

VISHVA-VISHAL ENGINEERING LTD

Registered Office: 31, 3rd Floor, Maker Chamber III, Nariman Point, Mumbai MH 400021
(CIN- L28920MH1985PLC035656)

NOTICE

To,
The Members,
VISHVA-VISHAL ENGINEERING LTD

NOTICE is hereby given pursuant to section 101 of the Companies Act, 2013 that annual general meeting of the Members of Vishva-Vishal Engineering Ltd for the year ended 31st March, 2018 will be held on Friday the 28th day of September, 2018 at 11:00am at the registered office of the company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements including balance sheet and statement of profit & loss of the company as on 31st March, 2018 along with notes appended thereto and the reports of the directors and auditors thereon and for that purpose to consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT the financial statements including balance sheet and statement of profit & loss of the company, for the year ended on 31st March, 2018 and the reports of the directors and auditors thereon be and are hereby approved and adopted."

2. To appoint M/s VAN & Associates, Chartered Accountants, Bhilai, (Firm Registration No. 017427C) as statutory auditors of the company and to fix their remuneration and for that purpose to consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and such other provisions, rules and regulations, if any of the Companies Act, 2013 (including any statutory modifications for the time being on force) as may be applicable M/s VAN & Associates, Chartered Accountants, Bhilai, (Firm Registration No. 017427C) be and are hereby appointed as statutory auditors of the company to hold office from the conclusion of ensuing annual general meeting to be hold for the financial year 2018-2019 at a remuneration to be mutually agreed between the Board of Directors and the said auditors."

ON BEHALF OF THE BOARD
For, VISHVA-VISHAL ENGINEERING LTD



(Director)
Ashish Jain
DIN-00207048

Date: Bhilai
Place: August 06th, 2018

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER.**
- 2) **THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 3) Members are requested to bring their copies of Annual Report and Attendance Slip at the meeting.
- 4) Members are requested to:
 - a) Quote their folio no. in all their correspondence with the company.
 - b) Notify the company, changes, if any, in their Registered Address along with pin code.
- 5) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the company on all working days except Saturday and holidays, between 11:00 A.M. and 01:00 P.M. upto the date of the Annual General Meeting.
- 6) Shareholders seeking any information with regard to accounts are requested to write to the company at the earliest so as to enable the management to keep the information /records ready.
- 7) Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed to this Notice.

VISHVA-VISHAL ENGINEERING LTD

Registered Office: 31, 3rd Floor, Maker Chamber III, Nariman Point, Mumbai MH 400021
(CIN- L28920MH1985PLC035656)

DIRECTORS' REPORT TO THE MEMBERS

Your directors are pleased to present the annual report on the business and operations of the company for the year ended on 31st March, 2018 together with audited financial statements and the report of the directors and the auditors thereon.

FINANCIAL RESULTS:

A summary of the company's financial performance for the year ended 31st March, 2018 along with the figures for previous years is summarised as under:

	(Rs. In Lacs)	
FOR THE YEAR ENDED	31st Mar'18	31st Mar'17
Revenue from operations	7335.39	7540.82
Other Income	263.63	227.92
Total revenue from operations	7559.02	7768.74
Financial costs	71.88	84.08
Other expenses	969.23	905.40
Total expenses	7200.95	7238.41
Profit before tax	398.07	530.33
Tax expenses	147.59	196.86
Profit after tax	250.48	333.47
Earning per equity share (in Rs.)	Rs.10.02	Rs.13.34

OPERATIONAL REVIEW AND THE STATE OF COMPANY'S AFFAIRS:

In the year under review, your company has performed satisfactory and has achieved total revenue of Rs.7559.02 lacs as compare to Rs.7768.74 lacs in the previous financial year whereas the net profit of the company before tax is at Rs.398.07 lacs which was Rs.530.33 in the preceding financial year. Profit after tax of the company was Rs.250.48 lacs. Turn down in revenue and profit of the company took place due to unfavourable market condition.

DIVIDEND:

Your directors do not recommend any dividend for the reporting period.

TRANSFER TO RESERVES

The company has transferred no amount to reserve.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There have been no material changes and commitments, if any, affecting the financial position of the company which have occurred during the financial year to which the financial statements relate and the date of the report, if any, disclosed in separate respective head.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review, no loans, guarantees or investments made by the company under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:

The company has no subsidiary, joint venture and associate company during the year under review.

MEETINGS OF THE BOARD:

The notice of board meeting is given well in advance to all the directors. The agenda of the board meetings is circulated at least a week prior to the date of the meeting. The agenda for the board meetings includes detailed notes on the items to be discussed at the meeting to enable the directors to take an informed decision. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

During the year under review, 06 (six) board meetings were held by the board of directors.

REPLY ON QUALIFICATION OF AUDITORS REPORT:

No new corporate guarantee given by the company only previous loans is pending where corporate guarantee has given by the company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators/Courts/Tribunals impacting the going concern status of the Company and its future operations.

EXTRACT OF THE ANNUAL RETURN IN FORM MGT-9:

The extract of the annual return pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure 'A' and is attached to this report.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

In accordance with the requirements of section 134 (3)(m) of the Companies Act, 2013 read with the companies (Disclosure of Particulars in Report of Board of) Rules 1988, a statement showing the information relating to the conservation of energy, research and development, technology absorption and foreign exchange earnings and is enclosed as "Annexure-B" and should be treated as a part of this report.

RISK MANAGEMENT POLICY:

With regard to risk management policy, the risk pertaining to business of the company is discussed by the board of directors at the board meetings on the regular basis. However, no element of risk which in the opinion of the Board may threaten the existence of the company has been identified so far.

DIRECTORS:

During the reporting year no change in directors has been taken place.

All the directors declared that none of them is disqualified from being appointed as director of the company under Section 164 of the Companies Act, 2013. All the directors have disclosed their interest in the prescribed form MBP-1 as required under section 184 of the Companies Act, 2013.

DEPOSITS:

During the year, company has not accepted or renewed any deposits from the public in terms of the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under hence information regarding outstanding deposits is not required. Further there were no unclaimed or unpaid deposits as on March 31st, 2018.

PARTICULARS OF EMPLOYEES:

The information pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the company as no employee is in receipt of remuneration exceeding the limits prescribed.

SHARE CAPITAL

a) **Issue of equity shares**

The Company has not issued shares during the year ranking pari passu with the existing equity shares.

b) **Issue of sweat equity shares**

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

c) **Issue of employee stock options**

The Company has not issued employee stock options during the year.

d) **Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

The Company has not made any provision for purchase of its own shares during the year.

DIRECTORS RESPONSIBILITY STATEMENT:

As required under section 134(3)(c) of the Companies Act, 2013, directors of the company hereby state -

- a) That in the preparation of annual accounts, the mandatory accounting standards have been followed along with proper explanation relating to material departures.

- b) That proper accounting policies have been selected and applied consistently; and, the judgments and estimates that are made are reasonable and prudent so as give a true and fair view of the state of affairs of the company as on 31st March, 2018 and of the loss of the company for that period.
- c) That proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the Companies Act, 2013, for safeguarding the assets of the company and preventing and detecting fraud and other irregularities.
- d) That the annual accounts have been prepared on a going concern basis.
- e) That 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.

AUDITOR'S REPORT:

The audit report along with note as specified by the auditors is self explanatory.

AUDITORS:

Pursuant to provision of Companies Act 2013 and rules framed there under M/s Taunk & Srikanth, Chartered Accountants, Bhilai, (Firm Registration No. 001524C) has been appointed by the members of the company as statutory auditors of the company. Ratification of their appointment is being sought from the members of the company at the ensuing Annual General Meeting.

The company has received a certificate from the Statutory Auditors to the effect that their re-appointment, if made would be within the limits prescribed.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance for sexual harassment at workplace and the board has duly taken care on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under and they responsible to inquire into complaints (if any) of sexual harassment and take appropriate action. There aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has not received any complaint of sexual harassment during the financial year 2017-18.

COMPANY RELATIONS:

The company has maintained good industrial relations on all fronts. Your directors wish to place on record their appreciation for the honest and efficient services rendered by the employees of the company.

ACKNOWLEDGEMENTS:

Your directors wish to place on record their appreciation for the invaluable support and co-operation received from the auditors, bankers, customers, various government organizations, shareholders and staff of the company.

ON BEHALF OF THE BOARD
For, VISHVA-VISHAL ENGINEERING LTD



(Director)
Ashish Jain
DIN-00207048



(Director)
Arvind Kumar Jain
DIN- 00207106

Date: Bhilai

Place: August 06th, 2018

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

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

I. REGISTRATION AND OTHER DETAILS	
(i) CIN:	L28920MH1985PLC035656
(ii) Registration Date:	18/03/1985
(iii) Name of the Company:	Vishva-Vishal Engineering Ltd
(iv) Category/Sub-Category of the Company	Limited by Shares
(v) Address of the registered office and contact details	31, 3 rd Floor, Maker Chamber III, Nariman Point, Mumbai City MH 400021 E-mail: compliance@becgroup.co.in
(vi) Whether listed company:	Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:	Sharex Dynamic (India) Private Limited Regd. Off.: Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai, (MH) 400072 E-Mail: sharexindia@vsnl.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:-			
S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the
1.	Manufacturing of Refractory Items	3202	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES				
Name and address of the company	CIN/GLN	Holding / subsidiary/ Associate	% of shares held as on 31 st Mar'18	Applicable Section
N. A.				

I. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
1) Indian									
a)Individual/ HUF	-	-	-	-	-	-	-	-	0.00
b)Central Govt	-	-	-	-	-	-	-	-	0.00
c) State Govt (s)	-	-	-	-	-	-	-	-	0.00
d)Bodies Corporate	-	2208320	2208320	88.33%	-	2208320	2208320	88.33%	0.00
e)Banks / FI	-	-	-	-	-	-	-	-	0.00
f) Any Other ...	-	291680	291680	11.67%	-	291680	291680	11.67%	0.00
Sub-total (A) (1)	-	2500000	2500000	100.00	-	2500000	2500000	100.00	0.00

2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other ...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	-	2500000	2500000	100.00	-	2500000	2500000	100.00	0.00
B.Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	-	-	-	-	-	-	-	-	-
2) Non Institutions									
a) Bodies corporates									
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	-	-	-	-	-	-	-	-
ii. Individuals shareholders holding nominal share capital in excess of Rs.1 lakhs	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = B(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	-	2500000	2500000	100.00	-	2500000	2500000	100.00	0.00

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1.	Mewar Fibre Holdings Limited	249125	9.97%	-	249125	9.97%	-	0.00
2.	Cooltex Holdings Limited	98450	3.94%	-	98450	3.94%	-	0.00
3.	Novel Projects Limited	196250	7.85%	-	196250	7.85%	-	0.00
4.	Bhilai Investments Limited	89375	3.58%	-	89375	3.58%	-	0.00
5.	Sudha Investments Limited	135500	5.42%	-	135500	5.42%	-	0.00
6.	Beco Agriculture & Industries Private	147000	5.88%	-	147000	5.88%	-	0.00
7.	Shri B.R. Jain (Trustee) on behalf of J.P. Jain	291680	11.67%	-	291680	11.67%	-	0.00
8.	Bhilai Management Services Private	105000	4.20%	-	105000	4.20%	-	0.00
9.	BEC Impex International Pvt. Ltd.	557750	22.31%	-	557750	22.31%	-	0.00
10.	Kirtimoya Capital Limited	110870	4.43%	-	110870	4.43%	-	0.00
11.	Surge Services Private Limited	147000	5.88%	-	147000	5.88%	-	0.00
12.	Ashish Industrial & Commercial	186000	7.44%	-	186000	7.44%	-	0.00
13.	Balka Services Private Limited	186000	7.44%	-	186000	7.44%	-	0.00

(iii) Change in Promoters' Shareholding

S. No.		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
1.		NIL			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S. No.		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
1.		NIL			

(v) Shareholding of Directors' & Key Managerial Personnel

(v) Shareholding of Directors & Key Managerial Personnel					
S. No.	Shareholder's Name	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
NIL					