

**VISHVPRABHA VENTURES LIMITED**

(Formerly known as Vishvprabha Trading Ltd)

Regd. Office : Ground Floor, Avighna Heights, Survey No. 45-4B, Behind Sarvoday Park, Nandivali Road, Dombivili East - 421201

CIN : L51900MH1985PLC034965

Website : [www.vishvprabhaventures.com](http://www.vishvprabhaventures.com)

Email: [cosec@vishvprabhaventures.com](mailto:cosec@vishvprabhaventures.com)

05<sup>th</sup> September, 2019

Stock Code : BSE - 512064

ISIN : INE762D01011

BSE Limited  
Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Wing,  
Rotunda Building P. J. Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,


Sub : Annual Report for the financial year ended 31<sup>st</sup> March, 2019 and Notice of the 35<sup>th</sup> Annual General Meeting (AGM)

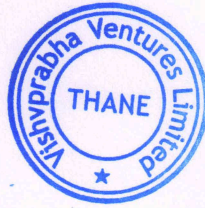
The AGM of the Company is scheduled to be held on Saturday, 28<sup>th</sup> September, 2019. Please find the enclosed Annual Report for the financial year 2018-19 which includes the Notice of the 35<sup>th</sup> Annual General Meeting.

You are requested to kindly take the above information on record.

Thanking You.

**For Vishvprabha Ventures Limited**

  
**Sanjay Dattatray Jadhav**  
Chief Financial Officer  
PAN No. AFPPJ4398Q





**VISHVPRABHA VENTURES LIMITED**

**35<sup>TH</sup> ANNUAL REPORT**

**2018-2019**



CHAIRMAN &  
DIRECTOR

MANAGING

MR. MITESH JAYANTILAL THAKKAR

DIRECTORS

MR. MITESH JAYANTILAL THAKKAR

MR. ASHISH RAMESH DANGE

MR. AKASH BHAGWAN KARNE

MRS. SHWETA NIRAV PATEL

AUDITORS

M/S. DOSHI MARU & ASSOCIATES.

CHARTERED ACCOUNTANTS

MUMBAI

BANKERS

IDBI BANK

KOTAK MAHINDRA BANK LIMITED

REGISTERED OFFICE

GROUND FLOOR, AVIGHNA HEIGHTS,  
SURVEY NO 45-4B, BEHIND SARVODAY PARK,  
NANDIVALI ROAD, DOMBIVILI EAST DIST.  
THANE, MAHARASHTRA - 421201

REGISTRAR &  
SHARE  
TRANSFER  
AGENT

SHAREX DYNAMIC (INDIA) PVT LIMITED.

C-101, 247 PARK, L.B.S. MARG,

VIKHROLI WEST,

MUMBAI - 400083.



## **MANAGEMENT DISCUSSION AND ANALYSIS**

Statements in this Report, particularly those which relate to the Company's objectives, projections, estimates and expectations may constitute forward looking statements within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

### **a. Business Overview**

During the year under review, the Company has earned a profit of Rs. 3,88,972/- as compared to previous year's loss of Rs. 7,02,920/-.

### **Industry Structure and Development**

The Company is presently into Contracting activity and looking forward to explore the business of developers of Residential Complex. The Company is also looking forward to get into food processing industry.

### **b. Our Strength**

1. Significant experience
2. Good Reputation and Brand Image
3. Experienced execution team & associates
4. Local marketing support & experience

### **c. 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:

1. Government Policies in Real Estate Sector.
2. Changing technology
3. Tax policies
4. Cost of Various factors
5. Competition to trading sector

### **d. Competition**

Our Company faces competition from various players in the relevant business field. We believe that our capability, experience and reputation for providing safe and timely quality services allow us to compete effectively.

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

The Company has gained profit during the year and is exploring its business.

### **f. Corporate Governance**

The Company does not fall under purview of Regulations of Corporate Governance. Pursuant to Regulation 15 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the provisions of reporting of Corporate Governance as specified in regulation 27 (2) is not applicable to the Company, as it does not meet the threshold of Paid up capital of Rs. 10 crores and networth of Rs. 25 crores as on March, 2018.

Accordingly, 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.

Also 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 4".

**g. Industrial Relations**

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

**h. 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.

For and on behalf of the Board,

Sd/-  
Mitesh Jayantilal Thakkar  
Managing Director  
DIN: (06480213)

Date: 13<sup>th</sup>August, 2019  
Place: Mumbai

## **DIRECTORS' REPORT**

Dear Shareholders,

The Board of Directors of your Company take pleasure in presenting the Thirty Fifth Annual Report together with Audited Financial Statements of the Company for the financial year ended March 31, 2019

### **1. Financial Performance**

<b>Particulars</b>	(Amount in Rs.)	
	<b>As on 31<sup>st</sup> March, 2019</b>	<b>As on 31<sup>st</sup> March, 2018</b>
Total Income	1,18,65,455	46
Total Expenses	1,13,28,944	7,02,966
Profit/(loss) before Tax	5,36,511	(7,02,920)
Provision for Income Tax (including for earlier years)	1,47,539	-
Net Profit/(Loss) After Tax	3,88,972	(7,02,920)

Your Company has earned total income of Rs. 1,18,65,455/- during the current Financial Year as compared to Rs 46/- during the previous financial year. The total expenses increased from Rs. 7,02,966/- to Rs. 1,13,28,944/- . Accordingly, the company has earned net profit of Rs. 3,88,972/- in the current financial year as compared to net loss of Rs. 7,02,920 in the previous financial year.

### **2. Operations:**

The Company is in the business of 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 business.

In addition to the above businesses the Company is also in 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.



### **3. Dividend**

Board of Directors recommended the dividend of Rs. 0.25/- (i.e. 2.5%) per equity share of Rs. 10/- each fully paid up of the Company for the financial year ended March 31, 2019, subject to approval of Members.

### **4. Transfer to Reserve**

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

### **5. Revision of Financial Statement**

There was no revision of the financial statements for the year under review.

### **6. Disclosures under section 134(3)(1) of the Companies Act,2013**

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

### **7. Change in nature of business, if any**

With the change in management and promoters of the Company, the Company is now into the business of contracting, construction and infra projects.

### **8. Significant and material orders passed by the regulators or courts or tribunals:**

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### **9. Share Capital**

During the year under review, there was increase in the Authorised Share Capital of the Company from Rs. 24,50,000 divided into 2,45,000 Equity Shares of Rs. 10 each to Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10 each. There was no change in the Paid up Share Capital of the Company.

As on March 31, 2019, the Authorised Share Capital stands at Rs. 5,00,00,000 divided into 50,00,000 equity shares of Rs.10/- each whereas issued, subscribed & paid-up share capital of your Company stand at Rs. 24,50,000 divided into 2,45,000 Equity Shares of Rs.10 each.

#### **a) Disclosure under Section 43(a)(ii) of the Companies Act,2013**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

#### **b) Disclosure under Section 54(1)(d) of the Companies Act,2013**

The Company has not issued any sweat equity shares during the year under review and

hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**c) Disclosure under Section 62 (1) (a) of the Companies Act, 2013**

The Company had taken shareholders approval for rights issue in the previous AGM, but has not initiated the same. The same shall be done in 2019-2020.

**d) Disclosure under Section 62(1)(b) of the Companies Act,2013**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**e) Disclosure under Section 67(3) of the Companies Act,2013**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**f) Information about Subsidiary/ JV/ Associate Company**

Company does not have any Subsidiary, Joint venture or Associate Company.

**10. Internal Financial Controls:**

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.

**11. 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.vishvprabhaventures.com](http://www.vishvprabhaventures.com)) and are also sent to the BSE Limited.

**12. Board of Directors**

As the members are aware, there was change in management of the Company such as Mr. Suresh Upadhyay, Mr. Sunil Surve, Mr. Krishna Jain, Mr. Navneet Dammani and Mrs. Avni Shroff stepped down from the Board with effect from 9th August, 2018 whereas Mr. Mitesh Thakkar, Mr. Ashish Dange, Mrs. Shweta Patel joined the Board from 9th August, 2018 and Mr. Akash Karne joined the Board from 1st September, 2018.

a) Composition & Constitution of Board of Directors:

The Board of Directors as on date comprises of following Directors and Key Managerial Personnel:

Sr. No.	Name	DIN	Designation
1.	Mr. Mitesh Jayantilal Thakkar	06480213	Managing Director
2.	Mr. Ashish Ramesh Dange	07274436	Independent Director
3.	Mrs. ShwetaNirav Patel	08195679	Independent Director
4.	Mr. Akash Bhagwan Karne	07949609	Non-Executive, Non-Independent Director

a) Board Meeting & Attendance:

During the year under review, the Board of your company met (5) times. The details of Board Meeting held and participation of Directors thereat is enumerated as under.

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	07-05-2018	5	5	100.00
2	09-08-2018	8	8	100.00
3	01-09-2018	4	4	100.00
4	02-11-2018	4	4	100.00
5	13-02-2019	4	4	100.00

The details of Board Meetings held from April 01, 2018 to March 31, 2019 and attendance of each Director thereat is as follows:

Sr. No.	Name of the Board Member	No. of Meetings entitled to attend	No. of Meetings attended
1.	Mr. Suresh P Upadhyay*	2	2
2.	Mr. Sunil YashawantSurve*	2	2
3.	Mr. Krishna Jaisingh Jain*	2	2
4.	Mr. Navneet Dammani*	2	2
5.	Mrs. Avni Shroff*	2	2
6.	Mr. Mitesh Thakkar**	4	4
7.	Mr. Ashish Dange**	4	4
8.	Mr. Akash Karne***	3	3
9.	Ms..Shweta Patel**	4	4

\* Resigned with effect from August 9, 2018

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

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

b) Nomination and remuneration committee:

Due to the change in management and promoters of the Company, there was change in constitution of Nomination and Remuneration Committee. Mr. Krishna Jain, Mr. Navneet Dammani, Mr. Sunil Surve and Mrs. Avni Shroff stepped down from the Committee, whereas Mr. Ashish Dange, Mr. Mitesh Thakkar and Mrs. Shweta Patel joined the Committee with effect from 9<sup>th</sup> August, 2018. Further, Mr. Mitesh Thakkar stepped down from the Committee and Mr. Akash Karne joined the Committee with effect from 1<sup>st</sup> September, 2018.

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Companies Act, 2013.

The composition of the committee is as under:

1. Mr. Ashish Dange - Chairman
2. Ms. Shweta Patel - Independent Director
3. Mr. Akash Karne - Non-Independent Director

The Board has, in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company, are as under

The details of Meeting held and participation of Members of the Committee there at is as below

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	09/08/2018	3	3	100%
2	01/09/2018	3	3	100%
3	13/02/2019	3	3	100%

The details of Committee Meetings held from April 01, 2018 to March 31, 2019 and attendance of each Director thereat is as follows:

Sr.No.	Name of the Committee Member	No. of Committee Meetings entitled to attend	No. of Meetings attended
1.	Mr. Mitesh Thakkar**	1	1
2.	Mr. Ashish Dange**	2	2
3.	Mr. Akash Karne***	1	1
4.	Ms. Shweta Patel**	2	2

\* Resigned with effect from August 9, 2018

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

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

## **I Selection of Directors And Key Managerial Personnel**

In case of Executive Directors and Key Managerial Personnel, the selection can be made in either of the ways given below:

- a) by way of recruitment from outside;
- b) from within the Company hierarchy ;or
- c) Upon recommendation by the Chairman or other Directors.

The appointment may be made either to fill up a vacancy caused by retirement, resignation, death or removal of an existing Executive Director or it may be a fresh appointment.

In case of Non-Executive Directors the selection can be made in either of the ways given below:

- a) By way of selection from the data bank of Independent Directors maintained by the Government.
- b) Upon recommendation by Chairman or other Directors

## **II Qualifications, Experience And Positive Attributes Of Directors**

While appointing a Director, it shall always be ensured that the candidate possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

- a) In case of appointment as an Executive Director, the candidate must have the relevant technical or professional qualifications and experience as are considered necessary based on the job description of the position. In case no specific qualification or experience is prescribed or thought necessary for the position then, while recommending the appointment, the job description to the Committee shall be provided and along with justifications that the qualifications, experience and expertise of the recommended candidate are satisfactory for the relevant appointment.
- b) The Board, while making the appointment of a Director, shall also try to assess from the information available and from the interaction with the candidate that he is a fair achiever in his chosen field and that he is a person with integrity, diligence and openmind.

## **III Board Diversity and Independence of Directors**

While making appointment of directors, following principles shall be observed by the Board, as far as practicable:

- There shall be a proper mix of Executive and Non-Executive Directors and Independent and non-independent directors on the Board. The Company shall

always be in compliance of the provisions of Section 149 of the Companies Act, 2013 in this regard.

- There shall be a workable mix of directors drawn from various disciplines like technical, finance, commercial, legal, etc.
- While appointing a director to fill in a casual vacancy caused by death, resignation etc. of a director, an effort shall be made, as far as possible, to appoint such a person in his place who has the relevant experience in the fields or disciplines in which the outgoing director had with relevant expertise as requisite to Business of the Company.
- No preference on the basis of gender, religion or cast shall be given while considering the appointment of directors.
- While appointing independent directors, the criteria for the independent directors, as laid down in Section 149 (6) of the Companies Act, 2013 shall be followed.

**d) Audit Committee:**

Due to the change in management and promoters of the Company, there was change in constitution of Audit Committee. Mr. Krishna Jain, Mr. Navneet Dammani, Mr. Sunil Surve and Mrs. Avni Shroff stepped down from the Committee, whereas Mr. Ashish Dange, Mr. Mitesh Thakkar and Mrs. Shweta Patel joined the Committee with effect from 9th August, 2018. With effect from 1st September, 2018, Mr. Mitesh Thakkar stepped down from the Committee and Mr. Akash Karne joined the Committee.

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

1. Mr. Ashish Dange, Independent Director Chairman,
2. Ms. Shweta Patel, Independent Director and
3. Mr. Akash Karne, Non-Independent Director

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges. During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

The details of Meeting held and participation of Members of the Committee there at is as below

<b>Sr. No.</b>	<b>Date of meeting</b>	<b>Total No. of Directors on the Date of Meeting</b>	<b>No. of Directors attended</b>	<b>% of Attendance</b>
1	07/05/2018	4	4	100%
2	09/08/2018	3	3	100%
3	01/09/2018	3	3	100%

4	02/11/2018	3	3	100%
5	13/02/2019	3	3	100%

The details of Audit Committee Meetings held from April 01, 2018 to March 31, 2019 and attendance of each Director thereat is as follows:

Sr. No.	Name of the Board Member	No. of Meetings entitled to attend	No. of Meetings attended
1.	Mr. Suresh P. Upadhyay*	1	1
2.	Mr. Sunil Yashawant Surve*	1	1
3.	Mr. Krishna Jaisingh Jain*	1	1
4.	Mr. Navneet Dammani*	1	1
5.	Mrs. Avni Shroff*	1	1
6.	Mr. Mitesh Thakkar**	1	1
7.	Mr. Ashish Dange**	2	2
8.	Mr. Akash Karne***	1	1
9.	Ms..Shweta Patel**	2	2

\* Resigned with effect from August 9, 2018

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

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

**e) Vigil Mechanism Policy For The Directors And Employees:**

The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right / option to report their concern / grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Whistle Blower Policy is hosted on the Company's website at [www.vishvprabhaventures.com](http://www.vishvprabhaventures.com)

**f) Annual evaluation of Directors, Committee and Board:**

Nomination and Remuneration Committee of the Board had prepared and sent, through its Chairman, feedback forms for evaluation of the Board, Independent Directors and the Chairman. The Independent Directors at their meeting considered and evaluated the Board's performance, performance of the Chairman. The Board subsequently evaluated performance of the Board, the Committees and Independent Directors; without participation of the concerned Director.

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 13th February, 2019 to review the performance of Non-

independent Directors (including the Chairman) and the Board as whole.

Performance evaluation of Independent Directors was conducted by the Board of Directors, excluding the Director being evaluated. The criteria for performance evaluation of Independent Directors laid down by the Nomination, Remuneration and Compensation Committee is as below:

- [ Ethics and values,
- [ knowledge and
- [ proficiency, diligence,
- [ Behavioral traits and
- [ Efforts for personal development

Similarly, performance evaluation of the Chairman was carried out by the Independent Directors.

**g) 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 13th February, 2019, 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.

**h) Declaration by 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.

**i) Internal Control System & Risk Management**

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them.

**j) 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.



### **13. 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.

### **14. Auditors**

#### **a) Statutory Auditors**

The Members of the Company at their Annual General Meeting held on September 29<sup>th</sup>, 2018, had appointed M/s. Doshi Maru & Associates., Chartered Accountants, having (Firm Registration No. 112187W) as Statutory Auditors of the Company for a period of five years.

#### **b) Comment on Auditors' Report**

The report of the Auditors along with notes to Schedules forms part of this Annual Report. The observations made by the Auditors in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

#### **c) Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2019:**

The Board appointed M/s. Krupa Joisar & Associates, Practising Company Secretary, to conduct Secretarial Audit for the FY 18-19. The Secretarial Audit report for the financial year ended March 31, 2019 is annexed herewith marked as **Annexure 4** to this report.

Explanation to the qualifications made by Auditors in their report is explained as under:

1. The Company is in process of appointing Company Secretary.
2. The Company is in process of updating its website as per 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **d) Cost Audit:**

The provisions of Section 148 under Companies Act, 2013 are not applicable to the Company.

## **15. Reporting of Fraud by Auditors**

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in the Report.

## **16. Related party transactions**

The transactions falling under Section 188 are annexed hereto as Annexure 1. However, related party transactions as per AS 18 forms part of the financials.

## **17. Particulars of loans, guarantees or investments under section 186:**

The particulars of loans, guarantees or investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

## **18. Extract of Annual Return**

Pursuant to provisions of Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is displayed on website of the Company and also attached as "Annexure 2" of this report.

## **19. Fixed Deposits**

As per notification dated 22<sup>nd</sup> January, 2019 issued by MCA on form DPT-3, it has been classified that all companies according to Rule 16 and Rule 16A of the Companies (Acceptance of Deposits) Rules, 2014 had to inform ROC about the outstanding loans of the Company by filing form DPT-3. Your Company has not accepted any deposits from public in terms of Section 73, 74, 75, 76 of the Companies Act, 2013 and accordingly your company has filed form DPT-3.

## **20. 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 therein.

## **21. Secretarial Standards of ICSI**

Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings are generally complied by the Company.

## 22. Particulars of Employees

The Company does not have any employee whose particulars are required to be given in terms of the provisions of Section 197(12) of the Companies Act, 2013 read along with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Your Directors stated that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 related to the Company.

## 23. Conservation of energy, technology absorption and Foreign exchange earnings and Outgo

The particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, is attached as Annexure 3. There are no foreign exchange earnings or outgo during the year under review.

## 23. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) and 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.

## 24. General Shareholder Information:

### a) 35th Annual General Meeting

Date	Time	Venue
September 28, 2019	2. 00p.m	Ground Floor, Avighna Heights, Survey no 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201

**b) Financial Calendar for the Year 2017 -2018**

<b>Financial year</b>	1 <sup>st</sup> April,2018 to 31 <sup>st</sup> March, 2019
<b>Book Closure Dates</b>	21 <sup>st</sup> September, 2019 to 28 <sup>th</sup> September, 2019 (both days inclusive)

**c) Listing of Equity Shares on Stock Exchanges and Stock Codes**

Bombay Stock Exchange,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 023

The Company has paid the Annual Listing Fees to the Stock Exchanges for the year 2019-2020 within the due dates

**d) Location and time, where Annual General Meeting (AGM) for the last 3 years were held is given below:**

<b>Financial Year</b>	<b>AGM</b>	<b>Date</b>	<b>Time</b>	<b>Location</b>
2017-18	34 <sup>th</sup>	Saturday,29 September, 2018	3.00 p.m	Office No 110, 3rd Floor, Unique Industrial Estate, Nr Jawahar Talkies, Mulund West , Mumbai - 400 080
2016-17	33 <sup>rd</sup>	Friday, 29 September, 2017	11.00 a.m	Warden House, 340 J.J. Road, Byculla, Mumbai- 400008
2015-16	32 <sup>nd</sup>	Friday, 30 September, 2016	11.00 a.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.

Extra Ordinary General Meeting held in 2018-19

<b>Date</b>	<b>Time</b>	<b>Venue</b>
<b>March 14, 2019</b>	10.00 a.m	Ground Floor, Avighna Heights, Survey no 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201

**e) Stock Market Date and their Performance v/s S&P BSE Sensex**

Securities and Exchange Board of India (SEBI) and Exchanges in order to enhance market integrity and safeguard interest of investors, have introduced Graded Surveillance Mechanism wherein certain identified securities shall be subjected to enhanced monitoring and surveillance actions. The Company was under Graded Surveillance Mechanism and accordingly, there was no trading in Company for four

months from April, 2018 to July, 2018.

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

Month	Bombay Stock Exchange Limited		
	High (Rs)	Low (Rs)	Sensex
Aug-18	33.45	33.5	38 061.53
Sep-18	43.8	34.8	37,397.50
Oct-18	48.95	44.65	34,518.84
Nov-18	48.5	47.55	35,298.95
Dec-18	48.5	48.5	35,868.71
Jan-19	49.45	45.9	36,053.00
Feb-19	45	44.1	36,138.34
Mar-19	44.5	44.5	37,634.96

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

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

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

C-101, 247 Park L.B.S.Marg,

Vikhroli West,

Mumbai - 400083

Tel: 2851 5606/ 5644/ 6338.

Fax: 2851 2885

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

### **Appreciation**

Your Directors would like to express their appreciation for co-operation and assistance received from Government authorities, financial institutions, banks, vendors, customers, shareholders and other business associates during the year under review. The Directors also wish to place on record their deep sense of appreciation for the committed services by all the employees of the Company

**For and on behalf of the Board of Directors of  
Vishvprabha Ventures Limited**

**Sd/-**

**Mitesh Thakkar**

**Managing Director**

**(DIN: 06480213)**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

## Annexure 1

### FORM NO. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act 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 arm's length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis:- Nil
2. Details of material contracts or arrangement or transactions at arm's length basis:-

No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
	(a)	(b)	(c)	(d)	(e)	(f)
1.	Mr. Mitesh Thakkar	Loan and Interest Taken	Till the consent of both the parties	Rs.31,79,424	30/06/2016	Nil

**For and on behalf of the Board of Directors of  
Vishvprabha Ventures Limited**

Sd/-  
**Mitesh Thakkar**  
Managing Director  
(DIN:06480213)

Place: Mumbai  
Date: 13<sup>th</sup> August, 2019

## Annexure 2

### FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019 of

### VISHVPRABHA VENTURES LIMITED

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

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#### I. REGISTRATION AND OTHER DETAILS

	CIN	L51900MH1985PLC034965
ii.	Registration Date	02/01/1985
iii.	Name of the Company	Vishvprabha Ventures 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	Ground Floor, Avighna Heights, , Survey no 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201. Tel: 022 23027900 Fax: 022 23077231 <a href="http://www.vishvprabhaventures.com">www.vishvprabhaventures.com</a> , Email ID: <a href="mailto:cosec@vishvpraventures.com">cosec@vishvpraventures.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 C-101, 247 Park, L.B.S.Marg, Vikhroli West, Mumbai- 400 083 Tel: 022 28515606 / 28515644 Fax: +91 22 28512885 Email:sharexindia@vsnl.com Website: www.sharexindia.com

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

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product/service	% to total turnover of the company
1.	Construction	41001	100%





<b>(A) (2)</b>									
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>81750</b>	<b>-</b>	<b>81750</b>	<b>33.37</b>	<b>127150</b>	<b>12950</b>	<b>140100</b>	<b>57.18</b>	<b>23.816</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Cen Tralgovt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(2) Non Institutions</b>									
a) Bodies corporate	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	9750	24,100	33850	13.82	42955	1200	44155	18.02	16.45



1	Pramod Gumanchan d Ranka Huf	0	0	0	70050	28.592	0	28.592
2	Mitesh Jayantilal Thakkar	-	-	-	70050	28.592	-	28.592
3	Mrugesh Trading Limited	24000	9.796	-	-	-	-	-9.796
4	Rajan Enterprises Private Limited	23000	9.388	-	-	-	-	-9.388
5	Bhairav enterprises Limited	12550	5.12	-	-	-	-	-5.12
6	Suresh P Upadhyay	50	0.02	-	-	-	-	-0.02
7	Sunil Y Surve	50	0.02	-	-	-	-	-0.02
8	Mahesh P Upadhyay	50	0.02	-	-	-	-	0.02
9	Warden Infra Projects Private Limited	22050	9	-	-	-	-	-9
	<b>Total</b>	<b>81,750</b>	<b>33.37</b>	-	<b>1,40,100</b>	<b>57.18</b>	-	<b>23.81</b>

iii) Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding at the Beginning of the			Shareholding at the end of the Year			
		No. of Shares at the beginning/end of the Year	% of the Shares of the company	Date	Increase/Decrease in shareholding	Reason	No. Of shares	% of total Shares of the company
1	PRAMOD GUMANCHAND RANKA HUF	0	0.00	01-04-2018				
				03-08-2018	29200	Increase	29200	11.918
				10-08-2018	40800	Increase	70000	28.571
				25-01-2019	50	Increase	70050	28.592
				31-03-2019			70050	28.592
2	MITESH JAYANTILAL THAKKAR	0	0.00	01-04-2018				
				27-07-2018	45550	Increase	45550	18.592
				03-08-2018	-29200	Transfer in Joint Account of Mr. Pramod Ranka HUF	16350	6.673
				10-08-2018	40800	Increase	57150	23.327
				21-09-2018	12850	Increase	70000	28.571
				25-01-2019	50	Increase	70050	28.592
				31-03-2019			70050	28.592
3	MRUGESH TRADING LIMITED	24000	9.80	01-04-2018				
				06-08-2018	-24000	Decrease	0	0

4	RAJAN ENTERPRISES PRIVATE	2300 0	9.39	01-04-2018				
	-Closing Balance			06-08-2018	-23000	Decrease	0	0
5	WARDEN INFRA PROJECTS PRIVATE	2205 0	9.00	01-04-2018				
	-Closing Balance			06-08-2018	-22050	Decrease	0	0
6	BHAIRAV ENTERPRISES LIMITED	1255 0	5.12	01-04-2018				
	-Closing Balance			06-08-2018	-12550	Decrease	0	0
7	SURESH P UPADHYAY	50	0.02	01-04-2018				
	-Closing Balance			25-01-2019	-50	Decrease	0	0
8	SUNIL Y SURVE	50	0.02	01-04-2018				
	-Closing Balance			25-01-2019	-50	Decrease	0	0
9	MAHESH P UPADHYAY	50	0.02	01-04-2018				
				25-01-2019	-50	Reclassifi cation	0	0
	-Closing Balance			31-03-2019			0	0

i) 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 /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
1	GULSHAN INVESTMENTS CO LTD	24500	10.00	01-04-2018				
	-Closing Balance			31-03-2019		No Change	24500	10.000
2	A-ONE COMMERCE PRIVATE LIMITED	9850	4.02	01-04-2018				
	-Closing Balance			31-03-2019		No Change	9850	4.020
3	KAVITA ISHWARLAL SAWANT	0	0.00	01-04-2018				
				05-10-2018	1000	Increase	1000	0.408
				02-11-2018	6813	Increase	7813	3.189
				28-12-2018	1627	Increase	9440	3.853
	-Closing Balance			31-03-2019			9440	3.853
4	WARDEN INTERNATIONAL	10000	4.08	01-04-2018				
				05-10-2018	-2500	Decrease	7500	3.061
				01-03-2019	-500	Decrease	7000	2.857
	-Closing Balance			31-03-2019			7000	2.857
5	VIBHA JAJODIA	7000	2.86	01-04-2018				
	-Closing Balance			31-03-2019		No Change	7000	2.857
6	RISHABH	8550	3.49	01-04-2018				

	<b>ENTERPRISES LTD</b>							
				05-10-2018	-1500	Decrease	7050	2.878
				12-10-2018	-500	Decrease	6550	2.673
	<b>-Closing Balance</b>			31-03-2019			6550	2.673
<b>7</b>	<b>DIVYA KANDA</b>	<b>0</b>	<b>0.00</b>	01-04-2018				
				31-08-2018	490	Increase	490	0.200
				07-09-2018	1821	Increase	2311	0.943
				21-09-2018	867	Increase	3178	1.297
				28-09-2018	2361	Increase	5539	2.261
				12-10-2018	-491	Decrease	5048	2.060
	<b>-Closing Balance</b>			31-03-2019			5048	2.060
<b>8</b>	<b>NAVNEET DAMMANI</b>	<b>10000</b>	<b>4.08</b>	01-04-2018				
				21-09-2018	-1280	Decrease	8720	3.559
				28-09-2018	-1220	Decrease	7500	3.061
				05-10-2018	-3000	Decrease	4500	1.837
	<b>-Closing Balance</b>			31-03-2019			4500	1.837
<b>9</b>	<b>AMIT JASANI</b>	<b>0</b>	<b>0.00</b>	01-04-2018				
				28-09-2018	4220	Increase	4220	1.722
	<b>-Closing Balance</b>			31-03-2019			4220	1.722
<b>10</b>	<b>MUKESH LADHA (HUF)</b>	<b>0</b>	<b>0.00</b>	01-04-2018				
				26-10-2018	2750	Increase	2750	1.122
				11-01-2019	1400	Increase	4150	1.694
	<b>-Closing Balance</b>			31-03-2019			4150	1.694
<b>11</b>	<b>PRADYUMNA JAJODIA</b>	<b>12300</b>	<b>5.02</b>	01-04-2018				
				17-08-2018	-700	Decrease	11600	4.735
				24-08-2018	-207	Decrease	11393	4.650

				07-09-2018	-1000	Decrease	10393	4.242
				14-09-2018	-1993	Decrease	8400	3.429
				21-09-2018	-5700	Decrease	2700	1.102
				28-09-2018	-1850	Decrease	850	0.347
				01-03-2019	-600	Decrease	250	0.102
	<b>-Closing Balance</b>			31-03-2019			250	0.102
<b>12</b>	<b>SRAWAN KUMAR JAJODIA</b>	<b>10050</b>	<b>4.10</b>	01-04-2018				
				27-07-2018	-10000	Decrease	50	0.020
	<b>-Closing Balance</b>			31-03-2019			50	0.020
<b>13</b>	<b>LYNX MACHINERY &amp; COMMERCIALS</b>	<b>23550</b>	<b>9.61</b>	01-04-2018				
	<b>-Closing Balance</b>			13-07-2018	-23550	Decrease	0	0
<b>14</b>	<b>BHARAT KARSANDAS THAKKAR</b>	<b>12200</b>	<b>4.98</b>	01-04-2018				
				31-08-2018	-500	Decrease	11700	4.776
				07-09-2018	-2000	Decrease	9700	3.959
				14-09-2018	-2000	Decrease	7700	3.143
				21-09-2018	-4200	Decrease	3500	1.429
				28-09-2018	-2700	Decrease	800	0.327
	<b>-Closing Balance</b>			05-10-2018	-800	Decrease	0	0
<b>15</b>	<b>ISHWAR G. NAIK</b>	<b>12000</b>	<b>4.90</b>	01-04-2018				
	<b>-Closing Balance</b>			13-07-2018	-12000	Decrease	0	0



Shareholding of Directors and Key Managerial Personnel:

For Mr. Mitesh Jayantilal Thakkar

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	1. 27-07-2018: Increase in Promoters Shareholding by 45,550 shares 2. 03-08-2018: Decrease in Promoters Shareholding by 29,200 shares due to transfer in joint account of another Promoter, Mr. Pramod Ranka HUF. 3. 10-08-2018: Increase in Promoters Shareholding by 40,800 shares 4. 21-09-2018: Increase in Promoters Shareholding by 12,850 shares 5. 25-01-2019: Increase in Promoters Shareholding by 50 shares  Due to purchase of shares in open offer			
	At the end of the year	70,050	28.59	70,050	28.59

**INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
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>	Nil	4,55,000	Nil	4,55,000
Change in Indebtedness during the financial year				
• Addition	Nil	27,24,424	Nil	27,24,424
• Reduction	Nil	Nil	Nil	Nil

Net Change	Nil	27,24,424	Nil	27,24,424
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	31,38,469	Nil	31,38,469
ii) Interest due but not paid	Nil	40,955	Nil	40,955
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	31,79,424	Nil	31,79,424

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S N	Particulars of Remuneration	Mitesh Thakkar	Total Amount
1	Gross salary	75,000 p.m	75,000 p.m
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	NA	NA

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors			
	• Fee for attending board /committee meetings	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2	Other Non-Executive Directors			
	• Fee for attending board committee meetings	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil
	Overall Ceiling as per the Act	NA	NA	NA

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Rs.25,000/- p.m	Rs.40,000/- p.m	Rs.65,000/- p.m
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify...			
5	Others, please specify			
	Total	Rs. 25,000/-	Rs. 40,000/-	Rs. 65,000/-

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

**For and on behalf of the Board of Directors of  
Vishvprabha Ventures Limited**

**Sd/-  
Mitesh Thakkar  
Managing Director  
(DIN: 06480213)**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2019**

### Annexure 3

#### Particulars regarding conservation of energy, technology absorption, foreign exchange earnings and outgo

<b>A. Conservation of Energy:-</b>	
(i) the steps taken or impact on conservation of energy	Saving electricity consumption wherever possible
(ii) the steps taken by the company for utilising alternate sources of energy	Nil
(iii) the capital investment on energy conservation equipment	Nil
<b>B. Technology absorption:-</b>	
(i) the efforts made towards technology absorption;	Strive to implement new technologies in the operations of business
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	Nil
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Nil
(a) the details of technology imported;	
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;and	
(iv) the expenditure incurred on Research and Development.	Nil
<b>C. Foreign exchange earnings and Outgo-</b>	
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Nil

**For and on behalf of the Board of Directors of  
Vishvprabha Ventures Limited**

Sd/-

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

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

**Annexure-4**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

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

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

To,  
The Members,  
Vishvprabha Ventures Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vishvprabha Ventures Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Vishvprabha Ventures Limited books, papers, minute books, forms and returns filed and other records available and as provided by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the Company is in process of developing a proper Board-processes and compliance-mechanism, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, forms and returns filed and other records maintained by Vishvprabha Ventures Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of following Acts as may be applicable:

- (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 - Not applicable
- (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, 1992
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 [Not applicable]
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable
- (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 - Not applicable
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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 observations:

1. *There was no Company Secretary in whole time employment for the Financial Year 2018-19. Ms. Komal Bhagat was the Company Secretary for only three months from 1<sup>st</sup> September, 2018 to 31<sup>st</sup> December, 2018.*
2. *Pursuant to circular issued by SEBI on 20<sup>th</sup> April, 2018, the Company did not send letters and reminders to shareholders holding shares in physical form for updating PAN and Bank Account details with the Company or its RTA.*
3. *Timeline of minimum 3 months between Board Meeting and Shareholders Meeting for reclassification of promoters has not been complied with and the board resolution for approving the same was also not available for inspection.*
4. *The Company did not get its records for financial year 2018-19 audited by an Internal Auditor.*
5. *Disclosure under regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 were submitted late to the Stock Exchange.*

**We 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. 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 not sent at least seven days in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** the Company is in process of forming 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.

We further report that during the audit period the company has following special events:

- a. Change of Management and Promoters and accordingly, open offer was made by Mr. Mitesh Thakkar and Mr. Pramod G. Ranka HUF under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
- b. Reclassification of Mr. Sunil Surve, Mr. Mahesh Upadhyay, Mr. Suresh Upadhyay, Mrugesh Trading Limited, Bhairav Enterprises Limited, Rajan Enterprises Limited and Warden Infra Projects Private Limited from Promoters to Public Shareholding
- c. Authorised share capital of the Company was increased from Rs. 24,50,000 to Rs. 5,00,00,000 at the annual general meeting of the dated 29<sup>th</sup>September, 2018.
- d. Increased the borrowing power of the Company and availed members' approval under Section 180(1)(a) and 180(1)(c) at an extra ordinary general meeting dated 14<sup>th</sup>March, 2019.

For Krupa Joisar & Associates  
Company Secretaries

Krupa Joisar  
Mem. No.41023  
COP No.15263

Date:13<sup>th</sup>August,2019  
Place: Mumbai

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.



**Vishvprabha Ventures Limited**

Annexure A

To,  
The Members,  
Vishvprabha Ventures Limited

Our report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Where ever required, we have obtained the Management representation about the compliance of the laws, rules and regulations and happening of events, etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our 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.

For Krupa Joisar & Associates  
Company Secretaries

Krupa Joisar  
Mem. No. 41023  
COP No.15263

Date: 13<sup>th</sup> August, 2019

Place: Mumbai

**Vishvprabha Ventures Limited**

**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 VENTURES LIMITED**

I have examined all the relevant records VISHVPRABHA VENTURES 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, 2019.

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.

For S. A. & Associates  
Company Secretaries

Shipra Agarwal  
CP No. 3173

**Vishvprabha Ventures Limited**

**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 Jayantilal Thakkar, Managing Director of Vishvprabha Ventures Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2019.

Sd/-

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

## **Vishvprabha Ventures Limited**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Vishvprabha Ventures Limited will be held on Saturday, September 28, 2019 at 2.00 p.m at the Registered Office of the Company at Ground Floor, Avighna Heights, Surveyno 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201 to transact the following business:

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### **Ordinary Business:**

- (1) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date and Cash Flow Statement together with the Report of the Directors and the Auditors there on
- (2) To declare dividend for the financial year 2018-19 on Equity Shares
- (3) To appoint Mr. Akash Karne, who retires by rotation and being eligible, offers himself for re- appointment as a Director.

### **For Vishvprabha Ventures Limited**

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

**Registered Office:**  
Ground Floor, Avighna  
Heights,  
Survey no 45-4B,  
Behind Sarvoday Park,  
Nandivali Road,  
Dombivili East,  
Thane-421201

Date: 13<sup>th</sup>August, 2019  
Place: Mumbai

## **Vishvprabha Ventures Limited**

### Notes:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
- b) The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual general Meeting has been done away with vide notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2018.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup>September, 2019 to 28<sup>th</sup> September, 2019 (both days inclusive).
- d) Members holding shares of the Company as on Saturday, 21<sup>st</sup>September, 2019 ("Cut off date"), shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- e) Particulars of Mr. Akash Karne, Director seeking re-appointment are annexed with this Notice.
- f) Members desirous of obtaining any information as regards accounts and operations of the Company are requested to write to the Company at least one week before the Meeting, so that the information could be made available at the Meeting.
- g) Members are requested to furnish their Bank Account details, change of address, e-mail address, etc. to the Company's Registrar and Transfer Agent viz; Sharex Dynamic (India) Pvt. Ltd., in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
- h) Members are advised to get their shares demated by sending Dematerialization Request Form (DRF) along with Share Certificates through their Depository Participant (DP) to Company's Registrar i.e. Sharex Dynamic (India) Private Limited.
- i) Electronic copy of the Notice convening the 35<sup>th</sup>Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the attendance slip and proxy form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For

### **Vishvprabha Ventures Limited**

members who have not registered their e-mail addresses, physical copies of the Notice convening the 35<sup>th</sup> Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the attendance slip and proxy form is being sent to the members in the permitted mode.

- j) Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for FY 2018-2019 will also be available on the Company's website at The physical copies of the afore said documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
- k) In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the RTA i.e. Sharex Dynamic (India) Pvt. Ltd. and have it duly filled and sent back to them.
- l) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- m) The Proxy Forms in order to be valid and effective should be deposited at the Registered Office of the Company not less than Forty-eight (48) hours before the commencement of the Meeting.
- n) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- o) Members/Proxies are requested to bring the copies of Annual Reports to the meeting. Member / proxy holders shall hand over the attendance slips, duly filled in all respect, at the entrance of the hall for attending the Meeting.
- p) Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
- q) Road map to reach to the venue of the Meeting from the nearest Railway station is provided below:

## Vishvprabha Ventures Limited



- r) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-Voting Services the said resolutions will not be decided on a show of hands at the AGM.
- s) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL)
- t) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- u) The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- v) The Board of Directors of the Company (“**Board**”) has appointed Ms. Krupa Joisar, Practicing Company Secretaries (Membership No. A41023) as the Scrutinizer (“**Scrutinizer**”), for conducting the voting process in a fair and transparent manner.
- w) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- x) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the

**Vishvprabha Ventures Limited**

Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- y) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.vishvprabhaventures.com](http://www.vishvprabhaventures.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**Instructions for remote e-voting:**

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Members are provided with the facility to exercise their right to vote electronically, through e-voting services provided by CDSL, i.e facility of casting the votes by the Members using an electronic voting system for a place other than venue of the AGM (on all the resolutions set forth in this Notice Instructions for remote e-voting are given herein below:

- (i) The voting period begins on Wednesday, 25<sup>th</sup> September, 2019 (9 a.m.) and ends on Friday, 27<sup>th</sup> September, 2019 (5 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Saturday, 21<sup>st</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders /Members
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



**Vishvprabha Ventures Limited**

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu 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.
- (xi) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire

## **Vishvprabha Ventures Limited**

### Resolution details.

- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile..
- (xx) 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 Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## Vishvprabha Ventures Limited

- (xxi) 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).

Explanatory statement under section 102 of the companies act, 2013.

Brief resume of the persons proposed to be re-appointed as the Directors of the Company at the 35<sup>th</sup> Annual General Meeting in accordance with Secretarial Standards [‘SS - 2’]:

Name of the Director	Mr. Akash Karne
Age	27yrs
Date of Appointment on the Board	09/08/2018
Qualifications	B. E. Computer Engineer
Shareholding in the Company	Nil
Nature of Expertise & Experience	Mr. Akash Karne is an expert in Logistics related to Import and Export and Trading Market. He has an overall experience of 5 years.
Terms and Conditions of Appointment/re- appointment	Tenure of the appointment will be for five years with effect from 1 <sup>st</sup> September, 2018
Details of Remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not applicable
Number of Meetings attended during the year	3
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not Related
Name of the other Companies in which also holds Directorship	None

## Vishvprabha Ventures Limited

VISHVPRABHA VENTURES LIMITED  
 CIN:L51900MH1985PLC034965  
 BALANCE SHEET AS ON MARCH 31, 2019

(Amount in Rs.)

Particulars	Notes	As at 31st March 2019	As at 31st March 2018
<b>Assets</b>			
<b>Non Current Assets</b>			
(a) Property, Plant and Equipment	8	59944	0
(b) Capital Work in Progress		0	0
(c) Investment Properties		0	0
Goodwill		0	0
(d) Intangible Assets		0	0
(e) Financial Assets		0	0
(i) Investments	9	0	4112080
(ii) Trade Receivables		0	0
(iii) Loans		0	0
(iv) Other Financial Assets	9	604779.6	0
(f) Deferred Tax Assets		0	0
(g) Other non current assets		0	0
<b>Total Non current Assets</b>		<b>664723.6</b>	<b>4112080</b>
<b>Current Assets</b>			
(a) Inventories		3782915	205070
(b) Financial Assets		0	
(i) Investments		0	
(ii) Trade Receivables	10	5175489	0
(iii) Cash and Cash Equivalents	11	570828.44	37503.66
(iv) Bank Balances other than (iii) above		0	
(v) Loans		0	0
(vi) Other Financial Assets		0	0
(c) Other Current Assets	12	77789	0
(d) Assets Classified as Held For Sale		0	0
(e) Current Tax Assets (Net)		0	0
<b>Total Current Assets</b>		<b>9607021.44</b>	<b>242573.66</b>
<b>Total Assets</b>		<b>10271745.04</b>	<b>4354653.66</b>

## Vishvprabha Ventures Limited

### Equity and Liabilities

#### Equity

(a) Equity Share Capital	2	2450000	2450000
(b) Other Equity	3	1788533.04	1399560.66
Non controlling interest		0	0
Total Equity		4238533.04	3849560.66

#### Liabilities

Non current liabilities		0	0
(a) Financial Liabilities		0	0
(i) Borrowings		0	0
(ii) Trade Payables		0	0
(iii) Other Financial Liabilities		0	0
(b) Provisions		0	0
(c) Deferred Tax Liabilities		2239	0
(d) Other Non Current Liabilities		0	0

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Total Non Current Liabilities		2239	0
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#### Current Liabilities

(a) Financial Liabilities		0	0
(i) Borrowings	4	3179424	455000
(ii) Trade Payables	5	2561884	47411
(iii) Other Financial Liabilities	6	0	0
(b) Provisions		0	0
(c) Employee Benefits Obligations		0	0
(d) Government Grants		0	0
(e) Current Tax Liabilities (Net)		0	0
(f) Other Current Liabilities	7	289665	2682
Total Current Liabilities		6030973	505093

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Total liabilities		6033212	505093
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Total Equity and Liabilities		10271745.04	4354653.66
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Summary of Significant Accounting Policies

Other notes forming part of Financial Statements

As per our report of even date attached

For Doshi Maru & Associates

Chartered Accountants

Firm Regn. No. 112187W

For and on behalf of the Board of Directors

Atul B Doshi  
Partner  
Membership No. 102585

Mitesh Thakkar  
Director  
DIN - 06480213

Akash Karne  
Director  
DIN - 07949609

Place: Mumbai

Date : 28th May , 2019

## Vishvprabha Ventures Limited

VISHVPRABAH VENTURES LIMITED

CIN:L51900MH1985PLC034965

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019

(Amount in Rs.)

Particulars	Notes	Year ended 31st March 2019	Year ended 31st March 2018
Revenue from Operations	13	10073708	0
Other income	14	1791747	46
Total Income (I)		11865455	46
Expenses			
Purchases of Stock-in-Trade	15	9852532	0
Changes in inventories of finished goods , work-in-progress and Stock-in-Trade	16	-1274480	193980
Finance Cost	17	61523.86	25959
Depreciation and Amortization Expenses	8	2700	0
Other Expenses	18	2686667.76	483027
Total Expenses (II)		11328943.62	702966
Profit/ (Loss) before exceptional and extraordinary items and tax (I-II)		536511.38	-702920
Exceptional items Expense/ (Income)		0	0
Profit/(Loss) before tax		536511.38	-702920
Tax Expense			
(a) Current Tax		145300	0
(b) Deferred Tax		2239	0
(c) Adjustment relating to Prior period			
Total Tax Expense		147539	0
Profit/(Loss) for the year (A)		388972.38	-702920

## Vishvprabha Ventures Limited

### Other Comprehensive Income

Items that will not be reclassified to profit or loss:

- Remeasurements of the defined benefit plans	0	0
- Income Tax Effect	0	0

Other Comprehensive Income (Net of Tax) (B)	0	0
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Total Comprehensive Income (A + B)	<u>388972.38</u>	<u>-702920</u>
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Earnings per share:

Basic	1.59	-2.87
Diluted	1.59	-2.87

Summary of Significant Accounting Policies

Other notes forming part of Financial Statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Doshi Maru & Associates

Chartered Accountants

Firm Regn. No. 112187W

Atul B. Doshi  
Partner  
Membership No. 102585

Mitesh Thakkar  
Director  
DIN - 06480213

Akash Karne  
Director  
DIN - 07949609

Place: Mumbai

Date : 28th May , 2019

## Vishvprabha Ventures Limited

VISHVPRABHA VENTURES LIMITED  
CIN:L51900MH1985PLC034965

### Statement of changes in equity for the year ended

A. Equity Share Capital

Amount  
(Rs. in Lakh)

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	245000	2450000	245000	2450000
Changes in equity share capital during the year	0	0	0	0
<b>Balance at the end of the reporting period</b>	<b>245000</b>	<b>2450000</b>	<b>245000</b>	<b>2450000</b>

B. Other Equity as on 31.03.2019

(i) Reserves and surplus

Particulars	(a) General Reserve	(b) Retained Earnings	(c) Other Comprehensive Income	Total
Balance at the beginning of the period	0	1399560.66	0	1399560.66
Changes in accounting policy or prior period errors	0	0	0	0
Restated balance at the beginning of the reporting period	0	0	0	0
<b>Profit for the year</b>	<b>0</b>	<b>388972.38</b>	<b>0</b>	<b>388972.38</b>
Total Comprehensive Income for the year	0	0	0	0
Dividend and DDT payable for FY 2016-17	0	0	0	0
Transfer to retained earnings	0	0	0	0
<b>Balance at the end of the period</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1788533.04</b>

Other Equity as on 31.03.2018

Particulars	(a) General Reserve	(b) Retained Earnings	(c) Other Comprehensive Income	Total
Balance at the beginning of the period	0	0	0	0
Changes in accounting policy or prior period errors	0	0	0	0
Due to change in revenue policy	0	0	0	0
Restated balance at the beginning of the reporting period	0	0	0	0
Profit for the year	0	0	0	0
Total Comprehensive Income for the year	0	0	0	0
Reversal of proposed dividend and DDT thereon( FY 2016-17)	0	0	0	0



## Vishvprabha Ventures Limited

Transfer to retained earnings	0	0	0	0
	0	0	0	0
Balance at the end of the period	0	0	0	0

As per our report of even date attached

For and on behalf of the Board of Directors

For Doshi Maru & Associates  
Chartered Accountants  
Firm Regn. No. 112187W

Atul B. Doshi  
Partner  
Membership No. 102585

Mitesh Thakkar  
Director  
DIN - 06480213

Akash Karne  
Director  
DIN - 07949609

Place: Mumbai

Date : 28th May , 2019

## VISHVPRABHA VENTURES LIMITED

Notes to Financial Statements for the year ended 31st March, 2019

Note-2: Share Capital

(Amount in Rs.)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Authorised :		
2,45,000 (Previous Year 2,45,000) Equity Shares of Rs.10/- each	2450000	2450000
Issued, Subscribed & Paid-up :		
2,45,000 (Previous Year 2,45,000) Equity Shares of Rs.10/- each fully paid-up	2450000	2450000
Total	<u>2450000</u>	<u>2450000</u>

a) There is no change in the share capital during the year and there has been no allotment of shares pursuant to contract(s) without payment being received in cash or by way of Bonus issue and no shares have been bought back from the date of incorporation of the Company.

## Vishvprabha Ventures Limited

b) The Company has only one class of Equity Shares having a par value of Rs. 10 per Share. Each holder of Equity Shares is entitled to one vote per share.

c) No dividend has been proposed / declared during the year ended 31st March, 2018. As and when the Company proposes the payment of dividend, the same will be paid in Indian rupees.

d) In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

e) Detail of Shareholders holding more than 5% Shares

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
	Number of Shares	Number of Shares
Bennett Property Holdings Co. Ltd. (the Holding Company w.e.f. 1st April, 2011)	50000	50000

Note-3 : Reserves and Surplus

(Amount in Rs.)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Surplus / (-) Deficit in the Statement of Profit and Loss		
Balance as per Last Financial Statements	1399560.66	2102480.66
Add: Profit / (-) Loss after Tax for the year	388972.38	-702920
Net Surplus / (-) Deficit in the Statement of Profit and Loss	1788533.04	1399560.66

Note: 4

SHORT TERM BORROWINGS

Unsecured

Loans from Director

3179424

455000

Total of short term borrowings

3179424

455000

## Vishvprabha Ventures Limited

### VISHVPRABHA VENTURES LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

#### Note - 5

##### TRADE PAYABLES

Due to related parties	0	0
Others	2561884	47411
	2561884	47411

#### Note -6

##### OTHER FINANCIAL LIABILITIES

Security deposits- related parties	0	0
Security deposits- others	0	0
Interest on borrowings	0	0
Payables to related parties	0	0
	0	0

#### Note -7

##### OTHER CURRENT LIABILITIES

Payable to statutory and government authorities	259665	0
Advance from customers	0	0
Advance from a subsidiary against marketing right	0	0
Revenue received in advance	0	0
Other payables	30000	2682
	289665	2682

#### Note 8: Fixed Assets

Particulars	Computer	Attendance Systems	Printer	Total
Gross block as on 1.04.2018	0	0	0	0
Additions / Deductions/ adjustments during the year	38644	13500	10500	62644
Gross block as on 31.03.2019	38644	13500	10500	62644
Accumulated depreciation as on 01.04.2018	0	0	0	0
Depreciation for the year	2082.19	406.85	210.96	2700
Accumulated Depreciation adjusted during the Year	0	0	0	0
Accumulated depreciation as on March 31, 2019	2082.19	0	210.96	2293.15
Net Fixed Assets As at 31.03.2019	36561.81	13093.15	10289.04	59944

## Vishvprabha Ventures Limited

### VISHVPRABHA VENTURES LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

	As at March 31, 2019	As at March 31, 2018
Note - 9		
NON- CURRENT - INVESTMENTS		
Non Current Investments	0	4112080
	0	4112080
NON- CURRENT - OTHER FINANCIAL ASSETS		
Miscellaneous Expenses	604779.6	
Total of non-current financial assets	604779.6	0
Note: Non Current Other Financial Assets consists of Preliminary Expenses		
Note - 10 : Trade Receivables		
Trade Receivables:	5175489	0
	5175489	0
Note - 11		
CASH AND CASH EQUIVALENT		
Balances with banks in current accounts	570828.44	37503.66
Total of cash and cash equivalents	570828.44	37503.66
Note - 12		
OTHER CURRENT ASSETS (unsecured considered good)		
Vishvprabha Ventures Ltd. - Gujarat Division	20000	0
Miscellaneous Expenses	0	0
Advance to supplier	0	0
Prepaid expenses	0	0
Balances with government authorities	57789	0
Total	77789	0

## Vishvprabha Ventures Limited

### VISHVPRABHA VENTURES LIMITED

Notes to Financial Statements for the year ended 31st March, 2019

#### Note - 13 : Revenue from Operations

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Sales - Contract Charges	10073708	0
	10073708	0

#### Note - 14 : Other Income

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Capital Gain on Sale of shares	1218470	0
Interest on fixed deposits	16137	0
Other Income	557140	46
	1791747	46

#### Note - 15 : Purchases of Stock in trade

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Opening Stock of Raw Material	205070	0
Add : Purchases	7770184	0
Add :Direct Expenses	4385713	0
Total	12360967	0
Less : Closing Stock of Raw Material	-2508435	205070
Net	9852532	205070

#### Note - 16 : Changes in inventory of Finished goods, Stock in process and Stock in Trade

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Inventories (At Close)		
Stock in Process	1274480	205070
Inventories (At Commencement)		
Stock in Process	0	399050
	-1274480	193980

## Vishvprabha Ventures Limited

### Note - 17 : Other Expenses

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Payment to Auditors'		
Advertisement expenses	35106	29488
Audit Fees	30000	15000
Courier charges	3050	0
Demat charges	9305	596
Filing fees	1200	8000
General expenses	39918.36	14876
GST paid	8580	0
Internal Audit Fees	37500	5000
Legal & professional charges	1132658	55000
Listing Fees	295000	250000
Loading & Unloading	44550	0
Membership & Subscription	1000	0
Preliminary expenses written off	36488.4	0
Office Rent	30000	0
Out of Pocket expenses	18400	0
Postage charges	1600	6150
Printing & Stationary	10376	0
Profession tax	2500	2500
Repairs & Maintenance	269929	0
Service charges	33940	26004
Statutory Fees	36301	42283
Subscription charges	10620	24000
Rtrademarks	11998	0
Travelling Expenses	38535	0
Website charges	4130	4130
Conveyance expenses	42140	0
Director Remuneration	225000	0
Salary & Bonus	257200	0
Staff Welfare Expenses	19643	0
<b>Total</b>	<b>2686667.76</b>	<b>483027</b>

### Note- 18 : Finance Cost

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Bank Charges	3575.5	0
Interest on Loan	56701	25959
Interest on others	1247.36	0
<b>Total</b>	<b>61523.86</b>	<b>25959</b>

## Vishvprabha Ventures Limited

Note - 17 : EARNING PER SHARE (EPS) :

Particulars	Year ended on March, 2019	Year ended on March, 2018
Net Profit/ (-) Loss attributable to Equity Shareholders (in Rs.)	388972	-702920
Weighted Average number of Equity Shares (Face Value per Equity Share 10/- each)	2450000	2450000
 Earning per share (in Rs.)		
Basic	1.59	(2.87)
Diluted	1.59	(2.87)

Note-18 : Segment information is not provided as there are no separate reportable segments within the meaning of Accounting Standard-17 "Segment Reporting".

Note- 19 : Contingent liabilities and commitments not provided for as on 31st March, 2018 : Nil  
(Previous Year: Nil)

Note- 20 : As identified, there were no outstanding dues during the accounting year towards the enterprises as defined in the Micro, Small & Medium Enterprises Development Act, 2006.

Note- 21: Disclosure of details pertaining to related party transactions entered into during the year in terms of Accounting Standard -18 'Related Party Disclosures'.

a) Related parties and nature of relationship:

(i) Related party where control exists

Name of Related Party	Relationship
Mitesh J. Thakkar	Promoters & Managing Director

a) Transactions with related parties during the year

Relationship & Name	Nature of Expenses	31 st March 2019
Mitesh J. Thakkar	Interest Expenses	40955
Promoter and Managing Director	Director Remuneration	225000
TOTAL		265955

b) Summary of Balances outstanding

Particulars		31 st March 2019
Mitesh J. Thakkar	Promoters & Managing Director	3404424

**Vishvprabha Ventures Limited**

## **Doshi Maru & Associates**

**Chartered Accountants**

**9, Shreepal Building,  
S N Road, Tambe Nagar,  
Mulund- (West),  
Mumbai - 400 080.  
Tel: (O)23472578  
(R) 25654859**

### **Independent Auditors Report**

#### **Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To

Board of Directors of VISHVPRABHA VENTURES LIMITED

We have audited the quarterly financial results of Vishvprabha Ventures Limited for the quarter ended 31<sup>st</sup> March 2019 and the year to date results for the period 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

(i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and

(ii) give a true and fair view of the net profit and other financial information for the quarter ended 31<sup>st</sup> March 2019 (date of the quarter end) as well as the year to date results for the period from 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019

**For M/s. Doshi Maru & Associates**

**Chartered Accountants**

**FRN: 112187W**

*Atul B. Doshi*

**(Atul B. Doshi)**

**Partner**

**M.No: 102585**

**Place: Mumbai**

**Dated: 28th May, 2019**





## Vishvprabha Ventures Limited

VISHVPRABHA VENTURES LIMITED

CIN:L51900MH1985PLC034965

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rs.)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>A. Cash Flow from Operating Activities:</b>		
Profit/ (-)Loss before Tax	536511.38	-702920
Adjustments for :Interest paid on Loans	61523.86	25959
Adjustment for inventory devaluation	0	193982
Preliminary Expenses W/off	36488.4	
Non Operating Income	-1775610	
Amortisation	2700	0
Operating profit before working capital changes	-1138386.36	-482979
Adjustments for changes in working capital:		
Add/(Less): (Decrease)/Increase in Other current Liabilities	289222	2682
Add/(Less): Decrease/(Increase) in Trade Receivables	-5175489	0
Add/(Less): Decrease/(Increase) in Inventories	-3577845	
Add/(Less): Decrease/(Increase) in Short term Loans & Advances	0	0
Add/(Less): (Decrease)/Increase in Trade Payables	2514473	14966
Add/(Less): Decrease/(Increase) in other Assets	-77789	8240
Add/(Less): (Decrease)/Increase in Short term assets	0	0
Cash generated from / (-)used in Operations	-6027428	25888
Taxes Paid (net of Refunds)	-147539	0
Net Cash flow from / (-)used in Operating Activities (A)	-7313353.36	-457091
<b>B. Cash Flow from Investing Activities:</b>		
Investment purchase		0
Add: Purchase of Fixed Assets	-62644	
Add : Sale Of On ivestment	5887690	
Add: Outflow for Expansion	-641268	
Add/(Less): Capital Reserve generated due to Demerger	0	0
Add/(Less): Assets transferred to Bennet (Due to Demerger)	0	0
Net Cash flow from / (-)used in Investing Activities (B)	5183778	0
<b>C. Cash Flow from Financing Activities:</b>		
Add:- Decrease in Long term loans & advances	0	0
Add/(Less): Interest paid to Holding company		0
Add/(Less): (Decrease)/Increase in Long term Borrowings	2724424	455000
Add/(Less): Interest received on IT refund	0	0
Add/(Less): Interest received from others	-61523.86	-25959
Net Cash flow from / (-)used in Financing Activities (C)	2662900.14	429041
Net Increase/ (-)Decrease in Cash and Cash Equivalents (A+B+C)	533324.78	-28050
Cash and Cash Equivalentls at the Beginning of the Year	37503.66	65556
Cash and Cash Equivalentls at the End of the Year	570828.44	37504

## Vishvprabha Ventures Limited

Closing Cash and Cash Equivalents Comprise :

Cash on hand	0	0
Balances with Scheduled Banks:		
In Current Accounts	570828.44	37503.66
Total	<u>570828.44</u>	<u>37503.66</u>

As per our report of even date attached

For and on behalf of the Board of Directors

For Doshi Maru & Associates  
Chartered Accountants  
Firm Regn. No. 112187W

Atul B. Doshi  
Partner  
Membership No. 102585

Mitesh Thakkar  
Director  
DIN - 06480213

Akash Karne  
Director  
DIN - 07949609

Place: Mumbai  
Date : 28th May , 2019

## Vishvprabha Ventures Limited

### Vishvprabha Ventures Limited

Registered Office: Ground Floor, Avighna Heights, Surveyno 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201

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#### PROXY FORM

[(Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2015]

CIN	:	L51900MH1985PLC034965		
Name of the Company	:	VishvprabhaVentures Limited		
Registered Office	:	Ground Floor, Avighna Heights, Surveyno 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201		
Name of the Member(s)	:			
Registered Address	:			
E-mail Id	:			
Folio No. / Client ID	:		DP ID	
I/We being the member(s) of _____ of the above named Company, hereby appoint				
1	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
2	Name			
	Address			
	E-mail ID		Signature	
	Or failing him			
3	Name			
	Address			
	E-mail ID		Signature	

## Vishvprabha Ventures Limited

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Saturday, September 28, 2019 at 2.00 pm at the Registered Office of the Company, Ground Floor, Avighna Heights, Surveyno 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201 and at any adjournment thereof in respect of resolutions as indicated below.

	Resolutions	Type of Resolution	For	Against
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date and Cash Flow Statement together with the Report of the Directors and the Auditors thereon.	Ordinary		
2	To declare dividend for the financial year 2018-19 on Equity Shares	Ordinary		
3	To re-appoint Mr. AkashKarne, who retires by rotation and being eligible, offers himself for re-appointment as a Director	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the Shareholder: \_\_\_\_\_

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

Affix  
Revenue  
Stamp

**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

**Vishvprabha Ventures Limited**

Vishvprabha Ventures Limited Registered Office: Ground Floor, Avighna Heights, Survey no 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201.

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Attendance Slip

(To be handed over at the entrance of the Meeting hall)

I hereby record my presence at the Thirty fifth Annual General Meeting of Vishvprabha Ventures Limited held at the Registered Office of the Company at Ground Floor, Avighna Heights, Survey no 45-4B Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane-421201 on Saturday, September 28, 2019 at 2.00 p.m

Full name of the Member (in BLOCKLETTERS) \_\_\_\_\_

Full name of the Proxy (in BLOCKLETTERS) \_\_\_\_\_

Member's/ Proxy's Signature \_\_\_\_\_