

CERTIFIED TRUE COPY OF THE MINUTES OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VISHVPRABHA TRADING LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER 2015 AT 1.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT WARDEN HOUSE, 340, J. J. ROAD, BYCULLA, MUMBAI 400 008

Directors & Members Present:

Mr. Sunil Y. Surve : Director & Member
Mrs. Krishna Jaisingh Jain : Director

Present:

Mr. I.G. Naik : Statutory Auditor
Ms. Neeta Desai : Secretarial Auditor
Shareholders : Shareholders as listed in a separate Register were present

1. Chairman

Mr. Sunil Y Surve, Chairman of the meeting took the Chair.

2. Proxy/ Quorum

The Chairman informed the members that 6 members were present in person. He further informed the members present, that the Company has not received any proxy and the necessary Statutory Registers, as required, are kept open for inspection at the registered office of the Company.

The Chairman declared that the requisites quorum was present and called the meeting in order.

3. Notice of the Meeting

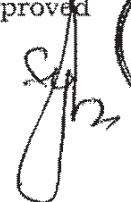
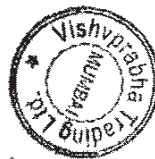
The Chairman read the Notice convening the Annual General Meeting, and with the consent of the members present, the notice convening the meeting was taken as read.

4. Auditors Report

The Chairman read the Auditors Report as required under Section 145 of the Companies Act, 2013. There has been no qualification or observation or comments made by the Statutory Auditors. With the consent of the members present, the Auditors Report and Annexure to the Auditors Report, was taken as read.

5. Item no. 1 of the Notice - Adoption of Annual Accounts

Chairman stated that the purpose of the business at item no. 1 was to approve the financial statements along with Directors' and Auditors' Report for the financial year ended March 31, 2015. The approved accounts would be filed with the Registrar of Companies.

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Shashi Kumar Dujari

"RESOLVED THAT Audited Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2015 and Balance Sheet as of that date together with Auditors' Report thereon and Directors' Report be and are hereby considered, approved and adopted."

6. Item No. 2 of the Notice - Appointment of Mr. Suresh P. Upadhyay (DIN 01146958), as Director liable to retire by rotation

Chairman stated that the purpose of the business at item no. 2 was to approve the appointment of Mr. Suresh P. Upadhyay (DIN 01146958) as a Director of the Company.

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Bhawar Singh Rajpurohit

"RESOLVED THAT Mr. Suresh P. Upadhyay (DIN 01146958), who retires by rotation, pursuant to provisions of the Companies Act, 2013 and Articles of Association of the Company, and being eligible for re-election, be and is hereby re-appointed as a Director of the Company."

7. Item No. 3 of the Notice - Appointment of Mr. Navneet Dammani (DIN 05269979) as Independent Director of the Company for the term of five years not liable to retire by rotation:

Chairman stated that the purpose of the business at item no. 3 was to confirm appointment of Mr. Navneet Dammani (DIN 05269979) from additional director to Director and further appoint him as an Independent Director of the Company for the term of Five years, not liable to retire by rotation.

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Surendra Kumar Dujari

- 8. "RESOLVED THAT** pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Listing Agreement (BSE), Mr. Navneet Dammani (DIN 05269979), who was appointed as an Additional Director on March 31, 2015, pursuant to the provisions of sub-Section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director along with a deposit of Rs. 1,00,000/- , be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting, not liable to retire by rotation."



A handwritten signature in black ink, appearing to be "S. Y. Surve".

9. Item No. 4 of the Notice - Appointment of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W) as Statutory Auditor of the Company:

Chairman stated that the purpose of the business at item no. 4 was to appointment of Statutory Auditors M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), Chartered Accountants, to hold office from the conclusion of this Annual General Meeting upto the conclusion of 36th Annual General Meeting, subject to ratification by members at every Annual General Meeting, in place of retiring Auditors I. G. Naik & Co., Chartered Accountants.

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Shashi Kumar Dujari

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013, M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of 36th Annual General Meeting, subject to ratification by members at every Annual General Meeting, in place of retiring Auditors I. G. Naik & Co., Chartered Accountants, at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee with the mutual consent of Auditors."

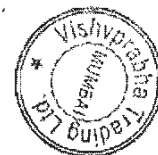
10. Item No. 5 of the Notice To provide general authority to Board of Directors to do investments and give Loan under Section 186(3):

Chairman stated that the purpose of the business at item no. 5 was to provide general authority to Board of Directors to do investments and give Loan under Section 186(3)

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Benny Simon

"RESOLVED THAT pursuant to Section 186(3) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give Loans and to invest in other Body Corporates and mutual funds from time to time on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all Loans and investments made, shall not exceed Rs. 6 Crores (Rupees Six Crore only) outstanding at any time, notwithstanding that it may exceed 60% of its paid up capital, & free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more."



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution.”

Chairman thereafter ordered for poll under Section 109 of the Companies Act, 2013 and announced that the members who were attending the meeting but did not e-vote can cast their votes through ballot on all the five resolutions for which e-voting had taken place. The Chairman stated that the ballot papers are being distributed to those members present either in person or through authorized representatives at the meeting and that they can cast their votes in the ballot Box.

The Chairman informed the meeting that, Ms. Neeta H. Desai, Practicing Company Secretary, had been appointed as Scrutinizer to scrutinize the votes and report the result of the voting to him.

Thereafter, members present in person or through authorized representatives cast their votes and upon completion of the poll, the ballot box was sealed by the scrutinizer.

After conclusion of the poll, the Chairman stated that the combined Result of the poll on the resolutions (Which would be aggregate of votes polled on e-voting and the poll conducted at the meeting) would be declared and put on the Company’s website within 48 hours of the conclusion of the meeting.

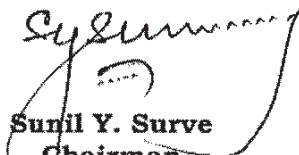
11. Vote of Thanks

There being no other business to be transacted, the meeting concluded with a vote of thanksto the Chair.

Date: 3rd October, 2015

Place: Mumbai




Sunil Y. Surve
Chairman

Certified true copy of the results of e-voting and poll conducted on the Ordinary and Special Business at the 31st Annual General Meeting of the Company:

As per the Scrutinizer's Report on e-voting and poll conducted in 31st Annual General Meeting held on 30th September 2015 at 1.00 p.m. the Chairman declared the results on 3rd October 2015 as follows and that all Resolutions for Ordinary and Special business as set in the notice of the Annual General Meeting have been passed by the requisites majority.

Combined Results (No. of Shares)

Sr. No.	Resolutions	Votes in Favor	Votes Against	Invalid Votes	Results Declared
1	Adoption of financial statements along with Directors' and Auditors' Report for the financial year ended March 31, 2015	147650	Nil	Nil	Passed with requisites majority
2	To appoint a director in place of Mr. Suresh P. Upadhyay (DIN 01146958) who retires by rotation	147650	Nil	Nil	Passed with requisites majority
3	To appoint Mr. Navneet Dammani (DIN 05269979), as Independent director of the company for the term of five years, not liable to retire by rotation	147650	Nil	Nil	Passed with requisites majority
4	Appoint of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), as the Statutory Auditors of the company from the conclusion of this Annual General Meeting, till the conclusion of the 36 th Annual General Meeting	147650	Nil	Nil	Passed with requisites majority
5	To Give General authority To Board to Do Investments and Give Loan under Section 186(3)	147650	Nil	Nil	Passed with requisites majority



Sunil Y. Surve
Sunil Y. Surve
Chairman