

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the Share Holders of Vinayak Vanijya Ltd will be held at its registered office Pragati Tower, 26-Rajendra Place, New Delhi on 30/9/2006 at 4 P.M.

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2006 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To Appoint a Director in place of Smt. Samita Aggarwal who retires by rotation.
3. To appoint Auditors, to hold office from the conclusion of the Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business

4. To pass with or without modification the following Resolution as special Resolution.

"Resolved that transactions with following entities be and are hereby approved."

- a. Distinctive Properties & Leasing Ltd.
- b. Shinewell Leasing Ltd.
- c. Mrs. Amita Gupta
- d. Pragati Construction Co. (Devika Chambers)
- e. Ankit Leasing & Finance Co. Ltd.

5. To pass with or without modification the following resolution as Special Resolution.

"Resolved that appointment of Sh. Ankit Aggarwal as whole time director w.e.f 1/8/06 on the terms and conditions hereby approved.

Basic Salary	Rs. 25000/- PFR MONTH
Medical	As per Income Tax rules amount permissible
Telephone	As per company rule
LTC/leave	
encashment/ Bonus	As per company rules
	No sitting fee shall be paid.

By order of the Board
For VINAYAK VANIJYA LTD.

Samita
DIRECTOR
Director

PLACE : NEW DELHI
DATED : 24/8/2006

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EXPLANATORY STATEMENT

Pursuant to Section 173 (2) of the Companies Act 1956

Item No. 4

As the Directors of the Company are interested in the referred entities directly/indirectly, special resolution is required to approve the transactions. Hence this resolution.

"The Directors are interested to the extent of their holdings."

Item No. 5

Sh. Ankit Aggarwal's appointment as whole time Director of the company is required to be approved by the members as per terms. Your approval is therefore necessary in the matter.

"No other directors other than Sh. Ankit Aggarwal is interested in the resolution."

By order of the Board.
For VINAYAK VANIJYA LTD.

Savit

Director

Place : New Delhi

Date : 24-8-2006

CERTIFIED TRUE COPY
VINAYAK VANIJYA LTD.

Abhyant

Director

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DIRECTOR'S REPORT

TO

Members.

Your Directors have pleasure in submitting the 21st Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2006.

1. FINANCIAL RESULTS

This years activities have resulted in Profit of Rs. 400846/- as against Profit of Rs. 482294/- during the previous year.

2. AUDITORS

The retiring Auditors being eligible, are willing to continue in office. The board recommends their reappointment. Their reappointment will require approval of the members by a ordinary resolution.

3. PARTICULARS OF EMPLOYEES

It is to state that no employee of the company was paid remuneration of Rs. 12.00.000/- or more was employed throughout the year or Rs. 1.00.000/- per month or more for a part of the year.



4. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 217 (2AA) of the Companies Act, 1956, as amended, the Directors responsibility statement, forming part of the report, has been given in the annexure.

Cont...

5. Information in accordance with Companies Act, disclosure of particulars in the Report of Board of Directors Rules 1988 & forming part of the Directors Report.
- A. Form A - Disclosure of particulars with respect to conservation of Energy : Not Applicable.
- B. Form B - Disclosure of Particulars with respect to Technology absorption : Not Applicable.
- C. Form C - Foreign Exchange Earnings & outgo : Nil
6. During the year Sh. Ankit Aggarwal was appointed as whole time director of the company as per terms & conditions w.e.f 1/8/06.

For and on behalf of the Board of Directors
For VINAYAK VANIJYA LTD, For VINAYAK VANIJYA LTD,

 Director	 Director
(SAMITA GUPTA)	(DEEPAK AGGARWAL)
DIRECTOR	DIRECTOR

PLACE : NEW DELHI.

DATED : 19/7/2006

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ANNEXURE TO DIRECTOR REPORT

Directors Responsibility Statement

In terms of Section 217 (2AA) read with Section 292A of the Companies Act, 1956, we the Directors of VINAYAK VANIJYA LTD state in respect of F.Y. 2005-2006 that :

- i. In the preparation annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2006 and of Profit & Loss Account for the year ended 31st March, 2006.
- iii. The Directors have taken proper and 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 and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. Based on the above and the internal audit system, the board opines that the company has internal control system commensurate with the size of the company and the nature of business.

On behalf of the Board of Directors
For VINAYAK VANIJYA LTD, For VINAYAK VANIJYA LTD.

Smita
DIRECTOR

Aditya
DIRECTOR

Place : New Delhi

Date : 19-7-2006

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S.M. Gulati & Co.
CHARTERED ACCOUNTANTS

Office : 23232251
 Phones : 23236970
 Resi : 24113681
 Office : 307, ESSEL HOUSE
 10, ASAF ALI ROAD,
 NEW DELHI - 110002

Dated... 19.7.06

Auditors Report

To the Members of **VINAYAK VANIJYA LIMITED**

We have audited the attached Balance Sheet of **VINAYAK VANIJYA LIMITED** as at 31st March, 2006 and also the annexed Profit & Loss Account and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that :

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub - section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to above, we report that :
 - i). We have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of our audit;
 - ii). In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - iii). The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
 - iv). In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in Sub - Section (3C) of Section 211 of the Companies Act, 1956 to the extent applicable to the Company.

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