	-0.25

- 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 **35th Annual General Meeting** of the company, to be held on **Thursday, 24th December, 2020** at 02:00 P.M. at the Registered Office of the company at **Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place, New Delhi – 110019** and at any adjournment thereof.

S. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended <b>31st March, 2020</b> , the reports of the Board of Directors and Auditors' thereon.		
2.	Re-appointment of Director <b>Ms. Samita Gupta (DIN: 00132853)</b> retiring by Rotation.		
3.	To consider the regularization of <b>Mrs. Sunayana Puri (DIN: 05136792)</b> as director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

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

**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,

## 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

**35<sup>th</sup> Annual General Meeting of the company, to be held on Thursday, 24<sup>th</sup> December, 2020 at 02:00 P.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 <b>31st March, 2020</b> , the reports of the Board of Directors and Auditors' thereon.		
2.	Re-appointment of Director <b>Ms. Samita Gupta (DIN: 00132853)</b> retiring by Rotation.		
3.	To consider the regularization of <b>Mrs. Sunayana Puri (DIN: 05136792)</b> as director of the Company		

**Date:**

**Place:**

**Signature of Shareholder**

*\* Please tick in the appropriate column*

# VINAYAK VANIJYA LIMITED

CIN: L52110DL1985PLC020109

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

## ATTENDANCE SLIP

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

**34<sup>th</sup> Annual General Meeting (AGM), on Thursday, 26<sup>th</sup> 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 **34<sup>th</sup> Annual General Meeting** of the company, to be held on **Thursday, 26<sup>th</sup> 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

