32nd

ANNUAL REPORT

2015-2016

VISHVPRABHA TRADING LIMITED

VISHVPRABHA TRADING LIMITED

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.
CIN No. L51900MH1985PLC034965
TEL: (91) 22 2302 7900 FAX : (91) 22 2307 7231
Website: www.vishvprabhatrading.com
Email: cosec@vishvprabhatrading.com

Director	:	Mr. Sunil Y. Surve
	:	Mr. Suresh Upadhyay
	:	Mr. Navneet Dammani
	:	Mrs. Krishna Jain
	:	Mrs. Avni Shroff
Auditor	:	Hegde & Associates (Chartered Accountants)
Registered Office	:	Warden House, 340, J.J. road, Byculla, Mumbai- 400 008

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NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of Vishvprabha Trading Limited will be held on Friday the 30th September, 2016, at Warden House, 340, J.J. Road, Byculla, Mumbai 400 008 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, including Balance Sheet as at March 31, 2016 and statement of Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors.

2. To appoint a Director in place of Mr. Sunil Y. Surve (DIN 000065166), who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 Section 139,141,142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Audits) Rules, 2014, including any statutory modification(s) or re-enactment thereof, including Rules, Circulars, Notifications made/issued thereunder and for the time being in force, the appointment of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), as Auditors of the Company, which has been approved by the members at the 31st Annual General Meeting of the Company for the term of five years i.e. from the conclusion of the 31st Annual General Meeting of the Company until the conclusion of 36th Annual General Meeting, be and is hereby ratified for a period of one year i.e. 2016-17 and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined in consultation with the auditors."

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary resolution:

   "**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 the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, Mrs. Avni Vishal Shroff (DIN 07310330), who was appointed as an Additional Director on October 30, 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, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from the date of 32nd Annual General Meeting, not liable to retire by rotation."

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

"**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 Loan and 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 such Loans and investments made, shall not exceed RS. 6 Crores (Rupees Six Crore only) outstanding anyone 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."

NOTES:

1. 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.

2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business of the notice is annexed hereto.

3. The annual report will also be available on the website of the Company at www.vishvprabhatrading.com in the Investors Relations Section.

4. The register of members and share transfer book of the Company will remain closed from Saturday, 24th September 2016 to Friday, 30th September 2016 (both days inclusive), for the purpose of annual general meeting.

5. 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.

6. 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 2885
      Email: sharexindia@vsnl.com, Website: 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.
vii. Bring their copies of annual report and attendance slip with them at the meeting.
viii. Bring entrance pass duly filled for attending the meeting.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes to the Company's registrar and transfer agents, M/s. Sharex Dynamic (India) Private Limited.

8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for assistance in this regard.

9. **Procedure for e-voting**
In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at 32nd AGM by electronic means and the business transacted through e-voting Services provided by central depository services Limited (CDSL). The instructions for shareholders voting electronically are as under:

For Members whose e-mail addresses are registered with the Company / Depositories:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.
(ii) Click on shareholders.
(iii) Now enter your user ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in physical form should enter folio number registered with the Company.
(iv) Next enter the Image Verification as displayed and Click on Login.
(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository

	participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.

For Members whose e-mail addresses are not registered with the Company/ Depositories:

They have two options:

i) To opt e-voting follow all steps from (i) to (xvii) above to cast vote; or
ii) To opt for casting your vote in physical form, fill in the Ballot Form and drop it in the ballot box in the meeting.

Other Instructions:

(A) The voting period begins on 27th September, 2016 at 10.00 a.m. and ends on 29th September 2016 at 5.00 p.m. (preceding the date of AGM) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(C) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September 2016.

(D) Ms. Zankhana Bhansali, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(E) The scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three working days of the conclusion of the meeting, a consolidated scrutinizer report of the total Votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

(F) A Member can opt for only one mode of voting i.e. either through e-voting or physical form. If Member cast his/her vote by both modes, the voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

(G) The results declared along with Scrutinizers' Report shall be placed on the Company's website www.abhinandanenterprisesltd.com as soon as the results are declared by the Chairman and communicated to Metropolitan Stock Exchange India Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For Vishvprabha Trading Limited

Sunil Y. Surve
Director
(DIN: 00065166)

Place: Mumbai,
Dated: 29th July 2016

Registered Office:
Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.

Item No.2 : Re-Appointment of Mr. Sunil Y. Surve (DIN 000065166), retiring by rotation.

Mr. Sunil Y. Surve is a Graduate and is a Senior Executive with reputed Company. He has been associated with the Company as Director since long time.

Mr. Sunil Y. Surve, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 4 Appointment of Mrs. Avni Vishal Shroff as Independent Director of the Company

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Avni Vishal Shroff, as an Additional Director (Independent) of the Company with effect from October 30, 2015.

Mrs. Avni Vishal Shroff is a Company Secretary by profession. Mrs. Avni Vishal Shroff has an extensive background and expertise in mutual funds, portfolio management services, alternative investment funds and expertise in drafting legal documentations.

In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Mrs. Avni Vishal Shroff would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Avni Vishal Shroff for the office of Director of the Company.

Mrs. Avni Vishal Shroff is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Avni Vishal Shroff that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and relevant Listing Regulation. Mrs. Avni Vishal Shroff possesses appropriate skills, experience and knowledge.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Avni Vishal Shroff as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Avni Vishal Shroff as an Independent Director for a term of five years, for the approval by the shareholders of the Company.

Mrs. Avni Vishal Shroff herself and her immediate relatives do not hold any equity shares in the Company. She is not related to any of the Directors on the Board of the Company.

Except Mrs. Avni Vishal Shroff, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5: Investments and Loan Under Section 186(3):

In the prevailing environment, the Company foresees plenty of opportunities for earnings out of surplus funds available with the Company by investing in the stock Market, units of mutual funds and the equity capital of several companies or give loan to other Companies. As a result investment or loan may exceed the prescribed limit U/s 186(3) of the Companies Act, 2013. Therefore, a general power is required for the Board of Directors, authorizing them to invest in Equity Markets, Mutual funds and Equity Capital of several Companies, exceeding the limits specified under above section.

Accordingly, item No. 5 is recommended for approval by the shareholders.

None of the Directors or Key Managerial personnel or their relatives are concerned or interested, weather financially or otherwise in above resolution.

By Order of the Board of Directors
For Vishvprabha Trading Limited

Sunil Y. Surve
Director
(DIN: 00065166)

Place: Mumbai,
Dated: 29th July, 2016

Registered Office:
Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008

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DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirty Second Annual Report and the Company's Audited Accounts for the financial year ended March 31, 2016.

1. Financial Results

Particulars	2015-2016	2014-2015
Sales & other Income	64,350	4,23,930
Expenditure	4,79,475	2,85,098
Profit/(Loss) before tax	(4,15,125)	1,38,832
Tax		
For Current Year	3,804	(9,129)
For Deferred Tax	-	-
Profit/(Loss) after tax	(4,18,929)	1,29,703

2. Dividend

To strengthen the financial position of the Company, your Directors have not recommended any dividend on equity shares for the year under review.

3. Transfer to Reserve

The Company has not transferred any amount to the Reserves during the year.

4. Management Discussion & Analysis Reports

The Management Discussion and Analysis Report has been separately furnished as an annexure to this Report as **"Annexure A."**

5. Deposits

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. **Particulars of Loans, Guarantees or Investments**

The particulars of loans, guarantees and investments have been disclosed in the financial statement. The details of the investments made by Company are given in the notes to the financial statements.

7. **Internal Control Systems and their Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the suggestions of internal audit function, Management undertakes corrective action in their respective areas and thereby strengthens the controls.

8. **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Since your Company does not own manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated as per Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings / outgo during the year.

9. **Industrial Relations**

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

10. **Directors and Key Managerial Personnel**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Sunil Y. Surve (DIN 000065166), retires by rotation at the ensuing Annual General Meeting and offers himself for reappointment.

Pursuant to provision of Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provision of the Companies Act, Mrs. Avni Vishal Shroff was appointed as Additional Independent Director on 30th October 2015. The Board now recommends the appointment of Mrs. Avni Vishal Shroff as an Independent Director under Section 149 of the Companies Act, 2013 and uniform listing agreement in the ensuing Annual General Meeting to hold office for a term of 5 (five) consecutive years with effect from the date of 32nd Annual General Meeting, not liable to retire by rotation.

11. **Declaration by an Independent Director(s)**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

12. **Board Evaluation**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013, the Board has carried out an evaluation of its own performance as well as performance of Independent Directors and Board as a whole.

13. Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is in place and is posted on the website of the Company under Investors' Relation Section.

14. Meetings of the Board

Six (6) meetings of the Board of Directors were held during the year on 12.05.2015, 26.05.2015, 31.07.2015, 21.08.2015, 30.10.2015 and 29.01.2016. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

A separate meeting of Independent Directors, pursuant to Section 149 (7) read with Schedule VI of the Companies Act, 2013 has been held on 29.01.2016, as per the requirements of the Companies Act, 2013.

15. Directors' Responsibility Statement As Required Under Section 134(3)(C) of the Companies Act, 2013

The Directors state that: -

a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;

b. The selected accounting policies were applied consistently and the judgments and estimates made by them are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March 2016 and of the profit for the year ended on that date;

c. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. The annual accounts have been prepared on a going concern basis;

e. The Directors had laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively;

f. 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.

16. Related Party Transactions

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.

17. Subsidiary Companies

The Company does not have any subsidiary Company.

18. Code of Conduct

The Code has been prepared and is posted on the website of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

19. Vigil Mechanism / Whistle Blower Policy (WBP)

The WBP is in place and is posted on the website of the Company and deal with instance of fraud and mismanagement, if any. The web-link for the same is http://vishvprabhatrading.com/download.php?report_category_name=POLICIES.

20. Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

The code of prevention of Insider Trading and fair disclosures is there on the website of the Company.

All Board Directors and the designated employees have confirmed compliance with the Code.

21. Auditors and Auditors Report

a) Statutory Auditor

Pursuant to Section 139(1) M/s Hegde& Associates, Chartered Accountants, (Firm's Regn No. 103610W), were appointed as statutory auditor of the Company in 31st Annual General Meeting (AGM) for five consecutive AGM of the Company and they hold office until the conclusion of 36thAnnual General Meeting of the Company. Necessary resolution for ratification of their appointment has been included in the Notice convening the ensuing Annual General Meeting.

The Notes on financial statements referred to in the Auditors Report are self–explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

b) Secretarial Audit and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. ND & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **"Annexure D"** to this Report.

The Qualification made by the Auditors in their Report dated 27th May, 2016, in the "Qualified opinion" is explained as under:

1. Presently the Company's Directors are looking after the affairs of the Company. Since, the Company does not have enough activities there no need to appoint any Key Managerial Personnel.

c) **Cost Auditor and Cost Audit Report**

Cost Audit is not applicable to your Company.

22. **Statement Pursuant to Listing Agreement**

The Company's Equity shares are listed at Bombay Stock Exchange Limited. The Annual listing fee for the year 2015-16 has been paid.

23. **Corporate Governance**

The Company does not fall under purview of Regulations of Corporate Governance pursuant to the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. However, the same is applicable as per the Companies Act, 2013 and the Company is fully compliant with the applicable provision and the Company is committed to ensure compliance with all modification within prescribed norms under Companies Act, 2013. Company is committed to maintain the highest standards of corporate practices as set out by SEBI as good Corporate Governance, which forms part of the Directors Report as an **"Annexure B".**

24. **Particulars of Employees**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company are not applicable as no employee was in receipt of remuneration exceeding the limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, whether employed for the full year or part of the year.

25. **Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **"Annexure C".**

26. **Cash flow statement**

The Cash flow statement for the year 2015-16 is part of Balance sheet.

27. **Policy on Prevention of Sexual Harassment at Workplace**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2015-2016, no complaints were received by the Company related to sexual harassment.

28. Acknowledgements

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, auditors, shareholders of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the Local Authorities, BSE and all other statutory and/or regulatory bodies.

By Order of the Board of Directors
For Vishvprabha Trading Limited

Sunil Y. Surve
Director
(DIN: 00065166)

Place: Mumbai,
Dated: 27th May, 2016

MANAGEMENT ANALYSIS AND DISCUSSION REPORT

Business Overview

During the year under review, the Company has incurred loss of Rs. 4,18,929/- as compared to profit of Rs. 1,29,703/- which has been deducted from the credit balance brought forwarded from earlier year resulting into a credit balance of Rs. 25,28,207/- as compared to credit balance of previous year of Rs. 29,47,136/- which your Directors propose to carry over to next year.

Industry Structure and Development

The Company is presently dealing in commodity trading and commission income. The Directors of the Company are exploring opportunities in trading of commodities in the changing economic environment.

Our Strength

(i) Significant experience
(ii) Good Reputation and Brand Image
(iii) Experienced execution team & associates
(iv) Local marketing support & experience

Significant factors affecting our results of operations

Our business is subjected to various risks and uncertainties. Our results of operations and financial conditions are affected by numerous factors including the following:

- Government Policies
- Changing technology
- Tax policies
- Cost of Various factors
- Competition to trading sector

Competition

Our Company faces competition from various domestic traders. We believe that our capability, experience and reputation for providing safe and timely quality services allow us to compete effectively.

Discussion on financial performance with respect to operational performance

The Company has incurred losses during the year under review. The Directors of the Company are exploring all possibilities of turning around the Company.

Corporate Governance

Though Corporate Governance, pursuant to Listing Agreement is not applicable to Company, your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of clause 49 of the listing agreement (MCX), as a good Corporate Governance Practice.

Industrial Relations

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the organization.

Forward looking and cautionary statements

Statements in the Management Discussion and Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws and regulations. These statements being based on certain assumptions and expectation of future events, actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.

By Order of the Board of Directors
For Vishvprabha Trading Limited

Sunil Y. Surve
Director
(DIN: 00065166)

Place: Mumbai,
Dated: 27th May 2016

REPORT ON CORPORATE GOVERNANCE

1. Board of Directors

The Board of Directors comprised of six (6) Directors as on 31st March, 2016 including 3 Independent Directors out of which two are woman Directors, which is in compliance with Companies Act, 2013.

The day to day management is conducted by the Mr. Sunil Y. Surve, Director of the Company subject to superintendence, control and direction of the Board of Directors.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies.

The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	DIN	Category	No. of other Directorships*	No. of Shares held
Suresh P Upadhyay	01146958	Director	6	50
Sunil Yashawant Surve	00065166	Director	6	50
Sushil Lunia	00074912	Director	6	50
Krishna Jaisingh Jain	06956461	Director	7	Nil
Navneet Dammani	05269979	Director	7	Nil
Avni Shroff	07310330	Additional Director	7	Nil

* *Excludes Directorship in Foreign Companies and Government Bodies.*

2. Committees of the Board

The Board has constituted two Committees of Directors as to effectively focus in activities falling within their terms of reference. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/ noting. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

A. Audit Committee

I. Composition

Pursuant to Section 177 of the Companies Act, 2013, the Audit Committee comprising of three (3) Directors , before reconstitution, who have considerable expertise in accounting and financial management. The Compliance Officer acts as Secretary to the Committee.

During the year the Committee met four times on 26.05.2015, 31.07.2015, 30.10.2015 and 29.01.2016. Pursuant to requirements of The SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Committee reconstituted on 29.01.2016 comprising of four (4) Directors who have considerable expertise in accounting and financial management. The necessary quorum was present for all the meetings.

The attendance of each member of the Committee before reconstitution is given below:

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Mrs. Krishna Jain	Chairperson	Non-Executive Independent Director	4
Mr. Navneet Dammani	Member	Non-Executive Independent Director	4
Mr. Sunil Y.Surve	Member	Director	4

The reconstituted Committee Members are as follows:

Name of the Member	Designation	Nature of Directorship
Mrs. Krishna Jain	Chairperson	Independent Director
Mr. Navneet Dammani	Member	Independent Director
Mr. Sunil Y. Surve	Member	Director
Mr. Avni V. Shroff	Member	Additional Independent Director

Brief Description of term of reference:

The terms of reference of Audit Committee are broadly as under:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Review and monitor the auditors independent and performance, and effectiveness of audit process;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to, but not restricted to:
  - Matters required to be included in the 'Director's Responsibility Statement' under sub Section 5 of Section 134, which is further required to be included in our Board's report in terms of clause (c) of sub Section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications in the draft audit report.
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of our Company, wherever it is necessary;
- Reviewing with the management the half yearly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department , staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit; discussion with internal auditors of any significant findings and follow-up thereon;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the 'vigil' mechanism, in case the same is existing;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experienee and background of the candidate, etc.;
- Carrying out any other funetion as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
- Mandatorily review the following information:
  - Management discussion and analysis of financial information and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

II. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function) and representatives of the statutory auditors. The internal auditor reports directly to the Audit Committee.

B. Nomination and Remuneration Committee

I. Composition

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Committee comprises of Three (3) members before reconstitution as mentioned herein below. The Compliance Officer acts as Secretary to the Committee. During the year the Committee met twice on 30.10.2015 and 29.01.2016.Pursuant to requirements of The SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Committee reconstituted on 29.01.2016 comprising of four (4) members.

The attendance of each member of the Committee before reconstitution is given below:

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Mr. Krishna Jain	Chairperson	Non-Executive Independent Director	4
Mr. Navneet Dammani	Member	Non-Executive Independent Director	4
Mr. Sunil Y.Surve	Member	Director	4

The reconstituted Committee Members are as follows:

Name of the Member	Designation	Nature of Directorship
Mrs. Krishna Jain	Chairperson	Independent Director
Mr. Navneet Dammani	Member	Independent Director
Mr. Sunil Y. Surve	Member	Director
Mrs. Avni V. Shroff	Member	Additional Independent Director

II. Brief Description of term of reference:

The following is the terms of reference of Nomination and Remuneration Committee,

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

III. Nomination and Remuneration Policy:

The Nomination and Remuneration Policy is in place and uploaded on the website of the Company, which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

(i) Qualification, expertise and experience of the Directors in their respective fields;
(ii) Personal, Professional or business standing;
(iii) Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

By Order of the Board of Directors
For Vishvprabha Trading Limited

Sunil V. Surve
Director
(DIN: 00065166)

Place: Mumbai,
Dated: 27th May, 2016

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2016
[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	L51900MH1985PLC034965
ii.	Registration Date	02/01/1985
iii.	Name of the Company	Vishvprabha Trading Limited
iv.	Category / Sub-Category of the Company	Company having Share Capital / Indian Non- Government Company
v.	Address of the Registered office and contact details	Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008.Tel: (91) 22 2302 7900, Fax: (91) 22 2307 7231, Website: www.vishvprabhatrading.com, Email ID: cosec@vishvprabhatrading.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamics (India) Private Limited Unit No. 1, Luthra Industrial Premises, AndheriKurla Road, Andheri (East), Mumbai-400 072. Tel: 022 28515606 / 28515644 Fax: +91 22 28512885 Email: sharexindia@vsnl.com Website: www.sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SN	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Trading business	--	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. of Shares held at the end of the year 31/03/2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). Individual	0	250	250	0.102	0	250	250	0.102	0
(b). Central Govt.									
(c). State Govt(s).	0	0	0		0	0	0		0
(d). Bodies Corp.	81600	0	81600	33.306	81600	0	81600	33.306	0
(e). FIINS / BANKS.	0	0	0		0	0	0		0
(f). Any Other		0				0			0
Sub-total (A) (1):-	**81600**	**250**	**81850**	**33.408**	**81600**	**250**	**81850**	**33.408**	**0**
(2). FOREIGN									
(a). Individual NRI / For Ind									
(b). Other Individual	0	0	0		0	0	0		0
(c). Bodies Corporate									
(d). Banks / FII	0	0	0		0	0	0		0
(e). Qualified Foreign Investor	0	0	0		0	0	0		0

(f). Any Other Specify	0	0	0		0	0	0		0
	0	0	0		0	0	0		0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**81600**	**250**	**81850**	**33.408**	**81600**	**250**	**81850**	**33.408**	**0**
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0		0	0	0		0
(b). Banks / FI	0	0	0		0	0	0		0
(c). Central Govt.									
(d). State Govt.	0	0	0		0	0	0		0
(e). Venture Capital Funds	0	0	0		0	0	0		0
(f). Insurance Companies	0	0	0		0	0	0		0
(g). FIIs	0	0	0		0	0	0		0
(h). Foreign Venture Capital Funds	0	0	0		0	0	0		0
(i). Others (specify)	0	0	0		0	0	0		0
Sub-total (B)(1):-	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	52650	26250	78900	32.204	52650	26250	78900	32.204	0
(ii). Overseas									
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	13800	12450	26250	10.714	13800	12450	26250	10.714	0

(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	46550	11450	58000	23.673	46550	11450	58000	23.673	0
(c). Other (specify)									
Non Resident Indians	0	0	0		0	0	0		0
Overseas Corporate Bodies	0	0	0		0	0	0		0
Foreign Nationals		0				0			0
Clearing Members	0	0	0		0	0	0		0
Trusts		0				0			0
Foreign Bodies - D R		0				0			0
Sub-total (B)(2):-	**113000**	**50150**	**163150**	**66.591**	**113000**	**50150**	**163150**	**66.591**	**0**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**113000**	**50150**	**163150**	**66.591**	**113000**	**50150**	**163150**	**66.591**	**0**
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0.000**	**0**	**0**	**0**	**0.000**	**0**
Grand Total (A+B+C)	**194600**	**50400**	**245000**	**100.00**	**194600**	**50400**	**245000**	**100.00**	**0**

ii) Shareholding of Promoters

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% change in share holding during theyear
		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	WARDEN INFRA PROJECTS PRIVATE LIMIT	22050	9	0	22050	9	0	0
2	MRUGESH TRADING LIMITED	24000	9.796	0	24000	9.796	0	0
3	RAJAN ENTERPRISES PRIVATE LIMITED	23000	9.388	0	23000	9.388	0	0
4	MAHESH P UPADHYAY	50	0.02	0	50	0.02	0	0
5	SUSHIL LUNIA	50	0.02	0	50	0.02	0	0
6	BHAIRAV ENTERPRISES LIMITED	12550	5.122	0	12550	5.122	0	0
7	SURESH P UPADHYAY	50	0.02	0	50	0.02	0	0
8	SARITA LUNIA	50	0.02	0	50	0.02	0	0
9	SUNIL Y SURVE	50	0.02	0	50	0.02	0	0

iii) Change in Promoters' Shareholding: Nil.

iv) **Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

sr.no	Name	No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the Company	Date	Inereasing / Decreasing in shareholding	Reason	No. Of Shares	% of total Shares of the Company
1	GULSHAN INVESTMENTS CO LTD	24500	10	01-04-2015	0			
	-Closing Balance			31-03-2016			24500	10
2	A-ONE COMMERCE PRIVATE LIMITED	11450	4.673	01-04-2015	0			
	-Closing Balance			31-03-2016			11450	4.673
3	BAJRANG FINANCE LTD	9850	4.02	01-04-2015	0			
	-Closing Balance			31-03-2016			9850	4.02
4	LYNX MACHINERY & COMMERCIALS LTD	23550	9.612	01-04-2015	0			
	-Closing Balance			31-03-2016			23550	9.612
5	RAJAN ENTERPRISES PRIVATE LIMITED	10000	4.082	01-04-2015	0			
	-Closing Balance			31-03-2016			10000	4.082
6	SUB ROSA INVESTMENT ENTERPRISES PVT	8550	3.49	01-04-2015	0			
	-Closing Balance			31-03-2016			8550	3.49
7	WARDEN EXPORTS PRIVATE LIMITED	10050	4.102	01-04-2015	0			
	-Closing Balance			31-03-2016			10050	4.102

8	**WARDEN PACKAGING & CONTAINERS PVT L**	12000	4.898	01-04-2015	0			
	-Closing Balance			31-03-2016			12000	4.898
9	**WARDEN INTERNATION AL (AGENCIES) PVT**	12300	5.02	01-04-2015	0			
	-Closing Balanee			31-03-2016			12300	5.02
10	**SHIVPRAKASH BHARTIA**	12200	4.98	01-04-2015	0			
	-Closing Balance			31-03-2016			12200	4.98

v) Shareholding of Directors and Key Managerial Personnel

A. Directors

		Shareholding at the beginning of the year 01/04/2015		**Cumulative Shareholding during the year 31/03/2016**	
Sr.no.1	**Shri Sunil Y. Surve**	**No. of shares**	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
	At the beginning of the year	50	0.02	N.A.	N.A.
	At the End of the year			50	0.02

		Shareholding at the beginning of the year 01/04/2015		**Cumulative Shareholding during the year 31/03/2016**	
Sr.no.2	**Shri Suresh P. Upadhyay**	**No. of shares**	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
	At the beginning of the year	50	0.02	N.A.	N.A.
	At the End of the year			50	0.02

		Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the year 31/03/2016	
Sr.no.3	Shri Sushil K. Lunia	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	50	0.02	N.A.	N.A.
	At the End of the year			50	0.02

B. Key Managerial Personnel: Nil.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil.

B. Remuneration to other Directors: Nil.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: nil.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil.

By Order of the Board of Directors
For Vishvprabha Trading Limited

Sunil Y. Surve
Director
(DIN: 00065166)

Place: Mumbai,
Dated: 27th May 2016

ND & ASSOCIATES
Practising Company Secretaries

CS Neeta H. Desai
BA, LLB, LLM, FCS
Tel.: 24095104
Mobile:9821498216
Mobile:9892288254

279/18, Shantikunj, Road No. 31,
Sion (East), Mumbai - 400 022.
E-mail: ndassociates@rediffmail.com
E-mail: ndassociates2128@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Vishvprabha Trading Limited

Warden House, 340 J.J. Road,

Byculla, Mumbai 400 008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Vishvprabha Trading Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s. Vishvprabha Trading Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

ND & ASSOCIATES PRACTISING COMPANY SECRETARIES MUMBAI C.P. No. 4741

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period)

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

ASSOCIATES PRACTISING COMPANY SECRETARIES MUMBAI C.P. No. 4741

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period)

(vi) Other laws as per the representation made by the Company are as follows;

- Factories Act, 1948
- Industrial Disputes Act,1947
- Payment of Wages Act, 1936
- Employees Provident Fund and Miscellaneous Provisions Act, 1952
- Employees State Insurance Act, 1948
- Environment Protection Act, 1986
- Indian Contracts Act, 1872
- Income Tax Act, 1961 and Indirect Tax Laws
- Pollution Control Laws

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings are generally complied.

(ii) The Listing Agreements entered Into by the Company with Mumbai Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation :

The Company has not appointed Key Managerial Person in the form of Managing Director or Chief Executive Officer or Manager or whole time director, Company Secretary and Chief Financial Officer as required under Section 203 of the Companies Act, 2013.

ND & ASSOCIATES PRACTISING COMPANY SECRETARIES MUMBAI C.P. No. 4741

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and regulations to the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instance of :

(i) Public/Right/Preference issue of shares / debentures / sweat equity, etc.
(ii) Redemption / buy-back of securities
(iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
(iv) Merger / amalgamation / reconstruction, etc.
(v) Foreign technical collaborations.

MDA & ASSOCIATES PRACTISING COMPANY SECRETARIES MUMBAI C.P. No. 4741

Further, our report of even dated to be read along with the following clarifications:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on my audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide as reasonable basis of our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws and regulations and happening

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place : Mumbai

Date : 27.05.2016

Signature :

ND & Associates

FCS No. 3262

C P No.: 4741

VISHVPRABHA TRADING LIMITED
Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.
CIN No. L51900MH1985PLC034965
TEL: (91) 22 2302 7900 FAX : (91) 22 2307 7231
Website: www.vishvprabhatrading.com
Email: cosec@vishvprabhatrading.com

DECLARATION REGRADING AFFIRMATION OF CODE OF CONDUCT

In terms of Regulation 26(3) read with Schedule V D of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015, all the Board members and Senior Management Personnel of the Company have as on 31st March, 2016 affirmed their compliance of Code of conduct of the Company.

For Vishvprabha Trading Limited

Sunil Y. Surve
Director
(DIN 000065166)

Place: Mumbai
Date: 27th May, 2016

HEGDE & ASSOCIATES
CHARTERED ACCOUNTANTS
B/10, 1st Floor, New Putlibai Kapol Niwas CHS Ltd,
S.V. Road, Vile Parle (West) Mumbai - 400 056
Tel.: 022-26708221 - 26701362
E-mail : HEGDES61@gmail.com • kpajmera@hotmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of
VISHVPRABHA TRADING LIMITED

We have audited the accompanying financial statements of **VISHVPRABHA TRADING LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

I. The Company does not have any pending litigation which would impact its financial position as of 31st March 2016.;

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **HEGDE & ASSOCIATES**
Chartered Accountants
Firm Reg. No 103610W

K.P.Ajmera
(Partner)
M.No 036319

Date : 27/05/2016
Place : MUMBAI

"Annexure-A"

VISHVPRABHA TRADING LIMITED

Statement on matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order 2016 ("the order"), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act 2013, for the year ended 31st March 2016

(i) The Company does not own any fixed assets. Therefore clause (i) of para 3 of the order is not applicable.

(ii) The Company does not have any inventories as defined in AS-2 Valuation of inventories and hence in our opinion, provision of Clause (ii) of para 3 of the Order is not applicable.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore the provision of clause (iii) (a), (iii) (b) and (iii) (c) of para 3 of the order are not applicable.

(iv) The Company has not made or provided any investments, guarantees, security and loan during the year. Hence provisions of sections 185 and 186 of the Companies Act 2013 are not applicable to the company. Therefore the provision of clause (iv) of para 3 of the order are not applicable.

(v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable. No order in this regard, in respect of the company, has been passed by the Company Law Board or Reserve Bank of India or National Company Law Tribunal or any other court or any other tribunal.

(vi) As explained to us the Central Government has not prescribed maintenance of cost records for the Company under subsection (1) of section 148 of the Companies Act 2013.

(vii) (a) The Company is regular in depositing of all undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise, Value added tax, cess and any other statutory dues, so far as applicable to the Company, with the appropriate authorities and the company has no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

(b) The Company does not have any dues of Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise or value added tax or cess that have not been deposited on account of any dispute.

(viii) In accordance with the information and explanations given to us the company has not borrowed from any financial institution or banks, governments nor has issue any debentures as on 31st March 2016.Hence reporting under clause (viii) of para 3 of the order is not applicable.

(ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans, during the year. Therefore clause (ix) of para 3 of the order is not applicable.

(x) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company by its officers or its employees has been noticed or reported during the year nor have we been informed of any such case by the management.

(xi) The Company has not paid or provided any managerial remuneration during the year. Therefore clause (xi) of para 3 of the order is not applicable.

(xii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act 2013. Therefore clause (xii) of para 3 of the order is not applicable.

(xiii) The Company has not undertaken any transaction with related parties and hence reporting under clause (xiii) of para 3 of the order is not applicable.

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore clause (xiv) of para 3 of the order is not applicable.

(xv) The company has not entered Into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.

(xvi) The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The company has not obtained the registration.

For **HEGDE & ASSOCIATES**
Chartered Accountants
Firm Reg. No 103610W

K.P.Ajmera
(Partner)
M.No 036319

Date : 27/5/2016
Place : MUMBAI

"Annexure-B"

VISHVPRABHA TRADING LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") for the year ended 31st March 2016

We have audited the internal financial controls over financial reporting of **VISHVPRABHA TRADING LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **HEGDE & ASSOCIATES**
Chartered Accountants
Firm Reg. No 103610W

K.P.Ajmera
(Partner)
M.No 036319

Date : 27/05/2016
Place : MUMBAI

VISHVPRABHA TRADING LIMITED

BALANCE SHEET AS AT 31ST MARCH 2016

PARTICULARS	NOTE NO.	AS AT 31/03/2016 ₹	AS AT 31/03/2015 ₹
A. EQUITY AND LIABILITIES			
1. Shareholders' Fund			
Share Capital	4	24,50,000	24,50,000
Reserves and Surplus	5	25,28,207	29,47,136
		49,78,207	**53,97,136**
2. Current Liabilities			
Trade Payables	6	38,618	19,535
		38,618	**19,535**
TOTAL		**50,16,825**	**54,16,671**
B. ASSETS			
1. Non-current Assets			
Non Current Investment	7	41,12,080	41,12,080
Long Term Loans and Advances	8	29,339	22,824
		41,41,419	**41,34,904**
2. Current Assets			
Current Investment	9	-	8,09,874
Inventories	10	3,99,050	4,26,050
Cash and Bank Balances	11	4,76,356	41,240
Short Term Loans & Advances	12	-	4,603
		8,75,406	**12,81,767**
TOTAL		**50,16,825**	**54,16,671**
Significant Accounting Policies	3		
See accompanying notes forming part of the Financial Statements			

As per our Report of even date
For Hegde & Associates
Chartered Accountants
(Firm Registration No.103610W)

HEGDE & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

K.P. Ajmera
Partner
(Membership No. 036319)
Place :Mumbai
Date :27th May 2016

For and on behalf of the Board of Directors

Sunil Surve
Director
DIN : 00065166
Place :Mumbai
Date :27th May 2016

Suresh Upadhyay
Director
DIN : 01146958

VISHVPRABHA TRADING LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31/03/2016 ₹	31-03-2015 ₹
1	**INCOME**			
	(a) Revenue from Operations	13	26,500	3,15,002
	(b) Other Income	14	37,850	1,08,928
2	**TOTAL REVENUE**		**64,350**	**4,23,930**
3	**EXPENSES**			
	Changes in Inventories of Shares	15	27,000	-
	Finance Cost	16	-	190
	Other Expenses	17	4,52,475	2,84,908
4	**TOTAL EXPENSES**		**4,79,475**	**2,85,098**
5	Profit/(Loss) Before Tax (2 - 4)		(4,15,125)	1,38,832
6	**Tax Expenses**			
	(a)Current Tax		-	9,500
	(b) Current Tax Expense relating to prior years		3,804	(371)
	(c) Deferred Tax		-	-
7	**Profit/(Loss) for the Year (5-6)**		**(4,18,929)**	**1,29,703**
8	**Earning per share (of ₹ 10 each)**	18		
	(a) Basic		(1.71)	0.53
	(b) Diluted		(1.71)	0.53
	Significant Accounting Policies	3		
	See accompanying notes forming part of the Financial Statements			

As per our Report of even date
For Hegde & Associates
Chartered Accountants
(Firm Registration No.103610W)

HEGDE & ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

K.P. Ajmera
Partner
(Membership No. 036319)
Place : Mumbai
Date : 27th May 2016

For and on behalf of the Board of Directors

Sunil Surve
Director
DIN : 00065166
Place : Mumbai
Date : 27th May 2016

Suresh Upadhyay
Director
DIN : 01146958

VISHVPRABHA TRADING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2016

[1] Corporate information

Vishvprabha Trading Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its Shares are listed on Ahmedabad Stock exchange in India.

[2] Basis of Preparation of financial Statements

a) These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable. All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities

b) The accounting policies applied by the company are consistent with those used in the previous year

[3] SIGNIFICANT ACCOUNTING POLICIES

3.1 Use of Estimates

Estimates and assumptions used in the preparation of the financial statements are based on management's evaluation of the relevant facts and circumstances as on date of the financial statements, which may differ from the actual results at a subsequent date.

3.2 Fixed Assets

As on the date of the Balance Sheet, the company does not own any fixed assets, hence disclosure under this Clause is not required.

3.3 Inventories

The Company does not have inventories of Raw Materials, Stores & Spares. The Stock-in-Trade consists of shares, which is valued at cost.

3.4 Investments

Investment, which are readily realizable and intended to be held for not more than one year from the date in which investments are made, are classified as current investment. All other investments are classified as long term investment.
On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges.
Current Investment if any are carried in the financial statements at lower of cost and fair value determined on individual investment basis. Long term investments are carried at cost. Temporary diminution in the value of Investments meant to be held for long term period of time is not recognized.
On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of Profit and Loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2016

3.5 Revenue Recognition

Income from Sale of Shares on the date of sales as per the bills/contract and is accounted on accrual basis.

3.6 Other Income

Interest and Other Income, if any is accounted on accrual basis. Dividend Income is accounted for when the right to receive income is established by the reporting date.

3.7 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

3.8 Taxes on Income

a) The tax expense comprises of current tax and charged or credited to profit & loss account.
b) Current Tax is calculated in accordance with the tax laws applicable to the current financial year.
c) The Company has been advised that as there is no material tax effect of timing difference based on the estimated computation for a reasonable period and hence there is no provision for deferred tax in terms of Accounting Standard (AS-22) on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.
d) Advance taxes and provisions for current income tax are presented in the Balance Sheet after off-setting advance taxes paid and Income Tax provision arising in the same tax jurisdiction and the Company intends to settle the assets on liabilities on a net basis.

3.9 Impairment of Assets

The Company makes an assessment of any indicator that may lead to impairment of assets on an annual basis.
An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value, which is higher of the net selling price and value in use. Any impairment loss is charged to profit and loss account in the year in which it is identified as impaired.

3.10 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends if any and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating dilutive earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares if any.

VISHVPRABHA TRADING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No. 4 : SHARE CAPITAL

PARTICULARS	AS AT 31/03/2016 ₹	AS AT 31/03/2015 ₹
Authorised		
245000 (P.Y.245000) Equity Shares of ₹ 10 Each	24,50,000	24,50,000
	24,50,000	**24,50,000**
Issued, Subscribed and Paid-up.		
245000 (P.Y.245000) Equity Shares of ₹ 10 Each fully paid up.	24,50,000	24,50,000
	24,50,000	**24,50,000**

(A) Reconciliation of Shares Outstanding at the beginning and at the end of the reporting period

PARTICULARS	As at 31/03/2016		As at 31/03/2015	
	No. of Shares	₹	No. of Shares	₹
Equity Shares				
Shares outstanding at the beginning of the year	2,45,000	24,50,000	2,45,000	24,50,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**2,45,000**	**24,50,000**	**2,45,000**	**24,50,000**

(B) Details of shareholders holding more than 5 % of the aggregate Shares in the Company

	No. of Shares	% holding	No. of Shares	% holding
Equity Shares				
Lynx Machinery And Commercials Ltd.	23,550	9.61	23,550	9.61
Gulshan Investments Co. Ltd.	24,500	10.00	24,500	10.00
Mrugesh Trading Ltd.	24,000	9.80	24,000	9.80
Bhairav Enterprises Limited	12,550	5.12	12,550	5.12
Rajan Enterprises Pvt. Ltd.	23,000	9.39	23,000	9.39
Warden Infra Projects Pvt. Ltd.	22,050	9.00	22,050	9.00
Shri. Pradyumna Jajodia	12,300	5.02	12,300	5.02
	1,41,950	**57.94**	**1,41,950**	**57.94**

(C) Rights, Preference and Restriction attached to Shares

Voting right of every holder of Equity Shares shall be in proportion to his share of the paid up Equity Capital of the Company on every resolution placed before the company, and shall be entitled for Dividends as recommended by the Board of Directors in the particular year.

In the event of liquidation, Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(D) Shares held by Holding/ ultimate holding company and/ or their subsidiaries/ associates

Vishvprabha Trading ltd has no holding company. Hence the number of shares held by Holding/ultimate company is NIL

VISHVPRABHA TRADING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(E) Aggregrate number of Bonus shares issued ,shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date :

PARTICULARS	31/03/2016 No	31/03/2015 No
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for consideration other than cash	Nil	Nil
Equity shares bought back by the company	Nil	Nil

Note No. 5 : RESERVES AND SURPLUS

PARTICULARS	AS AT 31/03/2016		AS AT 31/03/2015	
	₹	₹	₹	₹
(a) Profit and Loss Account				
As per last Balance Sheet	29,47,136		28,17,433	
Add/(Less): Profit/(Loss) for the year	(4,18,929)		1,29,703	
	25,28,207		29,47,136	
		25,28,207	-	29,47,136
		25,28,207		**29,47,136**

Note No. 6 : TRADE PAYABLES

PARTICULARS	AS AT 31/03/2016 ₹	AS AT 31/03/2015 ₹
Micro and Small Medium Enterprises (Refer Footnote 'A')	-	-
Accrued Expenses and Others	38,618	19,535
	38,618	**19,535**

A. The Company does not have any Sundry Creditors for goods as on the date of the Balance Sheet. Hence, disclosure of information as required under Micro, Small and Medium Enterprises Act 2006 is not applicable.

VISHVPRABHA TRADING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No. 7 : NON-CURRENT INVESTMENTS

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Trade Investments (Valued at Cost unless Otherwise Stated)		
(a) In Equity Shares - Quoted, fully paid up		
108500 Equity Shares (31st March 2015:108500) of Rs.10 each held in Abhinandan Enterprises Limited.	9,97,000	9,97,000
24000 Equity Shares (31st March 2015:24000) of Rs.10 each held in Mrugesh Trading Limited	48,840	48,840
104500 Equity Shares (31st March 2015:104500) of Rs.10 each held in Bhairav Enterprises Limited.	8,49,000	8,49,000
104500 Equity Shares (31st March 2015:104500) of Rs.10 each held in Rishabh Enterprises Limited.	8,49,000	8,49,000
16600 Equity Shares (31st March 2015:16600) of Rs.10 each held in Lynx Machinery & Commercials Limited	2,01,750	2,01,750
25000 Equity Shares (31st March 2015: 25000) of Rs.10 each held in Remi Sales and Engineering Limited	3,68,750	3,68,750
60000 Equity Shares (31st March 2015: 60000) of Rs.10 each held in Bajarang Finance Limited	7,20,000	7,20,000
13000 Equity Shares (31st March 2015:13000) of Rs.2 each held in Assam Company Limited	77,740	77,740
	41,12,080	**41,12,080**
TOTAL NON CURRENT INVESTMENTS	**41,12,080**	**41,12,080**
Aggregate Amount of Quoted Investment	**41,12,080**	**41,12,080**
Market Value of Quoted Investment	**Not possible to be stated**	

Note No. 8 : LONG TERM LOANS AND ADVANCES

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Unsecured, considered good		
(a) Advances recoverable in Cash or Kind	26,405	-
(b) Advance Income Tax (Net of Provisions ₹ Nil (P.Y. ₹ 77,500)	2,934	22,824
	29,339	**22,824**

Note No.9 :CURRENT INVESTMENTS

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
In Mutual Funds Liquid/Liquid Plus		
(i)HDFC Cash Management Fund TA Plan (CY - Nil units PY- 76141.812)	-	8,09,874
TOTAL CURRENT INVESTMENTS	-	**8,09,874**
Aggregrate Value of Quoted Investment	-	8,09,874
Market Value of Quoted Investment	-	8,09,874

VISHVPRABHA TRADING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No. 10 : INVENTORIES (At Cost)

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Stock-in Trade (Shares)	3,99,050	4,26,050
	3,99,050	**4,26,050**

Note No. 11 : CASH AND BANK BALANCES

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Balances with Banks		
In Current Accounts	4,76,356	41,240
	4,76,356	**41,240**

Note No.13 : REVENUE FROM OPERATIONS

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Sale of Shares	26,500	-
Commodity Trading Income	-	15,002
Commission Received	-	3,00,000
	26,500	**3,15,002**

Note No. 14 : OTHER INCOME

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Dividend income from Current Investments	-	1,03,885
Interest received	30,009	4,762
Profit on Sale of Investments	7,841	-
Sundry Balance Written Off	-	281
	37,850	**1,08,928**

Note No. 15: CHANGES IN STOCK-IN-TRADE

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Inventories (at Close)	3,99,050	4,26,050
Inventories (at Commencement)	4,26,050	4,26,050
Net (Increase)/Decrease	**27,000**	**-**

Note No. 16: FINANCE COST

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Interest Paid on Loans	-	190
	-	-

Note No.17 : OTHER EXPENSES

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Advertisement Expenses	35,166	39,955
Audit Fees	22,900	16,854
Demat Charges	5,114	3,095
Filing Fees	7,600	8,800
General Expenses	366	565
Legal & Professional Charges	65,500	35,303
Listing Fees	2,00,000	1,12,360
Postages	3,456	3,900
Printing & Stationery	5,408	3,608
Profession Tax	2,500	2,500
Rates & Taxes	1,440	-
Service Charges	38,839	34,461
Service tax	42,686	2,721
Subscription Fees	18,000	16,853
Web Designing & Domain Charges	3,500	3,933
	4,52,475	**2,84,908**

VISHVPRABHA TRADING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2016

Note No 18 : EARNINGS PER SHARE (EPS)

	31st March 2016	31st March 2015
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(418,929)	129,703
Weighted Average number of equity shares	245,000	245,000
Basic and Diluted EPS	(1.71)	0.53
Face Value per equity share	10	10

Note No 19 : PAYMENT TO AUDITOR

	31st March 2016	31st March 2015
As Auditor		
Audit Fees	**15**,000	15,000
Service Tax	2,175	1,854
	17,175	**16,854**
In Other Capacity	-	-
Total	**17,175**	**16,854**

Note No 20 : SEGMENT INFORMATION

a) Primary Segment

The business segment has been considered as the primary segment. The company is engaged in only one reportable segment.

b) Secondary Segment

The company operates in India and hence there are no geographical segments.

Note No 21 : RELATED PARTY DISLCOSURES

During the year the company has not undertaken any transaction with parties that require disclosure as per Accounting Standard 18 on related party transaction.

Note No 22 : CAPITAL COMMITMENTS

The Company has no outstanding commitment on Capital Contract.

Note No 23 : CONTINGENT LIABILITIES : NIL

VISHVPRABHA TRADING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2016

Note No 24 : ADDITIONAL COMMENTS

i. In the opinion of the Board the current assets, and advances if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the Balance Sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonable necessary.

ii. Sundry Liabilities are subject to confirmation.

iii. Figures have been rounded off to nearest Rupees.

iv. On assessment of the impairment of fixed assets of the company as at the Balance Sheet date as required by Accounting Standard 28 "Impairment of Assets" issued by the ICAI, the company is of the view that no provision for impairment of fixed assets is required.

v. The previous year's figure have been reworked, regrouped, rearranged and reclassified wherever necessary.

Signatures to Note "1" to "24"

As per our attached Report of even date.

For **Hegde & Associates**
Chartered Accountants
(Firm Regn. No. 103610W)

HEGDE & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

K.P. Ajmera
Partner
Membership No.036319

Place : Mumbai
Dated:27th May 2016

SUNIL SURVE
Director
DIN : 00065166

Place : Mumbai
Dated :27th May 2016

SURESH UPADHYAY
Director
DIN : 01146958

VISHVPRABHA TRADING LIMITED
CASH-FLOW STATEMENT ANNEXED TO BALANCE SHEET FOR THE YEAR ENDED 31st MARCH, 2016

(In ₹)

		Year Ended 31.03.2016	Year Ended 31.03.2015
A.	**CASH-FLOW FROM OPERATING ACTIVITIES:**		
	Net Profit Before Tax and Extra-ordinary Items	(4,15,125)	1,38,832
	Adjustment for		
	Dividend Received	-	(1,03,885)
	Profit on Sale of Investment	(7,841)	-
	Interest paid	-	190
	Operating Profit before Working Capital Changes	**(4,22,966)**	**35,137**
	Changes in Working Capital:		
	Increase/ (Decrease) in Trade Payables	19,083	(184)
	(Increase)/ Decrease in Inventories	27,000	-
	(Increase)/ Decrease in Long Term Loans and Advances	(26,405)	-
	(Increase)/ Decrease in Short Term Loans and Advances	4,603	(4,603)
	Cash Generated from Operation	**(3,98,685)**	**30,350**
	Income Tax Paid	16,086	(24,629)
	NET CASH FROM OPERATING ACTIVITIES (A)	**(3,82,599)**	**5,721**
B.	**CASH-FLOW FROM INVESTMENT ACTIVITIES:**		
	Proceeds from Sale of Current Investment	8,17,716	31,69,010
	Purchase of Investment	-	(65,53,884)
	Dividend received	-	1,03,885
	Repayment of Loan and Advances given		30,00,000
	NET CASH FROM INVESTMENT ACTIVITIES (B)	**8,17,716**	**(2,80,989)**
C.	**CASH FLOW FROM FINANCIAL ACTIVITIES**		
	Interest Paid	-	(190)
	NET CASH FROM FINANCING ACTIVITIES (C)	**-**	**(190)**
	Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	**4,35,116**	**(2,75,458)**
	Cash and Cash Equivalents - Beginning of the Year	41,240	3,16,698
	Cash and Cash Equivalents - End of the Year	4,76,356	41,240
	Net Cash and Cash Equivalents	(4,35,116)	2,75,458

As per report of the even Date
For Hegde & Associates
Chartered Accountants
(Firm Registration No.103610W)

HEGDE & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

K.P.Ajmera
Partner
(M.No.036319)
Place : Mumbai
Dated :27th May 2016

For and on behalf of the Board
VISHVPRABHA TRADING LIMITED

Sunil Surve
Director
DIN : 00065166

Suresh Upadhyay
Director
DIN : 01146958

Dated : 27th May 2016

VISHVPRABHA TRADING LIMITED

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.
CIN No. L51900MH1985PLC034965
TEL: (91) 22 2302 7900 FAX : (91) 22 2307 7231
Website: www.vishvprabhatrading.com
Email: cosec@vishvprabhatrading.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip on request.

*** DP. ID. No. :** _____

***Client Id. No. :** _____

Ledger Folio No.: _____

NAME AND ADDRESS OF THE SHAREHOLDER:

_____

_____

_____ No. of Share(s) held : _____

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the company held on Friday the 30thday of September, 2016 at 11.00 a.m. at Warden House, 340 J.J. Road, Byculla, Mumbai - 400008.

• I certify that I am member/proxy of the Company. **Signature of the shareholder or proxy**

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue

****

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____

Registered address: _____

E-mail ID: _____

Folio No/DP ID-Client ID: _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : _____
   Address: _____
   E-mail Id : _____ Signature: _____ or failing him;

2. Name : _____
   Address: _____
   E-mail Id : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32nd ANNUAL GENERAL MEETING of the company held on Friday the 30th day of September, 2016 at 11.00 a. m at 340 J.J. Road, Byculla, Mumbai – 400008 and at any adjournment thereof in respect of such resolution as indicated below:

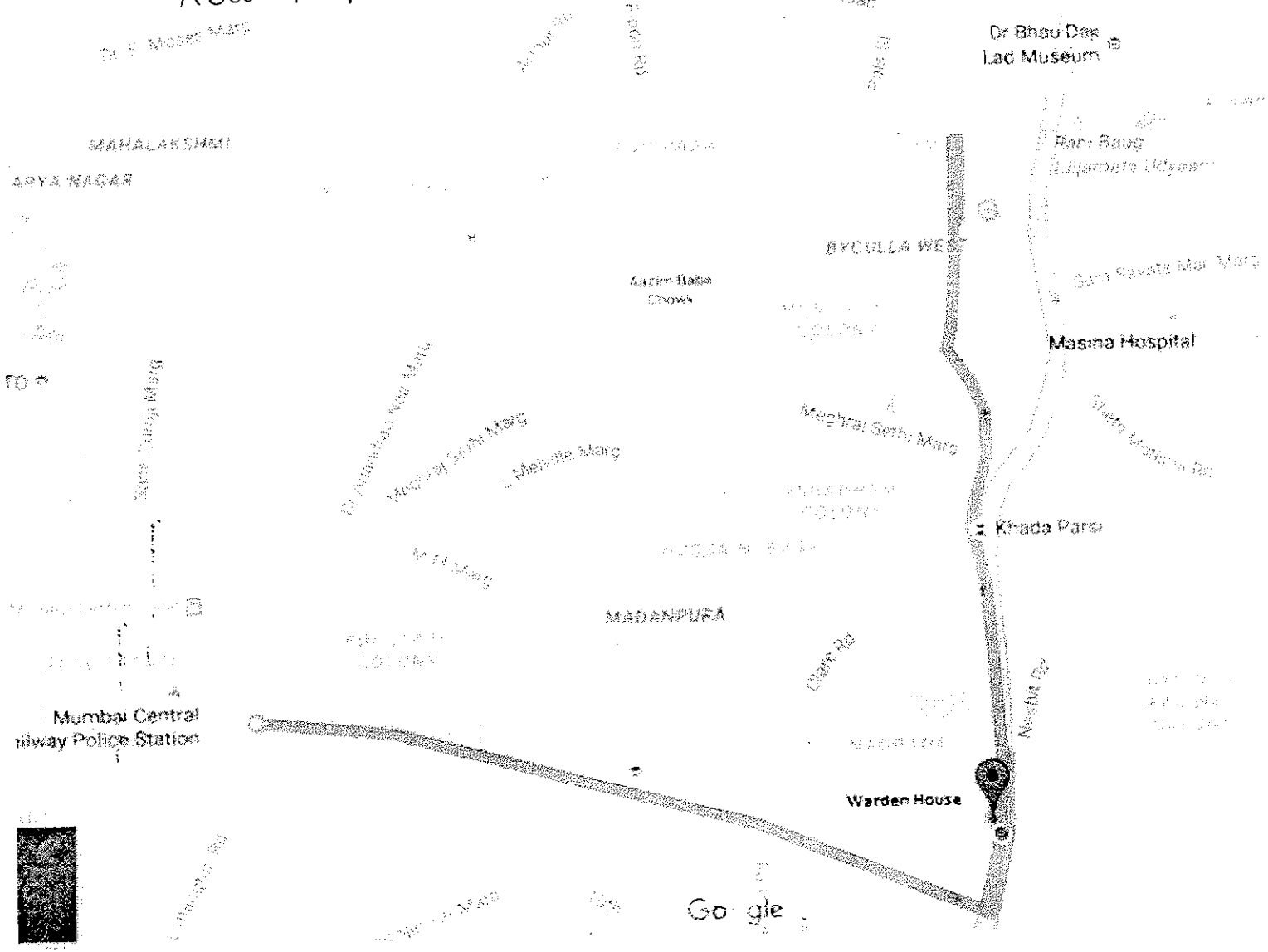
Sr. No.	Resolutions	Type of Resolution	For	Agains t
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Profit and Loss Account of the Company for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon	Ordinary		
2	To appoint a Director in place of Mr. Sunil Y. Surve (DIN: 000065166) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
3	To ratify the appointment of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), as the Auditors of the Company from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meetingl	Ordinary		
4	To appoint Mrs. Avni Vishal Shroff (DIN: 07310330) as Independent Director of the Company	Ordinary		
5	To Invest and give Loan under Section 186(3)	Special		

Affix Revenue Stamp not less than Re. 1

Signed this _____ day of _____ 2016

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48hours before the commencement of the meeting. A Proxy need not be a member of the Company.

Route map of the Venue of the 32nd Annual General Meeting.