

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 Contact No. -022-23027900 Email: cosec@vishvprabhaventures.com

To,

BSE LTD

Phiroze Jeejeebhoy, Dalal Street

Fort, Mumbai - 400001

BSE Scrip Code: **512064**

Sub: Outcome of Board Meeting held on July 26, 2023, pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015

Further to our letter dated July 20, 2023, for intimation of the meeting of the Board of Directors of the Company, in accordance with the provisions of Regulation 30 of the SEBI (LODR) Regulations 2015, please be informed that the Board of Directors of the Company at its meeting held on July 26, 2023, has, inter alia, considered and approved the following business:

1. Appointment of Mr. Ajay Kumar Singh as Chief Financial Officer. Detailed reason has been given in **Annexure A**
2. Appointment of RRBP & Company as the Secretarial Auditor for the FY 2022-23. Detailed reason has been given in **Annexure B**.
3. Raising of funds through issuance and allotment of equity shares of face value of Rs. 10/- each ("Equity Shares") for up to an aggregate amount of up to Rs. 4,50,00,000 (Rupees Four Crores Fifty Lakhs only), on Rights basis on such terms to the eligible equity shareholders of the Company, as on the record date (to be notified subsequently), subject to receipt of regulatory/statutory approvals, in accordance with the provisions of Section 62(1)(a) of the Companies Act, 2013 and the rules made thereunder and the applicable laws including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and SEBI LODR Regulations, 2015 ("Rights Issue").

The Board has decided to re-constitute Rights Issue Committee to proceed with the Rights Issue and inter-alia, decide the other terms and conditions of the Rights Issue, including deciding on the Record date, determining the rights Issue price, rights entitlement ratio, appointment of intermediaries and other related matters.

Details of Reconstitution of Right issue Committee has been given in **Annexure C**

4. Reconstitution of Audit Committee, Nomination and Remuneration Committee and Stakeholder Committee. Details has been given in **Annexure D**
5. Appointment of CS Rudrabahadur Bhujel as the Nodal Officer of the Company as per IEPF rules. Details has been given in **Annexure E**

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6. Allotment of 450000 Shares by Vishvprabha Foods Private Limited to the Company by way of Conversion of shares has been noted by the Board of Directors in the Meeting. Detailed reason has been mentioned in **Annexure F**

The Board meeting commenced at 3:00 P.M. and concluded at 5:30 P.M.

Kindly take the above information on your records.

Yours Faithfully

For Vishvprabha Ventures Limited

Mitesh Jayantilal Thakkar

Managing Director

DIN: 06480213

Place: Dombivali, Thane

Date: July 26, 2023

Encl: as above

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Disclosure required pursuant to Regulation 30 of the Listing Regulations read with Para A of Schedule III to the Listing Regulations is given here under

Annexure A

Appointment of Mr. Ajay Kumar Singh as Chief Financial Officer of the Company

Sr No.	Particulars	Information of Such Event
1.	Reason for Change Viz. Appointment	Appointment of Mr Ajay Kumar Singh as the Chief Financial Officer.
2.	Date of Appointment / Cessation & Term of appointment	Appointment w.e.f. July 26, 2023 as the Chief Financial Officer. The Term of Appointment shall Commence from July 26, 2023 and continue until his resignation or attaining the Age of retirement (as per Company policy) whichever is earlier
3.	Brief Profile	Mr Ajay Kumar Singh, Qualified Chartered Accountant and Member of Institute of Chartered Accountant of India holding Experience of 19 years. He is having Expertise in wide range of Accounting, Taxation Matters, Import and Export Set up Boxes, Business Development Process, Acquisition and Valuation. He also hold various worked with Sahara India TV Network, IP Plus Network Solutions Pvt. Ltd, IndusInd Media & Communications Ltd during his tenure.
4.	Disclosure of relationships (in case of appointment of a director).	He is not related to any of the Directors on the Board.

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Annexure B

Appointment of RRBP & Company as the Secretarial Auditor for the FY 2022-23

Sr. No.	Particulars	Details
1.	Reason for change viz. Appointment resignation, removal, death or otherwise;	NA
2.	Date of Appointment	26/07/2023
3.	Term of Appointment	For the Financial Year 2022-23
3.	Brief profile	<p>M/s RRBP & Company is a Practicing Company Secretary firm, consisting of following partners with their experiences:</p> <ol style="list-style-type: none">1. Mr. Bharat Prajapat, the partner having membership no. F11562 and COP 23303 possess experience of more than 7 year as Company Secretary.2. Mr. Ravindra Rawal, the partner having membership no. F11277 and COP 17784 possess experience of more than 7 year as Company Secretary.3. Mr. Bhupendra Kumar, the partner having membership no. A69615 and COP 26028 possess experience of more than 1 year as Company Secretary. Firm having expertise on Various Corporate Matters. Its clientele includes numerous Listed Companies, Govt. undertakings, SEZ Units, IFSCA Units, Public and Private Companies.

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Annexure C

Reconstitution of Right Issue Committee are as follows:

Sr No	Name	Designation	
1	Rakhi A. Barod	Chairperson	Independent Women Director
2	Mitesh J Thakkar	Member	Managing Director
3	Paresh Desai	Member	Executive Director

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Annexure D

Reconstitution of Audit Committee, Nomination and remuneration Committee and Stakeholder Relationship Committee pursuant to Companies Act 2013 and SEBI LODR Regulations 2015

1. AUDIT COMMITTEE

Sr No	Name	Designation	
1	Rakhi A. Barod	Chairperson	Independent Women Director
2	Rajalaxmi Vijay Sawant	Member	Independent Women Director
3	Utsav S Bhavsar	Member	Independent Director

2. NOMINATION AND REMUNERATION COMMITTEE:

Sr No	Name	Designation	
1	Rakhi A. Barod	Chairperson	Independent Women Director
2	Rajalaxmi Vijay Sawant	Member	Independent Women Director
3	Utsav S Bhavsar	Member	Independent Director

3. STAKEHOLDER RELATIONSHIP COMMITTEE

Sr No	Name	Designation	
1	Rakhi A. Barod	Chairperson	Independent Women Director
2	Rajalaxmi Vijay Sawant	Member	Independent Women Director
3	Utsav S Bhavsar	Member	Independent Director

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Annexure E

Appointment of Mr. Rudrabhadur Bhujel as Nodal Officer of the Company as per IEPF Rules

In Compliance with the provision of Section 124 of the Companies Act 2013 read with rule 7 (2A) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules) Rules 2016, the Company nominated the Nodal officer for the purpose of coordination with IEPF Authority

The Following are details

Name	Rudrabhadur B.B. Bhujel
Designation	Company Secretary and Compliance Officer
Postal Address	Ground Floor, Avighna Heights, Survey No. 45-4B, Behind Sarvoday Park, Nandivali Road, Dombivili East - 421201
Mobile No.	8850085211
Email ID	cosec@vishvprabhaventures.com

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Annexure F

Sr No.	Particulars	Disclosure
1	Name of the entity	Vishvprabha Foods Private Limited
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the Entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Yes, Vishvprabha Foods Private Limited being the Wholly owned Subsidiary. The acquisition has been by way of Conversion of Shares as per the Agreement.
3	Industry to which the entity being acquired belongs	Vishvprabha Foods Private Limited is engaged in Foods Industry which caters jams, sauces and other eatable items they produced
4	Brief details of any governmental or regulatory approvals required for the acquisition	None
5	Nature of consideration -whether cash consideration or share swap and details of the same	Other than Cash
6	Conversion of shares or the price at which the shares are acquired	Acquisition of 450000 equity shares of face value of Rs 10/- at a premium of Rs. 90 per share aggregating Rs. 450,00,000
7	Percentage of shareholding / control acquired and / or number of shares acquired	No changes i.e 100%