

# VISHVPRABHA TRADING LIMITED

Regd. Off: OFFICE NO 04, SURVEY NO 05, NEAR SARVODAY PARK, NANDIVALI ROAD,  
DOMBIVALI – 421021  
CIN: L51900MH1985PLC034965  
Tel. (022) 67425462  
Website: [www.vishvprabhatrading.com](http://www.vishvprabhatrading.com)  
Email: [cosec@vishvprabhatrading.com](mailto:cosec@vishvprabhatrading.com)

October 17, 2018

To,  
BSE Limited  
Corporate Relationship Department  
14th Floor, P. J. Towers,  
Dalal Street, Fort,  
Mumbai- 400001

**Sub:** Duly Adopted Annual Report for FY 2017-2018 as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Ref.:** Scrip code-512064

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith Annual Report of the Company for the Financial Year 2017-18 duly adopted by the members at the 34<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018.

For Vishvprabha Trading Limited



Komal Bhagat  
Company Secretary and Compliance Officer  
ACS: 49751



Place: Mumbai

**34<sup>th</sup>**  
**ANNUAL REPORT**  
**2017-2018**

**VISHVPRABHA TRADING LIMITED**

**VISHVPRABHA TRADING LIMITED**  
**Regd. Off: Warden House, 340, J. J. Road, Byculla, Mumbai 400 008.**  
**CIN: L51900MH1985PLC034965**  
**Tel. (022) 2302 7900 Fax: (022) 2307 7231**  
**Website: [www.vishvprabhatrading.com](http://www.vishvprabhatrading.com)**  
**Email: [cosec@vishvprabhatrading.com](mailto:cosec@vishvprabhatrading.com)**

<b>Director</b>	:	Mr. Mitesh Thakkar Mr. Akash Karne Mr. Ashish Dange Ms. Shweta Patel
<b>Auditor</b>	:	M/s. Hegde & Associates (Chartered Accountants)
<b>Registered Office</b>	:	Warden House, 340, J.J. road, Byculla, Mumbai- 400 008

“The practice of distributing copies of the Annual Report at the Annual General Meeting is being discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report with them to the Meeting.

## VISHVPRABHA TRADING LIMITED

Regd. Off: Warden House, 340, J. J. Road, Byculla, Mumbai 400 008.  
CIN: L51900MH1985PLC034965 Tel. (022) 2302 7900 Fax: (022) 2307 7231  
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### NOTICE

Notice is hereby given that the Thirty fourth Annual General Meeting of the members of the Vishvprabha Trading Ltd will be held on Saturday, 29<sup>th</sup> September, 2018 at 3.00 p.m. at Office No 110,3<sup>rd</sup> Floor, Unique Industrial Estate, Nr Jawahar Talkies, Mulund West, Mumbai 400080, to transact the following businesses:

#### **ORDINARY BUSINESS:**

**1. To Consider and adopt:**

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

**RESOLVED THAT** the Audited Balance Sheet & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2018 along with the Auditor's Report and the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

**2. APPOINTMENT OF AUDITOR:**

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

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Doshi Maru & Associates, Chartered Accountant, (Firm Registration No. 112187W) be and is hereby appointed as the Statutory Auditors of the Company to hold the office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of sixth consecutive Annual General Meeting of the Company i.e 39<sup>th</sup> Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution"

#### **SPECIAL BUSINESS:**

**3. APPOINTMENT OF MR. MITESH THAKKAR AS DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

**“RESOLVED** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), **Mr. MITESH JAYANTILAL THAKKAR (DIN: 06480213)** who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 9th August, 2018 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**4. APPOINTMENT OF MR. AKASH BHAGWAN KARNE AS THE NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company **Mr. Akash Bhagwan Karne (DIN: 07949609)**, who was appointed as an Non Executive Additional Director of the Company with effect from 01<sup>st</sup> September, 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**5. APPOINTMENT OF MR. ASHISH RAMESH DANGE AS THE NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment

thereof, Mr. **Ashish Ramesh Dange** (DIN: **07274436**), who was appointed as an Independent Additional Director of the Company with effect from 9th August, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of Five years with effect from 9th August, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**6. APPOINTMENT OF MRS. SHWETA NIRAV PATEL AS THE NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. **Shweta Nirav Patel** (DIN: **08195679**), who was appointed as an Independent Additional Director of the Company with effect from 9th August, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of Five years with effect from 9th August, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**7. TO DESIGNATE MR. MITESH THAKKAR AS MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL):**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, the approval of members is hereby accorded by way of Ordinary resolution to appoint **Mr. Mitesh Thakkar** (DIN: **06480213**) as Managing Director of the Company to be designated as Key Managerial Personnel for a term of three years w.e.f. 9th August 2018, at a

consolidated remuneration not exceeding Rs. 9 Lakhs(Rupees nine lakhs only) per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Thakkar;

**RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, during the term of Mr. Thakkar, the Company shall pay Mr. Mitesh Thakkar, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if and to the extent necessary;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**8. TO CHANGE THE NAME OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s),and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from **VISHVPRABHA TRADING LIMITED** to **VISHVPRABHA VENTURES LIMITED** or any other name as may be approved by Central Registration Centre, New Delhi;

**RESOLVED FURTHER THAT** Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

I. The Name of the Company is **“Vishvprabha Ventures Limited.”**

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company as may be approved by CRC;

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to accept any other name approved by the CRC and seek approval for the change in the name of the Company from various statutory authorities accordingly without any further reference to the members for their approval;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**9. INCREASE IN AUTHORISED SHARE CAPITAL:**

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to provision of Section 13, 61(1)(a), 64 of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the company be and is hereby increased from Rs 24,50,000/- (rupees Twenty Four Lakh Fifty Thousand only) divided into 2,45,000 (Two Lakh Forty Five Thousand) Equity Shares of Rs 10/- each to Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each;

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following Clause V (a) and (b) be substituted:

*V. a) The authorised share capital of the company is Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each.*

*b) Minimum paid up capital of the company shall be Rs.1,00,000/- (Rupees One Lakh).*

**RESOLVED FURTHER THAT** existing Clause 3 of Article of Association be and is hereby deleted and in its place the following Clause 3 be substituted:

*The Authorized Share Capital of Company shall be as per Memorandum of Association of the Company.*

**RESOLVED FURTHER THAT** amendment be made in Memorandum of Association of the Company by replacing ‘The Companies Act, 1956’ with words ‘The Companies Act, 2013

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**10.ADOPTION OF NEW MEMORANDUM OF ASSOCIATION PURSUANT TO AMENDMENT IN OBJECT CLAUSE AND ALIGNMENT WITH PROVISIONS OF THE COMPANIES ACT, 2013.**

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

**RESOLVED THAT** pursuant to the provisions of section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of association of the Company as per the draft circulated (Annexure II) with the notice of this meeting with respect to the object clause (Clause III A & III B) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to accept any alteration in Memorandum of Association as required from various statutory authorities accordingly without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai) in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

**11.ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT 2013.**

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

**RESOLVED THAT** pursuant to Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations issued thereunder, and subject to such approvals, consents and sanctions as may be required from appropriate authorities, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association as per the draft circulated (Annexure III) with the notice of this meeting.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to accept any alteration in Articles of Association as required from



various statutory authorities accordingly without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai) in connection with the amendment of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

**12. CHANGE OF REGISTERED OFFICE OF THE COMPANY OUTSIDE THE CITY LIMITS:**

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

**RESOLVED THAT** Pursuant to Provisions of section 12 and any other provisions of the Companies Act, 2013 and Companies (incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the company be and is hereby shifted from its present location at Warden House, 340, J. J. Road, Byculla, Mumbai 400 008 to Office No 04, Survey No 45, Nr. Sarvoday Park, Nandivali Road, Dombivali – Maharashtra-421021,

**RESOLVED FURTHER THAT**, any Director of the Company, be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Mumbai , the required e-form, and any other statutory body or if required verification of the situation of the registered office of the Company.

**13. RECLASSIFICATION OF PROMOTERS OF THE COMPANY AS PUBLIC SHAREHOLDERS OF THE COMPANY SUBSEQUENT TO SUCCESSFUL OPEN OFFER**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of open offer by Mitesh Thakkar and Pramod G Ranka (HUF) (“Acquirers”/ “New Promoters”) under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to designated the Acquirers to be Promoter and Promoter Group of the Company and re-classify “Existing Promoter and Promoter Group” i.e. Sunil Surve, Mahesh Upadhyay, Suresh Upadhyay, Mrugesh Trading Limited, Bhairav Enterprises Limited, Rajan Enterprises Private Limited and Warden Infra Projects Private Limited to “Public category”:

Particulars	Existing Promoter & Promoter Group	Proposed Promoter & Promoter Group
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Promoter and Promoter Group	<ol style="list-style-type: none"> <li>1. Sunil Surve,</li> <li>2. Mahesh Upadhyay</li> <li>3. Suresh Upadhyay</li> <li>4. Mrugesh Trading Limited</li> <li>5. Bhairav Enterprises Limited,</li> <li>6. Rajan Enterprises Private Limited</li> <li>7. Warden Infra Projects Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Mitesh Thakkar</li> <li>2. Pramod G Ranka (HUF)</li> </ol>
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**RESOLVED FURTHER THAT** on approval of Stock Exchange and upon application for reclassification of the “Existing Promoter and Promoter Group” as “Public Category”, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“LODR Regulations”] has provided a regulatory mechanism for re-classification of Promoters as Public Shareholders and also when the new promoter replaces the previous promoter subsequent to the Open Offer.

## Notes:

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than ten members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business of the notice is annexed hereto.
2. The annual report will also be available on the website of the Company at [www.vishvprabhatrading.com](http://www.vishvprabhatrading.com) in the Investors Relations Section.
3. The register of members and share transfer book of the Company will remain closed from Tuesday, the 18<sup>th</sup> September, 2018 to Saturday, the 29<sup>th</sup> September, 2018 (both days inclusive), for the purpose of annual general meeting.
4. Corporate Members intending to send their authorized representatives 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.
5. All the Members are requested to
  - i. Intimate immediately any change in their address to Company's Registrar and Share transfer Agent  
Sharex Dynamic (India) Pvt. Ltd.,  
Unit 1, Luthra Industrial Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East), Mumbai 400072  
Tel: 022-28515606 / 44, Fax: 022-2851 2855  
Email: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com), Website: [www.sharexindia.com](http://www.sharexindia.com)
  - ii. Inform change in address directly to their respective depository participants in case members are holding shares in electronic form.
  - iii. Send all correspondence relating to transfer and transmission of shares to registrar and transfer agent and not to the Company.
  - iv. Quote their folio no. / client ID no. in their correspondence with the registrar and share transfer agents.
  - v. Send their queries related to accounts and operations of the Company at least 10 days in advance so that required information can be made available at the meeting.
  - vi. Intimate Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. for consolidation of folios, in case having more than one folio.

- vii. Bring their copies of annual report and attendance slip with them at the meeting.
  - viii. Bring entrance pass duly filled for attending the meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes to the Company's registrar and transfer agents, M/s. Sharex Dynamic (India) Private Limited.
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. Members can contact the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for assistance in this regard.
8. **Procedure for e-voting**

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at 34<sup>th</sup> AGM by electronic means and the business transacted through e-voting Services provided by central depository services Limited (CDSL). The instructions for shareholders voting electronically are as under:

**For Members whose e-mail addresses are registered with the Company / Depositories:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on shareholders.
- (iii) Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)  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

	<p>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 the 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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](http://www.evotingindia.com) and register themselves as Corporate.
  - 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) 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).

**For Members whose e-mail addresses are not registered with the Company/ Depositories:**

Members will receive a ballot Form along with the annual report. They have two options:

- i) To opt e-voting follow all steps from (i) to (xvii) above to cast vote; or
- ii) To opt for casting your vote in physical form, fill in the Ballot Form and drop it in the ballot box in the meeting.

**Other Instructions:**

- (A) The voting period begins on Tuesday, 26th September, 2018 at 9.00 a.m and ends on Thursday, 28th September, 2018 at 5.00 p.m. at 5.00 p.m. (preceding the date of AGM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, the 22<sup>nd</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (C) The voting rights of the shareholders shall be in proportion to their shares of the paid- up equity share capital of the Company as on the cut-off date (record date) of Saturday, the 22<sup>nd</sup> September, 2018.
- (D) Ms. Trusha Shah, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three working days of the conclusion of the meeting, a consolidated scrutinizer report of the total Votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (F) A Member can opt for only one mode of voting i.e. either through e-voting or physical form. If Member cast his/her vote by both modes, the voting done

through e-voting shall prevail and the vote by ballot shall be treated as invalid.

- (G) The results declared along with Scrutinizers' Report shall be placed on the Company's website [www.vishvprabhatrading.com](http://www.vishvprabhatrading.com) as soon as the results are declared by the Chairman and communicated to Bombay Stock Exchange India Limited, where the shares of the Company are listed.

**By Order of the Board of Directors  
For Vishvprabha Trading Limited**

**Sd/-**

**Mitesh Jayantilal Thakkar  
Director  
(DIN: 06480213)**

**Place:** Mumbai

**Dated:** September 1, 2018

**Registered Office:**

Warden House, 340, J.J. Road,  
Byculla, Mumbai- 400008

## ANNEXURE TO THE NOTICE

### **Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.**

#### **Item No.2**

M/s. Hegde & Associates, (Old Auditor) Chartered Accountants, FRN 103610W have accepted the company's request to consider early rotation of the Statutory Auditor of the Company and hence have tendered their resignation from the position of Statutory Auditors resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/s. Doshi Maru & Associates, Chartered Accountant, (Firm Registration No. 112187W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Hegde & Associates, (Old Auditor) Chartered Accountants.

M/s Doshi Maru & Associates, Chartered Accountant, (Firm Registration No. 112187W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

#### **Item No. 3**

Mr. **Mitesh Jayantil Thakkar** (DIN **06480213**) was appointed as an Additional Director of the Company with effect from 9<sup>th</sup> August, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. **Thakkar** holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Mitesh Jayantil Thakkar is an Indian Born citizen and qualified Chartered Accountant. A statement containing his profile and Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is given as per Annexure IV.

Except Mr. **Mitesh Jayantil Thakkar**, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. **Mitesh Jayantil Thakkar** as a Director.

#### **Item No. 4**

The Board of Directors of Company had appointed Mr. **AKASH BHAGWAN KARNE** as Non- Executive Non-Independent Directors, with effect from 01<sup>st</sup> September 2018, liable to retire by rotation.



The Company has received from his, (i) consent to act as Director, and (ii) declaration that he is not disqualified from being appointed as a Director of the Company.

The Company has also received notices in writing, from member along with requisite deposit under section 160 of the Act, proposing their candidatures for appointment as Director(s) of the Company.

A statement containing his profile and Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is given as per Annexure IV.

Except Mr. **AKASH BHAGWAN KARNE**, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the passing of the resolution as set out at item nos. 4 of the Notice for the appointment of Mr. **AKASH BHAGWAN KARNE** as Non-Executive Non Independent Director.

**Item No: 5**

With effect from 9th August 2018 Mr. Ashish Ramesh Dange (DIN 07274436) was appointed as an Independent Additional Director of the Company under section 161 of the Companies Act, 2013 for a period of Five years from 09th August 2018. The Company has received a notice from a member proposing him as a candidate for the office of Director of the Company. The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act.

Mr. Ashish Ramesh Dange fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. Accordingly the Board recommends the resolution for regularization/ appointment of Mr. Ashish Ramesh Dange as an Independent Director of the Company for a period of 5 years with effect from 9th August 2018 and seeks your approval to the said resolution.

A statement containing his profile and Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is given as per Annexure IV.

Except Mr. Ashish Ramesh Dange, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for the appointment of Mr. **Mr. Ashish Ramesh Dange** as Independent Director, not liable to retire by rotation.

**Item No. 6:**

With effect from 09th August 2018 Mrs. Shweta Nirav Patel (DIN 08195679) was appointed as an Independent Additional Director of the Company under section 161 of the Companies Act, 2013 for a period of Five years from 09th August 2018. The Company has received a notice from a member proposing her as a candidate for the office of

Director of the Company. The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act.

Mrs. Shweta Nirav Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. Accordingly the Board recommends the resolution for regularization/ appointment of Mrs. Shweta Nirav Patel as an Independent Director of the Company for a period of 5 years with effect from 9th August 2018 and seeks your approval to the said resolution.

A statement containing his profile and Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is given as per Annexure IV.

Except Mrs. Shweta Nirav Patel, the appointee herself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice for the appointment of Mrs. Shweta Nirav Patel as Independent Director, not liable to retire by rotation.

**Item No. 7:**

As per the provisions of Section 203 of the Companies Act, 2013 the Company needs to appoint a Key Managerial Personnel as Managing Director or CEO. Accordingly, it was proposed to appoint Mr. Mitesh Thakkar, an existing director of the Company as Managing Director

The resolution seeks the approval of shareholders for the appointment of Mr. Mitesh Jayantilal Thakkar as Managing Director of the Company for a period not exceeding 3 (three) years, pursuant to Section 196 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof). A statement containing his profile and Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is given as per Annexure IV.

Except Mr. Mitesh Jayantilal Thakkar to whom the resolution relates and to the extent of his shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.7 of the Notice. A profile of Mr. Mitesh Jayantilal Thakkar e is set out herein below the notice.

The resolution as proposed is recommended for approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

The remuneration payable to the abovementioned Director is given below:

(i) Fixed Compensation: Up to a maximum of Rs. 9 Lac (Rupees Nine Lac per annum)

The following additional detailed information as per Section – II of Schedule V is as follows:	
I. General Information:	
(a) Nature of industry	Manufacturing & Service Sector
(b) Date or expected date of commencement of commercial production.	The company is expected to start the commercial activities from 01 <sup>st</sup> Day of January, 2019
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
(d) Financial performance based on given indicators.	Financial year 2016-17 Gross Revenue : Rs 8326/- Profit/(Loss) after Tax :Rs (425,726/-) Rate of Dividend : NA Earnings per Share: (1.74)
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations
II. Information about the appointee.	
(a) Background details	Mr. Mitesh Jayantilal Thakkar is an Indian Born citizen and qualified Chartered Accountant.  He has immense knowledge and nearly one decade experience in the field of real estate, taxation and financial management. He has been associated with many companies and firms and is responsible for the overall working of the Company and is instrumental in making strategic decisions for the Company. Besides this, he is an eminent individual with sharp business acumen. He is also a speaker on various business subjects in India.
(b) Past Remuneration	NOT APPLICABLE
(c) Recognition or awards	NOT APPLICABLE
(d) Job profile and his suitability	He is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company
(e) Remuneration proposed	It is proposed to pay consolidated remuneration to Mr. Mitesh Thakkar up to Rs. 9 lac per annum (Rupees Nine lac Per annum) by way of salary and perquisites,

	performance based rewards/ incentives etc
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director.
III. Other information:	
(a) Reasons of loss or inadequate profits	The company was not having any major business activities earlier and hence there was loss or inadequate profits.
(b) Steps taken or proposed to be taken for improvement	The company is proposed to enter into manufacturing business contracts in field of Food Processing and apparels. It is estimated to be commenced from 01 <sup>st</sup> January, 2019 subject to regulatory approvals.
(c) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

### **Item No. 8**

The Company plan to foray into multifarious activities which extend beyond its main object. The Directors belief that the new name would help the company to bring positive energy thereby helping business to grow faster. Hence it is decided to shelve the word Trading from the name of the Company and propose to change the name from **VISHVPRABHA TRADING LIMITED** to **VISHVPRABHA VENTURES LIMITED**. The resolution as proposed is recommended for approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

After giving effect to resolution as proposed in item No.8 of notice it would be necessary to change the Clause I of Memorandum of Association of the Company and Clause 2(i) of Articles of Association of the Company. In any other documents wherever appear the old name be substituted by the new name **VISHVPRABHA VENTURES LIMITED**.

The resolution as proposed is recommended for approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

### **Item No. 9**

Presently, the Authorised Share Capital of the Company stands at Rs. 24,50,000 ( Rupees Twenty Four Lakh Fifty Thousand ) divided into 2,45,000 ( Rupees Two lakhs Fourty Five Thousand ) Equity Shares of Rs. 10 (Rupees Ten) each. In order to meet its business objectives, it is proposed to increase the Authorised Share Capital of the Company from Rs. 24, 50, 000 ( Rupees Twenty Four Lakh Fifty Thousand ) divided into 2, 45, 000 ( Rupees Two lakhs Fourty Five Thousand ) Equity Shares of Rs. 10 (Rupees Ten) to Rs. 5,00,00,000 (Rupees Five Crore) divided into 50, 00, 000 ( Rupees Fifty lakh ) Equity

Shares of Rs. 10 each (Rupees Ten) by the creation of additional capital of Rs. 4,75,50,000 (Four Crores Seventy Five Lakhs Fifty Thousand), divided into 47, 55,000 (Forty Seven Lakh Fifty Five Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. Hence the Resolution at Item No.9. Subsequent to the increase in the Authorised Share Capital, Clause V (A) of the Memorandum of Association, and the Articles of Association of the Company would have to be altered by passing the necessary Resolutions in the Annual General Meeting of the Members of the Company.

The resolution as proposed is recommended for approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

**Item No 10:**

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors' in its meeting held on 01<sup>st</sup> September, 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a. Clause IIIA – Main Objects of the Company by way of replacing with new object clause;
- b. Clause IIIB - Matters which are necessary for furtherance of the Objects specified In Clause 3(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- c. Clause III(C) – Other objects have been deleted;
- d. Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Extraordinary General Meeting (Annexure II) and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors recommend passing of this resolution by way of a special resolution. None of the directors, KMPs, or their relatives is interested or concerned, financially or otherwise, in the resolution set out at item no. 10.

**Item No:11**

As the members are aware, the existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contained references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the models Articles of Association for a Company limited by shares.

A copy of the proposed set of new articles of Associations proposed for approval, are circulated along with this notice of the Extraordinary General Meeting (Annexure III) of the Company would be available for inspection at the registered office of the Company during the business hours on any working day up to the date of the Annual General meeting.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item no.11 for the approval of members.

### **Item No:12**

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of Registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in Warden House, 340, J. J. Road, Byculla, Mumbai 400 008, with a view to improve operational efficiency , the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to Office No 04, Survey No 45, Nr. Sarvoday Park, Nandivali Road, Dombivali - 421021.

The Board of Directors recommends the approval of special resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 12.

### **Item no. 13**

The Company have received requests from “Acquirers to classify them as Promoter & Promoter Group” and to reclassify “Existing Promoter and Promoter Group” to Public category as required under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations, 2015’).

Detail of shareholding of the Company is as follows:

Name of the old Promoters	Shareholding (Prior Open Offer)		Shareholding (After Open Offer)	
	No of Equity shares	%	No of Equity shares	%
Mahesh Upadhyay	50	0.02	50	0.02
Sunil Surve	50	0.02	NIL	NIL
Suresh Upadhyay	50	0.02	NIL	NIL
Mrugesh Trading Limited	24,000	9.80	NIL	NIL
Bhairav Enterprises Limited	12,550	5.12	NIL	NIL
Rajan Enterprises Private Limited	23,000	9.39	NIL	NIL

Name of the old Promoters	Shareholding (Prior Open Offer)		Shareholding (After Open Offer)	
	No of Equity shares	%	No of Equity shares	%
Warden Infra Projects Private Limited	22,050	9.00	NIL	NIL
<b>Total</b>	<b>81,750</b>	<b>33.37</b>	<b>50</b>	<b>0.02</b>

The Promoters seeking re-classification along with their personal promoter group entities do / will not:

- A. have any special rights through formal or informal agreements
- B. hold more than 10% of the paid-up capital of the Company.
- C. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

Any of the Directors of the Company or the Company Secretary & Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

## **Annexure II**

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VISHVPRABHA TRADING LIMITED

- I. The name of the company is VISHVPRABHA TRADING LIMITED
- II. The registered office of the Company will be situated in the state of Maharashtra i.e. within the Jurisdiction of the Registrar of Companies at Mumbai.
- III. The objects for which the Company is established are:
  - (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
    1. To carry on the business of manufacturers, dealers, traders, stockist, importers, exporters, commission agents or otherwise of agricultural implements, food products, beverages, cotton, jute, textiles, yarns, chemicals, paper and engineering goods.
    2. To work as Builders, Contractors, sub-contractors, road contractors, engineers, civil, mechanical, structural, electrical and electronics, industrial environment, surveyors, designers, electrical and to construct, execute, carry out, supervise, maintain, improve, work, develop, control, manage, alter, repair, pull down, restore and removal in any part of India or in any part of the world, works, and convenience of all types and kinds or otherwise, undertake civil construction works, assist, associate, collaborate, take part or participate in the construction, maintenance, development, working control any management thereof including taking work as EPC contractor on build, operate and transfer( BOT) / BOOT / BOO annuity or any other basis.
  - (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:
    3. To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, flyovers, bridges, airports, water courses, and other infrastructure projects.
    4. To prepare and submit overall and detailed plans for civil and industrial execution to any company, corporation, body corporate, industries, firm, association or any person with regard to new projects and/or improvements



and/or expansion of the existing projects.

5. To provide with technical, professional and consultancy services, expert's advice, analysis, survey plans, project reports and information in relation to installation and working of any project for development and setting up of infrastructure facilities.
6. To enter into arrangements with companies, firms and persons for promoting and increasing the sale and purchase of securities of all and every kind and descriptions, either by buying, selling or by financing or assisting such companies, firms or persons to do such last-mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes, to lend money, guarantees or security or otherwise finance or assist all such purposes and to place inter corporate deposits and to carry on business as company established with object of financing industrial enterprises in India.
7. To setup hospitals, nursing homes and healthcare centers and provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis understanding and prevention and treatment of diseases.
8. To apply for, purchase, or otherwise acquire whether in India or abroad any patents, protections, brevets, d'invention, licences, concessions and like conferring any exclusive or non-exclusive or limited right to use of any secret or other information to any invention which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop or grant in respect of or otherwise turn to account, the property or information as required.
9. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings offices and other things found necessary or convenient for the purpose of the Company.
10. To promote, sponsor, undertake and carry out rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist in the promotion or execution thereof either directly or through an independent agency or by making contributions through an independent agency or by making contributions or giving donations or in any other manner. Without prejudice to the generality of the foregoing programme for promoting the social and economic welfare programme or the uplift of the people to any rural area and the words "rural area" shall include such areas as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural implementation of any of the abovementioned objects or purposes, and for this purpose transfer without consideration or at such fair or concessional value and subject to the provision of the Act divest the ownership of any property of the Company to or in favour of any Public or Local Body, or

Authority or Central or State Government or any Public Institution or Trust.

11. To draw, make, accept, endorse, discount; negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable, or transferable instruments provided that the Company shall to carry on any banking operations within the meaning of Banking Regulation Act.
12. To encourage, assist, aid and support any person, company, firm, authority, institution, society, trust, fund and agency established for the purpose of carrying out any of the objects for which this company is formed.
13. To purchase, take on lease, or otherwise acquire and keep insured any lands, buildings, easements, rights, or common use of property, immovable or movable, which may be required for the purpose of or conveniently used or held, in connection with any of the above mentioned objects and to sell, demise, mortgage, give or dispose of the same or any part thereof.
14. To acquire real or leasehold estate and to purchase lease, construct or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on all such offices, buildings, houses for employees and directors as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
15. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
16. To enter into arrangements with companies, firms and persons for financing or assisting such companies, firms or person to do such acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes, to lend money, guarantees or security or otherwise finance or assist all such purposes.
17. To receive money, securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
18. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's object.
19. To invest the surplus funds of the Company, from time to time in government securities or in other securities or in such other manner as may from time to time be determined by the directors, and from time to time to sell or vary all such instruments and to execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
20. To acquire, purchase, take over and/or amalgamate business of companies which under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company; to amalgamate with companies who business is so acquired, purchased or take over and or to enter into agreements with the object of acquisition of such undertakings

and/or business.

21. To enter into any arrangements with any Government or any authority, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain any Act of Parliament, privileges, concessions, licence or authorisation of the Government or any other authority - local or otherwise for enabling the Company to carry any of its objects into effect or for extending any of the powers of the company and to carry out, exercise and comply with any such Act, privileges, concession, licence or authorisation.
22. To carry on the business of advancing short-term and long-term loans and credits to individuals, companies or associations of individuals by whatever name called, either on securities such as land, buildings or part thereof, machinery, plants, shares, debentures, Government securities, stock certificate, life insurance policies, and Units, stock-in-trade or on guarantee or clean without securities.
23. To borrow, receive or raise monies and secure and discharge any debt or obligation or binding on the company in such manner as may be thought fit and in particular by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the company or by the creation and issue, on such terms as may be thought expedient, debentures or debenture stock, perpetual or otherwise or other securities of any description subject to the provision of section 58A of the Companies Act, 1956 and directives of Reserve Bank of India under the Reserve Bank of India Act, 1934.
24. To provide consultancy or portfolio services on investments, leasing, hire purchase and trading business and to become member of Stock Exchange, Financial Institutions, and to give or take franchise/right of any listed or unlisted companies for collecting deposits/subscription.
25. To carry on the business of a hire purchase, finance and leasing Company and to purchase or otherwise acquire in order to provide on lease or on hire purchase basis every kind of industrial, household or office plant, equipment, machinery, instruments, appliances, apparatus or accessories, or goods, articles or commodities of all and every kind of description, buildings, premises, or other real estate or immovable property, required for or in connection with industrial manufacturing, processing, trading, commercial, agricultural, transport or servicing or other business, activities or operations of every kind and description and to import, export, buy, sell, barter, exchange, pledge, make advance upon, supply or otherwise deal in goods, produce, articles and merchandise.
26. To appoint agents and constitute branches and agencies of the Company in India or in any part of the world. In the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.
27. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture or collaboration, reciprocal concession or otherwise with any person or partnership firm or an association or Company carrying on or engaged in or about to carry on or engage in any business or

transaction, which the company is authorised to carry on or to amalgamate with another Company or companies having similar business objects.

28. To employ experts to investigate and examine into the conditions, management, prospects, value, characters and circumstances of any assets, properties or rights.
29. To undertake and execute any trusts for the benefit of employees and also to undertake and execute the offices of the Executor of the will of any deceased person, Administrator of any deceased persons, trustees for debenture holders or debenture stock holder of any company and to appoint trustees to hold securities on behalf and to protect the interests of the Company.
30. To open current or fixed accounts with any banks or Institutions, or merchants and to pay into and draw money from such accounts.
31. To accumulate capital from the profits of the Company for any of the purposes of the Company and to use and appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purposes.
32. To pay all preliminary expenses of the any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
33. To act as share and stock brokers, as consultants on behalf of individuals, firms, companies and other persons in relation to shares, stocks, bonds, securities, units, debentures, fixed and other deposits, to assist, to control, negotiate loans and underwriting contracts, act as merchant Bankers, managing and issue brokers for issue of shares, debentures and other securities, to act as underwriters, and transfer agents and registrar to the issue.
34. To amalgamate or enter into any arrangement for sharing of profits, union of interest, cooperation, reciprocal concession, lease, licence or otherwise with any person carrying on or transaction which the Company is authorised to carry on or engage in.
35. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
36. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade marks, formulae, licence, lease, concessions, conferring any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired.
37. To purchase or import, take on lease or in exchange, hire or acquire any movable or immovable property and any rights or privilege which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

38. To invest or otherwise deal with the money of the Company, not immediately required in such manner, as may, from time to time, be thought fit subject to provisions of the Act.
39. To lend and advance money or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Act.
40. To borrow or secure money in such manner as the Company may think fit or to make repayment of any debt, liability, perform any contract entered into or to issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
41. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
42. To sell or dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit.
43. To take or hold mortgages, liens, and charged to secure payment of the purchase price, or any unpaid balance of the purchased price, of any part of the Company' property of any kind sold by the Company, or any money due to the Company from buyer.
44. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company by it subject to the provisions of the Act.
45. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.
46. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems or the promotion of industry, trade or business of the Company or for the promotion of science and technology, cultural activities, sports, environment, rural development and other social and welfare activities.
47. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds, and trusts which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the Company or the dependents of any such person.
48. To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration Act and the Rules of

the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants or advisors in this behalf.

49. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government or trust for obtaining any grant licence or formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorised to produce or to deal in.
50. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture-stock, for dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
51. To carry on the consultancy business in the field of light, medium and heavy engineering machinery, turnkey project, setting of manufacturing and processing units, installation of projects and to provide financial, engineering, and project consultancy services to foreign and Indian buyers, seller, exporters, importers, manufactures, traders and enterprises.
52. To undertake the business of providing medical facilities including nursing homes, hospitals, consulting homes for medical men and conduct and carry on experiment and provide fund for research works and for scholarships, stipend, remuneration and/or other payment or aid to any person or persons engaged in research work, or work connected with or conducive to research and to encourage and to improve knowledge of the persons who are engaged or likely to be engaged in any medical or related profession so as to make available medical relief to the public at large.
53. To acquire establish and maintain one or more hospital/hospitals for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of person requiring medical attention, or rehabilitation, solely for philanthropic purposes and not for purpose of profit and provide medical relief to the public in all the branches of medical sciences by all available means.
54. To insure or guarantee and to carry on guarantee and counter guarantee business and in particular guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description as well as the fulfillment of contracts and other trading and commercial transactions of every description, whether at home or abroad and to indemnify any person against the same and to guarantee the payment of money secured by or payable under or in respect of any debentures, debentures-stock, bond, mortgage, charge, security, contract or obligation of any person, persons or corporation or any authority, supreme, municipal, local or otherwise. To underwrite, sub-underwrite, or to act as brokers to or manager or any issue of shares, debenture - stock, bonds, units, obligations, mortgages

and securities issued by any company, person, firm, corporation or not and situated wherever.

55. To carry on business or vocation of acting as advisers & consultant on all matters and problem relating to hospitals, health sanitariums, clinics, day care centers, health resorts, health spas and hospices regarding survey, project report, evaluation, design, construction, repair & maintenance, finance, liasoning, co-ordination, legal obligation, organization & management, health care and health audit.
56. To collect information and data for development of software for hospital information system, submit report on feasibility of new project and/or improvement to and/or expansion of existing projects, diagonise operational difficulty and weakness in and suggest remedial measures to improve and modernise existing units.
57. To enter into any arrangement by way of a turnkey project involving supply of technical, civil, financial, administrative, plant and merchandise information, knowledge and experience and as such undertake for and on behalf of a client to set up any project in India or abroad.
58. To act management consultants and render services to the company, government, central or state or any municipal or other body corporate or association or individuals with capital, credit, means or resources for prosecution of any works, undertaking, project or enterprises.
59. To act as management consultant and render engineering, technical, management and other skilled and other services to all types of industry or organisation in India or abroad including for office, advertising, accounting, computer, secretarial and taxation matters and without limiting the generality of the above to act as consultants.
60. To carry on the business of consultants in all fields, including the business of legal, industry, business management financial, cost accounting, recruitment personnel management, inventory control, import & export and other technical or non-technical consultants and particular prepare Project Report for all types of industries to set up systems of casting of to give other consultancies on cost accounting to advise companies on the financial system, to plan out machinery location and factories, to advise on tax planning, to recruit people for all types of posts in all types of industries or offices and to make representation types of industries or offices and to make representation before anybody corporate, authority, corporation firm person, or association of persons of any field in which help may be required of the company, including the procurement of materials, machinery or any other items or things required by anybody corporate authority, corporation person, firm or association of persons and charge fees of such advise and help whether in India or abroad.
61. To act consulting engineers, designers, surveyors, valuers, planners, advisors, inspectors, supervisors and maritime management consultant for any types of

manufacturing and operation of dredging equipment, dredgers, cranes, pontoons, barges and other types of crafts, ships and vessels and to provide a technical know how and render complete comprehensive service and industrial techniques of factories, foundries, building, ship building yards, shipping jetties, docks quarries, wharves, canals, rivers, estuaries, back waters, harbors, locks warehouses and other works.

62. To carry on the business of business of town-planners, surveyors, valuers, appraisers, decorators, furnishers, furniture markets, dealers in cement, steel, iron, fuel, coke, wood, coal, timber, for the business.
63. To carry on the business of consultants, landscape architect valuers, designers, and supervisors of all kinds of industrial, commercial, public and residential premises buildings and projects.
64. To promote the formation of industrial estate, commercial or residential townships, colonies, co-operative housing and/or industrial societies, trusts, or other association or organisation for owning any of properties movable or organisation of owning any of the properties moveable or immoveable.
65. To construct, maintain, or work any tramways, railways, branches or sidings, wharves and warehouses, and to carry out all other works and conveniences which may seem calculated directly and indirectly to advance Company's interest, and to contribute or otherwise assist or take part in the construction and maintenance or working thereof.
66. To purchase, take on lease or in exchange, or otherwise acquire any lands and building, and any estate or interest in, and any rights connected with, any such lands and buildings and to develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes.
67. To carry on the business of builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, cement, timber, hardware, and other building requisites, brick and tile and job masters, carriers and house agents.
68. To take up the business of builders, contractors, land developers, property owners and to act as estate agents and property consultants and dealers in and manufacturers of prefabricated and pre-cast houses, buildings, and erections and materials, tools, implements, machinery and metal ware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith.
69. To erect, build, construct, maintain, alter, extend, enlarge, purchase and sell, pull, down remove or replace, improve or develop and to work manage and control any buildings, chawls, offices, factories, mills, foundaries, refineries, furnaces, godowns ,warehouses, shops machinery, engines, roadways or other means of transport, sidings bridges, tanks, water courses, water systems wharves, electrical works gas works or works operated by any other kind of power and also such other machinery equipment conveyances works and conveniences to



subsidies, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or Company or with any Government or Governmental authority in doing any of these.

70. To do the business of Housing by constructing houses, bungalows row houses, farm houses, resorts with or without adjoining gardens and selling, let exchange, deal with, dispose of the same and to prepare, manufacture and deal in materials necessary for building and to carry on business as building contractors and to acquire land and plots for colonization or otherwise, sell plots, construct buildings for sale and rent or both on installments or otherwise.
71. To manufacture prefab houses either independently or in collaboration with any Indian or foreign company or firm and to undertake the completion or partial erection and construction of such buildings and prefab works of all description.
72. To extent or develop the business of the company from time to time by purchasing acquiring by exchange or otherwise or taking on lease for the purpose of the company in any part of India or elsewhere any lands (whether freehold, lease hold or otherwise) with or without buildings standing thereon and any machinery, plant, or other property (including trade marks, trade names, and goodwill of every description) (Movable or as well as immovable) necessary or expedient for any business or object or prospective business or requirement of the company or any estate or interest in or right over any such property and by erecting, constructing and maintaining on any lands of or in the possession of the company and building, structures, works, and machinery, plant and to alter, enlarge and remove all or any of the buildings, factories, premises, machinery and other thing for the time being the property of the company and to expend for such purpose from time to time such sums of moneys as the company may deem necessary or expedient.
73. To carry on the business of proprietors of lands, flats, dwelling houses, shops, offices, industrial estates, leases of lands, flats and other immovable properties and purchase, take on lease or otherwise acquire and hold and lands or buildings of any tenure or description wherever situated, or right or interests therein or connected therewith, to prepare buildings, sites, and to construct, reconstruct, pull-down, renovate, alter, improve, decorate, furnish and maintain flats, dwelling houses, shops, offices, blocks, buildings, industrial estates, works and conveniences and sell the same on ownership basis, installments basis, hire purchase basis or lease basis and transfer such building to co-operative society, limited companies or association of person or individual as the case may be, to lay out roads, pleasure gardens, recreation grounds, auditorium, theatres and sports pavilion to plant, drain, or otherwise improve land building or any part thereof.
74. To carry on the business of, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and govt. civil contractors of immovable properties including building, highways, roads, bridges, tunnels, waterways, sea-ports in general and under BOT system

and all types of structural and pilling engineering work, interior designing and graphic.

75. To engage in the business (whether manufacturing, buying, selling, acting as agents)of engineering, contracting and construction, including the design, manufacturing, construction, erection, alteration, repair, and installation of plants, buildings, ways, works, system and mechanical, electrical and electronic machinery, equipment apparatus and devices and to manufacture, buy, sell, deal, in and process any materials required for engineering, contracting and construction.
76. To carry on the business or vocation of acting as advisers and consultants on all matter and problem relating to the Technical Industries, civil, administration, finance and organization, management, commencement or expansion of industry purchasing techniques and business(including construction of plants and buildings), production, purchases, sales material and cost control, marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies, association (incorporated and unincorporated), departments and service of the government, public or local authorities, trusts, scientific research and Development Centers, and to be appointed as technical, financial, industrial administration, civil consultants.
77. To investigate on behalf of any company, corporation, body corporation industries firm association or any person and collect information and data and submit report on feasibility of new projects and/or improvement to and/or expansion of existing projects; and diagonise operation difficulties and weaknesses and suggest remedial measures to improve and modernize existing units.
78. To prepare and submit overall and detailed plans for civil and industrial execution to any company, corporation, body corporation, industries, firm, association, or any person regard to: (a) New projects and/or (b) Improvement and/or expansion of the existing projects.
79. To enter in to any arrangement by way of a turnkey project involving supply of technical, civil, financial, administrative, plant and merchandise, information knowledge and experience and as such, undertake for and on behalf of a client to set up any plant of project in or out side India.
80. To provide management consultancy services to individuals firms, companies body corporate, societies, undertaking organization, institution, association, government , local authorities and other and to arrange to requirement and training of personal requirement by above entities in India and Abroad and including development of foreign personnel (immigration and employees).
81. To carry on business as consultants in the field of technology, engineering, process planning , science, management, organization, finance, accounting, commerce, manpower planning, selection of training, behavioural sciences and act as technical consultants, efficiency experts, adviser to any person or persons,

firm, company, corporation, business, societies, association, government , local body, & educational institution in India and other part of world.

82. To carry on business as consultants and adviser (in India and overseas) to individuals, firms, commercial enterprises, company, corporation, government, semi government, local social and other organization on technical industrial, commercial, marketing, financial, legal, taxation costing, accounting, personnel (including selection of personnel )Industrial relation, company law, excise, customs, import & export, investment or management matter and to undertake the work of preparing feasibility report, detailed project export, techno-economic reports, survey and site selection, designing, testing and/or furnishing process, know-how, plant and/or product designs, preparing, submitting tenders, supervision and execution of all architectural engineering and installation aspects of works pertaining to buildings, structure, plants, machinery and equipment and to assist and advise for purchase, sale, supply or erection of plant, machinery, buildings and equipment.
83. To carry on the business of and to at as consultants and advisers in all their respective branches, including without prejudice to the generality of above matters, technical, commercial, financial or business and in such firm, company or body corporate or authority or government which may be given or rendered while carrying on such business as aforesaid which may lead to or be rendered while carrying on such business as aforesaid which(1) efficient methods of management (2) economy in manufacturing costs or cost of production or administration, (3) increase in production (4) handling of financial, commercial, industrial and technical dealings with and in particular agreement for collaboration, joint venture or the acquisition or disposal of assets including the "know-how",(5) rendering of all services whether incidental to the above.
84. To render advisory and consultancy service in the fields of investment, finance, management, secretarial legal, administrative, including economic, industrial and taxation.
85. To purchase, acquire, takes on lease or in exchange or in any other lawful manner any area, land, building, structures and to turn the same in to account, develop the same and dispose of or maintain the same and to build townships, markets, or other building residential and commercial or conveniences thereon and to equip the same or the part thereof with all or any amenities or convenience, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and advancing money to and entering into contract and arrangement of all kind of builders, tenants and others.
86. To construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain building structures houses, apartment, hospital, schools, places, of worship, highway, roads, paths, street, sideways, courts, alleys, pavements and to do other similar construction, leveling or paving work, and for the purpose to purchase, take on lease or otherwise acquire and hold any land and prepare lay-out thereon or buildings of any tenure

or description wherever situate, or right or interests therein or connected therewith.

87. To construct erect and maintain, either by the company or other parties, sewers, roads, streets, tramways, gasworks, water works, buildings, houses, flats , shop, and all other works, erection and things of the description whatsoever, either upon the land acquired by the company or upon other lands, and generally to alter and improve the land and other property of company.
88. To lend or advance money to builders and other persons on securities of all description whether real or personal, and to grant loans upon mortgage of any land buildings, and hereditaments, of whatever tenure, for the improvement thereof or otherwise.
89. To carry on the business as developers, and for all purpose to purchase, acquire, won process, buy, sell, re-sell, and traffic in land structure and estates, other immovable properties and to develop co-operative, housing schemes, townships, and prepare of building sites, constructing, re-constructing, erecting, altering, improving, enlarging, developing, decoration and furnishing houses, buildings, hotels, motels, resorts, flats, factories, shop, office, garages, warehouses, workshops, hospitals, nursing homes, clinics, halls, theatres, palaces etc.
90. To acquire by purchase, lease exchange, hire, reclamation or otherwise and make advances on the security of and deal with or traffic in lands, building and hereditament of any tenure or description and any rights, easements, estate, or interest therein or connected therewith and the develop and turn the same to account as may seem expedient, and particular by laying out and preparing land for building purposes and preparing building sites by surveying planning, leveling, planting, paving draining forming and cultivation land, converting and appropriating any such land into and for road street, squares, grounds, graders and other conveniences and by construction, re-constructing, pulling down, altering, improving, decoration, furnishing, holding, managing, administering, controlling and maintaining office, flats, house, bungalows, chawls, factories, colonic, warehouses , ships, water works, wharves, buildings, swimming pools, market, hotels, motels, theatres and other works, structures and conveniences of all kinds for residential, commercial, public or industrial purposes and by leasing, letting (on building lease or building agreement or otherwise), selling (by installment or otherwise)and other disposing of the same and to carry on the business of promoters builders, developers, constructors and contractors.

IV. The liability of the members is limited.

- V. (a) The Authorised share capital of the Company shall be Rs.24,50,000/- (Rupees Twenty Four Lakh Fifty Thosuang only) divided into 2,45,000 (Two Lac Forty Five Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each.

**Annexure III**  
**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**VISHVPRABHA TRADING LIMITED**

Regulations in Table F in the first schedule to the Companies Act, 2013 shall apply to this company except so far as they are not inconsistent with any of the provisions contained herein and except in so far as they are hereinafter expressly or impliedly excluded or modified.

**1.INTERPRETATION**

In these regulations-:

1. "the Act" means the Companies Act, 2013 as amended from time to time;
2. "Beneficial Owner" means a person whose name is recorded as such with a Depository;
3. "Board of Directors" or "Board", in relation to a company, means the collective body of the directors of the company.
4. "the Company" or "this Company" means **VISHVPRABHA TRADING LIMITED**.
5. "Debenture" includes debenture stock, bonds, Partly Convertible Debentures, Fully Convertible Debentures and any other securities of a Company constituting a charge on the assets of the company;
6. "Depositories Act" means the Depositories Act, 1996, and any statutory modification or re-enactment thereof for the time being in force;
7. "Depository" means the Depository as defined in the Depositories Act,1996;
8. "Directors" means the Directors for the time being of the Company or the case may be the directors assembled at a Board.
9. "Dividend" includes Bonus Share;
10. "Month" means a calendar month.

11. "Office" means the registered office for the time being of the Company.
12. "persons" includes corporations, firms as well as individuals.
13. "these presents" or "regulations" means these Articles of Association as originally framed or altered from time to time and includes Memorandum where the context so requires.
14. "SEBI" means the Securities and Exchange Board of India;
15. "words" importing the singular number also includes the plural number, and vice versa.
16. "writing" shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.
17. any words or expressions defined in the Act shall except where the subject or context forbids, to bear the same meaning in these Articles.

## 2. SHARE CAPITAL AND VARIATION OF RIGHTS

1. The Authorized Share Capital of the Company shall be as provided in the Capital Clause of the Memorandum of Association of the Company.  
  
The Minimum Paid-up Capital of the Company shall be Rs. 1 Lakh
2. The Company shall have power to increase or reduce its capital from time to time to such amounts as the Company may determine.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the

commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
  - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall details mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55, any preference shares may be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### 3. FURTHER ISSUE

In the event that the Board determines that the Company requires additional funds, the Board shall determine the manner in which such funds shall be procured by the Company, and also decide on whether such funding shall be achieved through capital infusion, such as Right Issue or Preferential allotment, or a combination of both, or through any other means that the Board may deem appropriate at the relevant time.

### 4. ISSUE OF SWEAT EQUITY SHARES

The Company shall subject to and in accordance with the provisions of section 54 of the Act, shall have the power, by a Special Resolution passed at a General Meeting to issue Sweat Equity Shares to the Directors, Employees and such other person as may be decided by the Board.

### 5. ALTERATION OF CAPITAL

1. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
2. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (iv) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

3. Where shares are converted into stock,—

- (i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (iii) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

4. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (i) its share capital;
- (ii) any capital redemption reserve account; or
- (iii) any share premium account.

## 6. TRANSFER OF SHARES

- 1.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.



- 2 The Board may, subject to the right of appeal conferred by section 58 decline to register---
  - (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (ii) any transfer of shares on which the company has a lien.
3. The Board may decline to recognise any instrument of transfer unless—
  - (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
  - (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (iii) the instrument of transfer is in respect of only one class of shares.
4. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year

#### 7. TRANSMISSION OF SHARES

1. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
  - (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
2. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
  - a) to be registered himself as holder of the share; or
  - b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

- 3.(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he selects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member
4. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

- 5.(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he selects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer or the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member

## 8. BUY BACK OF SECURITIES

Notwithstanding anything contained in these Articles, in the event it is permitted by law for a Company to purchase its own Shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own Shares or securities as it may think necessary, subject to such limits, upon such terms and condition, and subject to such approvals, as may be permitted by law.

## 9. DEMATERIALISATION OF SECURITIES

1. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form, pursuant to the Depositories Act.

2. Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a depository in respect of any security, in the manner provided by the Depositories Act, and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities

Provided That the Company is Registered with the at least one Depositories as per Depositories Act, 1996, Rules and Regulation of the concern Depositories. It is hereby clarified that if the Company does not opt to Register with the Depositories then shareholders or Securities holders of the Company shall compulsory hold Shares or Securities in physical mode.

3. Where a person opts to hold a security with a Depository, the Company shall intimate the Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the security.
4. All securities held by a Depository shall be dematerialized and shall be in a fungible form.
5. Notwithstanding anything to the contrary and Beneficial Owners contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the Beneficial Owner.
6. Save as otherwise provided in (a) above, the Depository as a registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
7. Every person holding Shares of any class in the capital of the Company and whose name is entered as Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.
8. Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of who are entered as beneficial owners in the records of a depository.
9. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.
10. The Register and Index of Beneficial Owner maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.
11. Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

## 10. NOMINATION FACILITY

Notwithstanding anything contained in these Articles every holder of Shares in, or debentures of the Company shall be entitled to nominate in the prescribed manner, a person to whom his Shares in or debentures of the Company shall vest in the event of his death, in accordance with the provisions of the Act.

## 11. GENERAL MEETING

All general meetings other than annual general meeting shall be called extraordinary general meeting.

1. A General Meeting of the Company may be called by giving not less than seven days notice in writing. However, a general meeting may be called by giving a shorter notice less than of Seven days, if consent is accorded thereto; in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting :
2. Notice of every meeting shall be given to:
  - i) every member of the company, legal representative of any deceased member or the assignee of an insolvent member
  - ii) the auditor or auditors of the company; and
  - iii) every director of the company in any manner authorized by sub-sections (1) to (4) of Section 53 of the Act.
3. Every notice of a general meeting of the Company shall specify the place, the date and the hour of the meeting.
4. Every member entitled to vote at a meeting of the Company shall give vote personally or by way of proxy.
5. In case of joint shareholders, the vote of the First Holder who tenders the vote in person shall be accepted to the exclusion of the votes of the other joint shareholders.
6. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy may vote, whether, on show of hands or poll, by his nominee or legal guardian.
7. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be the quorum.
8. The Chairman, of the Board of Directors, shall be entitled to take the chair at every general meeting. If Chairman is not present within fifteen minutes of the time appointed for holding the meeting or is unwilling, the Directors present may choose one of themselves to be the Chairman, and in default of their doing so, the members present shall choose a Director as Chairman and if no Director is present or if all the Directors present decline to take the chair, then the members present shall choose one of themselves to be the Chairman.

9. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.

## 12. PROCEEDINGS AT GENERAL MEETINGS

1. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
2. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
3. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
4. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

## 13. ADJOURNMENT OF MEETING

1. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.  
(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 14. VOTING RIGHTS

1. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
  - (i) on a show of hands, every member present in person shall have one vote; or
  - (ii) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

2. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
3. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.  
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
4. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
5. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
6. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
7. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
8. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

## 15. PROXY

1. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
2. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
3. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## 16. BOARD OF DIRECTORS

Until otherwise determined by a general meeting the number of Directors shall not be less than two or not more than fifteen.

1. The First Directors of the Company shall be:
  - i) Shri. Swapan Ghosh.
  - ii) Shri. Sujit Dutta Roy
  - iii) Shri. U S Agarwal.
2. First Directors shall be Board and each of them shall act as a Director until he dies or voluntarily resigns or becomes incapable of acting and shall not, while holding that office be subject to retirement by rotation or removal.
3. Subject to the provisions of Act, the Directors shall be entitled by will or codicil to appoint his/her spouse or one of their children to be on the Board in his place.
4. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.  
  
(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
  - a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - b) in connection with the business of the company.
5. The Board may pay all expenses incurred in getting up and registering the company.
6. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
7. All cheques, promissory notes, drafts, hands, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine,
8. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
9. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
10. The Board of Directors of a Company may by a resolution passed by the Company in general meeting, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:

Provided Further That an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

#### 17. PROCEEDINGS OF BOARD

1. The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
  2. A Director may, and the manager or secretary on the requisition of a Director shall at any time, summon a meeting of the Board.
  3. The notice for meeting of the Board must be as per Section 173 of the Companies Act, 2013.
  4. (i) Save as otherwise expressly provided in the Act, question arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
5. The quorum for a meeting of the Board of Directors of a company shall be one-third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.
  6. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company and for no other purpose.



7. Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.

Explanation.—For the purposes of this sub-clause, “interested director” means a director within the meaning of sub-section (2) of section 184.

8. Where a meeting of the Board could not be held for want of quorum, then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

Explanation.—For the purposes of this Article,—

- (i) any fraction of a number shall be rounded off as one;
  - (ii) “total strength” shall not include directors whose places are vacant.
9. The continuing Directors may act, notwithstanding any vacancy in the Board, only if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board. The continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, for summoning a general meeting of the company, but no other purpose.
  10. (i) The Board may elect a Chairman of its meetings and determine the period for which he is to hold office  
(ii) If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting.
  11. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.  
(ii) Any committee so formed shall, in the exercises of the power so delegated, conform to any regulation that may be imposed on it by the Board.
  12. (i) A committee may elect a chairman of its meetings.  
(ii) If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed by holding the meeting, the members present may choose one of their numbers to be chairman of the meeting.
  13. (i) A committee may meet and adjourn as it thinks proper.  
(ii) Questions arising at any meeting of a committee shall be determined by majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.
  14. All acts done by any meeting of the Board or of the committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of

such director or of any person acting as aforesaid, or that they or any of them where disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be director.

15. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all or any member of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### 18. CIRCULAR RESOLUTION

1. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

2. A resolution under sub-clause (1) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

#### 19. POWERS OF DIRECTORS

1. Subject to provisions of the Act and these Articles, the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such acts and things, as the Company is authorized to exercise and do, provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other Act or by the Memorandum or these Articles or otherwise, to be exercised or done by the Company in General Meeting, provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles or any regulations not inconsistent therewith duly made thereunder including regulations made by the Company in General Meeting.
2. No regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if those regulations had not been made.

#### 20. MANAGING & WHOLE TIME DIRECTORS

1. The Directors may from time to time appoint one or more Managing Director or Managing Directors (which expression shall include a Joint Managing Director, Deputy Managing Director) or Whole-time Director or Whole-time Directors of the Company for such term as they may think fit.

2. Such Managing Director or a Whole-time Director shall not, while he continues to hold that office be subject to retirement by rotation.
3. Remuneration of a Managing Director or Whole-time Director shall from time to time be fixed by the Board and may be by way of fixed salary or commission on profits of the Company, or by participation in any such profits or by any or all of these modes.
4. Subject to the superintendence, control and direction of the Board of Directors, the day to day management of the Company may be entrusted to the Director or Directors appointed under this Article with power to the Board to distribute such day to day functions among such Directors if more than one, in any manner as directed by the Board or to delegate such power of distribution to any one of them. The Board may from time to time entrust to, and confer upon a Managing Director or Whole-time Director for the time being save as prohibited in Act, such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon terms and conditions and with such restrictions as they think expedient and they may, subject to the provisions of the Act and these Articles, confer such powers, either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### 21. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

1. Subject to the provisions of the Act,—
  - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
  - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
2. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### 22. ACCOUNTS

1. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

2. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### 23. DIVIDENDS AND RESERVES

1. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
2. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
3. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
  - (ii) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.
4. (i) Subject to the rights of persons, if any entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
  - (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
  - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
5. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
6. (i) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
  - (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

7. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
8. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein the manner mentioned in the Act.
9. No dividend shall bear interest against the Company.

#### 24. CAPITALIZATION OF PROFITS

1. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
  - a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - b) that such sum be accordingly set free for distribution in the manner specified in 'clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
  - a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
  - d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
2. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
  - a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
  - a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

- b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

## 25. AUTHENTICATION OF DOCUMENTS

Save as otherwise expressly provided in the Act or these Articles or any specific requirement, a document or proceedings requiring authentication by the Company may be signed by a Director or any authorized officer of the Company or such other person as the Board/Committee of the Board may appoint and need not be under its seal

## 26. SOCIAL RESPONSIBILITY

The Company shall endeavor to promote the objectives of social and economic development consistent with the needs of efficiency and productivity, harmonizing the interest of the consumers, shareholders, employees and management. It shall also try to ameliorate the hardships and promote the welfare of the community, especially in areas where it is carrying on its activities.

## 27. INDEMNITY

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## 28. WINDING UP

1. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the some kind or not.
2. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
3. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any Shares or other securities whereon there is any liability.

\*\*\*\*\*

## ANNEXURE IV

Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment:

Particulars\Name of Director	Mr. Mitesh Thakkar	Mr. Ashish Dange	Mr. Akash Karne	Mrs. Shweta Patel
Age	37yrs	27yrs	26yrs	33yrs
Qualifications	Chartered Accountant	Chartered Accountant	Graduate in Commerce	Diploma in Textile and Fashion Designing
Experience	15yrs	5yrs	5yrs	8yrs
Terms and conditions of appointment or re-appointment	<p>Tenure of this appointment shall be three years with effect from 09th August, 2018.</p> <p>The Managing Director would be employed on a whole-time basis and will not be permitted to undertake public office with or without honorary except with the written permission of the Competent Authority in each case.</p> <p>The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits</p>	<p>Tenure of this appointment shall be Five years with effect from 09<sup>th</sup> August, 2018</p>	<p>The Director is appointed as Non-Executive Non-Independent Director.</p>	<p>Tenure of this appointment shall be Five years with effect from 09<sup>th</sup> August, 2018</p>

	prescribed under the Act.  The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder.			
Last drawn remuneration	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Date of first appointment on the Board	09 <sup>th</sup> August, 2018	09 <sup>th</sup> August, 2018	09 <sup>th</sup> August, 2018	09 <sup>th</sup> August, 2018
No. of share held	57,150 equity shares	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Relationship with Directors, Managers & KMP	Not related	Not related	Not related	Not related
Number of Board Meeting attended during FY 2017-18	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Other Directorship	NOT APPLICABLE	Thane Waste-Tech & Recyclers Private Limited	NOT APPLICABLE	NOT APPLICABLE
Chairman/ Member of the Committees of Boards of other companies	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

\*\*\*\*\*



**VISHVPRABHA TRADING LIMITED**  
**Regd. Off: Warden House, 340, J. J. Road, Byculla, Mumbai 400 008.**  
**CIN: L51900MH1985PLC034965**  
**Tel. (022) 2302 7900 Fax: (022) 2307 7231**  
**Website: [www.vishvprabhatrading.com](http://www.vishvprabhatrading.com)**  
**Email: [cosec@vishvprabhatrading.com](mailto:cosec@vishvprabhatrading.com)**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Joint shareholders may obtain additional Slip on request.

\* DP. ID. No.: \_\_\_\_\_

\*Client Id. No.: \_\_\_\_\_

Ledger Folio No.: \_\_\_\_\_

**NAME AND ADDRESS OF THE SHAREHOLDER:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

No. of Share(s) held : \_\_\_\_\_

I hereby record my presence at the 34<sup>th</sup> ANNUAL GENERAL MEETING of the company held on Saturday the 29<sup>th</sup> day of September, 2018 at 3.00 p.m. at Office No 110,3rd Floor, Unique Industrial Estate, Nr Jawahar Talkies, Mulund West, Mumbai 400080.

• I certify that I am member/proxy of the Company.

**Signature of the shareholder or proxy**

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue

\*\*\*\*\*

**Form No. MGT-11**  
**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014]

**Name of the member(s):** \_\_\_\_\_

**Registered address:** \_\_\_\_\_

**E-mail ID:** \_\_\_\_\_

**Folio No/DP ID-Client ID:** \_\_\_\_\_

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

2. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 34<sup>th</sup> ANNUAL GENERAL MEETING of the company held on Saturday the 29<sup>th</sup> day of September, 2018 at 11.00 a. m at Office No 110,3rd Floor, Unique Industrial Estate, Nr Jawahar Talkies, Mulund West, Mumbai 400080 and at any adjournment thereof in respect of such resolution as indicated below:

<b>Sr. No.</b>	<b>Resolutions</b>	<b>Type of Resolution</b>	<b>For</b>	<b>Against</b>
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account of the Company for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon	Ordinary		
2.	Appointment of Statutory Auditor of The Company	Ordinary		
3.	Appointment of Mr. Mitesh Thakkar as Director	Ordinary		
4.	Appointment of Mr. Akash Karne as the non executive non independent director of the company	Ordinary		
5.	Appointment of Mr. Ashish Ramesh Dange as the non executive independent director of the company	Ordinary		
6.	Appointment of Mrs. Shweta Nirav Patel as the non executive independent director of the company	Ordinary		
7.	Designate Mr. Mitesh Thakkar as Managing Director, KMP	Ordinary		
8.	Change in the name of the company	Special		
9.	Increase in authorised share capital	Special		

10.	Adoption of New Memorandum of Association pursuant to Amendment in Object Clause And Alignment with provisions of the Companies Act, 2013	Special		
11.	Adoption of new set of Articles of Association of the Company as per Companies Act 2013.	Special		
12.	Change of registered office of the company	Special		
13.	Reclassification of promoters of the company as public shareholders of the company subsequent to successful open offer	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

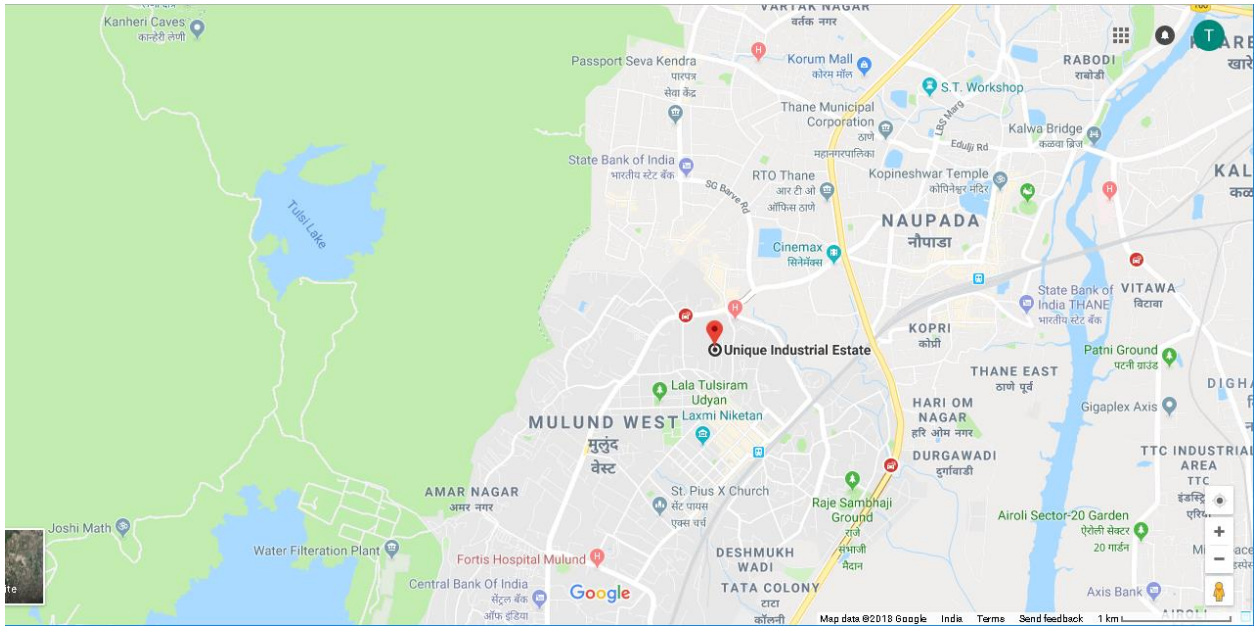
Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix Revenue Stamp not less than Re. 1
---

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.

# MAP TO THE VENUE OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING



**VISHVPRABHA TRADING LIMITED**  
**Regd. Off: Warden House, 340, J. J. Road, Byculla, Mumbai 400 008.**  
**CIN: L51900MH1985PLC034965**  
**Tel. (022) 2302 7900 Fax: (022) 2307 7231**  
**Website: www.vishvprabhatrading.com**  
**Email: cosec@vishvprabhatrading.com**

## **DIRECTORS' REPORT**

Dear Members,

Your Directors are pleased to present the Thirty Fourth Annual Report and the Company's Audited Accounts for the financial year ended March 31, 2018.

### **1. Financial Results**

<b>Particulars</b>	<b>2017-2018 ( ₹ )</b>	<b>2016-2017 ( ₹ )</b>
Sales & other Income	46	8,326
Expenditure	7,02,966	4,34,052
Profit/(Loss) before tax	(7,02,920)	(4,25,726)
Tax For Current Year	-	-
Profit/(Loss) after tax	(7,02,920)	(4,25,726)

### **2. Dividend**

The Company has incurred a loss during the year and therefore, your Directors do not recommend any dividend on equity shares for the year under review.

### **3. Transfer to Reserve**

The Company has not transferred any amount to the General Reserves during the year.

### **4. Management Discussion & Analysis Reports**

The Management Discussion and Analysis Report has been separately furnished as an annexure to this Report as "**Annexure A.**"

### **5. Deposits**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **6. Particulars of Loans, Guarantees or Investments**

The particulars of loans, guarantees and investments if any have been disclosed in the financial statement. The details of the investments made by Company are given in the notes to the financial statements and are in compliance of the Companies Act, 2013.

### **7. Internal Control Systems and their Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is

defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the suggestions of internal audit function, Management undertakes corrective action in their respective areas and thereby strengthens the controls.

**8. Corporate Governance**

The Company does not fall under purview of Regulations of Corporate Governance pursuant to the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. However, the same is applicable as per the Companies Act, 2013 and the Company is fully compliant with the applicable provision and the Company is committed to ensure compliance with all modification within prescribed norms under Companies Act, 2013. Company is committed to maintain the highest standards of corporate practices as set out by SEBI as good Corporate Governance, which forms part of the Directors Report as an “**Annexure B**”.

**9. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Since your Company does not own manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated as per Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings / outgo during the year.

**10. Directors and Key Managerial Personnel**

As on 31<sup>st</sup> March, 2018 the Board of Directors comprised of 5 Directors including 3 Independent Director namely Mr. Sunil Yashawant Surve, Mr. Suresh P Upadhyay, Krishna Jaisingh Jain, Navneet Dammani, Avni Shroff

The Director's of the Company as on the date of this report are Mr. Mitesh Thakkar, Mr. Ashish Dange, Mr. Akash Karne and Ms. Shweta Patel including two Independent Directors out of which one is woman Directors, which is in compliance with Companies Act, 2013.

The Company appointed Mrs. Komal Bhagat as the Company Secretary and Compliance officer of the Company to hold from September 1, 2018. Further, the Board has given it's consent for the appointment of Mr. Mitesh Thakkar as Managing Director of the Company and also proposed the same for the approval of Members at the ensuing Annual General Meeting.

**11. Declaration by an Independent Director(s)**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

**12. Board Evaluation**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013, the Board has carried out an evaluation of its own performance as well as performance of Independent Directors and Board as a whole.

**13. Nomination and Remuneration Policy**

The Nomination and Remuneration Policy of the Company is in place and is posted on the website of the Company under “Download” Section.

**14. Meetings of the Board**

Five (5) meetings of the Board of Directors were held during the year on 24<sup>th</sup> April, 2017, 9<sup>th</sup> August, 2017, 14<sup>th</sup> September, 2017, 14<sup>th</sup> November, 2017 and 9<sup>th</sup> February, 2018. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

A separate meeting of Independent Directors, pursuant to Section 149 (7) read with Schedule VI of the Companies Act, 2013 has been held on 14<sup>th</sup> November, 2017, as per the requirements of the Companies Act, 2013.

**15. Directors’ Responsibility Statement As Required Under Section 134(3)(C) of the Companies Act, 2013**

The Directors state that: -

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b. The selected accounting policies were applied consistently and the judgments and estimates made by them are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2018 and of the profit for the year ended on that date;
- c. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal 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.

**16. Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT-9 is posted on the website of the Company under “Download” Section.

**17. Related Party Transactions**

There were no related party transactions that were required to be entered into during the financial year. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. “Refer Annexure C”

**18. Subsidiary Companies**

The Company does not have any subsidiary Company.

**19. Code of Conduct**

The Code has been prepared and is posted on the website of the Company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts.

**20. Vigil Mechanism / Whistle Blower Policy (WBP)**

The WBP is in place and is posted on the website of the Company and deal with instance of fraud and mismanagement, if any. The web-link for the same is [http://vishvprabhatrading.com/download.php?report\\_category\\_name=POLICIES](http://vishvprabhatrading.com/download.php?report_category_name=POLICIES).

**21. Prevention of Insider Trading**

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. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

The code of prevention of Insider Trading and fair disclosures is there on the website of the Company.

All Board Directors and the designated employees have confirmed compliance with the Code.

**22. Auditors and Auditors Report**

**a) Statutory Auditor**

Pursuant to Section 139(1) M/s Hegde & Associates, Chartered Accountants, (Firm’s Regn No. 103610W), were appointed as statutory auditor of the Company in 31<sup>st</sup> Annual General Meeting (AGM) for five consecutive AGM of the Company and they hold office until the conclusion of 36<sup>th</sup> Annual General Meeting of the Company.

However, pursuant to resignation of the existing Statutory Auditors i.e. M/s Hegde & Associates, Chartered Accountants, (Firm’s Regn No. 103610W), it has been proposed to appoint M/s Doshi Maru & Associates, Chartered Accountant, (Firm Registration No. 112187W) as the statutory Auditors of the Company at the ensuing Annual General Meeting.



The Notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**b) Secretarial Audit and Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Zankhana Bhansali, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "**Annexure D**" to this Report.

The Qualification made by the Auditors in their Report dated 30<sup>th</sup> April, 2018, in the "Qualified opinion" is explained as under:

1. Presently the Company's Directors are looking after the affairs of the Company. Since, the Company does not have enough activities there is no need to appoint any Key Managerial Personnel.
2. The Company is in search of competent Company secretary (Compliance officer), for which company has given advertisement in newspaper as well. However, looking to the small size of the Company, the candidates were not interested and hence could not appoint a full time Company Secretary.

**c) Cost Auditor and Cost Audit Report**

Cost Audit is not applicable to your Company.

**23. Statement Pursuant to Listing Agreement**

The Company's Equity shares are listed at Bombay Stock Exchange Limited. The Annual listing fee for the year 2018-19 has been paid.

**24. Corporate Social Responsibility**

Social Welfare Activities has been an integral part of the Company since inception. The Company is committed to fulfill its social responsibility as a good corporate citizen. However, the Company is not covered by the provisions of Section 135 of the Companies Act, 2013, as it does not satisfy the conditions of Net Worth and Net Profit as laid down therein.

**25. Particulars of Employees**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company are not applicable as no employee was in receipt of remuneration exceeding the limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, whether employed for the full year or part of the year.

**26. Cash flow statement**

The Cash flow statement for the year 2017-18 is part of Balance sheet.

**27. Prevention of Sexual Harassment of Women at Workplace**

The Company has zero tolerance towards sexual harassment at workplace and has adopted a policy to abide by letter and spirit requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has an Internal Complaints Committee (ICC) at

Group level to redress the complaints of sexual harassment. During the year, Company has not received any complaint of sexual harassment

**28. Particulars of Employees**

During the year under review, the Company has not paid any amount by way of remuneration, sitting fees, commission etc. to any of its Directors and hence, the provision of Section 197(12) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 are not applicable to your Company

**29. Business Risk Management**

The composition of the Risk Management Committee is not applicable to your Company. However, the Audit Committee constituted by the Board of Directors of the Company identifies and evaluates the risks associated with the Business of the Company and takes necessary measures to minimize them.

**30. Acknowledgements**

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, auditors, shareholders of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the Local Authorities, BSE and all other statutory and/or regulatory bodies.

**By Order of the Board of Directors  
For Vishvprabha Trading Limited**

**Sd/-**

**Mitesh Thakkar  
Director  
(DIN: 06480213)**

**Place:** Mumbai

**Dated:** September 1, 2018

**Form No. MGT – 9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2018**  
[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	L51900MH1985PLC034965
ii.	Registration Date	02/01/1985
iii.	Name of the Company	Vishvprabha Trading Limited
iv.	Category / Sub-Category of the Company	Company having Share Capital / Indian Non- Government Company
v.	Address of the Registered office and contact details	Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008.Tel: (91) 22 2302 7900, Fax: (91) 22 2307 7231, Website: <a href="http://www.vishvprabhatrading.com">www.vishvprabhatrading.com</a> , Email ID: <a href="mailto:cosec@vishvprabhatrading.com">cosec@vishvprabhatrading.com</a>
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamics (India) Private Limited Unit No. 1, Luthra Industrial Premises, AndheriKurla Road, Andheri (East), Mumbai-400 072. Tel: 022 28515606 / 28515644 Fax: +91 22 28512885 Email: <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> Website: <a href="http://www.sharexindia.com">www.sharexindia.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

SN	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Trading business	--	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S N	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)****i) Category-wise Shareholding**

<b>i) Category-wise Share Holding</b>			
Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017	No. of Shares held at the end of the year 31/03/2018	% Change

	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
<b>A. PROMOTER'S</b>									
<b>(1). INDIAN</b>									
<b>(a). Individual</b>	0	250	250	0.10	0	150	150	0.06	0
<b>(b). Central Govt.</b>									
<b>(c). State Govt(s).</b>	0	0	0		0	0	0		0
<b>(d). Bodies Corp.</b>	81600	0	81600	33.31	81600	0	81600	33.31	0
<b>(e). FIINS / BANKS.</b>	0	0	0		0	0	0		0
<b>(f). Any Other</b>		0				0			0
<b>Sub-total (A) (1):-</b>	<b>81600</b>	<b>250</b>	<b>81850</b>	<b>33.41</b>	<b>81600</b>	<b>150</b>	<b>81750</b>	<b>33.37</b>	<b>0</b>
<b>(2). FOREIGN</b>									
<b>(a). Individual NRI / For Ind</b>									
<b>(b). Other Individual</b>	0	0	0		0	0	0		0
<b>(c). Bodies Corporate</b>									
<b>(d). Banks / FII</b>	0	0	0		0	0	0		0
<b>(e). Qualified Foreign Investor</b>	0	0	0		0	0	0		0
<b>(f). Any Other Specify</b>	0	0	0		0	0	0		0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>81600</b>	<b>250</b>	<b>81850</b>	<b>33.408</b>	<b>81600</b>	<b>150</b>	<b>81750</b>	<b>33.37</b>	<b>0</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									

<b>(a). Mutual Funds</b>	0	0	0		0	0	0		0
<b>(b). Banks / FI</b>	0	0	0		0	0	0		0
<b>(c). Central Govt.</b>									
<b>(d). State Govt.</b>	0	0	0		0	0	0		0
<b>(e). Venture Capital Funds</b>	0	0	0		0	0	0		0
<b>(f). Insurance Companies</b>	0	0	0		0	0	0		0
<b>(g). FIIs</b>	0	0	0		0	0	0		0
<b>(h). Foreign Venture Capital Funds</b>	0	0	0		0	0	0		0
<b>(i). Others (specify)</b>	0	0	0		0	0	0		0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
<b>(a). BODIES CORP.</b>									
(i). Indian	53000	25900	78900	32.20	53000	25800	78800	32.16	0
(ii). Overseas									
<b>(b). Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	23850	23900	47750	19.49	23850	24100	47950	19.57	0
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	36500	Nil	36500	14.90	36500	Nil	36500	14.90	0
<b>(c). Other (specify)</b>									
Non Resident Indians	0	0	0		0	0	0		0
Overseas Corporate Bodies	0	0	0		0	0	0		0
Foreign Nationals		0				0			0
Clearing Members	0	0	0		0	0	0		0
Trusts		0				0			0
Foreign Bodies - D R		0				0			0

<b>Sub-total (B)(2):-</b>	<b>113350</b>	<b>49800</b>	<b>163150</b>	<b>66.59</b>	<b>113350</b>	<b>49900</b>	<b>163250</b>	<b>66.63</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>113350</b>	<b>49800</b>	<b>163150</b>	<b>66.59</b>	<b>113350</b>	<b>49900</b>	<b>163250</b>	<b>66.63</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>194950</b>	<b>50050</b>	<b>245000</b>	<b>100.00</b>	<b>194950</b>	<b>50050</b>	<b>245000</b>	<b>100.00</b>	<b>0</b>

ii) Shareholding of Promoters

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the Year 31/03/2018			% change in share holding during theyear
		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	WARDEN INFRA PROJECTS PRIVATE LIMIT	22050	9	0	22050	9.00	0	0
2	MRUGESH TRADING LIMITED	24000	9.796	0	24000	9.80	0	0
3	RAJAN ENTERPRISES PRIVATE LIMITED	23000	9.388	0	23000	9.39	0	0
4	MAHESH P UPADHYAY	50	0.02	0	50	0.02	0	0
5	SUSHIL LUNIA	50	0.02	0	0	0	0	0
6	BHAIRAV ENTERPRISES LIMITED	12550	5.122	0	12550	5.12	0	0
7	SURESH P UPADHYAY	50	0.02	0	50	0.02	0	0
8	SARITA LUNIA	50	0.02	0	0	0	0	0
9	SUNIL Y SURVE	50	0.02	0	50	0.02	0	0

iii) Change in Promoters' Shareholding: Nil.

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

sr.no	Name	No. of Shares at the beginning (01-04-2017) / end of the year (31-03-2018)	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. Of Shares	% of total Shares of the Company
1	<b>GULSHAN INVESTMENTS CO LTD</b>	24500	10	01-04-2017	0			
	<b>-Closing Balance</b>			31-03-2018			24500	10
2	<b>A-ONE COMMERCE PRIVATE LIMITED</b>	11450	4.673	01-04-2017	1600			
	<b>-Closing Balance</b>			31-03-2018			9850	4.02
3	<b>NAVNEET DAMMANI</b>	10000	4.08	01-04-2017	0			
	<b>-Closing Balance</b>			31-03-2018			10000	4.08
4	<b>SRAWAN JAJODIA</b>	10050	4.10	01-04-2017	0			
	<b>-Closing Balance</b>			31-03-2018			10050	4.10
5	<b>ISHWAR NAIK</b>	12000	4.90	01-04-2017	0			
	<b>-Closing Balance</b>			31-03-2018			12000	4.90
6	<b>PRADYUMNA JAJODIA</b>	12300	5.02	01-04-2017	0			
	<b>-Closing Balance</b>			31-03-2018			12300	5.02
7	<b>BHARAT THAKKAR</b>	12200	4.98	01-04-2017	0			
	<b>-Closing Balance</b>			31-03-2018			12200	4.98
8	<b>WARDEN INTERNATIONAL (AGENCIES) PVT</b>	10000	4.08	01-04-2017	0			4.08
	<b>-Closing Balance</b>			31-03-2018			10000	4.08

9	<b>LYNX MACHINERY &amp; COMMERCIAL S LTD</b>	23550	9.61	01-04- 2017	0		
	<b>-Closing Balance</b>			31-03- 2018		23550	9.61
10	<b>GULSHAN INVESTMENTS CO LTD</b>	24500	10	01-04- 2017	0		
	<b>-Closing Balance</b>			31-03- 2018		24500	10

v) **Shareholding of Directors and Key Managerial Personnel**

**A. Directors**

Sr.no.1	Shri. Sunil Y. Surve	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	50	0.02	N.A.	N.A.
	At the End of the year			50	0.02

Sr.no.2	Shri. Suresh P. Upadhyay	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	50	0.02	N.A.	N.A.
	At the End of the year			50	0.02

Sr.no.3	Shri. Sushil Lunia	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	50	0.02	N.A.	N.A.
	At the End of the year			N.A	N.A



**B. Key Managerial Personnel: Nil.**

**V. INDEBTEDNESS**

**Indebtedness** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	4,55,000	Nil	4,55,000
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>4,55,000</b>	<b>Nil</b>	<b>4,55,000</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

**B. Remuneration to other Directors: Nil.**

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

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil.**

**By Order of the Board of Directors  
For Vishvprabha Trading Limited**

Sd/-

**Mitesh Thakkar  
Managing Director  
(DIN:06480213)**

**Place:** Mumbai,

**Dated:** 1<sup>st</sup> September, 2018

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## MANAGEMENT ANALYSIS AND DISCUSSION REPORT

### **Business Overview**

During the year under review, the Company has incurred loss of Rs. 7,02,920/- as compared to previous year's loss of Rs. 4,25,726/-. This loss has been deducted from the credit balance brought forwarded from earlier years resulting into a net credit balance of Rs. 13,99,561/- as compared to net credit balance of previous year of Rs. 21,02,481/- which your Directors propose to carry over to next year.

### **Industry Structure and Development**

The Company is presently dealing in commodity trading and commission income. The Directors of the Company are exploring opportunities in trading of commodities in the changing economic environment.

### **Our Strength**

- (i) Significant experience
- (ii) Good Reputation and Brand Image
- (iii) Experienced execution team & associates
- (iv) Local marketing support & experience

### **Significant factors affecting our results of operations**

Our business is subjected to various risks and uncertainties. Our results of operations and financial conditions are affected by numerous factors including the following:

- Government Policies
- Changing technology
- Tax policies
- Cost of Various factors
- Competition to trading sector

### **Competition**

Our Company faces competition from various domestic traders. We believe that our capability, experience and reputation for providing safe and timely quality services allow us to compete effectively.

### **Discussion on financial performance with respect to operational performance**

The Company has incurred losses during the year under review. The Directors of the Company are exploring all possibilities of turning around the Company.

### **Corporate Governance**

The Corporate Governance Report and the Management Discussion and Analysis Report, together with the Certificate received from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, form an integral part of this annual report.

### **Industrial Relations**

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the organization.

**Forward looking and cautionary statements**

Statements in the Management Discussion and Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws and regulations. These statements being based on certain assumptions and expectation of future events, actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.

**By Order of the Board of Directors  
For Vishvprabha Trading Limited**

**Sd/-**

**Mitesh Thakkar  
Director  
(DIN: 06480213)**

**Place:** Mumbai

**Dated:** September 1, 2018

## REPORT ON CORPORATE GOVERNANCE

The Directors are pleased to present the Company's Report on Corporate Governance for the financial year ended 31st March, 2018

### 1. Company's Philosophy on Code of Governance

Vishvprabha Trading Limited adheres to good corporate governance practices and is constantly striving to adopt emerging best practices. It is the Company's on-going endeavour to achieve the highest levels of governance as a part of its responsibility towards its stakeholders and the Company is strongly committed to these principles for enhancing its stakeholders' values.

### 2. Board of Directors

The Board of Directors comprised of five (5) Directors as on 31<sup>st</sup> March, 2018 namely Mr. Sunil Yashawant Surve, Mr. Suresh P Upadhyay, Krishna Jaisingh Jain, Navneet Dammani, Avni Shroff

The Director's of the Company as on the date of this report are Mr. Mitesh Thakkar, Mr. Ashish Dange, Mr. Akash Karne and Ms. Shhweta Patel including 2 Independent Directors out of which two were woman Directors, which is in compliance with Companies Act, 2013.

The day to day management is conducted by Mr. Mitesh Thakkar, Director of the Company subject to superintendence, control and direction of the Board of Directors.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies.

Name of the Director	DIN	Category	No. of other Directorships*	No. of Shares held	No. of Board Meeting Attended
Suresh P Upadhyay*	01146958	Director	7	50	3
Sunil Yashawant Surve*	00065166	Director	6	50	5
Krishna Jaisingh Jain*	06956461	Director	7	Nil	5
Navneet Dammani*	05269979	Director	7	Nil	3
Avni Shroff*	07310330	Director	7	Nil	5
Mr. Mitesh	06480213	Director	Nil		NA

Thakkar**				57,150	
Mr. Ashish Dange**	07274436	Director	1	Nil	NA
Mr. Akash Karne***	07949609	Director	Nil	Nil	NA
Ms. Shweta Patel**	08195679	Director	Nil	Nil	NA

The composition of the Board and other relevant details relating to Directors are given below:

\*Resigned with effect from August 9, 2018

\*\*Appointed with effect from August 9, 2018

\*\*\*Appointed with effect from September 1, 2018

*#Excludes Directorship in Foreign Companies and Government Bodies.*

### **Performance Evaluation**

Regulation 17 of the Listing Regulations read with Schedule IV and other applicable provisions of the Act mandates formal evaluation to be done by the Board of Directors, of its own performance and that of its Committees and individual directors and that the Independent directors shall evaluate the performance of non-independent directors and the Chairman of the Company.

The evaluation of all the directors including independent directors was carried out by the entire Board, except for the director being evaluated. Performance evaluation of the Board, Chairman and the non-independent directors was carried out by the independent directors in their meeting held on 14th November, 2017.

### **Separate Meeting of Independent Directors**

As stipulated by the Code for Independent Directors in Schedule IV of the Act and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 14th November, 2017, to review the performance of all Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Company taking into account the views of other executive and non-executive directors. The independent directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees towards effective and reasonable performance and discharge of their duties.

### **3. Committees of the Board**

The Board has constituted two Committees of Directors as to effectively focus in activities falling within their terms of reference. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/ noting. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established following Committees:

#### **A. Audit Committee**

##### **I. Composition**

Pursuant to Section 177 of the Companies Act, 2013, the Audit Committee comprised of four (4) Directors, who have considerable expertise in accounting

and financial management. The Compliance Officer acts as Secretary to the Committee.

During the year the Committee met four times on 24<sup>th</sup> April, 2017, 14<sup>th</sup> September, 2017, 14<sup>th</sup> November, 2017 and 9<sup>th</sup> February, 2018, pursuant to requirements of The SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. The necessary quorum was present for all the meetings.

The attendance of each member of the Committee before reconstitution is given below:

<b>Name of the Member*</b>	<b>Designation</b>	<b>Nature of Directorship</b>	<b>No. of Meetings Attended</b>
Mr. Avni V. Shroff	Chairperson	Independent Director	4
Mr. Navneet Damma	Member	Independent Director	2
Mr. Sunil Y. Surve	Member	Director	4
Mrs. Krishna Jain	Member	Independent Director	4

**\* The members of the Audit committee as in table above, ceased to be Directors of the Company since August 9, 2018.**

Further, Consequent to change of Board of Directors of the Company, the committee has been reconstituted with effect from September 1, 2018. The re-constituted Committee now comprises of members as follows.

<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr. Ashish Dange	Chairman	Independent Director
Mr. Akash Karne	Member	Non-Independent Director
Ms. Shweta Patel	Member	Independent Director

The role of the Committee remains unchanged.

**Brief Description of term of reference:**

The terms of reference of Audit Committee are broadly as under:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Review and monitor the auditors independent and performance, and effectiveness of audit process;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to, but not restricted to:
  - Matters required to be included in the 'Director's Responsibility Statement' under sub Section 5 of Section 134, which is further required to be included in our Board's report in terms of clause (c) of sub Section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications in the draft audit report.
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of our Company, wherever it is necessary;
- Reviewing with the management the half yearly financial statements before submission to the Board for approval;
- 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;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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; discussion with internal auditors of any significant findings and follow-up thereon;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations 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;
- 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;

- 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;
  - To review the functioning of the 'vigil' mechanism, in case the same is existing;
  - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background of the candidate, etc.;
  - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
  - Mandatorily review the following information:
    - Management discussion and analysis of financial information and results of operations;
    - Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
    - Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - Internal audit reports relating to internal control weaknesses; and
    - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
- II. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function) and representatives of the statutory auditors. The internal auditor reports directly to the Audit Committee.

## **B. Nomination and Remuneration Committee**

### **I. Composition**

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Committee comprised of four (4) members as mentioned herein below. The Compliance Officer acts as Secretary to the Committee. As there was no new appointment or any payment of managerial remuneration during the year, there was no need for holding a meeting of the Committee during the financial year ending March 31, 2018.

The members of the Committee are given below:

<b>Name of the Member*</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mrs. Krishna Jain	Chairperson	Independent Director
Mr. Navneet Dammani	Member	Independent



		Director
Mr. Sunil Y. Surve	Member	Director
Mrs. Avni V. Shroff	Member	Independent Director

**\* The members of the Audit committee as in table above, ceased to be Directors of the Company since August 9, 2018.**

Pursuant to change in the constitution of the Board of Directors of the Company, the committee was reconstituted on September 1, 2018 and the members of such reconstituted committee are as follows

<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr. Ashish Dange	Chairman	Independent Director
Mr. Akash Karne	Member	Non- Independent Director
Ms. Shweta Patel	Member	Independent Director

Except for the change in constitution, the terms of the committee as well as the Nomination and Remuneration Policy of the Company shall remain unaffected.

## **II. Brief Description of term of reference:**

The following is the terms of reference of Nomination and Remuneration Committee,

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. 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 their appointment and removal.

## **III. Nomination and Remuneration Policy:**

The Nomination and Remuneration Policy is in place and uploaded on the website of the Company, which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- (i) Qualification, expertise and experience of the Directors in their respective fields;

- (ii) Personal, Professional or business standing;
- (iii) Diversity of the Board.

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.

#### 4. Remuneration of Non-Executive Directors

During the year under review, the Company has not paid any remuneration to any of its Directors. The Company shall pay remuneration in accordance with the Nomination and Remuneration Policy of the Company and after obtaining necessary consent of the Board of Directors or Members of the Company as shall be applicable.

#### 5. Familiarization program

As required under the Listing Regulations and the Act the Board of Directors has framed a familiarization program for the independent directors wherein they were acquainted with their roles, rights, responsibilities in the company, business nature of the Company, business model etc.

The familiarization programme also seeks to update the directors on the roles, responsibilities, rights and duties under the Act, Listing Regulations and other statutes

#### 6. MEANS OF COMMUNICATION

The quarterly and annual results are generally published in English and Marathi Newspaper and simultaneously posted on the Company's website ([www.vishvprabhatrading.com](http://www.vishvprabhatrading.com)) and are also sent to the BSE Limited and National Stock Exchange of India Limited.

#### 7. GENERAL SHAREHOLDER INFORMATION:

##### 7.1 Details of Annual General Meeting of the Company

##### 34<sup>th</sup> Annual General Meeting

Date	Time	Venue
September 29, 2018	3:00 p.m	Office No 110,3 <sup>rd</sup> Floor, Unique Industrial Estate, Nr Jawahar Talkies, Mulund West, Mumbai 400080

##### 7.2 Financial Calendar for the Year 2017 -2018

Financial year	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018
Book Closure Dates	18 <sup>th</sup> September, 2018 to 29 <sup>th</sup> September, 2018 ( both days inclusive)

### 7.3 Listing of Equity Shares on Stock Exchanges and Stock Codes

#### Listing on Stock Exchanges:

BSE Limited ("BSE")  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 023

**SCRIP CODE: 512064**

The Company has paid the Annual Listing Fees to the Stock Exchanges for the year 2018-2019 within the due dates

### 7.4 Location and time, where Annual General Meeting (AGM) / Extra Ordinary General Meeting (EGM) for the last 3 years were held is given below:

Financial Year	AGM / EGM	Date	Time	Location
2017-18	33 <sup>rd</sup>	Friday, 29 September, 2016	11 :00 a.m	Warden House, 340 J.J. Road, Byculla, Mumbai- 400008
2016-17	32 <sup>nd</sup>	Friday, 30 September, 2016	11 :00 a.m	Warden House, 340 J.J. Road, Byculla, Mumbai- 400008
2015-16	31 <sup>st</sup>	Wednesday 30th September, 2015	1:00 p.m.	Warden House, 340 J.J. Road, Byculla, Mumbai- 400008

**All the resolutions set out in the respective notice were passed by the requisite majority of the shareholders.**

### 7.5 Special Resolutions passed in the previous three Annual General Meetings (AGM):

AGM No.	No. of Special resolutions passed	Particulars of Special resolutions
33 <sup>rd</sup>	1	To give Loan and invest in other Body Corporates and mutual funds from time to time in accordance with provisions of Section 186 of the Companies Act, 2013
32 <sup>nd</sup>	1	To give Loan and invest in other Body Corporates and mutual funds from time to time in accordance with provisions of Section 186 of the Companies Act, 2013
31 <sup>st</sup>	1	To give Loan and invest in other Body Corporates and mutual funds from time to time in accordance with provisions of Section 186 of the Companies Act, 2013

## 7.6 Compliance Officer

**Name of the Compliance Officer :** Mrs. Komal Bhagat

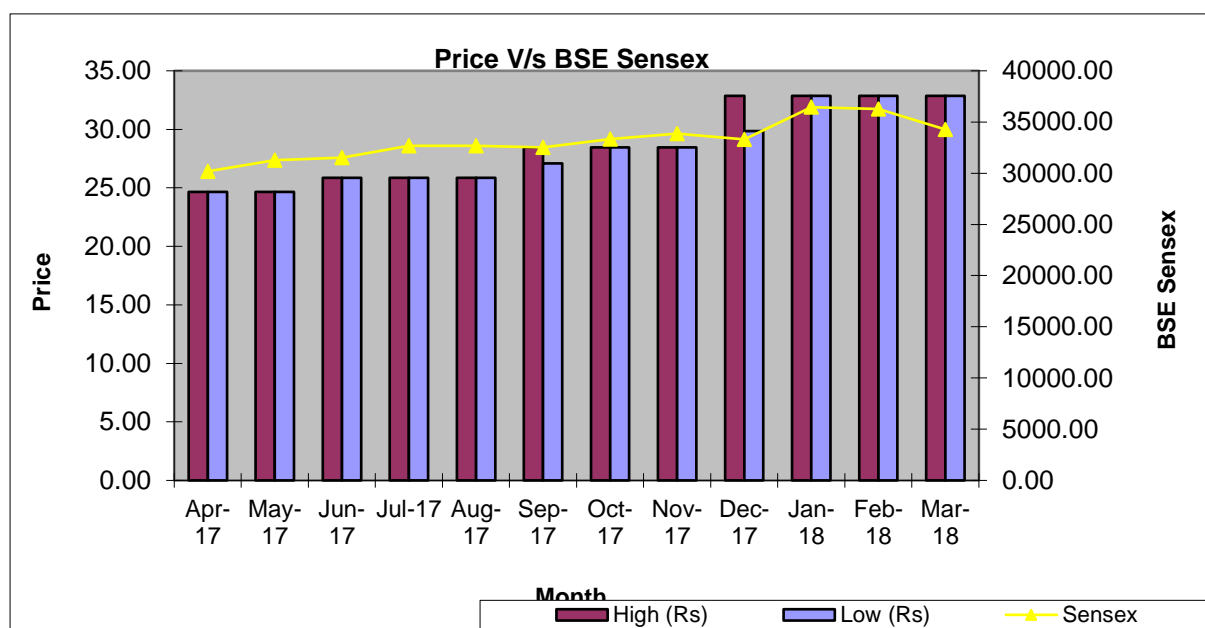
**Address:** S.No. 45, HNO 4, Nr. Sarvoday Park, Nandivali Road, Dombivali – 421021

**E-mail ID:** [cosec@vishvprabhatrading.com](mailto:cosec@vishvprabhatrading.com).

## 7.7: Stock Market Date and their Performance v/s S&P BSE Sensex

The high/low of the market price of the shares of the Company and the performance thereof with the BSE Sensex are given in the charts below:

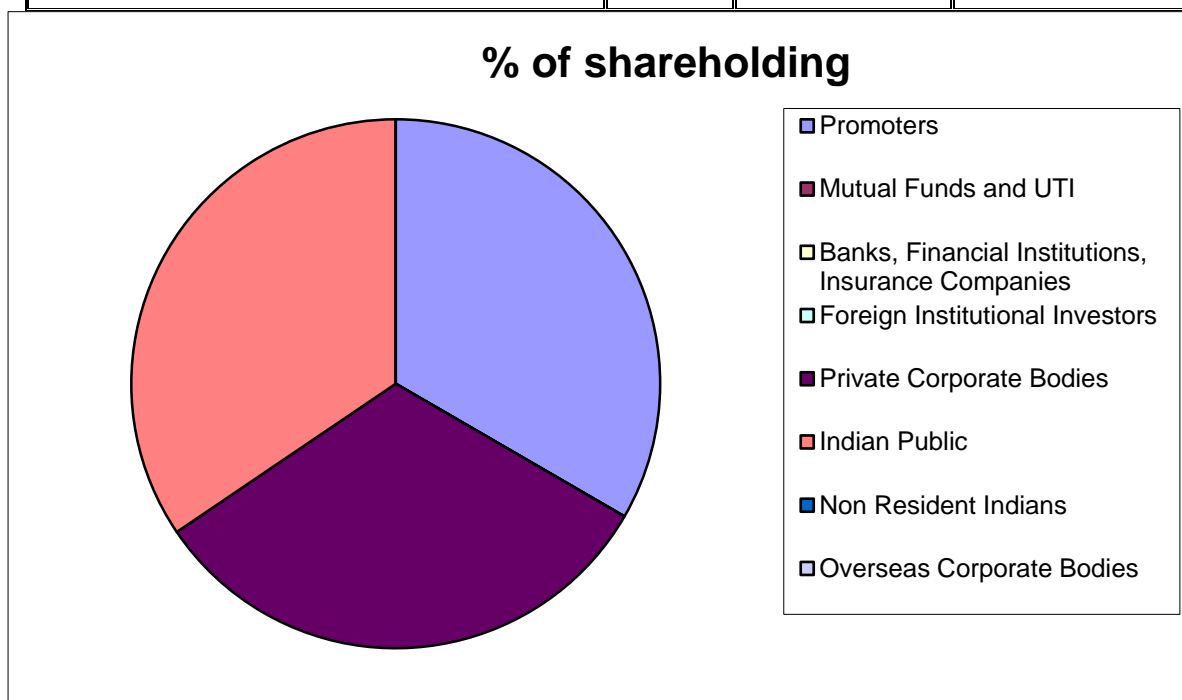
<b>Bombay Stock Exchange Limited</b>			
<b>Month</b>	<b>High (Rs)</b>	<b>Low (Rs)</b>	<b>Sensex</b>
<b>Apr-17</b>	24.65	24.65	30184.22
<b>May-17</b>	24.65	24.65	31255.00
<b>Jun-17</b>	25.85	25.85	31522.87
<b>Jul-17</b>	25.85	25.85	32667.60
<b>Aug-17</b>	25.85	25.85	32686.48
<b>Sep-17</b>	28.45	27.10	32524.11
<b>Oct-17</b>	28.45	28.45	33340.17
<b>Nov-17</b>	28.45	28.45	33865.95
<b>Dec-17</b>	32.85	29.85	33300.10
<b>Jan-18</b>	32.85	32.85	36443.86
<b>Feb-18</b>	32.85	32.85	36256.83
<b>Mar-18</b>	32.85	32.85	34278.63



## 7.8 Distribution of shareholding as on 31st March, 2018

<b>Category &amp; Name of the Shareholders</b>	<b>No. of fully paid up equity shares</b>	<b>Shareholding %</b>	<b>No. of equity shares held in dematerialized form (Not Applicable)</b>

	held		
Promoter Shareholding	81,750	33.37	81,600
<b>B1) Institutions</b>	0	0.00	0
<b>B2) Central Government/ State Government(s)/ President of India</b>	0	0.00	0
<b>B3) Non-Institutions</b>	0	0.00	0
Individual share capital	84450	34.47	60,350
Bodies Corporate	78800	32.16	53,000
<b>Sub Total B3</b>	163250	66.63	1,13,350



### 7.9 Registrar and Share Transfer Agent (RTA)

The Company has appointed Sharex Dynamic (India) Private Limited as its RTA. The registered office address and contact details of RTA are as follows:

**Sharex Dynamic (India) Pvt.Ltd.**

Unit no.1, Luthra Ind.Premises, Safed Pool,

Andheri Kurla Road, Andheri (East),

Mumbai - 400072

Tel: 2851 5606/ 5644/ 6338.

Fax: 2851 2885

website: <http://www.sharexindia.com>

### 7.10 Investor Correspondence

Shareholders can contact the following Official for Secretarial matters of the Company:

**Name :** Mrs. Komal Bhagat, Company Secretary  
**E-mail ID:** cosec@vishvprabhartrading.com

## **8. DISCLOSURES**

### **8.i. Materially significant related party transactions**

There is no materially significant Related Party Transaction that may have potential conflict with the interest of the Company at large. The Policy is available on Company's website at [www.vishvprabhartrading.com](http://www.vishvprabhartrading.com)

The Company has complied with applicable Accounting Standards on related party disclosures.

### **8.ii. Details of non - compliance, penalties, strictures imposed by the Stock Exchanges or Securities and Exchange Board of India during last three years**

There were no any instances of non-compliance by the Company nor have any penalties, strictures been imposed by the Securities and Exchange Board of India or any other statutory authority during the last three years on any matter related to the capital markets.

### **8.iii. Vigil mechanism/ whistle blower policy**

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism. In all cases, Directors and Employees have direct access to the Internal Compliant Committee set up for this purpose and in exceptional circumstances, Chairman of the Audit Committee. Further no personnel have been denied access to the Chairman of the Audit Committee. The Whistle Blower Policy is available on Company's website at [www.vishvprabhartrading.com](http://www.vishvprabhartrading.com)

### **8.iv. Disclosure of Compliance of Corporate Governance**

The Company has complied with all the requirements of the Listing Regulations including the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulations (2) of Regulation 46 as applicable to the Company.

### **8.v. Subsidiary Companies**

The Company does not have any material Subsidiary Company. However, a policy on material subsidiaries has been formulated by the Company and posted on the website of the Company at [www.vishvprabhartrading.com](http://www.vishvprabhartrading.com)

### **8.vi. Unclaimed dividends**

The Company does not have any unclaimed dividend and hence no disclosures are made as per the provisions of the Listing Regulation.

### **8.vii. Transfer to Investor Education and Protection Fund**

Pursuant to Section 125 of the Act, to the extent notified, dividends that are unclaimed for a period of seven years are to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government and no claim shall lie against IEPF. As the Company has not declared any dividend before, there are no dividends due for transfer.

## **9. Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct**

### **Declaration by the Managing Director under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

I, Mitesh Thakkar, Director of Vishvprabha Trading Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management, for the year ended 31st March, 2018.

Sd/-

**Mitesh Thakkar**

**Director**

**(DIN: 06480213)**

Place: Mumbai

Date: 1 September, 2018

## **10. Compliance Certificate from Practicing Company Secretary regarding Compliance of Conditions of Corporate Governance**

### **PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF VISHVPRABHA TRADING LIMITED**

**To,**

**THE MEMBERS OF**

**VISHVPRABHA TRADING LIMITED**

I have examined all the relevant records **VISHVPRABHA TRADING LIMITED** ('the Company') for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the year ended 31st March, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Sd/-**

**Trusha Shah**  
**Practising Company Secretary**  
**CP 19908 ; ACS 41022**  
Place: Mumbai  
Date: 1 September, 2018



## Annexure C

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 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

<b>1. Details of contracts or arrangements or transactions not at arm's length basis:</b>	
(a) Name(s) of the related party and nature of relationship	NOT APPLICABLE
(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 (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
(g) Amount paid as advances, if any	
<b>2. Details of material contracts or arrangement or transactions at arm's length basis:</b>	
a) Name(s) of the related party and nature of relationship	NOT APPLICABLE
(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) Date(s) of approval by the Board, if any (f) Amount paid as advances, if any	

For and on behalf of Vishvprabha Trading Limited

Sd/-

**Mitesh Jayantilal Thakkar**  
Director  
(DIN: 06480213)

## **Annexure D**

### **Form No. MR-3**

#### **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Vishvprabha Trading Limited  
Warden House, 340 J.J. Road,  
Byculla, Mumbai 400 008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Vishvprabha Trading Limited CIN: L51900MH1985PLC034965 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Vishvprabha Trading 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2018 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading)

Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period)**
- (vi) Other laws as per the representation made by the Company are as follows;
  - Factories Act, 1948
  - Industrial Disputes Act, 1947
  - Payment of Wages Act, 1936
  - Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - Employees State Insurance Act, 1948
  - Environment Protection Act, 1986
  - Indian Contracts Act, 1872
  - Income Tax Act, 1961 and Indirect Tax Laws
  - Pollution Control Laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings are generally complied.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; As the Company is listed on Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation :

*The Company has not appointed Key Managerial Person in the form of Managing Director or Chief Executive Officer or Manager or whole time director, Company Secretary and Chief Financial Officer as required under Section 203 of the Companies Act, 2013.*

*The Company has not appointed a compliance office as per regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and regulations to the Company.

I 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 including two women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were 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.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no instance of :

- (i) Public/Right/Preference issue of shares / debentures / sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

Further, my report of even dated to be read along with the following clarifications:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as 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. I believe that the process and practices, I followed provide as reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws and regulations and happening
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

**Sd/-**

**ZankhanaBhansali**  
**Practicing Company Secretary**

FCS No: 9261

CP No.: 10513

Place: Mumbai

Date: 30<sup>th</sup> April, 2018

Office:

B-302, Kusum Bharati,

Opp. TATA S.S.L., Dattapada Road,

Borivali (E),

Mumbai-400066

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of  
VISHVPRABHA TRADING LIMITED  
Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of VISHVPRABHA TRADING LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and loss (Including Other Comprehensive Income), the Cash Flow Statement and the statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone IND AS financial statements").

Management's Responsibility for the Standalone 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 standalone IND AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards {IND AS} prescribed 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 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 standalone IND AS 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 standalone IND AS 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone IND AS 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 standalone IND AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 standalone IND AS financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid standalone IND AS 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 31<sup>st</sup> March 2018 and its loss, its cash flows and the changes in equity 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 Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure A" a statement on the matters specified in the paragraph 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 including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity with the books of account

(d) In our opinion, the aforesaid standalone IND AD financial statements comply with the Indian Accounting Standards prescribed 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 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 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 litigation which would impact its financial position as of 31<sup>st</sup> March 2018;

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.

**For Hegde & Associates**  
**Chartered Accountants**  
**FRN 103610W**

**Sd/-**

**Manoj Shetty**  
**Partner**  
**Mem No:138593**

**Date: 07<sup>th</sup> May, 2018**

**Place: Mumbai**



**VISHVPRABHA TRADING LIMITED**

*Statement on matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order 2016 ("the order"), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act 2013, for the year ended 31<sup>st</sup> March 2018.*

(i) The Company does not own any fixed assets. Therefore clause (i) of para 3 of the order is not applicable.

(ii) The Company does not have any inventories as defined in IND AS-2 Valuation of inventories and hence in our opinion, provision of Clause (ii) of para 3 of the Order is not applicable.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore the provision of clause (iii) (a), (iii) (b) and (iii) (c) of para 3 of the order are not applicable.

(iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013, with respect to the loans and investments made.

(v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable.

(vi) As explained to us the Central Government has not prescribed maintenance of cost records for the Company under subsection (1) of section 148 of the Companies Act 2013.

(vii) (a) The Company is regular in depositing of all undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise, Value added tax, cess and any other statutory dues, so far as applicable to the Company, with the appropriate authorities and the company has no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

(b) The Company does not have any dues of Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise or value added tax or cess that have not been deposited on account of any dispute.

(viii) In accordance with the information and explanations given to us the company has not borrowed from any financial institution or banks, governments nor has issue any

debentures as on 31st March 2018.Hence reporting under clause (viii) of para 3 of the order is not applicable.

(ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans, during the year. Therefore clause (ix) of para 3 of the order is not applicable.

(x) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company by its officers or its employees has been noticed or reported during the year nor have we been informed of any such case by the management.

(xi) The Company has not paid or provided any managerial remuneration during the year. Therefore clause (xi) of para 3 of the order is not applicable.

(xii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act 2013. Therefore clause (xii) of para 3 of the order is not applicable.

(xiii) The Company has not undertaken any transaction with related parties and hence reporting under clause (xiii) of para 3 of the order is not applicable.

(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.

Therefore clause (xiv) of para 3 of the order is not applicable.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.

(xvi) The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The company has not obtained the registration.

**For Hegde & Associates**  
**Chartered Accountants**  
**FRN 103610W**

**Sd/-**  
**Manoj Shetty**  
**Partner**  
**Mem No:138593**

**Date: 07<sup>th</sup> May, 2018**  
**Place: Mumbai**

## **VISHVPRABHA TRADING LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") for the year ended 31st March 2018.**

We have audited the internal financial controls over financial reporting of VISHVPRABHA TRADING LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone IND AS 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 168 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 judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone IND AS 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 standalone IND AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 standalone IND AS 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, 2018, 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 Hegde & Associates  
Chartered Accountants  
FRN 103610W**

**Sd/-  
Manoj Shetty  
Partner  
Mem No:138593**

**Date: 07<sup>th</sup> May, 2018  
Place: Mumbai**

**VISHVPRABHA TRADING LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2018**

PARTICULARS		NOTE NO.	AS AT 31/03/2018 Rs.	AS AT 31/03/2017 Rs.
<b>A.</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	a) Share Capital	3	2,450,000	2,450,000
	b) Reserves and Surplus	4	1,399,561	2,102,481
	<b>Sub-Total Shareholders' Funds</b>		<b>3,849,561</b>	<b>4,552,481</b>
<b>2</b>	<b>Non-current liabilities</b>			
	Borrowings	5	455,000	-
<b>3</b>	<b>Current Liabilities</b>			
	Trade Payables	6	47,411	32,445
	Other Current Liabilities	7	2,682	-
	<b>Sub-total- Current liabilities</b>		<b>50,093</b>	<b>32,445</b>
	<b>TOTAL- EQUITY AND LIABILITIES</b>		<b>4,354,654</b>	<b>4,584,926</b>
<b>B.</b>	<b><u>ASSETS</u></b>			
<b>1</b>	<b>Non-current assets</b>			
	a) Non-current Investments	8	4,112,080	4,112,080
	b) Long term loans and advances		-	-
	c) Other Non Current Assets	9	-	7,416
	<b>Sub-total- Non-current assets</b>		<b>4,112,080</b>	<b>4,119,496</b>
<b>2</b>	<b>Current assets</b>			
	a) Inventories	10	205,070	399,050
	b) Cash and bank balances	11	37,504	65,556
	c) Current Tax assets (Net)		-	824
	<b>Sub-total - Current assets</b>		<b>242,574</b>	<b>465,430</b>
	<b>TOTAL ASSETS</b>		<b>4,354,654</b>	<b>4,584,926</b>
	Significant Accounting Policies	2		

See accompanying notes forming part of the Financial Statements

As per our Report of even date

For and on behalf of the Board of Directors

For Hegde & Associates

Chartered Accountants

(Firm Registration No.103610W)

**Sd/-**

Manoj Shetty

Partner

(Membership No. 138593)

Place :Mumbai

Date : 07/05/2018

**Sd/-**

Sunil Surve

Director

DIN : 00065166

Place :Mumbai

Date : 07/05/2018

**Sd/-**

Suresh Upadhyay

Director

DIN : 01146958

**VISHVPRABHA TRADING LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018**

PARTICULARS		NOTE NO.	FOR THE YEAR ENDED	
			31/03/2018 Rs.	31/03/2017 Rs.
<b>1</b>	<b>Revenue From Operation</b>	12		
	Other Income		46	8,326
<b>2</b>	<b>TOTAL INCOME</b>		<b>46</b>	<b>8,326</b>
<b>3</b>	<b>EXPENSES</b>			
	Changes in Inventories of Finished Goods, Work In Progress and Stock in Trade	13	193,980	-
	Finance Cost	14	25,959	-
	Other Expenses	15	483,027	434,052
<b>4</b>	<b>TOTAL EXPENSES</b>		<b>702,966</b>	<b>434,052</b>
<b>5</b>	Profit/(Loss) Before Tax (2 - 4)		(702,920)	(425,726)
<b>6</b>	<b>Tax Expenses</b>			
	(a) Current Tax		-	-
	(b) Current Tax Expense relating to prior years		-	-
	(c) Deferred Tax		-	-
<b>7</b>	<b>Profit/(Loss) for the year from Continuing operations</b>		<b>(702,920)</b>	<b>(425,726)</b>
<b>8</b>	<b>Other Comprehensive Income/ (Loss)</b>		-	-
<b>9</b>	<b>Total comprehensive income/ (Loss) for the year</b>		<b>(702,920)</b>	<b>(425,726)</b>
<b>10</b>	<b>Earnings per share (of ` 10 each)</b>			
	(a) Basic		(2.87)	(1.74)
	(b) Diluted		(2.87)	(1.74)

Significant Accounting Policies

2

See accompanying notes forming part of the Financial Statements

As per our Report of even date  
For Hegde & Associates  
Chartered Accountants

For and on behalf of the Board of Directors

**Sd/-**  
Manoj Shetty  
Partner  
(Membership No. 138593)  
Place :Mumbai  
Date : 07/05/2018

**Sd/-**  
Sunil Surve  
Director  
DIN : 00065166  
Place :Mumbai  
Date : 07/05/2018

**Sd/-**  
Suresh Upadhyay  
Director  
DIN : 01146958

## **NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2018**

### **[1] Corporate information**

Vishvprabha Trading Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its Shares are listed on Bombay Stock exchange in India.

### **[2] Basis of Preparation of financial Statements**

- a) These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable. All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities

- b) The accounting policies applied by the company are consistent with those used in the previous year

### **[3] SIGNIFICANT ACCOUNTING POLICIES**

#### **3.1 3.1 Use of Estimates**

Estimates and assumptions used in the preparation of the financial statements are based on management's evaluation of the relevant facts and circumstances as on date of the financial statements, which may differ from the actual results at a subsequent date.

#### **3.2 Fixed Assets**

As on the date of the Balance Sheet, the company does not own any fixed assets, hence disclosure under this Clause is not required.

#### **3.3 Inventories**

The Company does not have inventories of Raw Materials, Stores & Spares. The Stock-in-Trade consists of shares, which is valued at cost.

#### **3.4 Investments**

Investment, which are readily realizable and intended to be held for not more than one year from the date in which investments are made, are classified as current investment. All other investments are classified as long term investment.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges.

Current Investment if any are carried in the financial statements at lower of cost and fair value determined on individual investment basis. Long term investments are carried at cost. Temporary diminution in the value of Investments meant to be held for long term period of time is not recognized.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of Profit and Loss.

### **3.5 Revenue Recognition**

Income from Sale of Shares on the date of sales as per the bills/contract and is accounted on accrual basis.

### **3.6 Other Income**

Interest and Other Income, if any is accounted on accrual basis. Dividend Income is accounted for when the right to receive income is established by the reporting date.

### **3.7 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### **3.8 Taxes on Income**

a) The tax expense comprises of current tax and charged or credited to profit & loss account. b) Current Tax is calculated in accordance with the tax laws applicable to the current financial year. c) Minimum Alternate Tax: Minimum Alternate Tax (MAT) paid in accordance with the tax laws gives rise to future economic benefits in the form of adjustment of future income tax liability. The same is considered as an asset if there is convincing evidence that the Company will pay normal tax after the specified period. Accordingly MAT credit is recognized as an asset in the Balance Sheet when it is probable that the future economic benefits associated with it will flow to the Company and the asset can be measured reliably. d) The Company has been advised that as there is no material tax effect of timing difference based on the estimated computation for a reasonable period and hence there is no provision for deferred tax in terms of Accounting Standard (AS-22) on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. e) Advance taxes and provisions for current income tax are presented in the Balance Sheet after off-setting advance taxes paid and Income Tax provision arising in the same tax jurisdiction and the Company intends to settle the assets on liabilities on a net basis.

### **3.9 Impairment of Assets**

The Company makes an assessment of any indicator that may lead to impairment of assets on an annual basis. An asset is treated as impaired when the carrying cost of



the asset exceeds its recoverable value, which is higher of the net selling price and value in use. Any impairment loss is charged to profit and loss account in the year in which it is identified as impaired.

### 3.10 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends if any and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating dilutive earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

#### Notes

#### 3 : SHARE CAPITAL

PARTICULARS	AS AT 31/03/2018 Rs.	AS AT 31/03/2017 Rs.
<b>a) Authorised</b> 245000 Equity Shares of ` 10 Each (As at 31st March 2017 : 245000 Equity Shares of ` 10 Each)	2,450,000	2,450,000
	<b>2,450,000</b>	<b>2,450,000</b>
<b>b) Issued, Subscribed and Paid-up.</b> 245000 Equity Shares of ` 10 Each fully paid up. (As at 31st March 2017 : 245000 Equity Shares of ` 10 Each)	2,450,000	2,450,000
	<b>2,450,000</b>	<b>2,450,000</b>

#### c) The movement of number of Shares and Share Capital

PARTICULARS	As at 31/03/2018		As at 31/03/2017	
	No. of Shares	Rs.	No. of Shares	Rs.
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	245,000	2,450,000	245,000	2,450,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>245,000</b>	<b>2,450,000</b>	<b>245,000</b>	<b>2,450,000</b>

#### d) Rights, Preference and Restriction attached to Shares

Voting right of every holder of Equity Shares shall be in proportion to his share of the paid up Equity Capital of the Company on every resolution placed before the company, and shall be entitled for Dividends as recommended by the Board of Directors in the particular year.

In the event of liquidation, Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**e) Details of shareholders holding more than 5 % of the aggregate Shares in the Company**

	No. of Shares	% holding	No. of Shares	% holding
<b>Equity Shares</b>				
Lynx Machinery And Commercials Ltd. Gulshan Investments Co. Ltd.	23,550	9.61	23,550	9.61
Mrugesh Trading Ltd. Bhairav Enterprises Limited	24,500	10.00	24,500	10.00
Rajan Enterprises Pvt. Ltd. Warden Infra Projects Pvt. Ltd.	24,000	9.80	24,000	9.80
Shri. Pradyumna Jajodia	12,550	5.12	12,550	5.12
	23,000	9.39	23,000	9.39
	22,050	9.00	22,050	9.00
	12,300	5.02	12,300	5.02
	<b>141,950</b>	<b>57.94</b>	<b>141,950</b>	<b>57.94</b>

**f) Information regarding issue of shares in the last five years**

<b>PARTICULARS</b>	<b>31/03/2018 No</b>	<b>31/03/2017 No</b>
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for consideration other than cash	Nil	Nil
Equity shares bought back by the company	Nil	Nil

**4 : RESERVES & SURPLUS**

	Share application money pending allotment	Reserves and Surplus	Other Comprehensive Income	<b>Total</b>
		Retained Earnings		
<b>As on 31st MARCH 2017</b>				
Balance as on 01st April 2016	-	2,528,207	-	2,528,207

Profit/ (Loss) for the year		(425,726)	-	(425,726)
<b>Other Comprehensive Income/ (Loss) for the year</b>		-	-	-
<b>Total Comprehensive Income for the year</b>	-	(425,726)	-	(425,726)
Dividends	-	-	-	-
<b>Tax on Dividend</b>	-	-	-	-
Transfer to/ (from ) Retained Earnings	-	-	-	-
<b>Balance as on 31st March 2017</b>	-	<b>2,102,481</b>	-	<b>2,102,481</b>

	Share application money pending allotment	Reserves and Surplus	Other Comprehensive Income	Total
		Retained Earnings		
<b>As on 31st MARCH 2018</b>				
Balance as on 01st April 2017	-	2,102,481	-	2,102,481
Profit/ (Loss) for the year	-	(702,920)	-	(702,920)
<b>Other Comprehensive Income/ (Loss) for the year</b>	-	-	-	-
<b>Total Comprehensive Income for the year</b>	-	<b>(702,920)</b>	-	<b>(702,920)</b>
Dividends	-	-	-	-
<b>Tax on Dividend</b>	-	-	-	-
Transfer to/ (from ) Retained Earnings	-	-	-	-
<b>Balance as on 31st March 2018</b>	-	<b>1,399,561</b>	-	<b>1,399,561</b>

#### 5 : SHORT TERM BORROWINGS

PARTICULARS	AS AT	AS AT
	31/03/2018	31/03/2017
	Rs.	Rs.
<b>Unsecured</b>		
Intercompany Loan	455,000	-
	<b>455,000</b>	-

#### 6 : TRADE PAYABLES

PARTICULARS	AS AT	AS AT
	31/03/2018	31/03/2017
	Rs.	Rs.
Micro and Small Medium Enterprises (Refer Footnote 'A')	-	-
Accrued Expenses and Others	47,411	32,445
	<b>47,411</b>	<b>32,445</b>

A. The Company does not have any Sundry Creditors for goods as on the date of the Balance Sheet. Hence, disclosure of information as required under Micro, Small and Medium Enterprises Act 2006 is not applicable.

#### 7 : OTHER CURRENT LIABILITIES

PARTICULARS	AS AT	AS AT
	31/03/2018 Rs.	31/03/2017 Rs.
Statutory dues Payable	2,682	-
	<b>2,682</b>	<b>-</b>

#### 8 : Investments- Non Current

##### Investment in equity shares measured at cost:

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
<b>Trade Investments (Valued at Cost unless Otherwise Stated)</b>		
<b>(a) In Equity Shares - Quoted, fully paid up</b>		
108500 Equity Shares (31st March 2017:108500) of Rs.10 each held in Abhinandan Enterprises Limited.	997,000	997,000
24000 Equity Shares (31st March 2017:24000) of Rs.10 each held in Mrugesh Trading Limited	48,840	48,840
104500 Equity Shares (31st March 2017:104500) of Rs.10 each held in Bhairav Enterprises Limited.	849,000	849,000
104500 Equity Shares (31st March 2017:104500) of Rs.10 each held in Rishabh Enterprises Limited.	849,000	849,000
16600 Equity Shares (31st March 2017:16600) of Rs.10 each held in Lynx Machinery & Commercials Limited	201,750	201,750
25000 Equity Shares (31st March 2017: 25000) of Rs.10 each held in Remi Sales and Engineering Limited	368,750	368,750
60000 Equity Shares (31 <sup>st</sup>	720,000	720,000

13000	March 2017: 60000) of Rs.10 each held in Bajarang Finance Limited Equity Shares (31st March 2017:13000) of Rs.2 each held in Assam Company Limited	77,740	77,740
		<b>4,112,080</b>	<b>4,112,080</b>
<b>TOTAL NON CURRENT INVESTMENTS</b>		<b>4,112,080</b>	<b>4,112,080</b>
Aggregate Amount of Quoted Investment		<b>4,112,080</b>	<b>4,112,080</b>
Market Value of Quoted Investment *			
*Apart from investment in equity shares in Assam Company Ltd. & Lynx Machinery & Commercials Ltd., the othe quoted equity shares are not actively traded on the exchange, hence their market value as at the year end could not be ascertain.			

#### 9 : OTHER NON CURRENT ASSETS

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
<b><u>Unsecured, considered good</u></b>		
Advances recoverable in Cash or Kind	-	7,416
	-	<b>7,416</b>

#### 10 : INVENTORIES

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
Stock-in Trade (Shares)	205,070	399,050
	<b>205,070</b>	<b>399,050</b>

During the year ended 31st March 2018, the Company has recorded inventory write down expenses of Rs.193,980/-.

#### 11 : CASH AND BANK EQUIVALENTS

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
Balances with Banks In Current Accounts	37,504	65,556
	<b>37,504</b>	<b>65,556</b>

#### 12 : OTHER INCOME

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
Interest received	46	8,326
	<b>46</b>	<b>8,326</b>

**13: CHANGES IN STOCK-IN-TRADE**

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
Inventories (at Close)	205,070	399,050
Inventories (at Commencement)	399,050	399,050
Net (Increase)/Decrease	<b>193,980</b>	-

**14 : FINANCE COST**

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
Interest Paid on Loan	25,959	-
	<b>25,959</b>	-

**15: OTHER EXPENSES**

PARTICULARS	31/03/2018 Rs.	31/03/2017 Rs.
-		
Advertisement Expenses	29,488	24,211
Audit Fees	15,000	17,250
Internal Audit Fees	5,000	5,750
Demat Charges	596	4,094
Filing Fees	8,000	3,200
General Expenses	14,876	9,614
Legal & Professional Charges	55,000	59,000
Listing Fees	250,000	200,000
Postages	6,150	5,805
Profession Tax	2,500	2,500
Service Charges	26,004	30,254
Service tax	42,283	43,874
Subscription Fees	24,000	25,000
Web Designing & Domain Charges	4,130	3,500
	<b>483,027</b>	<b>434,052</b>

As per our Report of even date  
For Hegde & Associates  
Chartered Accountants  
(Firm Registration No.103610W)

**Sd/-**  
Manoj Shetty  
Partner

(Membership No. 138593)  
Place :Mumbai  
Date : 07/05/2018

For and on behalf of the Board of Directors

**Sd/-**  
Sunil Surve  
Director

DIN : 00065166  
Place :Mumbai  
Date : 07/05/2018

**Sd/-**  
Suresh Upadhyay  
Director  
DIN :  
01146958