

VINAYAK VANIJYA LIMITED

30TH
ANNUAL REPORT
2014-2015

BOARD OF DIRECTORS

Mr. Ankit Aggaral	Director
Ms. Samita Gupta	Director
Mr. Deepak Aggarwal	Director

REGISTERED OFFICE

Flat No. 216-B, Second Floor, Devika Tower,
6, Nehru Place, New Delhi-110019

STATUTORY AUDITORS

M/s A K G & CO.,
Chartered Accountants,
(Firm Registration No. 004924N)
E-10A, Kailash Colony, Greater Kailash,
New Delhi-110048

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

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NOTICE

Notice is hereby given that the 30th Annual General Meeting of **Vinayak Vanijya Limited** will be held on Wednesday, the 30th day of September, 2015 at 5.00 p.m. at the Registered office of the company at 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019 on to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Balance Sheet for the year ended March 31, 2015 and the Profit & Loss Statement for the period ended on that date together with the reports of the Auditor and Directors thereon.

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

“RESOLVED THAT the Audited Balance Sheet as on 31st March, 2015 and Audited Profit and Loss Statement for the financial year ended on that date, together with Report of Directors and Auditors thereon be and are hereby received and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is/are hereby severally/jointly authorized to do all such actions as may be required to give effect to the aforesaid resolution”.

2. To appoint a Director in place of Ankit Aggarwal, who retires by rotation and being eligible offers himself for re-appointment.

3. **Ratification of Auditors**

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013,(the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s AKG & CO, Chartered Accountants, (Firm Registration No. 004924N) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company, to be held in Year 2016.”

“RESOLVED FURTHER THAT the Board of Directors be and is/are hereby severally/jointly authorized to do all such actions as may be required to give effect to the aforesaid resolution.”

NOTES :

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- The Register of members & Share Transfer Books of the Company will remain closed from September 24th September, 2015 to 30th September, 2015.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Any member of the company, on demand, shall be entitled to be furnished free of cost, a copy of the balance sheet of the company and every document required by law to be annexed or attached thereto.
- For the immediate reference, route map for reaching the venue of the annual general meeting hall is attached.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Brief Resume of the Directors seeking appointment/reappointment at the Meeting along with the details of other Directorship and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock exchange are provided as an Annexure to this Notice.
- The shares of the Company are at present listed on BSE Limited.
- Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

(SAMITA GUPTA)
DIRECTOR
DIN : 00132853

PLACE : NEW DELHI
DATE : 25.08.2015

ANNEXURE TO NOTICE**Notice of Interest**

Information in respect of the rotational Director, who shall retire at this Annual General Meeting and being eligible, seeks re-appointment:

Following are the required details:

Name	Mr. Ankit Aggarwal
Age	32 years
Qualification	Graduate in Computer Science
Expertise	Finance, Construction & Maintenance of Buildings
Other Directorships	Pragati Impex India Private Limited Brisk Services Limited Shinewell Leasing Limited Vinayak Vanijya Limited Shomit Finance limited Devika Promoters and Builders Private Limited Vishwa Properties Private Limited Devika Gold Homz Private Limited Devika Universal Lands Private Limited Zerrmat Clothing Co Private Limited Devika Universal Lands & Building Private Limited

DIRECTOR'S REPORT

To,
The Members,
Vinayak Vanijya Limited

Your Directors have pleasure in submitting their Thirtieth Annual Report of the Company together with the Audited Financial Statements for the year ended on 31st March, 2015.

SUMMARISED FINANCIAL HIGHLIGHTS

PARTICULARS	2014-2015	2013-2014
Total Revenue	3,87,502	3,16,182
Total Expenditure	8,27,111	3,96,586
Profit/(Loss) before Depreciation and Tax	(4,39,609)	(80,404)
Depreciation & Amortization charges	(1,27,381)	(3,604)
Net Profits/(Loss) before Tax	(5,66,990)	(84,008)
Tax Provision	Nil	Nil
Net Profits/Loss	(5,66,990)	(84,008)

DIVIDEND

No Dividend is recommended to be paid by the directors for the current financial year.

AMOUNTS CARRIED TO RESERVES

No amount is proposed to be carried to any reserve as the Company has incurred loss in the current financial year.

DEPOSITS

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company. The required details are also attached as Annexure-5.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with Stock Exchange in India, is presented in a separate section forming part of this Annual Report.

THE STATE OF COMPANY'S AFFAIRS

Company could not generate any significant business during the year due to unavoidable circumstances. Efforts are being made to build-up a profitable business set-up.

NUMBER OF MEETINGS OF BOARD

During the year, Seven (7) Board Meetings were convened and held.

DIRECTORS

No Director has been Appointed or Resigned during the year, except re-appointment of retiring director.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure 1** and is attached to this Report.

DECLARATION BY INDEPENDENT DIRECTORS

Company has not appointed any Independent Director as per provisions of Section 149 pertaining to the appointment of Independent Directors. Company is looking for appropriate persons to be appointed as Independent Directors. Company's Management is hopeful to finalize the candidates for Independent Directors in the coming Financial Year.

Without Prejudice it is stated that as per SEBI **Circular no. CIR/CFD/POLICYCELL/7/2014 Dated 15.09.2014**, the provisions

of corporate governance are not applicable on the company as networth of the company is less than 25 Crores and paid up Capital of the company is less than 10 Cr.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178 (1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company however, the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 as no director was appointed and no remuneration is paid to any director during the year under report.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

A. Remarks / emphasis matters as reported by Statutory Auditor are listed below:-

- i) **We draw attention to Clause i (ii) of Note No. 26 to the financial statements in respect of deviation from Accounting Standard 15 on Retirement Benefits by the company and that in absence of a report from an actuary, we are not in a position to quantify the financial effect of the same on these financial statements.**

Directors' Comment: Provision for Gratuity Liability is created for an employee on completion of five years of continued service. No employee is in more than five years of employment. Further, it may be stated that, the provision for Gratuity, if made, will not have any material effect on financial position of the Company.

B. Qualification(s) and Directors' comments on the report of Practicing Company Secretary

As per the information and documents provided by the Management of the Company, the Company has not appointed a Company Secretary and a Chief Financial Officer as per the provisions of Section 203 of the Companies Act, 2013.

As per the information and documents provided by the Management of the Company, the Company has not appointed an internal Auditor as per the provisions of Section 138 of the Companies Act, 2013.

Directors' Comment: As Company Act, 2013 has been implemented in financial year 2014-15, demand for Company Secretaries had gone up substantially. There are more companies than available Company Secretaries in the current scenario. Company is making efforts to appoint company Secretary, Chief Financial Officer and Internal Auditor for the Company and hope to finalize the candidates for the requisite posts at the earliest.

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

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Particulars of contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review are given in **Annexure 2** of this report in Prescribed Form AOC-2.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 to be read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure 3 to this report.

RISK MANAGEMENT POLICY

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the Company regularly maintains a proper check in normal course of its business regarding Risk Management. At present the Company has not identified any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As per the Section 135 of Companies Act, 2013, the Company does not fulfill the criteria of Net Worth or turnover for Corporate

Social Responsibility (CSR), hence the same is not applicable to the Company. Details are also attached as Annexure 4.

BOARD EVALUATION

Pursuant to provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance as well as of the directors individually.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company during the year under review.

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 management's knowledge, No significant and material order(s) were passed by regulators or courts or tribunals which could impact the going concern status and Company's operation in future.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has Internal Financial Controls with reference to the financial statements which are adequate and commensurate with the size of the business of the company. The Internal Financial Controls include segregation of duties between various directors and employees, Maker and Checker Controls wherever the same is feasible.

DISCLOSURE RELATING TO VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY EMPLOYEES UNDER SECTION 67 OF THE COMPANIES ACT, 2013

No disclosure is required as the provisions of Section 67 of the Companies Act, 2013 do not apply to the company.

AUDIT COMMITTEE

The Board has duly constituted the Audit Committee pursuant to Section 177 (1) of the Companies Act, 2013 comprising of three Directors namely Mr. Ankit Aggarwal, Mr. Deepak Aggarwal & Ms. Samita Gupta.

VIGIL MECHANISM

The Company has duly established the vigil mechanism as per section 177(9) of the Companies Act, 2013 for directors and employees to report genuine concerns.

COST AUDIT

The provisions of Cost Audit are not applicable to our Company.

CORPORATE GOVERNANCE

Company is complying with the provisions of The Companies Act, 2013 with respect to Corporate Governance to the extent practically feasible and applicable commensurate to the size and operations of the company.

PARTICULARS OF EMPLOYEES

The Company had no employee during the year covered under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION

No remuneration has been paid to any Director, hence the clause is not applicable.

CORPORATE GOVERNANCE

Company is complying with the provisions of The Companies Act, 2013 with respect to Corporate Governance to the extent practically feasible and applicable commensurate to the size and operations of the company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

AUDITOR'S REPORT/SECRETARIAL AUDIT REPORT:

a. STATUTORY AUDITOR

M/s. A K G & CO., Chartered Accountants, were appointed as Statutory Auditors in the Annual

General Meeting held last year. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

b. SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Ms. Divya Aggarwal, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is Annexed herewith.

SHARES

a) BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c) BONUS SHARES

No Bonus Shares were issued during the year under review.

d) EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

- a) in the preparation of the annual accounts, the applicable accounting standards had 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 and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had 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;
- 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 that such internal financial controls are adequate and were 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.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year:

Number of Complaints received: Nil

Number of Complaints disposed off: Nil

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**PLACE : NEW DELHI
DATE : 25.08.2015**

**(SAMITA GUPTA)
DIRECTOR
DIN : 00132853**

**(ANKIT AGGARWAL)
DIRECTOR
DIN : 00385982**

Form No. MGT-9**EXTRACT OF ANNUAL RETURN****(as on the financial year ended on 31st March, 2015)**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L52110DL1985PLC020109
ii) Registration Date	12/02/1985
iii) Name of the Company	Vinayak Vanijya Limited
iv) Category/Sub Category	Company Limited By Shares/Indian Non Govt Co.
v) Address of the registered office and contact details	Flat No. 216-B, Second Floor, Devika Tower 6, Nehru Place, Delhi-110019
vi) E-mail	vvanijya1985@gmail.com
vii) Whether listed company	YES
Stock Exchange	Bombay Stock Exchange Limited
viii) Name, Address and Contact details of R&TA	N.A.
Name	N.A.
Contact Details	

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 Descriptions of main Products/ Services	NIC code of the Product/Service	% to total turnover of the company
1.	Financial Income	64910	100%

III. Particulars of HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and address of the company	CIN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
----- Nil -----					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
1) Indian									
a) Individual / HUF	0	547400	547400	54.96	0	547400	547400	54.96	0%
b) Central Govt.	0	0	0	0	0	0	0	0	0%
c) State Govt (s)	0	0	0	0	0	0	0	0	0%
d) Bodies Corp.	0	0	0	0	0	0	0	0	0%
e) Banks / FI	0	0	0	0	0	0	0	0	0%
f) Any Other...	0	0	0	0	0	0	0	0	0%
Sub-total (A) (1) :-	0	547400	547400	54.96	0	547400	547400	54.96	0%
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2) :-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	547400	547400	54.96	0	547400	547400	54.96	0%

B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1) :-	0	0	0	0	0	0	0	0	0
2) Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individuals shareholders holding nominal share capital upto Rs.1 lakh	0	187800	187800	18.83	0	187800	187800	18.83	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	260800	260800	26.18	0	260800	260800	26.18	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(2) :-	0	448600	448600	45.04	0	448600	448600	45.04	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	448600	448600	45.04	0	448600	448600	45.04	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	996000	996000	100	0	996000	996000	100	0

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1.	Samita Gupta & Ankit Aggarwal	323200	32.45	0	323200	32.45	0	0
2.	Ankit Aggarwal	204200	20.50	0	204200	20.50	0	0
3.	Deepak Agarwal	20000	2.01	0	20000	2.01	0	0
Total		547400	54.96	0	547400	54.96	0	0

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

----- No Change -----
