

VINAYAK VANIJYA LIMITED



32nd ANNUAL REPORT
2016-17

BOARD OF DIRECTORS

Ms. Samita Gupta	Non Executive Director
Mr. Ankit Aggarwal	Whole Time Director
Mr. Anand Prakash	Independent Director
Mr. Bhupender Singh	Independent Director
Mr. Devender Singh	Independent Director <i>*Resigned on 24.12.2016</i>
Mr. Deepak Aggarwal	Director <i>*Resigned on 30.05.2016</i>

KEY MANAGERIAL PERSONNEL

Mr. Ankit Aggarwal	Whole Time Director
Krishna Kumar	Chief Finance Officer
Shikhar Agarwal	Company Secretary & Compliance Officer <i>*Appointed on 24.03.2017</i>
Dipika Jain	Company Secretary & Compliance Officer <i>*Appointed on 05.12.2016 & Resigned on 04.02.2017</i>
Sujeet Kumar	Company Secretary & Compliance Officer <i>*Appointed on 01.02.2016 & Resigned on 05.12.2016</i>

SECRETARIAL AUDITOR

Jain P & Associates
Practicing Company Secretaries
C-273 Second Floor, Sector-63, Noida-201301

STATUTORY AUDITOR

Rajeev Sharma & Associates
Chartered Accountant
30A, E Block Market, Sector 3, Noida-201301

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

SHARES LISTED AT BSE Limited

BANKERS

HDFC Bank Limited
Hemkunt Chambers, 89 Nehru Place,
Market Road, Delhi – 110019

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

E-MAIL vanijya1985@gmail.com

WEBSITE www.vinayakvanijya.com

TABLE OF CONTENTS

S. No.	Content	Page No.
1.	Notice	3
2.	Board's Report	9
3.	Corporate Governance Report	27
4.	Compliance Certificate on Corporate Governance	41
5.	CEO/CFO Certification	42
6.	Compliance with code of conduct	43
7.	Management Discussion & Analysis Report	44
8.	Independent Auditor's Report	47
9.	Balance Sheet	52
10.	Profit and Loss Account	53
11.	Cash Flow Statement	54
12.	Proxy Form	65
13.	Ballot Form	67
14.	Attendance Slip	68
15.	Green Initiative Form	68
16.	Route Map	69

NOTICE

NOTICE is hereby given that the **32nd** Annual General Meeting of the members of **Vinayak Vanijya Limited** will be held on **Tuesday, 22nd day of August 2017 at 02:00 P.M at Flat No. 28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi - 110019** to transact the following businesses:

ORDINARY BUSINESS:

1. *Ordinary Resolution* to receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2017 together with the reports of the Auditor's and Directors' thereon
2. *Ordinary Resolution* to appoint a Director in place of **Mr. Ankit Aggarwal (DIN: 00385982)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for *Re-appointment*.
3. *Ordinary Resolution* to appoint Statutory Auditor and to fix their remuneration and to consider, and if thought fit, to pass, the following Resolution:

“RESOLVED THAT pursuant to the provisions of section 139(2) & 142(1) and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), **M/s Rajeev Sharma & Associates, Chartered Accountants (Firm Registration No. 004849C)** be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of **five years** from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 37th A.G.M. of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS:

4. **APPOINTMENT OF MR. BHUPENDER SINGH AS INDEPENDENT DIRECTOR**

To appoint Mr. Bhupender Singh (DIN: 07533596) as Independent Director of the Company, and to consider, and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, to be read with the rules made thereunder along with Articles of Association of the company, **Mr. Bhupender Singh (DIN: 07533596)**, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 29/12/2016, to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has also received a notice of Intention in writing signifying his intention to propose himself as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of **5 years** i.e. from the date of this Annual General Meeting till the date of 37th Annual General Meeting to be held in the financial year 2021-22 and whose office shall **not be liable to retire by rotation.**”

By order of the Board of Directors

For VINAYAK VANIJYA LIMITED

Sd/-

(ANKIT AGGARWAL)
Whole Time Director
(DIN: 00385982)

Date: 19/07/2017
Place: Delhi

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

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business (es) 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 / appointment at the Annual General Meeting scheduled to be held on **22/08/2017** (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
6. The Register of Members and Share Transfer Books will remain closed from **Friday, 18th day of August, 2017 to Tuesday, 22nd day of August, 2017 (both days inclusive).**
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. 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 Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. RCMC Share Registry Pvt. Ltd.
10. The shares of the Company are at presently listed on **BSE Limited**.
11. 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.

12. The Board of Directors of the company has appointed **Ms. Preeti Jain, Practicing Company Secretary (C. P. No. 17079), as Scrutinizer** for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
13. 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 Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at **www.vinayakvanijya.com** and on the website of Stock Exchange at **www.bseindia.com** The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting, i.e. **22/08/2017**
15. 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.

16. 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. 16/08/2017**
17. 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, i.e. 16/08/2017 only shall 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.

18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
19. The **Instructions for shareholders voting electronically are as under:**

Date and Time of commencement of e-voting	19/08/2017 at 9.00 A.M.
Date and Time of Conclusion of e-voting	21/08/2017 at 5.00 P.M

- i. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16/08/2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. Shareholders should log on to the e-voting website of CDSL “ **www.evotingindia.com.**”
- iv. Click on Shareholders.

- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: **16 digits beneficiary ID,**
 - b) For Shareholders holding Demat Account with NSDL: **8 Character DP ID followed by 8 Digits Client ID,**
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- i. Next enter the Image Verification as displayed and Click on Login.
- ii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- iii. If you are a first time user then follow the steps given below:

For Members holding shares in Demat Form or Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- iv. After entering these details appropriately, click on “SUBMIT” tab.
- v. Members holding shares in physical form will then directly reach the Company Selection Screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu 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 demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.

Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- vii. Click on the EVSN **170816003** for the relevant **Vinayak Vanijya Limited** on which you choose to vote.
- viii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you “Assent to the Resolution” and option “NO” implies that you “Dissent to the Resolution”.
- ix. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.

- x. 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.
- xi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiii. 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.

xiv. Note for Non – Individual Shareholders and Custodians:-

- ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ✓ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - xvi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Mr. Shikhar Agarwal
Designation	Company Secretary & Compliance officer
Address	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
Contact	011-43675500
E-mail	vvaniya1985@gmail.com

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

APPOINTMENT OF MR. BHUPENDER SINGH AS INDEPENDENT DIRECTOR

Mr. Bhupender Singh (DIN: 07533596) is proposed to be appointed as Independent Director of the company. The duties of the Independent Director shall be discharged as per the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and do all acts, deeds, matters and things, which he may consider necessary or proper or are in the interest of the company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Bhupender Singh as Independent Director of the Company.

None of the Director(s) is/are interested in the said resolution.

Terms & Conditions:

1. Designation **Independent Director**
2. Term **5 Years**

PROFILE OF PROPOSED DIRECTOR

Name	BHUPENDER SINGH
Director Identification Number (DIN)	07533596
D.O.B.	28/03/1979
Qualification	B.Com
Expertise in specific area	Project Management and Administration
Date of First appointment on the Board of the Company	29/12/2016
List of Directorship held in other companies	2
Names of Listed Entities in which the person holds membership of Committees of the Board	-
Relationship between Directors Inter-se	None

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present to the valued stakeholders, the 32nd Annual Report of **Vinayak Vanijya Limited** along with the Audited Financial Statements of the Company for the Year ended **March 31st, 2017**.

FINANCIAL HIGHLIGHTS- AT A GLANCE

- **Overall Performance of your Company**
 - The Financial Year 2016-17 had been a little tumultuous for the Company as your Company has shown a declining performance during the year under review. The net profit of Company had gone down from Rs. 3,60,429/- (2015-16) to Rs. (7,52,006/-) (2016-17).
- **The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:**

PARTICULARS	Amount (In Rupees)	
	Standalone	
	2016-17	2015-16
Income from Business Operations	Nil	3,50,000
Other Income	4,84,425	3,46,933
Total Income	4,84,425	6,96,933
Less: Expenditure except Depreciation	15,29,520	5,89,581
Profit/Loss before Interest, Depreciation and Tax	(10,45,095)	1,07,352
Less: Interest and other Financial Charge(s)	Nil	Nil
Profit/Loss before Depreciation and Tax	(10,45,095)	1,07,352
Less: Depreciation	51,485	70,696
Profit/Loss before Tax	(10,96,580)	36,656
Less: Tax Expense	Nil	6,984
Add: Deferred Tax Asset	3,44,574	3,30,757
Net Profit/Loss after Tax	(7,52,006)	3,60,429
Earnings per share:		
Basic	(0.76)	0.36
Diluted	(0.76)	0.36

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.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of *section 73* of the Companies Act, 2013 to be read with the Companies (Acceptance of Deposits) Rule, 2014 as amended from time to time, and also no amount was outstanding on account of principal or interest thereon, as on the date of the Balance Sheet.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES

A statement about Subsidiary / Joint Ventures / Associate Company(ies) is mentioned in Extract of Annual Return i.e **MGT-9** marked as “**Annexure A.**”

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in nature of business of the Company.

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	Nature of Change	With Effect From
1.	Deepak Aggarwal	Director	Resignation	30.05.2016
2.	Devender Singh	Independent Director	Resignation	24.12.2016
3.	Bhupender Singh	Additional Director	Appointment	29.12.2016
4.	Sujeet Kumar	Company Secretary & Compliance officer	Resignation	05.12.2016
5.	Dipika Jain	Company Secretary & Compliance officer	Appointment	05.12.2016
6.	Dipika Jain	Company Secretary & Compliance officer	Resignation	04.02.2017
7.	Shikhar Agarwal	Company Secretary & Compliance officer	Appointment	24.03.2017

During the year 2016-17, **Mr. Deepak Aggarwal (DIN: 00127819 & Mr. Devender Singh (DIN: 05279646)**, Independent Director of the Company, who were associated with the Company since, 13.05.2003 & 28.03.2016 respectively had resigned from directorship of the Company due to their personal occupancies. Their resignation was accepted by the Board through a resolution carried in the Board Meetings. The Board places on record its appreciation for the services rendered by them during their tenure as Directors.

Mr. Ankit Aggarwal (DIN: 00385982), Whole Time Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the Board of the Company at the ensuing Annual General Meeting.

During the year, Board of Directors appointed **Mr. Shikhar Agarwal**, as the Company Secretary (Key Managerial Personnel) in place of **Ms. Dipika Jain**, who was appointed in place of **Mr. Sujeet Kumar**.

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.

DISCLOSURE OF CHANGE IN ACCOUNTING TREATMENT IN FINANCIAL STATEMENTS

During the period under review, there were no changes in the Accounting treatment in the Financial Statements for the

financial year 2016-17, different from that as prescribed in Accounting Standards, prescribed by the Institute of Chartered Accountants of India (ICAI).

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 A**”.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, **13 Board Meetings, 04 Audit Committee Meetings, 03 Nomination & Remuneration Committee Meetings, 04 Stakeholders’ Relationship Committee Meetings, 01 Internal Compliant Committee Meetings** were convened and held. All the Meetings including Committee Meetings were duly held and convened and the intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 to be read with the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

BOARD ANNUAL EVALUATION

The provisions section 134(3) (p) of the Companies Act, 2013 to be 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.

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.

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

A. STATUTORY AUDITOR

The office of the Statutory Auditor for the Financial Year 2016-17 was vacated due to resignation by **M/s A K G & Co., Chartered Accountants (Firm Reg. No. 004924N)** vide their letter dated 03.05.2017 and in place of them **M/s Rajeev Sharma & Associates, Chartered Accountants (Firm Reg. No. 004849C)**, a Firm peer reviewed by ICAI, were appointed as Statutory Auditor for the Financial Year 2016-17 by the Board of Directors in their Meeting held on 06.05.2017 and was subsequently approved by the shareholders in their Extra-ordinary General Meeting held on 29.05.2017, who shall hold office of auditor till the conclusion of ensuing Annual General Meeting.

A written consent/certificate regarding eligibility for their appointment as Statutory Auditor in accordance with the Rule 4 of the Companies (Audit and Auditors) Rule, 2014 read with the provisions of section 139(2) of the Companies Act, 2013 has been received by the company.

The Board on recommendation of the Audit Committee has proposed appointment of **M/s Rajeev Sharma & Associates, Chartered Accountants**, as the Statutory Auditors of the Company for a period of **5 years** to hold the office from the conclusion of ensuing Annual General Meeting till the conclusion of **37th** Annual General Meeting to be held in the financial Year **2021-22** subject to ratification at every Annual General Meeting.

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 Jain, Practicing Company Secretary, and the report thereon is annexed herewith as "**Annexure- B**".

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.

INTERNAL AUDIT

The Company had appointed Internal Auditor to carry out the Internal Audit Functions. The Internal Auditor submits a "Quarterly Report" to the Audit Committee.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITOR

There were no instances of fraud, those have been observed by the Statutory Auditor during audit of the financial statements for the financial year 2016-17, which are required to be disclosed by the company in its Board Report under Section 143 (12) of the Companies Act, 2013.

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

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone/ consolidated financial statements.

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

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

The particulars of contracts or arrangement, if any entered by the company with related parties under section 188 of the Companies Act, 2013 are shown in the annexure to this report and marked as **Annexure-D**.

MATERIAL CHANGES AND COMMITMENTS, IF ANY

There are no material changes or commitments noticed by the Board between the end of financial year of the company as on 31st March, 2017 and the date of this Report.

DETAILS OF 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.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO

The provisions of Section 134(3) (m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

RISK MANAGEMENT

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

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

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

CORPORATE GOVERNANCE REPORT

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

HUMAN RESOURCE

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

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 31stMarch, 2017 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensures 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.

LISTING AGREEMENT

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

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.

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.

PARTICULARS OF EMPLOYEES

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

The company has **02 Executive Directors** and remuneration paid to them, if any is disclosed in MGT-9. Further, no sitting fee has been paid to any director during the year.

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

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

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

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 ;

(c) 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.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the various stake holders including Financial Institutions, Banks, Governmental authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take the opportunity to place on record their deep appreciation of the committed services rendered by the employees at all levels of the Company, who have contributed significantly towards Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued stakeholders.

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

Date: 19/07/2017
Place: New Delhi

**Sd/-
ANKIT AGGARWAL
Whole Time Director
DIN: 00385982**

**Sd/-
SAMITA GUPTA
Director
DIN: 00132853**

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L52110DL1985PLC020109
2	Registration Date	12/02/1985
3	Name of the Company	VINAYAK VANIJYA LIMITED
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	Address of the Registered office & contact details	FLAT NO.28,STILT FLOOR, DEVIKA TOWER 6, NEHRU PLACE, NEW DELHI-110019 Contact: 011-43675500
7	Whether listed company	BSE Limited
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: RCMC Share Registry Pvt. 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	-	-	-

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
-	-	-	-	-	-

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 [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	547,400	547,400	54.96%	-	547,400	547,400	54.96%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	547,400	547,400	54.96%	-	547,400	547,400	54.96%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held% Change at the end of the year [As on 31-March-2017]				during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	547,400	547,400	54.96%	-	547,400	547,400	54.96%	0.00%

B. Public Shareholding

1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	190,200	190,200	19.10%	-	190,200	190,200	19.10%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	258,400	258,400	25.94%	-	258,400	258,400	25.94%	0.00%
c) Others (specify)	-	-	-	-	-	-	-	-	-
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 - DR	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	448,600	448,600	45.04%	-	448,600	448,600	45.04%	0.00%
Total Public (B)	-	448,600	448,600	45.04%	-	448,600	448,600	45.04%	0.00%
C. Shares held by Custodian for GDRs & ADRs				0.00%				0.00%	0.00%
Grand Total (A+B+C)	-	996,000	996,000	100.00%	-	996,000	996,000	100.00%	0.00%

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2016]			Shareholding at the end of the year [As on 31-March-2017]			% change in shareholding 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	SAMITAGUPTA	323,200	32.45%	0	323,200	32.45%	0	0.00%
2	ANKIT AGGARWAL	204,200	20.50%	0	204,200	20.50%	0	0.00%
3	DEEPAKAGGARWAL	20,000	2.01%	0	20,000	2.01%	0	0.00%

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2016]		Cumulative Shareholding during the year [As on 31-March-2017]	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	-	-	547400	-	547400	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc)	-	-	-	-	-	-
	At the end of the year	-	-	547400	-	547400	-

(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 [As on 31-March-2016]		Cumulative Shareholding during the year [As on 31-March-2017]	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	SIPENDRAKUMAR	39800	4.00	39800	4.00
2	DEEPAK	39500	3.97	39500	3.97
3	SAVITRI	37500	3.77	37500	3.77
4	VANI AGARWAL	37000	3.72	37000	3.72
5	SARTHAK GOYAL	33600	3.37	33600	3.37
6	NARENDERKUMAR	21000	2.11	21000	2.11
7	ROHIT SHARMA	19700	1.98	19700	1.98
8	RAJNI GUPTA	15900	1.60	15900	1.60
9	GIAN CHAND	14400	1.45	14400	1.45
10	ARUN GOYAL	9800	0.98	9800	0.98
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)				
1	SIPENDRAKUMAR	39800	4.00	39800	4.00
2	DEEPAK	39500	3.97	39500	3.97
3	SAVITRI	37500	3.77	37500	3.77
4	VANI AGARWAL	37000	3.72	37000	3.72
5	SARTHAK GOYAL	33600	3.37	33600	3.37
6	NARENDERKUMAR	21000	2.11	21000	2.11
7	ROHIT SHARMA	19700	1.98	19700	1.98
8	RAJNI GUPTA	15900	1.60	15900	1.60
9	GIAN CHAND	14400	1.45	14400	1.45
10	ARUN GOYAL	9800	0.98	9800	0.98

(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 [As on 31-March-2016]		Cumulative Shareholding during the year [As on 31-March-2017]	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	Ankit Aggarwal	204200	20.502	204200	20.502
2	Samita Gupta	323200	32.45	323200	32.45
3	Krishna Kumar	-	-	-	
	Date wise Increase /Decrease in Share holding during theyear specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweatequity etc)	No Change		No Change	
	At the end of the year				
1	Ankit Aggarwal	204200	20.502	204200	20.502
2	Samita Gupta	323200	32.45	323200	32.45
3	Krishna Kumar	-	-	-	-

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	-	2,60,000.00	-	2,60,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2,60,000.00	-	2,60,000.00
Change in Indebtedness during the financial year				
* Addition	-	8,50,000.00	-	8,50,000.00
* Reduction		-	-	
Net Change		8,50,000.00	-	8,50,000.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	11,10,000.00	-	11,10,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	11,10,000.00	-	11,10,000.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rupees)
		Ankit Aggarwal		
	Name	Whole Time Director		
	Designation			
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)
		Anand Prakash	Bhupender Singh	Samita Gupta	
1	Independent Directors				
	Fee for attending board committee meetings	-	-		-
	Commission	-	-		-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
		CEO	CFO	CS	
	Name				
	Designation				
1	Gross salary		Krishna Kumar	Shikhar Agarwal	
	(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	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fess imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty	-				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On Behalf of the Board of Directors
For Vinayak Vanijya Limited

Sd/-
Ankit Aggarwal
Whole Time Director
DIN:00385982
Add: Flat No. 28, Stilt Floor,
Devika Tower 6, Nehru Place,
New Delhi - 110019

Sd/-
Samita Gupta
Director
DIN: 00132853
Add: Flat No. 28, Stilt Floor,
Devika Tower 6, Nehru Place,
New Delhi - 110019

Date: 19/07/2017
Place: New Delhi

MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017**

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

Based on our verification of the **Vinayak Vanijya Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** 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 **Vinayak Vanijya Limited** ("the Company") for the financial year ended on **31st March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **Not applicable during period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable for the period under review**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable during the period under review**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable during the period under review.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable during the period under review.**
- (vi) The EPF & Misc. Provisions Act, 1952;
- (vii) Industrial and Labour Laws;
- (viii) The management has identified and confirmed the following laws as specifically applicable to the Company:
- Reserve Bank of India Act, 1934
 - Prevention on Money Laundering Act, 2002
 - RBI notifications related to NBFC
 - Circulars related to NBFC

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

- Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- The Securities and Exchange Board of India (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 and Independent Directors. All appointments of Directors were duly recommended by the Nomination and Remuneration Committee and all appointments/cessation were duly recorded by the Board as per the requirements of law.
- ✓ 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: *The trading in Shares of the Company at BSE Limited has been suspended since 2002.*

For Jain P & Associates

**Place: Noida
Date: 17.07.2017**

**Sd/-
(Preeti Jain)
ACS No.: 41759
C P No.:17079**

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

Part 1

To,
The Members,
Vinayak Vanijya Limited
Flat No.28, Stilt Floor, Devika Tower 6,
Nehru Place, New Delhi-110019

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Jain P & Associates

Place: Noida
Date: 17.07.2017

Sd/-
(Preeti Jain)
ACS No.: 41759
C P No.:17079

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of
Subsidiaries/Associate Companies/Joint Ventures****Part "A": Subsidiaries***(Information in respect of each subsidiary to be presented with amounts in Rupees)*

S. No.	Particulars	Details
1.	Name of the subsidiary	None
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant company's reporting period	Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year

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

	Name of Associate/Joint Venture	-	-
1.	Latest audited Balance Sheet Date	Not Applicable	Not Applicable
2.	Shares of Associate/Joint Venture held by the company on the year end	Not Applicable	Not Applicable
	No.	Not Applicable	Not Applicable
	Amount of Investment in Associate/Joint Venture	Not Applicable	Not Applicable
	Extend of Holding%	Not Applicable	Not Applicable
3.	Description of how there is significant influence	Not Applicable	Not Applicable

VINAYAK VANIJYA LIMITED

4.	Reason why the associate/joint venture is not consolidated		
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable	Not Applicable
6.	Profit/Loss for the year		
	Considered in Consolidation		
	Not Considered in Consolidation		

1. Names of Associate Companies/Joint Ventures which are yet to commence operations **Nil**
2. Names of Associate Companies/Joint Ventures which have been liquidated or sold during the year **Nil**

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

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

**Sd/-
Samita Gupta
Director
DIN: 00132853**

**Sd/-
Krishna Kumar
Chief Finance Officer**

**Sd/-
Shikhar Agarwal
Company Secretary**

**Date: 19/07/2017
Place: New Delhi**

***Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified**

FORM NO. AOC.2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1 Details of contracts or arrangements or transactions not at Arm's Length basis		
a)	Name(s) of the related party and nature of relationship	
b)	Nature of contracts/arrangements/ transactions	
c)	Duration of the contracts/ arrangements/ transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions.	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	

2 Detail of material contracts or arrangement or transactions at Arm's Length basis		
a)	Name(s) of the related party and nature of relationship	As per annexure
b)	Nature of contracts/arrangements /transactions	As per annexure
c)	Duration of the contracts/arrangements/ transactions	As per annexure
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per annexure
e)	Date(s) of approval by the Board, if any	As per annexure
f)	Amount paid as advances, if any	As per annexure

List of Related Parties**a) Individuals owning an interest in the voting power of the reporting enterprise that gives them significant influence over the enterprise:**

i) Ankit Aggarwal ii) Samita Gupta

b) Key Managerial Personnel

Krishna Kumar- Chief Financial Officer

c) Enterprises over which (a) & (b) above, are able to exercise significant influence

NAME	RELATIONSHIP
1 PRAGATI IMPEX INDIA PRIVATE LIMITED	Significant Influence
2 SHOMIT FINANCE LTD.	Significant Influence
3 DEVIKA ESTATE MANAGEMENT PVT. LTD.	Significant Influence
4 PAWANSUT MEDIA SERVICES PVT LTD	Significant Influence

VINAYAK VANIJYA LIMITED

5 ANKIT LEASING AND FINANCE COMPANY LIMITED	Significant Influence
6 DEVIKA PROMOTERS AND BUILDERS PRIVATE LIMITED	Significant Influence
7 DEVIKA UNIVERSAL LANDS PRIVATE LIMITED	Significant Influence
8 BRISK SERVICES LIMITED	Significant Influence
9 SURYA SERVICES PRIVATE LIMITED	Significant Influence
10 PRAGATI SERVICES PRIVATE LIMITED	Significant Influence
11 ORATOR MARKETING PVT LTD	Significant Influence
12 ASSOCIATE LEASING	Significant Influence
13 PRAGATI CONSTRUCTION CO.	Significant Influence
14 DISTINCTIVE PROPERTIES & LEASING LTD	Significant Influence

Following are the transactions with the entities in which the members of Board of directors are interested

Transaction/ Outstanding Balance Joint	Ventures	KMP & their relatives	Relatives	Entities/ Persons Under Significant Influence	Total
Loan Taken					
1. Pragati Construction Co	0	0	0	2,60,000.00	2,60,000.00
2. Devika Estate Management Pvt. Ltd.	0	0	0	8,00,000.00	8,00,000.00
			Total	10,60,000.00	10,60,000.00
Loan given					
1. Pragati Construction Co	0	0	0	10,00,000.00	10,00,000.00
2. Devika Estate Management Pvt. Ltd.	0	0	0	61,03,000.00	61,03,000.00
			Total	71,03,000.00	71,03,000.00

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

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

**Sd/-
Samita Gupta
Director
DIN: 00132853**

**Date: 19/07/2017
Place: New Delhi**

**Note: Form shall be signed by the persons who have signed the Board's report.*

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

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

II. BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and had been vested with the requisite powers, authorities and duties.

A. Composition and Category of the Board of Directors

As on 31st March 2017, there were 04 Directors comprising 01 Executive Directors/ Whole Time Director, 01 Non-Executive Directors and rest 02 are Non-Executive Independent Directors.

The Board of Directors had appointed **Mr. Bhupender Singh (Non-Executive Independent Director)** as additional director of the Company w.e.f. 29/12/2016.

Mr. Deepak Aggarwal and Mr. Devender Singh had resigned from the directorship w.e.f 30/05/2016 and 24/12/2016 respectively due to their personal reasons.

As on 31st March, 2017, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013.

Category and attendance of each of the Directors at the Board Meetings held during 2016 -17 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the their tenure in the year 2016-2017		Whether attended last AGM held on 27 th September, 2016	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Member	Chairperson
1.	Ankit Aggarwal	Whole Time Director	13	13	YES	Nil	Nil
2.	Samita Gupta	Non Executive Director	13	13	YES	4	Nil
3.	Anand Prakash	Independent Director	13	13	YES	0	4
4.	Bhupender Singh	Additional Independent Director <i>*Appointed on 29/12/2016</i>	3	3	NA	2	Nil
5.	Devender Singh	Independent Director <i>*Resigned on 24/12/2016</i>	9	9	YES	2	Nil
6.	Deepak Aggarwal	Director <i>*Resigned on 30/05/2016</i>	2	2	NA	2	Nil

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

During the period, the Board of Directors of your Company met **13 times**. The dates on which the meetings were held are **15.04.2016, 30.05.2016, 09.07.2016, 12.08.2016, 29.08.2016, 02.09.2016, 10.10.2016, 12.11.2016, 05.12.2016, 29.12.2016, 03.02.2017, 24.03.2017, 27.03.2017** and the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

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

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

A. Code of Conduct

The Board has approved the code of conduct for all board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

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 2016-17.

I. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has **04 committees** i.e. **Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee & Internal Compliant 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 **27/09/2016** and was attended by **Ms. Samita Gupta, 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 during tenure	No. of Committee Meetings Attended
1.	Anand Prakash	Chairperson	4	4
2.	Samita Gupta	Member	4	4
3.	Bhupender Singh	Member	1	1
4.	Devender Singh*	Member	3	3
5.	Deepak Aggarwal*	Member	1	1

* **Mr. Deepak Aggarwal & Mr. Devender Singh** resigned from Directorship w.e.f. **30.05.2016 & 24.12.2016** respectively.

04 Audit Committee meetings were held during the year 2016-17 on **30.05.2016, 12.08.2016, 12.11.2016, 03.02.2017**. The necessary quorum was present for all the meetings.

vi. 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 into 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.

ii. 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).

iii. 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 Non-Executive Independent Director.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its

members are given below:

S. No.	Name of the Member	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Anand Prakash	Chairperson	4	4
2.	Samita Gupta	Member	4	4
3.	Devender Singh*	Member	3	3
4.	Bhupender Singh**	Member	1	1

* Mr. Devender Singh resigned w.e.f. 24.12.2016

** Mr. Bhupender Singh was appointed w.e.f. 29.12.2016

- iii. 04 Stakeholders' Relationship Committee meetings were held during the year 2016-17 on **30.05.2016, 12.08.2016, 10.10.2016, 03.02.2017**. 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:

- To consider and resolve the grievance of security holders of the Company.
- To review important circulars issued by SEBI /Stock Exchanges
- To take note of compliance of Corporate Governance during the quarter/year.
- To approve request for share transfer and transmissions.
- 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 : Shikhar Agarwal
 Designation : Company Secretary & Compliance officer
 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 2016-17 are as follows:

No. of Complaints pending as on 1 st April, 2016	No. of Complaints received during the year 2016-17	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 st March, 2017
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 members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee is as follows:

S. No.	Name	Category	Member/Chairperson
1.	Samita Gupta	Non-Executive Director	Member
2.	Anand Prakash	Independent Director	Chairperson
3.	Devender Singh*	Independent Director	Member
4.	Bhupender Singh**	Independent Director	Member

* Mr. Devender Singh resigned w.e.f. 24.12.2016

** Mr. Bhupender Singh was appointed w.e.f. 29.12.2016

- ii. The terms of reference of the committee are as follows:
- Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - Formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - Devising a policy on diversity of board of directors;
 - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

The committee meetings were held on **05.12.2016, 29.12.2016 & 24.03.2017**. All of the committee meetings were chaired during the year by Mr. Anand Prakash who has been appointed as chairperson. The details of meetings held during the year 2016-17 and attended by each Member/Chairperson are as under:

S. No.	Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings Attended
1.	Samita Gupta	Non-Executive Director	3	3
2.	Anand Prakash	Independent Director	3	3
3.	Devender Singh	Independent Director (Resigned on 24/12/2016)	1	1
4.	Bhupender Singh	Independent Director (Appointed on 29/12/2016)	2	2

- iii. Performance Evaluation Criteria For Independent Directors:

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

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

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

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

The remuneration payable to all Directors including Managing Director 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 2016-17.

Remuneration of Executive Directors for the financial year 2016-17

(Amount in Rupees)

S. No.	Name of Director	Designation	Salary	Benefits	Performance Related Pay (PRP) for the year 2016-17	Total
1.	Mr. Ankit Aggarwal	Whole Time Director	-	-	-	-
2.	-	-	-	-	-	-
3.	-	-	-	-	-	-

The Company had not given any stock options during the year 2016-17.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2016-17.

IV. WHISTLE BLOWER POLICY

The Company has a well defined Whistle Blower Policy for reporting the instances of unethical/ improper conduct and taking suitable steps to investigate and take remedial action. No personnel have been denied access to the Audit Committee. In addition to this, a policy to prevent frauds has also been adopted by the Company for reporting on frauds or suspected frauds, involving employees as well as representatives of vendors, suppliers, contractors, consultants, service providers or any other party doing any type of business with the company. All reports on frauds or suspected frauds are investigated with utmost speed. The mechanism for prevention of frauds is also included in the policy.

During the year 2016-17, no complaint(s) have been reported under Whistle Blower Policy.

V. VIGIL MECHANISM

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Regulation 22 of Listing Regulations, 2015. Protected disclosures can be made by a whistle blower through an e-mail, or

dedicated telephone line or letter to the Chairperson of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website.

The vigil mechanism has provided for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

During the year 2016-17, no complaint(s) have been reported under Vigil Mechanism System.

VI. RISK MANAGEMENT

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

VII. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on **21.02.2017** inter alia to discuss the following matters:

- i. Review the performance of Non-Independent Directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination & Remuneration Committee discussed and thereafter decided upon the policy for selection & appointment of Directors and their remuneration. The highlights of this policy are as follows:

- A. Criteria of selection of Non-Executive Directors
 - i. The Non- Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
 - ii. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
 - iii. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
 - iv. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
- B. Qualification, expertise and experience of Directors in their respective fields;
- C. Personal, Professional or business standing;
- D. Diversity of the Board.
- E. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

IX. REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining the remuneration of Senior Management Employees, the Committee shall ensure / consider the following:

- a) the relationship of remuneration and performance benchmark is clear;
 - b) the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c) the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - d) the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Independent Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

X. SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company during the financial year under review.

XI. RELATED PARTY TRANSACTIONS:

During the financial year 2016-17, the Company has entered into some material/immaterial transaction(s) with the related parties. All the contracts/arrangements/transactions entered into with related parties were on the arm's length basis, which were intended to further Company's Interest. 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.

XII. PREVENTION OF INSIDER TRADING

Pursuant to SEBI Regulations, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairperson of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliance, rules & regulations as laid down by various statutory authorities have always been observed by the company both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming that they do not have any material financial or commercial interest in transactions with the company at large.

Compliance with Accounting Standards

In the preparation of financial statements, the Company has followed Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and relevant provision of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to Financial Statements.

XIII. GENERAL BODY MEETING

a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Day and Date	Location	Time	Any Special Resolution passed
2013-14	Tuesday 30.09.2014	Basement, Devika Tower, 6, Nehru Place, New Delhi-110019	10.30 A.M.	Yes
2014-15	Wednesday 30.09.2015	216-B, Second Floor, Devika Tower-6, Nehru Place, New Delhi - 110019	5.00 P.M	No
2015-16	Tuesday 27.09.2016	Flat No. 28, Stilt Floor, Devika Tower-6, Nehru Place, New Delhi - 110019	01.00 P.M	No

b) No Extraordinary General Meeting of Members was held during the year 2016-17.

XIV. 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 Hindi and English national newspapers. The results are also displayed on the Company's website at vinayakvanijya.com.

XV. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting:	
	Day & Date	Tuesday, 22.08.2017
	Venue	Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
2.	Financial year	2016-17
3.	Book Closure	18/08/2017 to 22/08/2017
4.	Listed on	BSE Ltd.
5.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year 2016-17

XVI. ANNUAL LISTING FEES

The Company has not yet paid the dues of the Stock Exchange(s) where the shares of the Company are listed including Annual Listing Fees for the financial year 2017-18.

XVII. Statutory Compliance, Penalties and Strictures

The Company has continued to comply with the requirements of the Stock Exchanges, SEBI, and other statutory authorities on all matters relating to the capital market during the last three years. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the Capital market during the last three years which has a bearing on the going concern status of the company.

XVIII. Listing Regulations Compliance

During the year under review, the company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015, except the following:

S. No.	Relevant Regulation	Particulars of	Amount involved Non-compliance	Remarks
1.	Regulation 14	Annual listing fees	30,00,000	The company is endeavoring to pay all pending dues shortly.

XIX. The disclosure of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46:

According to the criteria laid down in Regulation 15(2) of the SEBI (LODR) Regulations, 2015, as on the last date of closure of financial year 2016-17, the paid up share capital of the Company was **9,960,000/-** (i.e. below the stipulated limit of Rs. 10 crores) and net worth was **17,934,719/-** (i.e. below the stipulated limit of Rs. 25 crores). Accordingly, the Company is not under an obligation to adhere to the requirements of Regulations **17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.**

However, in order to follow best practices of corporate governance, the Company has complied with and is committed regularly towards complying with the requirements of the following:

1. The composition of the Board of Directors of the Company is in accordance with the requirements of Regulation 17;
2. The Audit Committee has been constituted in accordance with Regulation 18 with role as mentioned therein read with Part C of Schedule II;
3. Nomination & Remuneration Committee has been constituted in accordance with Regulation 19 read with Part D of Schedule II;
4. Stakeholders' Relationship Committee has been constituted to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders with role as mentioned in Part D of Schedule II;
5. Vigil Mechanism has been adopted by the Company pursuant to Regulation 22 of the Listing Regulations, 2015.

XX. Outstanding DRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

As on date, there are no outstanding warrants /bonds/ other instruments having an impact on equity.

XXI. Disclosure of commodity price risks, foreign exchange risks and hedging activities:

The Company is not exposed to any foreign exchange risk or commodity price risks and therefore, is not involved in commodity hedging activities.

XXII. STOCK EXCHANGE CODE

Stock Exchange	Scrip Code/Symbol
BSE Limited	512517

XXIII. Market price data- high, low during each month in last financial year and performance in comparison to broad-based indices:

The trading in shares of the Company are currently suspended at BSE Limited. Therefore, market price data is not available for the financial year 2016-17.

XXIV. REGISTRAR & SHARE TRANSFER AGENT

The details of Registrar & Share Transfer Agent of the Company are as follows:

RCMC Share Registry Pvt. Ltd
 B-25/1, 1st Floor, Okhla Industrial Area,
 Phase - II, New Delhi – 110020
 Email id: alok.sharma@rcmcdelhi.com
 Tel. No. : 011 - 26387320 / 26387321

XXV. SHARE TRANSFER SYSTEM

The share transfer system consists of activities like receipt of shares along with transfer deed from transferees, its verification, preparation of Memorandum of Transfers, etc. Share transfers are approved/ratified by the Stakeholders' Relationship Committee. Share transfer activities are being carried out by **RCMC Share Registry Pvt. Ltd**, being Share Transfer Agent of the Company.

Pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on half yearly basis from Practicing Company Secretary confirming due compliance of share transfer formalities by the Company through its share transfer agent have been submitted to stock exchange(s) within the one month from the end of half financial year.

XXVI. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2017:

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 5000	508	94.42	50000	500000	5.02
5001-10000	0	0.00	0	0	0
10001-20000	0	0.00	0	0	0
20001-30000	2	0.37	4700	47000	0.47
30001-40000	0	0.00	0	0	0
40001-50000	2	0.37	9200	92000	0.92
50001-100000	14	2.60	126300	1263000	12.68
100001 & above	12	2.24	805800	8058000	80.91

Categories of Equity shareholders as on March 31, 2017

	Category	No. of Shares	% of Holding
1.	Promoters Holding		
	Promoters	-	-
	- Indian Promoters	547400	54.96
	- Foreign Promoters	-	-
	-Persons acting in concert	-	-
	Sub Total	547400	54.96
2.	Non Promoters Holding		
	Institutional Investor	-	-
	Mutual Fund and UTI	-	-
	Banks, Financial Institutions, Insurance Companies		

	(Central/ State Govt. Institutions/ Non Govt. Institutions)		
	FII's	-	-
	Sub Total	-	-
3.	Others		
	Corporate Bodies	-	-
	Indian Public	535	448600
	NRI's/OCB's	-	-
	Any Other (HUF/Firm/Foreign Companies) Clearing Member	-	-
	Sub Total	535	448600
	Grand Total	538	996000

XXVII. DEMATERIALIZATION OF SHARES AND LIQUIDITY

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

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

Number of shares held in dematerialized and physical mode as on 31st March 2017.

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

ISIN of the Company : INE132V01019

The names and addresses of the depositories are as under:

- Central Depository Services (India) Limited**
Phiroze Jeejeebhoy Towers,
17th Floor, Dalal Street, Fort, Mumbai - 400 001
- National Securities Depository Limited**
Trade World, A-Wing, 4th & 5th Floors,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

XXVIII. Policy for determining material subsidiaries is available on the website of the company.

XXIX. Policy on dealing with Related Party Transactions is available on the website of the company

XXX. Company Details:

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

Plant Location : -

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

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

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

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

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

Sd/-

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

**Date: New Delhi
Place: 19/07/2017**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

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

To,
The Members,
Vinayak Vanijya Limited

We have examined the report of Corporate Governance presented by the Board of Directors of **Vinayak Vanijya Limited** for the year ended **31st March, 2017** 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.

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 Rajeev Sharma & Associates,
Chartered Accountants
FRN: 004849C**

**Sd/-
(Rajeev Sharma)
Proprietor
Memb. No. 073777**

**Date: 19/07/2017
Place: Noida**

CEO/CFO CERTIFICATION

I, **Krishna Kumar**, being CFO, of **Vinayak Vanijya Limited** do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year and that to the best of my knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of 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

Sd/-

Krishna Kumar
Chief Financial Officer

COMPLIANCE WITH CODE OF CONDUCT

I, **Ankit Aggarwal**, **Whole Time Director** of the Company hereby certify 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, 2017.

Sd/-

Ankit Aggarwal
Whole Time Director

Date: 19/07/2017
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the “Management Discussion and Analysis Report” on the business of the Company as applicable to the extent relevant.

INDUSTRY STRUCTURE AND DEVELOPMENT

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

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

Industry Overview

Non-banking Finance 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 conduct 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 realise 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. However, the past year saw initial signs of revival of these sectors giving hope for brighter days ahead, especially with softening of interest rates and a projected better monsoon in F.Y. 2018.

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 in early 2013 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, F.Y. 2017 has started on a positive note. Inflation continues to be low, RBI has cut rates further and most importantly, monsoon forecast by both Skymet as well as Indian Met Department is 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, FY 2016-17 is expected to be a year of consolidation, so that the industry is ready for the next phase of growth. GDP growth is expected to improve on the back of proactive government initiatives and revival of commercial activity.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

INTERNAL CONTROL SYSTEM

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

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and

regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

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

Sd/-

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

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

Date: 19/07/2017

Place: Delhi

INDEPENDENT AUDITOR'S REPORT

To the Members of **VINAYAK VANIJYA LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of VINAYAK VANIJYA LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. 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.
 - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

For RAJEEV SHARMA & ASSOCIATES
Chartered Accountants
FRN: 004849C

Place : NOIDA
Date : 30.05.2017

Sd/-
RAJEEV SHARMA
(PROPRIETOR)
Membership No. 073777

Annexure 'A'**The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".**

We report that:

- i. a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- c. There are no immovable properties held by the company, hence clause is not applicable.
- ii. As explained to us, Inventories comprises only share and no material discrepancies were noticed during physical verification.
- iii. The company has granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 and
 - a. The terms and conditions of the grant of such loans are not prejudicial to the company's interest;
 - b. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand with interest.
 - c. Since the term of arrangement do not stipulate any repayment schedule and the loans are repayable on demand, no question of overdue amounts will arise in respect of the loans granted to the parties listed in the register maintained under section 189 of the Act.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. The Company do not have any dues to a financial institution, bank, Government or debenture holders hence the question of default in repayment of dues is not arise.
- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

- xi. As the company has not paid any managerial remuneration during the year hence requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act is not applicable.
- xii. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the 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.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained.

For RAJEEV SHARMA & ASSOCIATES
Chartered Accountants
FRN: 004849C

Sd/-
RAJEEV SHARMA
(PROPRIETOR)
Membership No. 073777

Place : NOIDA
Date : 30.05.2017

Annexure 'B'

Report on Internal Financial Controls Over Financial Reporting

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 ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 judgement, 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 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 authorisations 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 March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RAJEEV SHARMA & ASSOCIATES
Chartered Accountants
FRN: 004849C

Place : NOIDA
Date : 30.05.2017

Sd/-
RAJEEV SHARMA
(PROPRIETOR)
Membership No. 073777

BALANCE SHEET AS AT 31.03.2017

		[Rupees]	
	NOTE No.	As at 31st March, 2017	As at 31st March, 2016
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	99,60,000.00	99,60,000.00
(b) Reserves and surplus	2	79,74,719.00	87,26,725.00
2 Share application money pending allotment			
		-	-
3 Non-current liabilities			
(a) Long-term borrowings	3	11,10,000.00	2,60,000.00
(b) Deferred tax liabilities (Net)		-	-
4 Current liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables		-	-
(c) Other current liabilities	4	1,13,424.00	1,31,774.00
(d) Short-term provisions		-	-
TOTAL		1,91,58,143.00	1,90,78,499.00
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	5	1,54,224.00	2,05,709.00
(b) Non-current investments	6	45,36,956.00	29,75,656.00
(c) Deferred tax assets (net)		7,14,319.00	3,69,745.00
(d) Long-term loans and advances	7	1,13,29,244.00	1,13,26,244.00
2 Current assets			
(a) Inventories	8	1,77,938.00	1,77,938.00
(b) Trade receivables	9	3,50,000.00	3,50,000.00
(c) Cash and cash equivalents	10	85,656.00	22,91,256.00
(d) Short-term loans and advances	11	10,92,077.00	10,71,267.00
(e) Other current assets	12	7,17,729.00	3,10,684.00
TOTAL		1,91,58,143.00	1,90,78,499.00

Notes to the financial statements & Significant Accounting Policies are an integral part of financial statement.

ON BEHALF OF THE BOARD

Sd/-
(SAMITA GUPTA)
DIRECTOR
DIN: 00132853

Sd/-
(KRISHNA KUMAR)
CHIEF FINANCIAL OFFICER
PLACE : DELHI
DATED : 30/05/2017

Sd/-
(ANAND PRAKASH)
DIRECTOR
DIN: 06918487

Sd/-
(SHIKHAR AGARWAL)
COMPANY SECRETARY

AS PER OUR REPORT OF EVEN DATE
for RAJEEV SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN NO. 004849C
Sd/-
(RAJEEV SHARMA)
PROP.
MEMBERSHIP NO. 073777

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2017

		[Rupees]	
	Refer Note No.	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
I. Revenue from operations	13	-	3,50,000.00
II. Other income	14	4,84,425.00	3,46,933.00
III. Total Revenue (I + II)		<u>4,84,425.00</u>	<u>6,96,933.00</u>
IV. Expenses:			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	15	-	-
Employee benefits expense	16	3,57,950.00	1,90,200.00
Depreciation and amortization expense		51,485.00	70,696.00
Other expenses	17	11,71,570.00	3,99,381.00
Total expenses (IV)		<u>15,81,005.00</u>	<u>6,60,277.00</u>
V. Profit before exceptional and extraordinary items and tax (III-IV)		-10,96,580.00	36,656.00
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		-10,96,580.00	36,656.00
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		<u>-10,96,580.00</u>	<u>36,656.00</u>
X. Tax expense:			
(1) Current tax		-	6,984.00
(2) Deferred tax		-3,44,574.00	-3,30,757.00
XI. Profit (Loss) for the period from continuing operations (IX-X)		<u>-7,52,006.00</u>	<u>3,60,429.00</u>
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit (Loss) for the period (XI + XIV)		<u>-7,52,006.00</u>	<u>3,60,429.00</u>
XVI. Earnings per equity share:			
(1) Basic		(0.76)	0.36
(2) Diluted		(0.76)	0.36

Notes to the financial statements & Significant Accounting Policies are an integral part of financial statement.

ON BEHALF OF THE BOARD

Sd/-
(SAMITA GUPTA)
DIRECTOR
DIN: 00132853

Sd/-
(KRISHNA KUMAR)
CHIEF FINANCIAL OFFICER
PLACE : DELHI
DATED : 30/05/2017

Sd/-
(ANAND PRAKASH)
DIRECTOR
DIN: 06918487

Sd/-
(SHIKHAR AGARWAL)
COMPANY SECRETARY

AS PER OUR REPORT OF EVEN DATE
for RAJEEV SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN NO. 004849C
Sd/-
(RAJEEV SHARMA)
PROP.
MEMBERSHIP NO. 073777

CASH FLOW STATEMENT

In Rupees

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax as per profit & loss statement	-10,96,580.00	36,656.00
Adjustment for :		
Depreciation Expenses	51,485.00	70,696.00
Interest income	(4,83,462.00)	(3,46,933.00)
Operating Profit before working Capital	(15,28,557.00)	(2,39,581.00)
Adjustment for Decrease / (Increase) in Trade Receivable	-	(44,000.00)
Adjustment for Decrease / (Increase) in Other Current Assets	(4,07,045.00)	(3,10,684.00)
Adjustment for Decrease / (Increase) in Short-term Loans & Advances	(20,810.00)	61,960.00
Adjustment for (Decrease) / Increase in Other Payable	(18,350.00)	90,481.00
Cash flow from Operation Activities	(19,74,762.00)	(4,41,824.00)
Net Income Tax (paid)/Refund	-	(6,984.00)
Net Cash flow from Operation Activities	(19,74,762.00)	(4,48,808.00)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investment in Equity Shares	(15,61,300.00)	-
Long-term Loans & advances given to related parties	(31,03,000.00)	
Long-term Loans & advances repaid by other	30,00,000.00	(39,00,001.00)
Long-term capital advances repaid	1,00,000.00	-
Interest from non-operating investment	4,83,462.00	3,46,933.00
Net Cash Flow from Investing Activities	(10,80,838.00)	(35,53,068.00)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Amount received from long Term Borrowings	8,50,000.00	-
Net Cash Flow from Financing Activities	8,50,000.00	-
Net Increase/(Decrease) in cash & Cash Equivalents	(22,05,600.00)	(40,01,876.00)
Net Increase/(Decrease) in cash & Cash Equivalents	(22,05,600.00)	(40,01,876.00)
Add : Opening Balance of Cash & Cash Equivalents	22,91,256.00	62,93,131.00
Closing Balance of Cash & Cash Equivalents	85,656.00	22,91,256.00

Notes to the financial statements & Significant Accounting Policies are an integral part of financial statement.

ON BEHALF OF THE BOARD

Sd/-
(SAMITA GUPTA)
DIRECTOR
DIN: 00132853

Sd/-
(KRISHNA KUMAR)
CHIEF FINANCIAL OFFICER
PLACE : DELHI
DATED : 30/05/2017

Sd/-
(ANAND PRAKASH)
DIRECTOR
DIN: 06918487

Sd/-
(SHIKHAR AGARWAL)
COMPANY SECRETARY

AS PER OUR REPORT OF EVEN DATE
for RAJEEV SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN NO. 004849C
Sd/-
(RAJEEV SHARMA)
PROP.
MEMBERSHIP NO. 073777

Notes forming part of the financial statements for the year 31st March, 2017

NOTE 1

Share Capital	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Authorised (Previous year 1000000 Equity Share of Rs. 10/-each)	1,00,00,000.00	1,00,00,000.00
Issued, Subscribed, & Paid up 996000 Equity Shares of '10 each fully paid up (Previous year 996000 Equity Shares of '10 each fully paid up).	99,60,000.00	99,60,000.00
Total	99,60,000.00	99,60,000.00

Note 1A

- The Company is having only one class of shares referred to as Equity Share having a par value of Rs. 10 each.
- Each holder of Equity shares is entitled to one vote per share
- No shares are reserved for issue under options and contracts/commitments for the sale of shares/disinvestment/ ESOP etc
- The Company does not have any holding company in the current or previous year, hence disclosure of shares held by holding and ultimate holding companies is not applicable.

Note 1B

Name of Shareholder who held capital more than 5% of total paid up capital	As at 31 March, 2017		As at 31 March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
SAMITA GUPTA & ANKIT AGGARWAL	323200	32.45%	323200	32.45%
ANKIT AGGARWAL	204200	20.50%	204200	20.50%
BRISK SERVICES LTD.	55000	5.52%	55000	5.52%
Total	582400	58.47%	582400	58.47%

Note 1C

Reconciliation of the number of shares outstanding and the amount of shares as at March 31 2017 and March 31 2016

Name of Shareholder	As at 31 March, 2017 number of share	As at 31 March, 2016 number of share
Shares outstanding at the beginning of the year	99,60,000.00	99,60,000.00
Shares issued during the year	-	-
Shares outstanding at the end of the year	99,60,000.00	99,60,000.00

NOTE 2

Reserves & Surplus	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Profit and Loss Account		
Opening balance	87,26,725.00	83,66,997.00
(+) Net Profit/(Net Loss) For the current year	-7,52,006.00	3,60,429.00
(-) Depreciation adjustment as per Co. Act, 2013	-	-701.00
Total	79,74,719.00	87,26,725.00

NOTE 3

Long Term Borrowings	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Unsecured Loan		
Loan from related Parties	11,10,000.00	2,60,000.00
Total	11,10,000.00	2,60,000.00

Note 3A

None of the borrowings are guaranteed by directors or any other person.

None of above are interest bearing loans.

Terms of repayment: Payable on demand after 12 months.

No default on account of repayment of principal or interest, where ever applicable.

NOTE 4

Other Current Liabilities	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Duties & Taxes Payable	2,405.00	12,600.00
Expenses Payable	1,11,019.00	1,19,174.00
Total	1,13,424.00	1,31,774.00

NOTE 5

FIXED ASSETS

Fixed Assets Chart

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
	As at 31 March, 2016	Additions/ (Disposals)	As at 31 March, 2017	As at 31 March, 2016	Depreciation charge for the year	As at 31 March, 2017	As at 31 March, 2017	As at 31 March, 2016
A. Tangible Assets								
Furniture & Fixture	3,87,426.00	-	3,87,426.00	1,86,571	49,996.00	2,36,567.00	1,50,859.00	2,00,855.00
Office Equipments	54,975.00	-	54,975.00	50,121	1,489.00	51,610.00	3,365.00	4,854.00
Total	4,42,401.00	-	4,42,401.00	2,36,692.00	51,485.00	2,88,177.00	1,54,224.00	2,05,709.00

NOTE 6

Non-Current Investments	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Trade Investments		
Investment in Equity Instruments (Unquoted)	2,44,300.00	8,83,000.00
Investment in Equity Instruments (Quoted)	3,18,690.00	3,18,690.00
Investment in Gold	17,73,966.00	17,73,966.00
Total	45,36,956.00	29,75,656.00

Please refer NOTE 6A for details

NOTE 6A

DETAILS OF INVESTMENTS

Particulars	Relationship	Face Value	Balance as on 01/04/2016		Purchase during the year		Sale during the year		Balance as on 31/03/2017	
			Quantity	Amount	Quantity	amount	Quantity	Amount	Quantity	Amount
Quoted at cost-fully paid up shares										
Brisk Services Ltd.	Related Party		10 1,14,700	3,18,326.00	-	-	-	-	1,14,700.00	3,18,326.00
Distinctive Properties & Leasing Ltd.	Related Party		10 100.00	364.00	-	-	-	-	100.00	364.00
Sub Total (A)			1,14,800.00	3,18,690.00	-	-	-	-	1,14,800.00	3,18,690.00
Unquoted										
Ankit Leasing & Finance Co. Ltd.	Related Party		10 87,700.00	8,77,000.00	-	-	-	-	87,700.00	8,77,000.00
Shomit Finance Ltd.	Related Party		10 100.00	6,000.00	-	-	-	-	100.00	6,000.00
Pawansut Media Services Pvt. Ltd.	other		10 -	-	75,970.00	7,60,000.00	-	-	75,970.00	7,60,000.00
Om Jai Jagdish Infrastructure Pvt. Ltd.	other		10 -	-	80,130.00	8,01,300.00	-	-	80,130.00	8,01,300.00
Sub Total (B)			87,800.00	8,83,000.00	1,56,100.00	15,61,300.00	-	-	2,43,900.00	24,44,300.00
Other										
Gold Ornaments			1057.90 (gms)	17,73,966.00	-	-	-	-	1057.90 (gms)	17,73,966.00
Sub Total (C)			1,058.00	17,73,966.00	-	-	-	-	1,058.00	17,73,966.00
Grand Total (A+B+C)			2,03,658.00	29,75,656.00	1,56,100.00	15,61,300.00	-	-	3,59,758.00	45,36,956.00

PARTICULARS		As on 31.03.16	As on 31.03.17
Aggregate value of quoted investments	Book Value	318,690.00	318,690.00
	Market Value	318,690.00	318,690.00
Gold Ornaments	Book Value	1,773,966.00	1,773,966.00
Aggregate value of unquoted	Book Value	883,000.00	2,444,300.00
TOTAL		2,975,656.00	4,536,956.00

Note:

Where no market quotation are available for the past few years, the value of such shares is taken as book value for declaration of aggregate market value as on 31/03/2017

NOTE 7

Long Term Loans and Advances	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Unsecured Considered good		
Loan to related parties	71,03,000.00	40,00,000.00
Loan to others	40,00,000.00	70,00,000.00
Advance for Capital Goods	2,26,244.00	3,26,244.00
Total	1,13,29,244.00	1,13,26,244.00

NOTE 8

Inventories	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Share Stock (Valued at Cost)	1,77,938.00	1,77,938.00
Total	1,77,938.00	1,77,938.00

NOTE 9

Trade Receivables	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	-	-
Trade receivables outstanding for a period more than six months from the date they are due for payment Unsecured, considered good	350,000.00	350,000.00
Total	350,000.00	350,000.00

The confirmation of transactions and balances of some of the trade debtors are awaited from the respective parties till the conclusion of the audit and in absence of such confirmation the entries recorded in the books have been relied upon and therefore, such balances are as per books of accounts of the company and subject to reconciliation with respective parties.

NOTE 10

Cash and cash equivalents	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Balances with banks	83,773.00	160,400.00
Cash on hand	1,883.00	2,130,856.00
Total	85,656.00	2,291,256.00

NOTE 10A

Balances with banks includes

Particulars	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Margin Money against guarantee	-	-
Margin Money against letter of credit	-	-
Bank Deposits with more than 12 months maturity	-	-
Total	-	-

NOTE 11

Short-term loans and advances	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Unsecured, considered good		
Advance Income Tax (Net of Provision)	48,347.00	27,537.00
Income Tax Refund Due	10,43,730.00	10,43,730.00
Advances to Staff	-	-
Total	10,92,077.00	10,71,267.00

In the opinion of the management loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are started.

Provision for income tax has been made in accordance with the provisions of Income Tax Act, 1961.

NOTE 12

Other Current Assets	As at 31 March, 2017 Amount	As at 31 March, 2016 Amount
Interest Receivable	717,729.00	310,684.00
Total	717,729.00	310,684.00

NOTE 13

Revenue from Operation	For the year ended 31 March, 2017 Amount	For the year ended 31 March, 2016 Amount
Commision Received	-	350,000.00
Total	-	350,000.00

NOTE 14

Other Income	For the year ended 31 March, 2017 Amount	For the year ended 31 March, 2016 Amount
Interest Income	4,52,273.00	3,46,933.00
Interest on FDR	31,189.00	-
Interest on Income Tax Refund	963.00	-
Total	4,84,425.00	3,46,933.00

NOTE 15

Change in Inventory	For the year ended 31 March, 2017 Amount	For the year ended 31 March, 2016 Amount
Opening Stock	1,77,938.00	1,77,938.00
Less: Closing Stock	1,77,938.00	1,77,938.00
Total	-	-

NOTE 16

Employee Benefits Expense	For the year ended 31 March, 2017 Amount	For the year ended 31 March, 2016 Amount
Salaries & Wages	3,55,450.00	1,90,200.00
Bonus	2,500.00	-
Total	3,57,950.00	1,90,200.00

NOTE 17

Other expenses	For the year ended 31 March, 2017 Amount	For the year ended 31 March, 2016 Amount
Advertisement Expense	43,172.00	-
Bank Charges	3,189.00	-
Misc. expenses	1,280.00	16,375.00
Auditor's Remuneration -		
Audit Fees	23,000.00	18,320.00
Legal & Professional Fees	2,45,071.00	2,24,600.00
Conveyance Expenses	3,660.00	6,000.00
Demate/Share Transfer Exp.	2,433.00	-
Duties , Taxes and Fees	-	39,465.00
Fee & Subscription	7,00,579.00	-
Filing Fees	34,843.00	-
Interest on TDS	1,868.00	-
Interest paid	1,936.00	-
Office expenses	15,840.00	-
Postage	276.00	-
Telephone & Internet Exp.	12,506.00	11,052.00
Stock Exchange Listing Fees	-	47,569.00
Rent	36,000.00	36,000.00
Printing & Stationary	34,051.00	-
Tour & Travelling Exp.	11,866.00	-
Total	11,71,570.00	3,99,381.00
NOTE 18		

Contingent Liabilities & Commitments	For the year ended 31 March, 2017 Amount	For the year ended 31 March, 2016 Amount
(i) Contingent Liabilities		
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debts	-	-
Income tax demand	-	-
(b) Guarantees	-	-
(c) Other money for which the company is contingently liable	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	26,62,676.00
(b) Uncalled liability on shares and other investment partly paid	-	-
(c) Other Commitments	-	-
Total	-	26,62,676.00

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

A. Significant Accounting Policies

1. Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

2. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

3. Fixed Assets :-

Fixed assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

4. Depreciation :-

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The details of useful life of Assets are as under:

ASSETS	USEFUL LIFE
Furniture & Fixtures	10 years
Office Equipment	5 years

5. Impairment of Assets :-

The Company has identified that there is no material impairment and as such no provision is required in term of AS – 28 issue by ICAI.

6. Non-Current investments are stated at cost.

7. Investments :-

8. Non-Current investments are stated at cost.

9. Inventories :-

Inventories are valued as under:-

1. Inventories : Lower of cost or net realizable value

6. Taxes on Income:-

Provision for current tax is not made since there is no taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

7. Deferred Tax:-

- (a) The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date.

(b) Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future.

In view of above deferred tax assets are recognized on losses and unabsorbed depreciation during the year.

8. Provisions, Contingent Liabilities and Contingent Assets:- (AS-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

9. Cash Flow Statements:-

- a) The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statement".
- b) Cash and Cash Equivalents comprises cash on hand, Current Accounts and Fixed deposit with bank .

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

(B) Notes on Financial Statements

- 1. The SSI status of the creditors is not known to the Company; hence the information is not given.
- 2. The company has not incurred any directors' remuneration during the year .
- 3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.
- 4. Payments to Auditors:

Auditors Remuneration	2016-2017	2015-2016
Audit Fees	23000.00	18320.00
Tax Audit Fees	-	-
Company Law Matters	-	-
Service Tax	-	-
Total	23000.00	18,320.00

- 5. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

6. Related Party disclosure
(A) Related Parties and their Relationship
(I) Key Management Personnel

	NAME	RELATIONSHIP
1	SAMITA GUPTA	Director
2	ANKIT AGGARWAL	Whole time Director
3	SHIKHAR AGARWAL	Company Secretary
4	KRISHNA KUMAR	CFO

(II) Relative of Key Management Personnel Nil

(III) Individuals owning an interest in the voting power of the reporting enterprise that gives them significant influence over the enterprise

1) Ankit Aggarwal 2) Samita Aggarwal

(IV) Enterprises over which above parties are able to exercise significant influence

	NAME	RELATIONSHIP
1	PRAGATI IMPEX INDIA PRIVATE LIMITED	Significant Influence
2	SHOMIT FINANCE LTD.	Significant Influence
3	DEVIKA ESTATE MANAGEMENT PVT. LTD.	Significant Influence
4	PAWANSUT MEDIA SERVICES PVT LTD	Significant Influence
5	ANKIT LEASING AND FINANCE COMPANY LIMITED	Significant Influence
6	DEVIKA PROMOTERS AND BUILDERS PRIVATE LIMITED	Significant Influence
7	DEVIKA UNIVERSAL LANDS PRIVATE LIMITED	Significant Influence
8	BRISK SERVICES LIMITED	Significant Influence
9	SURYA SERVICES PRIVATE LIMITED	Significant Influence
10	PRAGATI SERVICES PRIVATE LIMITED	Significant Influence
11	ORATOR MARKETING PVT LTD	Significant Influence
12	ASSOCIATE LEASING	Significant Influence
13	PRAGATI CONSTRUCTION CO.	Significant Influence
14	DISTINCTIVE PROPERTIES & LEASING LTD	Significant Influence

Transactions with Related parties

Particulars	Current year				Previous year			
	KMP	Relative of KMP	Individual having significant influence	Enterprises having significant influence	KMP	Relative of KMP	Individual having significant influence	Enterprises having significant influence
Interest Receivable	-	-	-	452273.00	-	-	-	345205.00
Rent paid to	36000.00	-	-	-	36000.00	-	-	0
Loan taken outstanding as on 31 st march, 2017	-	-	-	1110000.00	-	-	-	260000.00
Loan given outstanding as on 31 st march, 2017	-	-	-	7103000.00	-	-	-	4000000.00

7. The details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are as follows:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	2000000.00	34544.00	2034544.00
(+) Permitted receipts	-	7800.00	7800.00
(-) Permitted payments	-	19535.00	19535.00
(-) Amount deposited in Banks	2000000.00	0	2000000.00
Closing cash in hand as on 30.12.2016	0	22809.00	22809.00

8. Other income include Rs. 31189/- on account of interest on FDR (P.Y. Rs. NIL)
 9. Major components of Deferred tax

Particulars	As at 31.03.2017 (Rs.)	As at 31.03.2016 (Rs.)
<i>Deferred Tax Assets</i>		-
Opening balance	369745.00	38988.00
Add : Created on losses	344574.00	330757.00
<i>Less : Reversal as no virtual certainty</i>	0.00	0.00
<i>Closing</i>	714319.00	369745.00

10. % of imported & indigenous raw material & consumables

	2017		2016	
	%	Amount	%	Amount
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	0.00	0.00

11. Value of Imports
 Raw Material Nil Nil
 Finished Goods Nil Nil
12. Expenditure in Foreign Currency Nil Nil
13. Earning in Foreign Exchange Nil Nil
14. All assets and liabilities are presented as Current or Non-current as per criteria set out in Schedule III to the Company's Act, 2013. Based on the nature of operation of the company and realization from the trade receivable, the company has ascertained its operating cycle of less than 12 months. Accordingly 12 months period has been considered for the purpose of Current /Non-current classification of assets & liabilities.
15. Previous year figures have been regrouped/rearranged wherever necessary.

In terms of Our Separate Audit Report of Even Date Attached.

ON BEHALF OF THE BOARD

Sd/-
(SAMITA GUPTA)
 DIRECTOR
 DIN: 00132853

Sd/-
(KRISHNA KUMAR)
 CHIEF FINANCIAL OFFICER
 PLACE : DELHI
 DATED : 30/05/2017

Sd/-
(ANAND PRAKASH)
 DIRECTOR
 DIN: 06918487

Sd/-
(SHIKHAR AGARWAL)
 COMPANY SECRETARY

for RAJEEV SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
 FRN NO. 004849C
 Sd/-
(RAJEEV SHARMA)
 PROP.
 MEMBERSHIP NO. 073777

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
- 2 Name
 Address

 E-Mail I.D.
 Signature or failing him
- 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 **32nd Annual General Meeting** of the company, to be held on **Tuesday, 22nd August, 2017** 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 in respect of

such resolutions as are indicated below:

S. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors' thereon.		
2.	To re-appoint Mr. Ankit Aggarwal (DIN: 00385982) , Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s Rajeev Sharma & Associates, Chartered Accountants , as the Statutory Auditor of the Company.		
4.	Appointment of Mr. Bhupender Singh as Independent Director		

Signed this _____ day of _____ 2017.

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.

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

32nd Annual General Meeting of the members of Vinayak Vanijya Limited to be held on Tuesday, 22nd day of August 2017 at 02:00 P.M. at Registered office of the company situated 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
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors' thereon.		
2.	To re-appoint Mr. Ankit Aggarwal (DIN: 00385982) , Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s Rajeev Sharma & Associates, Chartered Accountants , as the Statutory Auditor of the Company.		
4.	Appointment of Mr. Bhupender Singh (DIN: 07533596) as Independent Director		

Date :

Place :

Signature of Shareholder

** Please tick in the appropriate column*

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
32nd Annual General Meeting, on Tuesday, 22nd day of August, 2017 at 02.00 P.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 32nd Annual General Meeting of the Company on **Tuesday, 22nd day of August, 2017 at 02.00 P.M. 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.*

GREEN INITIATIVE IN CORPORATE GOVERNANCE
E-COMMUNICATION REGISTRATION FORM
(In terms of Section 20 of the Companies Act, 2013)

Folio No. / DP ID & Client ID :

Name of 1st Registered Holder :

Name(s) of Joint Holder(s) :

Registered Address :

Email ID (to be registered) :

I/We shareholder(s) of **Vinayak Vanijya Limited** agree to receive communication from the Company in electronic mode under relevant provisions of the Companies Act, 2013. Please register my above e-mail in your records for sending communication through mail.

Signature:- _____
(First Holder)

Date: _____

***Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.**

VINAYAK VANIJYA LIMITED

REGISTERED OFFICE

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