

VINAYAK VANIJYA LIMITED

(CIN: L52110DL1985PLC020109)



**33rd ANNUAL REPORT
2017-18**

TABLE OF CONTENTS

S.No.	Content	Page No.
1.	Notice	3
2.	Board's Report	8
3.	Corporate Governance Report	30
4.	Compliance Certificate on Corporate Governance	44
5.	CEO/CFO Certification	45
6.	Compliance with code of conduct	46
7.	Management Discussion & Analysis Report	47
8.	Independent Auditor's Report	50
9.	Balance Sheet	56
10.	Profit and Loss Account	58
11.	Cash Flow Statement	60
12.	Proxy Form	76
13.	Ballot Form	78
14.	Attendance Slip	79
15.	Green Initiative Form/E-mail Updation Form	80
16.	Route Map	81

REFERENCE INFORMATION**BOARD OF DIRECTORS**

Ms. Samita Gupta	Non-Executive Director
Mr. AnkitAggarwal	Whole Time Director
Mr. AnandPrakash	Independent Director
Mr. Bhupender Singh	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. AnkitAggarwal	Whole Time Director
Mr. Krishna Kumar	Chief Finance Officer
Mr. ShikharAgarwal	Company Secretary & Compliance Officer <i>Resigned on 05.01.2018</i>
Ms. ShreenBhutani	Company Secretary & Compliance Officer <i>Appointed on 05.01.2018 & Resigned on 02.08.2018</i>
Mr. KashishPapreja	Company Secretary & Compliance Officer <i>Appointed on 02.08.2018</i>

SECRETARIAL AUDITOR

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

STATUTORY AUDITOR

M/s Sanjeev Bimla& Associates,
Chartered Accountant
302 B Gurdev Nagar,
Ludhiana- 141001

REGISTRAR & SHARE TRANSFER AGENT

RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor, Okhla Industrial Area,
Phase - II, New Delhi-110020

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
Market Road, Delhi – 110019
The Federal Bank Limited,
Place, G.I-6, Satkar Building,
79-80 Nehru Place, New Delhi- 110 019

E-MAIL

vvaniija1985@gmail.com

WEBSITE

www.vinayakvaniija.com

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **Vinayak Vanijya Limited** will be held on **Friday, 14th September, 2018 at 09:30 A.M.** at the Registered Office of the company 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, 2018 together with the reports of the Auditor's and Directors' thereon.
2. To appoint a Director in place of **Ms. Samita Gupta (DIN: 00132853)**, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself 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 re-enactment thereof, for the time being in force), **M/s Sanjeev Bimla & Associates, Chartered Accountants (Firm Registration No. 008840N)**, 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 38th A.G.M. of the Company to be held in the year 2023, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

Date: 11/08/2018
Place: New Delhi

For and on Behalf of the Board of Directors
Vinayak Vanijya Limited

Sd/-
(Ankit Aggarwal)
Whole Time Director
DIN: 00385982

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 at the Annual General Meeting (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 **Saturday, 08/09/2018 to Friday, 14/09/2018** (both days inclusive).
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The 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, Company Secretary (C. P. No. 17079)** Company Secretaries, 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 **14.09.2018**.

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. **07.09.2018**.
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. **07.09.2018** shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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 **11.09.2018 at 9:00 A.M.**

Date and Time of Conclusion of e-voting **13.09.2018 at 5:00 P.M.**

- i. During this period, shareholders' of the Company, holding shares either in physical or dematerialized form, as on the cut-off date may cast their vote electronically. Thereafter, the 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. The 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user then follow the steps given below:

For Member 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> <ul style="list-style-type: none"> 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. 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.

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> <ul style="list-style-type: none"> 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).
---	---

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company Selection Screen. However, member holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily enter their log in 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.
- xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- xii. Click on the **EVSN -180813044** for the relevant resolution on which you choose to vote.
- xiii. 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".
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution's details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. **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 log in 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.

xx. 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.

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

Name of Official	Mr. Ankit Agarwal
Designation	Whole Time Director
Address	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
Contact	011-43675500
E-mail	vvaniya1985@gmail.com
PROFILE OF PROPOSED DIRECTOR	
Name	Samita Gupta
Director Identification Number (DIN)	00132853
D.O.B.	12.01.1959
Qualification	Graduate in Political Science
Expertise in specific area	Professional Interior Decorator & Designer
Date of First appointment on the Board of the Company	15 th March, 2005
Shareholding in the Company (<i>Only In case the Director to be appointed is a Non- Executive Director</i>)	323200
List of Directorship held in other companies	<ol style="list-style-type: none"> 1. Brisk Service Limited 2. Togera Private Limited 3. Manokamana Home Healthcare Private Limited 4. Devika Universal Lands Private Limited 5. Devika Promoters And Builders Private Limited 6. Devika Gold Homz Private Limited 7. Devika Universal Lands & Building Private Limited 8. UltrascendInfotech Private Limited 9. Imagitech Infrastructure Private Limited 10. Rosegold Developers Private Limited 11. Pinkgold Developers Private Limited 12. VipshellInfotech Private Limited 13. Global Messaging Campaign Square Private Limited 14. Shomit Finance Limited 15. Determination Infotech India Private Limited
Names of Listed Entities in which the person holds membership of Committees of the Board	<ol style="list-style-type: none"> 1. Brisk Service Limited 2. Vinayak Vanijya Limited
Relationship between Directors Inter-se	None

DIRECTORS' REPORT

**To
The Members,**

Your Directors are pleased to present to the valued stakeholders, the 33rd Annual Report of **Vinayak Vanijya Limited** along with the Audited Financial Statements of the Company for the Year ended March 31st, 2018.

FINANCIAL HIGHLIGHTS- AT A GLANCE

Overall Performance of your Company

The Financial Year 2017-18 had been a little fortunate for the Company as your Company has shown a conventional performance during the year under review. The net Profits of your Company had gone up from Rs. (7,52,006/-) in 2016-17 to Rs. 32,93,180.50 in 2017-18.

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

Amount (In Actual)

PARTICULARS	Standalone	
	2017-18	2016-17
Income from Business Operations	Nil	Nil
Other Income	9,60,189	4,84,425
Total Income	9,60,189	4,84,425
Less: Expenditure except Depreciation and Finance Costs	1199094	1522527
Profit/Loss before Interest, Depreciation and Tax	(238905)	(1038102)
Less: Interest and other Financial Charge(s)	83,693	6993
Profit/Loss before Depreciation and Tax	(322598)	(1045095)
Less: Depreciation	38100	51,485
Profit/Loss before Tax and Extra-Ordinary Item	(360698)	(10,96,580)
Profit/Loss from sale of investment	3,600,434	-
Add: Insurance Claim	-	-
Profit/Loss before Tax	3,239,736.00	(10,96,580)
Less: Current Tax	36,730	-
Add: Deferred Tax Asset	(90,174)	3,44,574
Net Profit/Loss after Tax	3,293,180.50	(7,52,006)
Earnings per share:		
Basic	3.31	0.76
Diluted	3.31	0.76

DIVIDEND

To conserve the financial resources, the company has not recommended any dividend in the financial year 2017-18.

RESERVES

The Board proposes no amount to transfer to the reserves and an amount of Rs 3,293,180.50 is proposed to be retained in surplus.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of section 73 of the Companies Act, 2013 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.

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 as **Annexure-A** with this report.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is having Two Associate Company, No Subsidiary Company and No Joint Venture during the financial year 2017-2018. Form AOC-1 has also been attached with this report as “**Annexure B**”

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.	Shikhar Agarwal	Company Secretary	Resignation	05/01/2018
2.	Shreen Bhutani	Company Secretary	Appointment	05/01/2018

Ms. Samita Gupta (DIN: 00132853), -----Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment to the Board of the Company at the ensuing Annual General Meeting.

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 under review, which is different from that as prescribed in Accounting Standards, prescribed by the Institute of Chartered Accountants of India (ICAI).