

**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

Email: cosec@vishvprabhaventures.com

30th September, 2021

To  
**The Manager,**  
**Department of Corporate Regulations,**  
BSE Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai-400001

Stock Code: BSE 512064  
ISIN: INE762D01011

**Ref: Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.**  
**Sub: Proceedings of 37th Annual General Meeting held on Wednesday, September 29, 2021.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulation, we are submitting here with the details regarding the proceeding of the 37th Annual General Meeting ("AGM") of the Company (enclosed here with as Annexure) held on Wednesday, September 29, 2021 at 2.00 p.m. and conclude at 2.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

By Order of the Board of Directors of  
**Vishvprabha Ventures Limited**

*Jas Raj Nagal*

**Jas Raj Nagal**  
**Company Secretary & Compliance Officer**

M.No. : A59372

Place : Dombivli, Thane

Date : 30/09/2021



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### **SUMMARY OF PROCEEDINGS OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VISHVPRABHA VENTURES LIMITED HELD ON WEDNESDAY, SEPTEMBER 29, 2021 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VIDEO MEANS ("OAVM"), BEGUN AT 2.00 PM AND CONCLUDED AT 2.30 PM**

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1. Mr. Mitesh Thakkar, Chairman cum Managing Director of the Company, occupied the Chair and on being satisfied that sufficient quorum was present at the meeting, ordered for commencement of the proceedings.
2. The Chairperson informed the members that the meeting was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the Ministry of Corporate Affairs Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 08, 2020 and Circular No.17 /2020 dated April13, 2020 (hereinafter referred to as "MCA Circulars"), Government of India, and Securities and Exchange Board of India.
3. The Chairman later introduced the Board of Directors who were present and were sharing dais with him. He further informed that due to certain exigencies, Mrs. Shweta Patel and Ms. Rakhi Ashokkumar Barod couldn't attend the AGM. He also stated that the Chairman of Audit Committee and Nomination and Remuneration Committee i.e. Mr. Ashish Dange was present at the AGM.
4. With the permission of members present, Chairman took the Notice convening the AGM as read.
5. The Chairman read the Qualification, Observation in Statuary Audit Report and secretarial audit report and provided clarifications or explanations for adverse remarks contained in the said report.
6. Thereafter Company Secretary of Company took up the resolutions as set forth in the Notice.
7. Company Secretary informed the members that pursuant to the provisions of the Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Company had provided remote e-voting facility which commenced on from Sunday, 26th September, 2021 (9:00 am) to Tuesday, 28th September, 2021 (5:00 pm) to the members of Company whose names appeared in the Register of Members as on the cut-off date i.e 22nd September, 2021 to vote on the resolutions through a platform provided by Central Depository Services (India) Limited (CDSL).

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8. Company Secretary further informed the eligible members who have not cast their votes via remote e-voting may do so during the AGM as the e-voting window will be available till 30 minutes from the closing of this AGM. The members who have already voted cannot vote again. The Company has appointed Ms. Krupa Joisar, Practicing Company Secretary as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM to ensure that the process is carried out in a fair and transparent manner.
9. Thereafter the following items of business as per the Notice of the AGM dated September 29, 2021 were transacted at the meeting:

Sr. No.	Resolutions	Type of Resolution (Ordinary / Special)
<b>I</b>	<b>Ordinary Business:</b>	
<b>1</b>	To receive, consider and adopt	Ordinary
	a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021, together with the reports of the Board of Directors and the Auditors thereon;	
	b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, together with the reports of the Auditors thereon.	
<b>2</b>	To declared final dividend on the equity shares for the financial year 2020-21.	Ordinary
<b>3</b>	To appoint Statutory Auditors of the Company and to fix their remuneration and in this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution.	Ordinary
<b>II</b>	<b>Special Business:</b>	
<b>4</b>	To regularisation of Additional Director, Mr. Paresh Ramanlal Desai (DIN:08602174), by appointing him as Executive Whole-Time Director of the company.	Ordinary
<b>5</b>	To re-appointment of Mr. Mitesh Jayantilal Thakkar (DIN: 06480213) as the Chairman and Managing Director of the Company for a term of Three (3) years.	Ordinary

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<b>6</b>	To increase overall managerial remuneration payable from 11% to 50% of the net profits of the company.	Ordinary
<b>7</b>	To increase managerial remuneration payable to Mr. Paresh Ramanlal Desai (DIN:08602174), Whole-Time Director in excess of 5% of the net profits of the company.	Special

The voting results in accordance with the provisions of Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, on the above resolutions shall be communicated to the Stock Exchanges upon receipt of voting results from the Scrutinizer within 48 hours from the conclusion of AGM.

The Meeting concluded at 2.30 pm with a vote of thanks to the chair.

By Order of the Board of Directors of  
**Vishvprabha Ventures Limited**

*Jas Raj Nagal*

**Jas Raj Nagal**  
**Company Secretary & Compliance Officer**

M.No.: A59372

Place : Dombivli, Thane

Date : 30/09/2021





Date: September 30, 2021

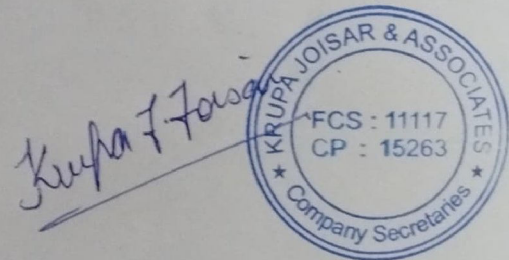
**Consolidated Scrutinizer's Report**

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

To,  
The Chairman,  
**Vishvprabha Ventures Limited**  
Ground Floor Avighna Heights  
Survey No 45-4B Behind Sarvoday Park,  
Nandivali Road, Dombivili East  
Thane: 421201

Dear Sir,

1. I, Krupa Joisar of M/s. Krupa Joisar & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Vishvprabha Ventures Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means on the resolutions contained in the notice dated September 06, 2021 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), calling the 37<sup>th</sup> Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Wednesday, September 29, 2021 at 2:00 p.m. IST through VC / OAVM.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
  - i. process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
  - ii. process of e-voting at the AGM through electronic voting system ("e-voting during the AGM").



### 3. Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### 4. Scrutinizer's Responsibility:

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting during the AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.

### 5. Cut-off date:

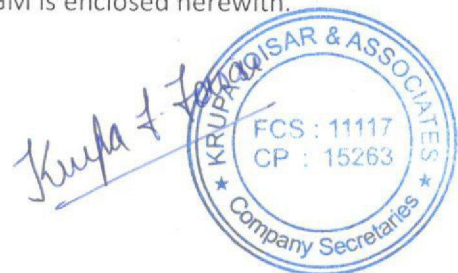
The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, September 22, 2021 were entitled to vote on the resolutions (item nos. 1 to 7 set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### 6. Remote e-voting process and E-voting at the AGM:

- (i) The remote e-voting period remained open from Sunday, September 26, 2021 (9:00a.m. IST) to Tuesday, September 28, 2021 (5:00 p.m. IST) and the remote e-voting platform was disabled by CDSL thereafter.
- (ii) The votes cast were unblocked on, Wednesday, September 29, 2021 after 30mins from the conclusion of the AGM.
- (iii) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://www.evotingindia.com>. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

### 7. Consolidated Report:

I now submit my consolidated Report as under on the result of the remote e-voting and e-voting, based on the reports generated by the CDSL, scrutinized on test check and relied upon by me, in respect of the resolutions listed in the Notice calling the AGM is enclosed herewith.



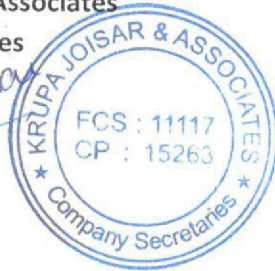
8. The electronic data, provided by CDSL, relating to e-voting are under my safe custody and will be handed over to Mr. Jas Raj Nagal, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the Proceedings or Minutes of the AGM.

**9. Restriction on Use:**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

For Krupa Joisar & Associates  
Company Secretaries

*Krupa J. Joisar*



Krupa Joisar

Mem No: F11117

CP No: 15263

UDIN: F011117C001054390

Date: September 30, 2021

Place: Mumbai

Countersigned by

For Vishvprabha Ventures Limited

\_\_\_\_\_  
Mitesh Thakkar

Chairman

Consolidated Results


Ordinary Business:

<b>Resolution 1: (Ordinary)</b>	<p><b>To receive, consider and adopt:</b></p> <p>a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021, together with the reports of the Board of Directors and the Auditors thereon;</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, together with the reports of the Auditors thereon</p>
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	39	1	57150	14	57189	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>39</b>	<b>1</b>	<b>57150</b>	<b>14</b>	<b>57189</b>	<b>100</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No.1 of the Notice of the AGM has been passed with requisite majority.

*Krupa J. Joshi*





Resolution 2: (Ordinary)	Declaration of final dividend on the equity shares.
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	39	1	57150	14	57189	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>39</b>	<b>1</b>	<b>57150</b>	<b>14</b>	<b>57189</b>	<b>100</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM has been passed with requisite majority.

*Krupa J. Jaiswal*



Resolution 3: (Ordinary)	To appoint Statutory Auditors of the Company and to fix their remuneration.
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	39	1	57150	14	57189	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>39</b>	<b>1</b>	<b>57150</b>	<b>14</b>	<b>57189</b>	<b>100</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM has been passed with requisite majority.

*Krupa J. Fowai*



Special Business:

Resolution 4: (Ordinary)	Regularisation of Additional Director, Mr. Paresh Ramanlal Desai (DIN:08602174), by appointing him as Executive Whole-Time Director of the company.
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	39	0	0	13	39	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	57150	1	57150	0
<b>Total</b>	<b>13</b>	<b>39</b>	<b>1</b>	<b>57150</b>	<b>14</b>	<b>57189</b>	<b>100</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM has been passed with requisite majority.

*\*The votes cast by Mr. Mitesh Thakkar, Promoter of the Company, being an interested party, have been considered invalid in the above resolution*

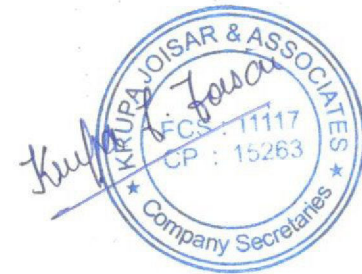


Resolution 5: (Ordinary)	Re-appointment of Mr. Mitesh Jayantilal Thakkar (DIN: 06480213) as the Chairman and Managing Director of the Company for a term of Three (3) years.
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	39	0	0	13	39	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	57150	1	57150	0
<b>Total</b>	<b>13</b>	<b>39</b>	<b>1</b>	<b>57150</b>	<b>14</b>	<b>57189</b>	<b>100</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM has been passed with requisite majority.

*\*The votes cast by Mr. Mitesh Thakkar, Promoter of the Company, being an interested party, have been considered invalid in the above resolution*



Resolution 6: (Ordinary)	To increase overall managerial remuneration payable from 11% to 50% of the net profits of the company:
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	39	0	0	13	39	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	57150	1	57150	0
<b>Total</b>	<b>13</b>	<b>39</b>	<b>1</b>	<b>57150</b>	<b>14</b>	<b>57189</b>	<b>100</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM has been passed with requisite majority.

*\*The votes cast by Mr. Mitesh Thakkar, Promoter of the Company, being an interested party, have been considered invalid in the above resolution*

*Krupa F. Fozdar*



Resolution 7: (Special)	To increase managerial remuneration payable to Mr. Paresh Ramanlal Desai (DIN:08602174), Whole-Time Director in excess of 5% of the net profits of the company
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	39	0	0	13	39	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	57150	1	57150	0
<b>Total</b>	<b>13</b>	<b>39</b>	<b>1</b>	<b>57150</b>	<b>14</b>	<b>57189</b>	<b>100</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 7 of the Notice of the AGM has been passed with requisite majority.

*\*The votes cast by Mr. Mitesh Thakkar, Promoter of the Company, being an interested party, have been considered invalid in the above resolution*

