

**34<sup>th</sup>**  
**ANNUAL REPORT**  
**2017-2018**

**VISHVPRABHA TRADING LIMITED**

**VISHVPRABHA TRADING LIMITED**  
**Regd. Off: Warden House, 340, J. J. Road, Byculla, Mumbai 400 008.**  
**CIN: L51900MH1985PLC034965**  
**Tel. (022) 2302 7900 Fax: (022) 2307 7231**  
**Website: [www.vishvprabhatrading.com](http://www.vishvprabhatrading.com)**  
**Email: [cosec@vishvprabhatrading.com](mailto:cosec@vishvprabhatrading.com)**

<b>Director</b>	:	Mr. Mitesh Thakkar
	:	Mr. Akash Karne
	:	Mr. Ashish Dange
	:	Ms. Shweta Patel
<b>Auditor</b>	:	M/s. Hegde & Associates (Chartered Accountants)
<b>Registered Office</b>	:	Warden House, 340, J.J. road, Byculla, Mumbai- 400 008

“The practice of distributing copies of the Annual Report at the Annual General Meeting is being discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report with them to the Meeting.

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### **NOTICE**

Notice is hereby given that the Thirty fourth Annual General Meeting of the members of the Vishvprabha Trading Ltd will be held on Saturday, 29<sup>th</sup> September, 2018 at 3.00 p.m. at Office No 110, 3<sup>rd</sup> Floor, Unique Industrial Estate, Nr Jawahar Talkies, Mulund West, Mumbai 400080, to transact the following businesses:

#### **ORDINARY BUSINESS:**

**1. To Consider and adopt:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

**RESOLVED THAT** the Audited Balance Sheet & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2018 along with the Auditor's Report and the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

**2. APPOINTMENT OF AUDITOR:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Doshi Maru & Associates, Chartered Accountant, (Firm Registration No. 112187W) be and is hereby appointed as the Statutory Auditors of the Company to hold the office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of sixth consecutive Annual General Meeting of the Company i.e 39<sup>th</sup> Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution"

#### **SPECIAL BUSINESS:**

**3. APPOINTMENT OF MR. MITESH THAKKAR AS DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

**“RESOLVED** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), **Mr. MITESH JAYANTILAL THAKKAR (DIN: 06480213)** who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 9th August, 2018 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**4. APPOINTMENT OF MR. AKASH BHAGWAN KARNE AS THE NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company **Mr. Akash Bhagwan Karne (DIN: 07949609)**, who was appointed as an Non Executive Additional Director of the Company with effect from 01<sup>st</sup> September, 2018 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 Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**5. APPOINTMENT OF MR. ASHISH RAMESH DANGE AS THE NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment

thereof, Mr. **Ashish Ramesh Dange** (DIN: **07274436**), who was appointed as an Independent Additional Director of the Company with effect from 9th August, 2018 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 of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of Five years with effect from 9th August, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**6. APPOINTMENT OF MRS. SHWETA NIRAV PATEL AS THE NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. **Shweta Nirav Patel** (DIN: **08195679**), who was appointed as an Independent Additional Director of the Company with effect from 9th August, 2018 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 of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of Five years with effect from 9th August, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**7. TO DESIGNATE MR. MITESH THAKKAR AS MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL):**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, the approval of members is hereby accorded by way of Ordinary resolution to appoint **Mr. Mitesh Thakkar** (DIN: **06480213**) as Managing Director of the Company to be designated as Key Managerial Personnel for a term of three years w.e.f. 9th August 2018, at a

consolidated remuneration not exceeding Rs. 9 Lakhs(Rupees nine lakhs only) per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Thakkar;

**RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, during the term of Mr. Thakkar, the Company shall pay Mr. Mitesh Thakkar, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if and to the extent necessary;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**8. TO CHANGE THE NAME OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s),and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from **VISHVPRABHA TRADING LIMITED** to **VISHVPRABHA VENTURES LIMITED** or any other name as may be approved by Central Registration Centre, New Delhi;

**RESOLVED FURTHER THAT** Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

I. The Name of the Company is **“Vishvprabha Ventures Limited.”**

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company as may be approved by CRC;

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to accept any other name approved by the CRC and seek approval for the change in the name of the Company from various statutory authorities accordingly without any further reference to the members for their approval;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**9. INCREASE IN AUTHORISED SHARE CAPITAL:**

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to provision of Section 13, 61(1)(a), 64 of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the company be and is hereby increased from Rs 24,50,000/- (rupees Twenty Four Lakh Fifty Thousand only) divided into 2,45,000 (Two Lakh Forty Five Thousand) Equity Shares of Rs 10/- each to Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each;

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following Clause V (a) and (b) be substituted:

*V. a) The authorised share capital of the company is Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each.*

*b) Minimum paid up capital of the company shall be Rs.1,00,000/- (Rupees One Lakh).*

**RESOLVED FURTHER THAT** existing Clause 3 of Article of Association be and is hereby deleted and in its place the following Clause 3 be substituted:

*The Authorized Share Capital of Company shall be as per Memorandum of Association of the Company.*

**RESOLVED FURTHER THAT** amendment be made in Memorandum of Association of the Company by replacing ‘The Companies Act, 1956’ with words ‘The Companies Act, 2013

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution”

**10.ADOPTION OF NEW MEMORANDUM OF ASSOCIATION PURSUANT TO AMENDMENT IN OBJECT CLAUSE AND ALIGNMENT WITH PROVISIONS OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of association of the Company as per the draft circulated (Annexure II) with the notice of this meeting with respect to the object clause (Clause III A & III B) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to accept any alteration in Memorandum of Association as required from various statutory authorities accordingly without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai) in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

**11.ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT 2013.**

To consider and, if thought fit, with or without modification(s), to pass the following Resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations issued thereunder, and subject to such approvals, consents and sanctions as may be required from appropriate authorities, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association as per the draft circulated (Annexure III) with the notice of this meeting.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to accept any alteration in Articles of Association as required from

various statutory authorities accordingly without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai) in connection with the amendment of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

**12. CHANGE OF REGISTERED OFFICE OF THE COMPANY OUTSIDE THE CITY LIMITS:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**RESOLVED THAT** Pursuant to Provisions of section 12 and any other provisions of the Companies Act, 2013 and Companies (incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the company be and is hereby shifted from its present location at Warden House, 340, J. J. Road, Byculla, Mumbai 400 008 to Office No 04, Survey No 45, Nr. Sarvoday Park, Nandivali Road, Dombivali – Maharashtra-421021,

**RESOLVED FURTHER THAT**, any Director of the Company, be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Mumbai , the required e-form, and any other statutory body or if required verification of the situation of the registered office of the Company.

**13. RECLASSIFICATION OF PROMOTERS OF THE COMPANY AS PUBLIC SHAREHOLDERS OF THE COMPANY SUBSEQUENT TO SUCCESSFUL OPEN OFFER**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of open offer by Mitesh Thakkar and Pramod G Ranka (HUF) ("Acquirers"/ "New Promoters") under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to designated the Acquirers to be Promoter and Promoter Group of the Company and re-classify "Existing Promoter and Promoter Group" i.e. Sunil Surve, Mahesh Upadhyay, Suresh Upadhyay, Mrugesh Trading Limited, Bhairav Enterprises Limited, Rajan Enterprises Private Limited and Warden Infra Projects Private Limited to "Public category":

Particulars	Existing Promoter & Promoter Group	Proposed Promoter & Promoter Group
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Promoter and Promoter Group	<ol style="list-style-type: none"> <li>1. Sunil Surve,</li> <li>2. Mahesh Upadhyay</li> <li>3. Suresh Upadhyay</li> <li>4. Mrugesh Trading Limited</li> <li>5. Bhairav Enterprises Limited,</li> <li>6. Rajan Enterprises Private Limited</li> <li>7. Warden Infra Projects Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Mitesh Thakkar</li> <li>2. Pramod G Ranka (HUF)</li> </ol>
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**RESOLVED FURTHER THAT** on approval of Stock Exchange and upon application for reclassification of the “Existing Promoter and Promoter Group” as “Public Category”, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“LODR Regulations”] has provided a regulatory mechanism for re-classification of Promoters as Public Shareholders and also when the new promoter replaces the previous promoter subsequent to the Open Offer.

## Notes:

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than ten members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business of the notice is annexed hereto.
2. The annual report will also be available on the website of the Company at [www.vishvprabhatrading.com](http://www.vishvprabhatrading.com) in the Investors Relations Section.
3. The register of members and share transfer book of the Company will remain closed from Tuesday, the 18<sup>th</sup> September, 2018 to Saturday, the 29<sup>th</sup> September, 2018 (both days inclusive), for the purpose of annual general meeting.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. All the Members are requested to
  - i. Intimate immediately any change in their address to Company's Registrar and Share transfer Agent  
Sharex Dynamic (India) Pvt. Ltd.,  
Unit 1, Luthra Industrial Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East), Mumbai 400072  
Tel: 022-28515606 / 44, Fax: 022-2851 2855  
Email: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com), Website: [www.sharexindia.com](http://www.sharexindia.com)
  - ii. Inform change in address directly to their respective depository participants in case members are holding shares in electronic form.
  - iii. Send all correspondence relating to transfer and transmission of shares to registrar and transfer agent and not to the Company.
  - iv. Quote their folio no. / client ID no. in their correspondence with the registrar and share transfer agents.
  - v. Send their queries related to accounts and operations of the Company at least 10 days in advance so that required information can be made available at the meeting.
  - vi. Intimate Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. for consolidation of folios, in case having more than one folio.