

# VINAYAK VANIJYA LIMITED

(CIN: L52110DL1985PLC020109)



**34th ANNUAL REPORT  
2018-19**

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## REFERENCE INFORMATION

### BOARD OF DIRECTORS

Ms. Samita Gupta  
Mr. Ankit Aggarwal  
Mr. AnandPrakash  
Mr. Bhupender Singh

Non-Executive Director  
Whole Time Director  
Independent Director  
Independent Director

### KEY MANAGERIAL PERSONNEL

Mr. Ankit Aggarwal  
Mr. Krishna Kumar  
Mr. Jatin Jaisingh

Whole Time Director  
Chief Finance Officer  
Company Secretary & Compliance Officer  
(Appointed on 01.01.2019 Resigned 20.06.2019 )

### AUDIT COMMITTEE

AnandPrakash  
Samita Gupta  
Bhupender Singh

Chairperson  
Member  
Member

### NOMINATION & REMUNERATION COMMITTEE

Samita Gupta  
AnandPrakash  
Bhupender Singh

Chairperson  
Member  
Member

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

AnandPrakash  
Samita Gupta  
Bhupender Singh

Chairperson  
Member  
Member

### SECRETARIAL AUDITOR

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

### STATUTORY AUDITOR

**M/s SanjeevBimla& Associates,**  
Chartered Accountants  
302 B Gurdev Nagar, Ludhiana- 141001

### REGISTRAR & SHARE TRANSFER AGENT

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

### CIN

**L52110DL1985PLC020109**

### REGISTERED OFFICE

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

### CORPORATE OFFICE

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

### BANKERS

HDFC Bank Limited  
  
The Federal Bank Limited,

Hemkunt Chambers, 89 Nehru Market Road,  
Delhi – 110019  
Place, G.I-6, Satkar Building, 79-80 Nehru Place,  
New Delhi- 110 019

### SHARES LISTED AT

BSE Limited

### E-MAIL

vvanijya1985@gmail.com

### WEBSITE

www.vinayakvanijya.com

## NOTICE

**NOTICE** is hereby given that the **34<sup>th</sup> Annual General Meeting** of the members of the Company will be held on **Thursday, 26<sup>th</sup> September 2019 at 9.30 A.M** at Registered Office of the Company **Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019** to transact the following business (es):-

**ORDINARY BUSINESS:****1. Adoption of Standalone Financial Statements**

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on **31<sup>st</sup> March, 2019** including the audited Balance Sheet as at 31<sup>st</sup> March, 2019, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

**2. Re-appointment of Director**

To appoint **Ms. Samita Gupta (DIN: 00132853)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for Re-appointment.

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

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

**Date: 12.08.2019  
Place: New Delhi**

**NOTES:**

- 1. 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).

2. 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.
3. 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.
4. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
5. The Register of Members and Share Transfer Books will remain closed from **Saturday 21.09.2019 to Thursday, 26.09.2019** (both days inclusive).
6. 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.

7. 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.
8. The shares of the Company are at presently listed on BSE Limited .
9. 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.***

10. The Board of Directors of the company has appointed **M/s Jain P & Associates, Company Secretaries**, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
11. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **“Consolidated Scrutinizer’s Report”** and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at [www.vinayakvanijya.com](http://www.vinayakvanijya.com) and on the website of Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
13. 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.
14. 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. 20.09.2019**.
15. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

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

16. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

17. The Instructions for shareholders voting electronically are as under:

**Date and Time of commencement of e-voting**      **23.09.2019 from 9:00 A.M**

**Date and Time of Conclusion of e-voting**      **25.09.2019 Till 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 may cast their vote electronically. The remote e-voting modules 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](http://www.evotingindia.com)."
- iv. Click on Shareholders.
- v. Now Enter your UserID
  - 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 on to [www.evotingindia.com](http://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 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>

- 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, members holding shares in demat form will now reach 'Password Creation' menu where 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.*

- 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 **EVS (190819009)** for “**Vinayak Vanijya Limited**”
- 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 demata 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, NR etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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:

<b>Name of Official</b>	<b>Mr. Ankit Aggarwal</b>
<b>Designation</b>	Whole Time Director
<b>Address</b>	Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
<b>Contact</b>	011-43675500
<b>E-mail</b>	<a href="mailto:vvaniya1985@gmail.com">vvaniya1985@gmail.com</a>

**PROFILE OF PROPOSED DIRECTOR**

<b>Name</b>	Samita Gupta
<b>Director Identification Number (DIN)</b>	00132853
<b>D.O.B.</b>	12.01.1959
<b>Qualification</b>	Graduate in Political Science
<b>Expertise in specific area</b>	Professional Interior Decorator & Designer
<b>Date of First appointment on the Board of the Company</b>	15 <sup>th</sup> March, 2005
<b>Shareholding in the Company (Only In case the Director to be appointed is a Non-Executive Director)</b>	323200
<b>List of Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>1. Brisk Services Limited</li> <li>2. Devika Universal Lands Private Limited</li> <li>3. Devika Promoters And Builders Private Limited</li> <li>4. Devika Gold Homz Private Limited</li> <li>5. Devika Universal Lands &amp; Building Private Limited</li> <li>6. UltrascendInfratech Private Limited</li> <li>7. Imagitech Infrastructure Private Limited</li> <li>8. Rosegold Developers Private Limited</li> <li>9. Pinkgold Developers Private Limited</li> <li>10. VipshellInfotech Private Limited</li> <li>11. Global Messaging Campaign Square Private Limited</li> <li>12. Shomit Finance Limited.</li> <li>13. Oasis Suppliers Pvt. Ltd.</li> </ol>
<b>Names of Listed Entities in which the person holds membership of Committees of the Board</b>	<ol style="list-style-type: none"> <li>1. Brisk Services Limited</li> </ol>
<b>Relationship between Directors Inter-se</b>	Ms. Samita Gupta is the mother of Mr. Ankit Aggarwal



**DIRECTORS' REPORT**

**To**  
**The Shareholders of the Company,**

Your Directors are pleased to present this 34th Annual Report together with the Audited Annual Financial Statements for the year ended March 31<sup>st</sup>, 2019.

**FINANCIAL HIGHLIGHTS- AT A GLANCE**★ **Overall Performance of your Company**

- The Financial Year 2018-19 had been a little tumultuous for the Company as your Company has shown a conventional performance during the year under review. The company has incurred net Loss of Rs. ( 2,52,694.48) in the Financial Year 2018-19 in comparison to Net profit of Rs. 32,93,180.50 in the Financial Year 2017-18.

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

Amount (In Rupees)

PARTICULARS	Standalone	
	2018-19	2017-18
Income from Business Operations	10,88,812	9,54,645
Other Income	5,31,042.00	5,544.00
<b>Total Income</b>	16,19,854.00	9,60,189.00
Less: Expenditure	20,05,753.30	13,20,887.00
<b>Profit/Loss before Tax</b>	(3,85,899.30)	(3,60,698.00)
Less: Tax Expense	(36,730.00)	36,730.00
Add: Deferred Tax Asset	(96,474.83)	(90,174.50)
<b>Net Profit/Loss after Tax</b>	(2,52,694.48)	32,93,180.50
<b>Earnings per share:</b>		
Basic	(0.25)	3.31
Diluted	(0.25)	3.31

**DIVIDEND**

No Dividend was declared for the current financial year due to loss incurred by the Company.

**RESERVES**

The Board proposes no amount to transfer to the reserves as the company is running under loss

**SHARE CAPITAL**

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2018-19.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

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

## DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of *section 73* of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2019.

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

The Company is not having any Subsidiary, Associate or Joint Venture. Form **AOC-I** is also 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 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	Appointment	Cessation
1.	Ms. ShreenBhutani	Company Secretary & Compliance Officer	05.01.2018	02.08.2018
2.	Mr.Kashish	Company Secretary & Compliance Officer	02.08.2018	05.10.2018
3.	Mr.JatinJaisingh	Company Secretary & Compliance Officer	01.01.2019	20.06.2019

## DIRECTOR'S RESPONSIBILITY STATEMENT

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

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;
- The Directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & other irregularities;
- The Directors had prepared the Annual Accounts on a going concern basis;
- The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;
- 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.