

# **VISHVJYOTI TRADING LIMITED**

**35<sup>th</sup> ANNUAL REPORT**  
**2018-2019**

# Corporate Information

## **BOARD OF DIRECTORS**

MR. ANTRIKSH BHARATWAJ  
MR. SURESH JAIN  
MR. KISHOR GOPAL PATIL

## **AUDITORS**

RISHI SEKHRI & ASSOCIATES  
CHARTERED ACCOUNTANTS

## **REGISTRAR & SHARE TRANSFER AGENT**

PURVA SHAREGISTRY (INDIA) PRIVATE LTD  
9, SHIV SHAKTI INDUSTRIAL ESTATE  
J.R.BORICHA MARG,OPP. KASTURBA HOSP.,  
LOWER PAREL (E), MUMBAI – 400 011  
PHONE : 022-23018261 / 23016761  
FAX :022- 23012517  
EMAIL : [busicomp@vsnl.com](mailto:busicomp@vsnl.com)  
WEBSITE : [www.purvashare.com](http://www.purvashare.com)

## **BANKERS**

HDFC BANK  
AXIS BANK  
PUNJAB NATIONAL BANK

## **REGISTERED & ADMINISTRATIVE OFFICE**

7A, SAI SHAKTI CO-OPERATIVE HOUSING SOCIETY LTD  
NEAR RAILWAY STATION,  
DAHISAR (WEST)  
MUMBAI – 400 068.  
PHONE NO- 022-28937284  
EMAIL : [vishvjyotitrading@gmail.com](mailto:vishvjyotitrading@gmail.com)  
WBESITE : [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com)  
CIN NO :151900MH1984PLC034663

## **ANNUAL GENERAL MEETING :**

DATE : 30<sup>th</sup> September 2019  
TIME : 10.30 A.M.  
VENUE : 7-A, Sai Shakti CHS, L. T. Road, Near Railway Station,  
Dahisar (West), Mumbai- 400068.

## **COMMITTEES OF THE BOARD**

### AUDIT COMMITTEE

MR. ANTRIKSH BHARATWAJ  
MR. SURESH JAIN  
MR. KISHOR GOPAL PATIL

### STAKEHOLDERS RELATIONSHIP COMMITTEE

MR. ANTRIKSH BHARATWAJ  
MR. SURESH JAIN  
MR. KISHOR GOPAL PATIL

### NOMINATION & REMUNERATION COMMITTEE

MR. ANTRIKSH BHARATWAJ  
MR. SURESH JAIN  
MR. KISHOR GOPAL PATIL

### RISK MANAGEMENT COMMITTEE

MR. ANTRIKSH BHARATWAJ  
MR. SURESH JAIN  
MR. KISHOR GOPAL PATIL

# VISHVJYOTI TRADING LIMITED

CIN NO :I51900MH1984PLC034663

## Registered Office

7-A, Sai Shakti CHS Ltd, L.T. Road, Near Railway Station, Dahisar-West, Mumbai 400063

Website : [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com).

Email : [vishvjyotitrading@gmail.com](mailto:vishvjyotitrading@gmail.com), PhoneNos. 022-28937284

## NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Vishvjyoti Trading Limited will be held on Monday the 30<sup>th</sup> day of September, 2019 at 10.30 A.M. at 7-A, Sai Shakti CHS Ltd, L.T. Road, Near Railway Station, Dahisar-West, Mumbai 400063, to transact the following business :-

### AS ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.
2. To ratify the appointment of Rishi Sekhri & Associates., Chartered Accountants, having Firm's registration no. 128216W, as the Auditors of the Company from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting, and to authorise the Board of Directors to fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act,2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), the Company hereby ratifies the appointment of Rishi Sekhri & Associates, (Firm Registration No. 128216W) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company in consultation with them.”

3. Any other business with the permission of the chair.

**By order of the Board**

Sd/-

Antriksh Bharadwaj

**Din No. : 07079283**

**Director**

Mumbai, the 28<sup>th</sup> day of August 2019

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### NOTES:

1. A member entitled and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy

should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The relative explanatory statement a required under section 102 of the Companies Act, 2013, in respect of the Business under Item no 3 and item no 4 the accompanying Notice are annexed hereto.
4. Members are requested to bring their admission slip along with copy of the Annual Report to the Annual General meeting.
5. The details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors proposed to be appointed / reappointed at the Annual General Meeting, is annexed hereto.
6. For convenience of Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and hand over the Attendance Slip at the place of Meeting. The proxy of a Member should mark on the Attendance Slip as a proxy.
7. Member who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. The Register of Members and the Shares Transfer Books of the Company will be closed from Friday, the 27<sup>th</sup> of September, 2019 to Saturday the 28<sup>th</sup> of September, 2019 (both days inclusive).
9. The members are requested to:
  - a) Intimate to the Company changes, if any, in their Registered Address, Bank Account Number / details etc. at an early date;
  - b) Quote ledger folio no / DP ID and client ID in all there correspondences ;
  - c) Bring their copies of the Annual Report and the Attendance slip duly filled in for attending the Annual General Meeting;
  - d) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questing to the Company at the registered office address so as to reach at least seven days

before the date of the Meeting, to enable the information required to be made available at the Meeting to the best extent possible.

- e) Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant share Certificates to M/s Purva Shareregistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
- f) Pursuant to SEBI Circular. The Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/ transmission of name/ transposition of name.
- g) Shareholders/ Investors are advised to send their queries/ complaints to the dedicated e-mail id [vishvjyotitrading@gmail.com](mailto:vishvjyotitrading@gmail.com) for quick and prompt redressal of their grievances.
- h) Members, who are wishing to avail of the nomination facility, are requested to send the duly filled in the prescribed form (from 2B) to M/S Purva Shareregistry (India ) Pvt. Ltd. the Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer of the Company.
- i) The Equity shares of the Company are listed on BSE limited and Listing Fees for the financial year 2017-2018 have been paid to BSE Limited.

10. In accordance with provisions of section 108 of the Companies Act 2013 read with the Companies ( Management and Administration ) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ( “e- voting”) to its members . The Company has engaged the services of Central Depository Services ( “e-voting”) to its member. The Company has engaged the services of Central Depository Services (India) Limited ( “CDSL”) to provide e-voting facilities and for security and enabling the member to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

The voting period being on 27<sup>th</sup> September, 2019 (9.00am) and ends on 28<sup>th</sup> September, 2019 (6.00pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

11. The login ID and password for e-voting along with process manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

12. The Company has appointed Mrs. Kavita A. Shah, Practicing Company Secretary, as “Scrutinizer” (the “Scrutinizer”). For conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

## **INSTRUCTION FOR E-VOTING**

Members are requested to follow the instruction below to cast their vote through e-voting:

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b) Click on “Shareholder” tab.
- c) Now select the “Vishvijyoti Trading Limited” from the drop down menu and click on “SUBMIT”
- d) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 digits DP ID followed by 8 digits Client ID
  - c. Members holding share in physical Form should enter Folio Number registered with the Company.
- e) Next enter the image verification as displayed and Click on Login.
- f) If you are holding shares in demat form had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company then your existing voting of any company then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

<b>Enter</b>	For membership holding share in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat shareholder as well as physical shareholders)</p> <p>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 digit of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITALS letters . E.g. if your name is Ramesh kumar with Sequence number I then enter RA0000001 in the PAN field</p>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in ddmmyyyy format.

<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details recorded in your demat account or in the company records for the said demat account in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Divident Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id folio number in the Divident Bank details as mentioned in instruction.(v)</p>
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- h) After entering these details appropriately click on “SUBMIT” tab.
- i) 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.
- j) For Members holding shares in physical form. The details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSH for the relevant < Vishvjyoti Trading Limited > on which you choose to vote.
- l) 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 implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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 “CAHCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) Not for Institutional Shareholders & Custodians:

Institutional Shareholders (i.e other than Individual , HUF, NRI etc..) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving login details they have to create a compliance user should be created using the admin login and password. The Compliance user would 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.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may Frequently Asked Question ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



# VISHVJYOTI TRADING LIMITED

CIN NO :I51900MH1984PLC034663

## Registered Office

7-A, Sai Shakti CHS Ltd, L.T. Road, Near Railway Station, Dahisar-West, Mumbai 400063

Website : [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com).

Email : [vishvjyotitrading@gmail.com](mailto:vishvjyotitrading@gmail.com), PhoneNos. 022-28937284

## DIRECTORS REPORT

To  
The Members,

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report along with the Audited Financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019.

### 1. FINANCIAL RESULTS / STATE OF COMPANY'S AFFAIRS:

The summarized standalone results of your Company are given in the table below:

(Amount in Rupees)

Particulars	Financial Year Ended	
	31/03/2019	*31/03/2018
Net Sales / Income from Business Operations	76,74,206	72,83,865
Other Income	-	-
,Total Income	76,74,206	72,83,865
Profit/(loss) before Depreciation & Tax	14,10,187	16,42,436
Less: Depreciation	3,321	6,052
Less: Provision for Income Tax (including for earlier years)	3,66,010	4,60,523
Less: Provision for Deferred Tax	(623)	(189)
Net Profit/(Loss) After Tax	10,41,479	11,74,640
Add: Profit/(Loss) brought forward from previous year	1,26,49,237	1,14,24,597
Less: Dividend Distribution (including Interim)	-	-
Less: Amount Transferred to General Reserve	-	-
Profit/(Loss) carried to Balance Sheet	1,36,90,716	1,26,49,237
Earning per share (Basic & Diluted)	0.00	0.00

**\*Previous year's Figures have been regrouped / rearranged wherever necessary**

### 2. Business performance

The Company does not have divisions therefore division wise working details are not applicable. Total revenue from operations of the Company was Rs. 76.74 lacs

for the year ended 31<sup>st</sup> March, 2019 as against Rs. 72.83 Lacs for the year ended 31<sup>st</sup> March, 2018. During the financial year 2018-19, the Company earned a Profit of Rs. 10.41 Lacs as compared to Profit of Rs. 11.74 Lacs in previous year

### **3. Share capital**

The paid up equity capital as on March 31, 2019 is Rs. 15.24,50,000/- divided into 15.24,50,000 equity shares of Re. 1/- each. During the year under review, the Company has not issued bonus shares nor issued shares with differential voting rights nor granted stock options nor sweat equity and nor buy back its own securities.

### **4. Dividend:**

Your Directors do not recommend any dividend for the equity shareholders for the financial year 2018-19.

### **5. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out-Go:**

#### **A) Conservation of energy:**

- (i) The steps taken or impact on conservation of energy; Nil
- (ii) The steps taken by the company for utilizing alternate sources of energy; Nil
- (iii) The capital investment on energy conservation equipment; Nil

**Note: - The Company does not have any manufacturing activities which require heavy consumption of energy. The company uses latest technology low energy consumption products in its office.**

#### **B) Technology absorption:**

- (i) The efforts made towards technology absorption: Nil
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil
  - a) The details of technology imported: Nil
  - b) The year of import; Nil
  - c) Whether the technology been fully absorbed; Nil
  - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Nil and
- (iv) The expenditure incurred on Research and Development. Nil

**Note: - In respect of the Nature of the Business of the company there was no requirement of any technology.**

#### **C) Foreign exchange earnings and Outgo:**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows. -No Foreign Exchange is earned or spent by the company during the year under review.

### **6. Directors and Key Managerial Personnel**

#### **A) Changes in Directors and Key Managerial Personnel:**

- i) As per the provisions of Section 149 and 152 of the Companies Act, the shareholders at their Annual General Meeting held on 29<sup>th</sup> September, 2018

(Last years AGM) had approved the re-appointment of all existing Independent Directors of the Company for tenure of up to five consecutive years. None of the Independent Directors are liable to retire by rotation.

- ii) In accordance with section 149(7) of the Companies Act, 2013, each Independent Director has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**B) Declaration by Independent Director(s) and reappointment, if any**

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 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**7. Director's Responsibility Statement:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors and external consultant(s) including audit of internal financial controls over financial reporting by the statutory auditors, reviews performed by the management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, Board of Directors, to the best of its knowledge and ability, confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2018-19 and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

**8. Meetings:**

The Board of Directors met six times during the year. Details of Board meetings are laid out in Corporate Governance Report, which forms a part of Annual Report.

**9. Particulars of Loans, Guarantees or Investments:**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2018-19.

**10. Contracts and Arrangements with Related Parties:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and are reviewed by the Audit Committee of the Board. During the year the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. A Policy on related party transactions and dealing with related parties as approved by the Board has been posted on the Company's website [jaleescommercial.com](http://jaleescommercial.com) as "**Annexure A.**"

**11. Extract of Annual Return:**

The extract of Annual Return as provided under section 92(3) of the Companies Act, 2013 in the prescribed Form MGT 9 forms part of this Annual Report and is annexed herewith and marked as "**Annexure B.**"

**12. Nomination and Remuneration Committee:**

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

**13. Risk Policy:**

Business risk evaluation and management is an ongoing process within the Company as per the risk management policy established by the board. The Company understands that risk evaluation and risk mitigation is a function of the Board of the Company and the Board of Directors is fully committed to developing a sound system for identification and mitigation of applicable risks viz., systemic and non-systemic. The Board of Directors has approved a Risk Management Policy as per which the Company is in the process of identifying critical risks of various departments within the Company. Once identified, a sound mitigation system will be put in place. Further the Board is of the opinion that at present there are no material risks that may threaten the functioning of the Company.

The Company has a Risk Management framework in place to identify, assess, monitor and mitigate various risks to the business. This framework seeks to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The framework also defines the risk management approach across the enterprise at various levels. Risk Management forms an integral part of the Company's planning process. Risk Management Committee of the Board reviews the process of risk management. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report

**14. Corporate Social Responsibility Initiatives:**

The provisions of section 135 about constitution of Corporate Social Responsibility Committee are not applicable to the Company. Hence, the company has not formed the same.

**15. Change in the Nature of Business, if Any:**

During the year, there was no change in the nature of business of the Company or any of its subsidiaries.

**16. Details of Subsidiary/Joint Ventures/Associate Companies:**

The company does not have any subsidiary companies or joint venture companies or associate companies during the year under review. Also, there was no company which have become or ceased to become the subsidiaries/joint ventures/associate company (ies) during the year.

**17. 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.

**18. Significant and Material Orders Passed by the Regulators or Courts or Tribunals:**

During the financial year under review there were no significant and / or material orders, passed by the Regulatory/ Statutory Authorities or the Courts, which would impact the going concern status and its future operations.

**19. Internal Control Systems and their Adequacy:**

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

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 at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**20. Particulars of Employees and related disclosures:**

Details of Managerial Remuneration required pursuant to Section 197 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-C**.

## **21. Corporate Governance:**

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance, together with a certificate from the Company's Secretarial Auditors, forms part of this report. The company believes in and practices good corporate governance. The Company maintains transparency and also enhances corporate accountability. The following forms part of this Annual Report:

- i. Declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel;
- ii. Management Discussion and Analysis;
- iii. Report on the Corporate Governance; and
- iv. Auditors' Certificate regarding compliance of conditions of Corporate Governance

## **22. Audit Committee:**

The Audit Committee comprises of Mr. Antrikash Bharatwaj, who serves as the Chairman of the Committee and Mr. Suresh Jain & Mr. Kishor Gopal Patil as other members. The terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. All the recommendations made by the Audit Committee during the year were accepted by the Board.

## **23. Stakeholders' Relationship Committee:**

The composition and terms of reference of the Stakeholders' Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

## **24. Remuneration Policy:**

The Board has, on the recommendation of the Nomination and Remuneration Committee adopted the Remuneration Policy, which inter-alia includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## **25. Familiarisation Programme For Board Members:**

The Company is required to conduct the Familiarization Programme for Independent Directors (IDs), to familiarize them about the Company and their roles, rights, responsibilities in the Company. The Familiarization Programme is stated in the Corporate Governance Report forming part of this Annual Report. The details of such Familiarization Programme for directors may be referred to, at the website of the Company at [jagadishwarpharma.com](http://jagadishwarpharma.com)

## **26. Board Evaluation:**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted the Remuneration Policy with comprehensive procedure on performance evaluation.

Chairman of the Nomination and Remuneration Committee, who is an Independent Director of the Board, conducted a one-to-one session with each Director to understand their points of view on the parameters for performance evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, ethics and compliances, financial reporting process and monitoring activities.

Performance parameters for the Board as a collective body, included parameters like qualification and diversity of Board members, method and criteria for selection of independent directors to ensure independence, availability, appropriateness, clarity of understanding on risk scenarios faced by the Company, existence, sufficiency and appropriateness of policy on dealing with potential conflicts of interest, involvement of Board members in long-term strategic planning etc.

Based on these criteria, the performance of the Board, various Board Committees, Chairman and Individual Directors (including Independent Directors) was found to be satisfactory.

Independent Directors have conducted its meeting without the participation of other Non-Independent Directors and members of management and reviewed the performance of Board, its Committee, Chairman and Individual Directors. On the basis of the review by the Independent Directors, they hold unanimous opinion that the Non-Independent Directors, including the Chairman to the Board have abundant knowledge in their respective fields and are experts in their areas.

**27. Auditors:**

M/s. Rishi Sekhri & Associates. (Firm Registration No. 128216W), Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with the limits specified in Section 139 read with Section 141 of the Companies Act, 2013. You are requested to consider their appointment.

There is no audit qualification for the year under review

**28. Statutory Auditors' Observations:**

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.

**29. Secretarial Audit:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 K Sonee & Company, Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report is annexed herewith as "**Annexure D**"

**30. Board's Response on Auditors Qualification, Reservation or Adverse Remark or disclaimer Made:**

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report or by the Company Secretary in Practice in the Secretarial Audit Report.

**31. Vigil Mechanism/ Whistle Blower Policy:**

The Company has a vigil mechanism named 'JCL' in terms of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to deal with instance of fraud and mismanagement, if any, and to report concerns about unethical behavior, wrongful conduct and violation of the Company's code of conduct or ethics policy. The details of the said policy are explained in the Corporate Governance Report and also posted on the website of the Company i.e. jaleescommercial.com

**32. Disclosures Under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013:**

The Company is committed to provide a safe & conducive work environment to its employees and has formulated 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. During the year under review, no case of sexual harassment was reported.

**33. 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 Board is responsible for implementation of the Code.

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

**34. Appreciations:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

**By order of the Board**

Sd/-

Antriksh Bharadwaj

**Din No. : 07079283**

**Director**

Mumbai the 28<sup>th</sup> day of August 2019



**Annexure A to Boards Report**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.  
N.A.**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Justification for entering into such contracts or arrangements or transactions'	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	N.A.
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Date of approval by the Board	N.A.
f)	Amount paid as advances, if any	N.A.

**By order of the Board**

Sd/-  
Antriksh Bharadwaj  
**Din No. : 07079283**  
**Director**

Mumbai the 28<sup>th</sup> day of August 2019

**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019****[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.	<b>CIN</b>	L51900MH1984PLC034663
ii.	<b>Registration Date</b>	29/11/1984
iii.	<b>Name of the Company</b>	Vishvjoyti Trading Limited
iv.	<b>Category/Sub-Category of the Company</b>	Limited Company Limited by shares
v.	<b>Address of the Registered office and contact details</b>	7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai - 400063
vi.	<b>Whether listed company</b>	Yes
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate J. R. Bhoricha Marg Opp. Kasturba Hospital, Lower Parel (East) Mumbai 400011 Tel : 022-23018261 / 23016761 Fax : 022 - 23012517 Email : <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a> Website : <a href="http://www.purvashare.com">www.purvashare.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY \*\***

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Trading in Materials / Computer Parts, Interest Income	9961	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl.No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1	Nil	Nil	Nil	Nil	Nil

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

**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/ HUF	1599300	-	1599300	1.05	1599300	-	1599300	1.05	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>1599300</b>	<b>-</b>	<b>1599300</b>	<b>1.05</b>	<b>1599300</b>	<b>0</b>	<b>1599300</b>	<b>1.05</b>	<b>-</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1599300</b>	<b>-</b>	<b>1599300</b>	<b>1.05</b>	<b>1599300</b>	<b>-</b>	<b>1599300</b>	<b>1.05</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	28782808	-	28782808	18.88	26388615	-	26388615	17.31	1.57
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1389019 105414029	700 1000000	1389719 106414029	0.91 69.80	1402792 107532949	700 1000000	1403492 108532949	0.92 71.19	0.01 1.39
c) Hindu Undivided Family Clearing Member	14264144	-	14264144	9.36	14321144 204500	-	14321144 204500	9.39 0.13	0.03 0.13
d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e) Any Other (specify) di) N. R. I. dii) Foreign Indl. Holding (FDI)	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
<b>Sub-total = (B)(2)</b>	<b>149850000</b>	<b>1000700</b>	<b>150850700</b>	<b>98.95</b>	<b>149850000</b>	<b>1000700</b>	<b>150850700</b>	<b>98.95</b>	<b>-</b>
<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	<b>149850000</b>	<b>1000700</b>	<b>150850700</b>	<b>98.95</b>	<b>149850000</b>	<b>1000700</b>	<b>150850700</b>	<b>98.95</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total(A+B+C)</b>	<b>149850000</b>	<b>1000700</b>	<b>150850700</b>	<b>98.95</b>	<b>149850000</b>	<b>1000700</b>	<b>150850700</b>	<b>98.95</b>	<b>-</b>

**ii.Shareholding of Promoters**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Priyadarshani Kanoria	800000	0.52	-	800000	0.52	-	-
2	SanjayKumar Kanoria	799300	0.52	-	799300	0.52	-	-
<b>Total</b>		<b>1599300</b>	<b>1.04</b>	<b>-</b>	<b>1599300</b>	<b>1.04</b>	<b>-</b>	<b>-</b>

**iii.Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No	Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of shares	No. of shares	% of shares
1	At the beginning of the year				
	Increase or Decrease in shareholding during the year {Transfer (Inter se transfers)}	1599300	1.04	1599300	1.04
	At the end of the year	NIL	NIL	NIL	NIL
		1599300	1.04	1599300	1.04

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

Sl. No	For Each of The Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No	Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of shares	No. of shares	% of shares
1	At the beginning of the year				
	Increase or Decrease in shareholding during the year {Transfer (Inter se transfers)}	-	-	-	-
	At the end of the year	-	-	-	-
		-	-	-	-

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
<b>i) Principal Amount</b>	-	<b>1729475/-</b>	-	<b>1729475/-</b>
<b>ii) Interest due but not paid</b>	-	-	-	-
<b>iii) Interest accrued but not due</b>	-	-	-	-
Total (i+ii+iii)	-	<b>1729475/-</b>	-	<b>1729475/-</b>
Change in Indebtedness during the financial year	-	-	-	-
- <b>Addition</b>	-	-	-	-
- <b>Reduction</b>	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
<b>i) Principal Amount</b>	-	<b>1729475/-</b>	-	<b>1729475/-</b>
<b>ii) Interest due but not paid</b>	-	-	-	-
<b>iii) Interest accrued but not due</b>	-	-	-	-
Total (i+ii+iii)	-	<b>1729475/-</b>	-	<b>1729475/-</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	<u>Independent Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify				-	-
	Total(1)	-	-	-	-	-
	<u>Other Non-Executive Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total(2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. Remuneration to Key Managerial Personnel Other Than Managing Director /Manager /Whole Time Director**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s17(2) Income-tax Act,1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission -as % of profit -Others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	-	-	-

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

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made, If any (give details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers In Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and behalf of the Borad of Directors  
Vishvjyoti Trading Limited**

Sd/-  
AntrikshBharadwaj  
Din No. : 07079283  
Director

Mumbai, the 28<sup>th</sup> day of August 2019

**Annexure C to Boards Report**

**Pursuant to Section 197 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**DETAILS RELATED TO MANAGERIAL REMUNERATION:**

**A) Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

Sl. No.	Requirement of Rule 5(1)	Disclosure		
		Name of the Director	Salary	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.			
		-	-	-
		-	-	-
2	Percentage increase in remuneration of each director, CFO, CEO, CS or Manager in the financial year.	Particulars	% Increase	Remarks
		a) Directors	-	-
		b) MD	-	-
		c) CFO	-	-
		d) CEO	-	-
		e) Company Secretary	-	-
f) Manager	-	-		
3	The percentage increase in the median remuneration of employees in the financial year			
4	The number of permanent employees on the rolls of the company			
5	Average percentile increase already made in the salaries of employee's other than the Managerial Personnel in the last financial year i.e. 2016-17 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in remuneration of		
		Managerial Personnel	Employees	
6	Affirmation that the remuneration is as per the remuneration policy of the company	We affirm that the remuneration paid to employees and KMP's was based on the Remuneration Policy.		

B) Details of the Top-10 employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 who:

- Drawing salary of 1 Crore and 2 Lakhs or above for the year if employed throughout the year -Nil
- Drawing salary of 8.5 Lakhs p/m or above for a month if employed for part of the year -Nil
- Drawing salary more than the salary of MD and having 2% stake in the company -Nil

C) No Managing Director or Whole-time Director of the Company is receiving any commission from the company as well as from the Holding Company or Subsidiary Company of the Company.

D) The disclosures required under clause C (5) of Schedule-V of SEBI (LODR) Regulations, 2015 are mentioned in the "Corporate Governance Report" under the heading "Disclosures".

**Annexure C to Boards Report**

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**For The Financial Year Ended On 31<sup>st</sup> March, 2019**

(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,  
**Vishvjoyti Trading Limited**

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vishvjoyti 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.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also 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 31<sup>st</sup> March, 2019, 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:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Jalees Commercial Limited for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:
  - (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 Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
    - (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, 1992;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;
  - (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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Other Applicable Acts,
- (a) Factories Act, 1948
  - (b) Payment Of Wages Act, 1936, and rules made thereunder,
  - (c) The Minimum Wages Act, 1948, and rules made thereunder,
  - (d) Employees' State Insurance Act, 1948, and rules made thereunder,
  - (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
  - (f) The Payment of Bonus Act, 1965, and rules made thereunder,
  - (g) Payment of Gratuity Act, 1972, and rules made thereunder,
  - (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
  - (i) Food Safety and Standards Act, 2006, and rules made thereunder.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with Stock Exchange(s) (upto 30th November, 2015) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st December, 2015);

5. 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.

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

6. 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.

Place: Mumbai  
Dated 28<sup>th</sup> August 2019

Sd/-  
Bhumika Chinmay Shah  
Practicing Company Secretary  
COP No.: 16896

**Annexure to Secretarial Audit Report in form MR-3**

To,  
The Members,  
**Vishvjoyti Trading Limited**

My report of even date is to be read along with this letter.

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. My responsibility is to express an opinion on those records based on our audit.
2. I 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 I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events etc.
5. 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  
Dated 28<sup>th</sup> August 2019

Sd/-  
Bhumika Chinmay Shah  
Practicing Company Secretary  
COP No.: 16896

## Corporate Governance Report for the year ended on 31<sup>st</sup> March, 2019

### **COMPANY'S PHILOSOPHY:**

The Company maintains standards while complying with the ideology of practicing good Corporate Governance. While achieving corporate goals and creating wealth for the investors the company simultaneously endeavors to apply highest level of corporate ethics and corporate governance practices. The Board considers itself a trustee of all shareholders and acknowledges its responsibilities to the shareholders for creating and safeguarding shareholders wealth.

The Company's compliance of corporate governance guidelines of the listing agreement is as follows:

### **A. COMPOSITION OF THE BOARD AND RECORD OF OTHER DIRECTORSHIPS HELD :**

The Company is managed and controlled through a professional body of Board of Directors, which consists of eminent persons with considerable professional expertise and experience.

The Board of Directors comprise of an optimum combination of Executive and Non-executive Independent Directors headed by the Chairman. The composition of the Board of Directors of the Company is in conformity with the provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The independent directors do not have any pecuniary relationship or transactions with the company, promoters and management, which may affect independence or judgment of the directors in any manner.

The composition and structure of the board and record of other directorships and Committee memberships and Chairmanships of directors as on 31<sup>st</sup> March, 2019 is as under

Name of Director	Category of Directorship	Attendance at		No. of other Directorships and other Committee Memberships /Chairmanship		
		Board Meetings	Last AGM	Other Directorships #	Committee Memberships ##	Committee Chairmanships
Mr. Antriskh Bhardwaj	Non – Executive Independent	6	Yes	Nil	Nil	Nil
Mr. Suresh Jain	Non – Executive Independent	6	Yes	6	Nil	Nil
Mr. Kishore Patil	Non – Executive Independent	6	Yes	7	Nil	Nil

# Alternate Directorship and directorships in private companies, foreign Companies and Section 25 Companies are excluded.

## Represents Memberships /Chairmanships of Audit Committee and Shareholders / Investors, Grievance Committee.

## BOARD MEETINGS

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
30.04.2018	3	3
30.07.2018	3	3
28.08.2018	3	3
30.10.2018	3	3
30.01.2019	3	3
27.03.2019	3	3

Name of Director	Attendance at the Board Meetings held on						Attendance at the AGM held on 29/09/2018	Attendance at the EGM held on _/_/
	30/04/18	30/07/18	28/08/18	30/10/18	30/01/19	27/03/19		
Mr. Antriskh Bhardwaj	Yes	Yes	Yes	Yes	Yes	Yes	Yes	N.A.
Mr. Suresh Jain	Yes	Yes	Yes	Yes	Yes	Yes	Yes	N.A.
Mr. Kishore Patil	Yes	Yes	Yes	Yes	Yes	Yes	Yes	N.A.

### B. COMMITTEES OF THE BOARD:

#### (a) Audit Committee

The Audit Committee continued working under Chairmanship of Mr Kishor Gopal Patil with co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

The composition of the Audit Committee for the Financial Year ended March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Audit Meetings held on			
Mr. Antriskh Bhardwaj	Chairman & Executive Director	30.04.2018	30.07.2018	30.10.2018	30.01.2019
Mr. Suresh Jain	Independent Non-Executive	30.04.2018	30.07.2018	30.10.2018	30.01.2019
Mr. Kishore Patil	Independent Non-Executive	30.04.2018	30.07.2018	30.10.2018	30.01.2019

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Some of the important functions performed by the Committee are:

## **Financial Reporting and Related Processes**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, replacement or removal, remuneration and terms of appointment of auditors of the company;
3. To approve rendering of services by the statutory auditors other than those expressly barred under Section 144 of Companies Act, 2013 and remuneration for the same;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon and the CEO & CFO Certificate as per SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Significant adjustments made in the financial statements arising out of audit findings; All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.
  - d. Compliance with listing and other legal requirements relating to financial statements;
  - e. Disclosure of any related party transactions (AS 18 of ICAI and RBI guidelines); and
  - f. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval and secure the Certificate from CFO in terms of Clause 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
6. 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 utilised for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
8. Discussion with Internal Auditors and the Management of any significant findings, status of previous audit recommendations and follow up there on;
9. Review Management letters/ letters of internal control weakness issued by the Statutory Auditors;

10. Review the Internal Audit Report relating to internal control weakness;
11. To review the functioning of the Whistle Blower/ vigil mechanism;
12. 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, experience and background etc. of the candidate;
13. Review Management discussion and analysis of financial condition and results of operations;
14. Review Statement of significant related party transactions, submitted by management;
15. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
16. Valuation of undertakings or assets of the company, wherever it is necessary;
17. Evaluation of internal financial controls and risk management systems;
18. Approve and recommend to the Board the transactions of the Company with Related Parties or any subsequent modification thereof;
19. Carry out such other business as may be required by applicable law or considered appropriate in view of the general terms of reference and the purpose of the Audit committee; and
20. Any other matter as delegated by the Board of Directors of the Company from time to time

**(b) Stakeholders' Relationship Committee :**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements), 2015, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;

- monitoring expeditious redressal of investors / stakeholders grievances;
- Such other matters as per the directions of the Board of Directors of the Company which may be considered necessary in relation to shareholders and investors of the Company and/ or as required under SEBI(Listing Obligations & Disclosure Requirements), 2015 relating to Corporate Governance, as amended, from time to time.

The composition of the Stakeholders' Relationship Committee for the Financial Year ended March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Audit Meetings held on			
		30.04.2018	30.07.2018	30.10.2018	30.01.2019
Mr. Antriskh Bhardwaj	Chairman & Executive Director	30.04.2018	30.07.2018	30.10.2018	30.01.2019
Mr. Suresh Jain	Independent Non-Executive	30.04.2018	30.07.2018	30.10.2018	30.01.2019
Mr. Kishore Patil	Independent Non-Executive	30.04.2018	30.07.2018	30.10.2018	30.01.2019

### (c) Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Nomination and Remuneration Committee for the Financial Year ended March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on	
		30.07.2018	30.01.2019
Mr. Antriskh Bhardwaj	Chairman & Executive Director	30.07.2018	30.01.2019
Mr. Suresh Jain	Independent Non-Executive	30.07.2018	30.01.2019
Mr. Kishore Patil	Independent Non-Executive	30.07.2018	30.01.2019

**(d) Risk Management Committee : (Non Mandatory Committee)**

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

The composition of the Risk Management Committee for the Financial Year ended March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

<b>Name of the Member</b>	<b>Category</b>	<b>Attendance at the Risk Management Committee meeting held on 30.01.2019</b>
Mr. Antriskh Bhardwaj	Chairman & Executive Director	Yes
Mr. Suresh Jain	Independent Non-Executive	Yes
Mr. Kishore Gopal Patil	Independent Non-Executive	Yes

**C. INDEPENDENT DIRECTORS' MEETING:**

During the year under review, the Independent Directors met on 30.10.2018, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

**D. FAMILIARISATION PROGRAMME FOR BOARD MEMBERS:**

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies



Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

Further, with a view to familiarise him with the Company's Operations, the Director is also given an induction kit which shall include at the minimum:

- Mission, Vision and Values of Company Business
- Brief profile of the Board of Directors
- Composition of Committees of the Board
- Brief profile of Senior Managerial Personnel
- Latest Annual Report
- Latest Shareholding Pattern and Shareholders holding more than 5% of shares
- Codes and Policies and other relevant information pertaining to the Company's business.

The Chairman & Whole Time Director also has a one to-one discussion with the newly appointed Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

The details of such Familiarisation Programme for directors may be referred to, at the website of the Company at its weblink i.e. [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com)

#### **E. BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted the Remuneration Policy with the comprehensive procedure on performance evaluation. Chairman of the Nomination and Remuneration Committee, who is an Independent Director of the Board conducted a one-to one session with each Director to understand their points of view on the parameters for performance evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, - financial reporting process and monitoring activities, ethics and compliances.

Independent Directors has conducted its meeting without the participation of other Non-Independent Directors and members of management and reviewed the performance of Board, its Committee, Chairman and individual Directors. On the basis of the review by the Independent Directors, they hold unanimous opinion that the Non-Independent Directors, including the Chairman to the Board, have abundant knowledge in their respective fields and are experts in their areas.

#### **F. RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee. The Policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website. The said Policy may be referred to, at the website of the Company at its weblink i.e. [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com)

#### **G. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In terms of the Section 177 of the Companies Act, 2013 read with rules made thereunder and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has framed a 'Breach of Integrity and Whistle Blower Policy' with an objective to deal with issues pertaining to integrity, encouraging the employees and directors of the Company to raise any concern about Company's operations and working environment, including possible breaches of Company's policies and standards, without fear of adverse managerial action being taken against such employees.

Instances of such suspected or confirmed incident of fraud/ misconduct may be reported on the designated email id i.e. [vishvjoyitrading@gmail.com](mailto:vishvjoyitrading@gmail.com) which is managed by the fraud control team.

The Policy has been uploaded on the website of the Company. The said Policy may be referred to, at the website of the Company at its weblink i.e. [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com)

#### **H. DISCLOSURES:**

- (a) Materially Significant related party transact

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

- (b) Details of non-compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

#### **I. MEANS OF COMMUNICATION WITH SHAREHOLDERS:**

##### **Quarterly results**

The quarterly/ half yearly/ annual un-audited/ audited financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors. These results are simultaneously posted on the web address of the Company at [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The results of the Company were published in the following local and national dailies:

Website The Company's web address [www.vishvjyotitrading.com](http://www.vishvjyotitrading.com) The website contains a complete overview of the Company. The Company's Annual Report,

financial results, details of its business, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances and Code of Conduct are uploaded on the website.

### **SEBI Complaints Redress System (SCORES)**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

### **J. MANAGEMENT DISCUSSION AND ANALYSIS (MDA):**

The MDA section is carried in detail and attached herewith.

### **K. GENERAL BODY MEETINGS:**

#### **A) Location and time of the last three Annual General Meetings**

<b>Year</b>	<b>Location</b>	<b>Day &amp; Date</b>	<b>Time</b>
2017	Ganga Sahay Hall, S V Road, Borivali, Mumbai-400 092	Saturday, 30.09.2017	11.00 A. M.
2018	Ganga Sahay Hall, S V Road, Borivali, Mumbai-400 092	Saturday, 29.09.2018	11.00 A. M.
2019	7-A, Sai Shakti CHS Ltd, L.T. Road, Near Railway Station, Dahisar-West, Mumbai 400063,	Saturday 29.09.2019	10.30 A. M.

#### **B) The particulars of Extra-Ordinary General Meetings held during the last three years are as under:**

<b>Year</b>	<b>Date and Time</b>	<b>Resolution Passed</b>
N.A.	N.A.	N.A.

#### **C) Postal Ballot**

No resolutions were passed through postal ballot during the last Financial Year

### **M. GENERAL SHAREHOLDER INFORMATION:**

i.	AGM: Date, time and venue	Monday, 30 <sup>th</sup> September, 2019 at 10.30 a.m.
ii.	Financial year	31 <sup>st</sup> March, 2019
iii.	Date of Book closure	27 <sup>th</sup> September, 2019 to 28 <sup>th</sup> September, 2019
iv.	Dividend Payment Date	No dividend was declare
v.	Listing on Stock Exchanges	BSE Ltd
vi.	Stock Code	512067
vii.	Market Price Data: High., Low during each	There was no trading during the

	month in last financial year	Year (Suspended 07.01.2015)
viii.	Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	-
ix.	Registrar and Transfer Agents	Purva Sharegistry Private Ltd
x.	Share Transfer System	Demat and Physical (both)
xi.	Distribution of shareholding	As per Annexure-1
xii.	De-materialization of shares and liquidity	NIL
xiii.	Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	NA
xiv.	Plant Locations	NA
xv.	Address for correspondence	7-A, Sai Shakti CHS Ltd, L.T. Road, Near Railway Station, Dahisar-West, Mumbai 400063,

### **Distribution of Shareholding ( Annexure - 1 )**

<b>Sr. No</b>	<b>No of Equity Shares</b>	<b>No of Share Holders</b>	<b>No of Shares</b>	<b>% of Total Shares</b>
1	1-50000	117	18,36,224	1.20%
2	50001-100000	32	25,95,269	1.70%
3	100001-200000	20	27,96,478	1.84%
4	200001-300000	6	15,59,065	1.02%
5	300001-400000	3	10,03,660	0.66%
6	400001-500000	6	27,55,165	1.81%
7	500001-1000000	49	4,06,05,499	26.64%
8	1000001& Above	47	9,92,98,640	65.13%
	<b>TOTAL</b>	<b>280</b>	<b>15,24,50,000</b>	<b>100.00%</b>

#### **a) Dematerialisation of shares and Liquidity:**

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India- National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL).

#### **b) Nomination:**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s) Nomination forms can be obtained from the Company's Registrar and share Transfer Agent.

#### **c) Requirement of PAN Card for Transfer of Shares in physical form:**

Pursuant to SEBI Circular the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer /transmission of name / transposition of name.

#### **d) Details on use of public funds obtained in the last three years:**

No fund has been raised by company during last three years.

#### **e) Outstanding GDRs/ ADRs /Warrants or any convertible instruments, conversion data likely impact on Equity:**

Not Applicable

**f) Investors Correspondence:**

Shareholders can contact the following officials for secretarial matters of the Company:-

Mr. Suresh Jain – [vishsvjyotitrading@gmail.com](mailto:vishsvjyotitrading@gmail.com)

**g) Corporate Ethics:**

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealing. A Code Of Conduct for Board Members and a code of Conduct for prevention of insider Trading has been adopted pursuant to clause 49 (D) of The Listing Agreement & the Securities & exchange board of India ( prohibition of Insider Trading ) Regulations 1992 (as amended) 0 respectively:

**a. Code of Conduct for Board Members and Senior Management:**

The Board of Directors of the Company adopted the Code of Conduct for its members and Senior Management at their meeting held on 16<sup>th</sup> October 2012

**b. Declaration affirming compliance of code of conduct:**

The Company has received confirmations from the Directors regarding compliance of the Code of Conduct during the year under review.

A declaration by Director affirming compliance of Board members and senior management personnel to the code is also annexed herewith.

**c. Code of Conduct for prevention of Insider Trading:**

The Company has adopted the code of conduct for prevention of Insider Trading for its Management and Directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Director has been appointed as the Compliance Officer and is responsible for adherence to the Code.

**d. Compliance Certificate by practicing Company Secretary:**

The Company has obtained a certificate from the practicing Company Secretary regarding compliance of conditions of corporate governance as stipulated in clause 49 which is annexed herewith.

**h) Address for correspondence:**

Vishvjoyti Trading Limited  
7-A, Sai Shakti CHS, L. T. Road,  
Near Railway Station,  
Dahisar –West,  
Mumbai 400068  
Tel: 022-28937284,  
Email : [vishsvjyotitrading@gmail.com](mailto:vishsvjyotitrading@gmail.com)

# **INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT**

## **The Members of**

M/s. Vishvjoyti Trading Limited

We have examined the compliance of conditions of Corporate Governance by Jalees Commercial Limited for the year ended March 31, 2019 stipulated in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Rishi Sekhri & Associates.**

Chartered Accountants

Firm Regn. No. 128216W

Sd/-

**Rishi Sekhri**

Proprietor

Membership No. 126656

Place : Mumbai

Date : 30<sup>th</sup> May, 2019

**CFO CERTIFICATION PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To  
The Members of  
**VISHVJYOTI TRADING LIMITED**  
Mumbai

We, the undersigned in our respective capacities as Vice Chairman and Whole Time Director, Chief Financial Officer and of Jalees Commercial Limited, certify to the Board in terms of requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that we have reviewed the Financial Statements and the Cash Flow Statement of the Company for the Financial Year ended 31 March 2019.

1. To the best of our knowledge and belief, we certify that:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading.
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  - c) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purpose of Financial Reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
3. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes, if any, in the internal controls over financial reporting during the year.
  - b) significant changes, if any, in the accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - c) instances of significant fraud, if any, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Vishvjyoti Trading Limited**

Sd/-

Antriksh Bharadwaj  
**Din No. : 07079283**

**Chairman & Executive Director**

Mumbai the 28<sup>th</sup> day of August 2019

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Your Directors have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31st March 2019.

### **FORWARD-LOOKING STATEMENTS:**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### **OPPORTUNITIES AND THREATS:**

The fundamental growth drivers of the country's economy as well as our company continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally.

The threats to the segments in which the company operates are volatility in Exchange rate, pricing pressure arising due to competition from low cost suppliers, technology up-gradation, and severe competition among competitor and newly emerging competitive nations and stricter environment laws. Further, the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of such a slowdown; such an impact could adversely affect the Company's performance as well. Therefore, the company has decided to close down the manufacturing activity, concentrate on the trading, and look for other opportunities in the Export market.

### **MANAGEMENT TEAM:**

The existing management has a strong technical and management knowledge and experience in the chemical business.

Mr. Bharat Ratilal Shah, Chairman of the Company is an entrepreneur and is having vast knowledge and expertise in handling various businesses including the business of the Company.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The management is ensuring an effective internal control system to safeguard the assets of the company. Efforts for continued improvement of internal control system are being consistently made in this regard. The company has cleared secured bank liability against assets.



## **HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:**

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with staff and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

## **CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

**For Vishvjyoti Trading Limited**

Mumbai the 28<sup>th</sup> day of August 2019

Sd/-  
Antriksh Bharadwaj  
**Din No. : 07079283**  
**Executive Director**

## **DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Uttar Pradesh, I, Ramesh Shah, Chairman & Executive Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31<sup>st</sup> March 2019.

For Vishvjyoti Trading Limited

Sd/-  
Antriksh Bharadwaj  
**Chairman & Executive Director**

Mumbai the 28<sup>th</sup> August, 2019.

## **CEO & CFO CERTIFICATION**

The Board of Directors  
**VISHVJYOTI TRADING LIMITED**  
Mumbai

Re-financial Statements for the year ended 31<sup>st</sup> March 2019 – Certification

We, Antrikash Bharatwaj, Chairman & Executive Director, Suresh Jain and Kishor Gopal Patil, Non-Executive Director, on the basis of the review of the financial statements and the cash flow statements for the Financial year ending 31<sup>st</sup> March 2019 and to the best of our knowledge and belief, thereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31<sup>st</sup> March 2019 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
  - (a) There have been no significant changes in the international control over financial reporting during this year.
  - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the noted to the financial statements.
  - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Sd/-  
Antrikash Bharatwaj  
**Chairman & Executive Director**

Sd/-  
Suresh Jain  
**Non-Executive Director**

Mumbai the 28<sup>th</sup> August, 2019

## **Independent Auditor's Report**

To  
The Members of  
**Vishvjoyti Trading Limited**

### **Report on the Financial Statements**

1. We have audited the accompanying Ind AS financial statements of **Vishvjoyti Trading Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss for the year then ended, Cash Flow as March 31, 2019 and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility of the Financial Statements**

2. The Management and Board of Directors of the Company are 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 and financial performance 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 Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. This responsibility 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**

3. 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 thereunder. 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.
4. An audit involves performing procedures to obtain audit evidence about the amounts and 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company, Cash Flow Statement as at 31<sup>st</sup> March, 2019, and its Profit for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

7. As required by the Companies (Auditor's Report) Order, 2017 ('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 paragraphs 3 and 4 of the Order.
8. As required by section 143(3) of the Act, we further 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 appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss and 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 applicable Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
  - e. On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of

the directors is disqualified as on March 31, 2019, 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” to this report.
- g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts, as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Rishi Sekhri & Associates.**

Chartered Accountants  
Firm Regn. No. 128216W

Sd/-

**Rishi Sekhri**

Proprietor

Membership No. 126656

Place : Mumbai

Date : 30<sup>th</sup> May, 2019

## **Annexure A to Independent Auditors' Report**

Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Vishvjoyti Trading Limited. on the Ind AS financial statements for the year ended March 31, 2019

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of Vishvjoyti Trading Limited. ("the Company") as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

2. 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 (ICAI). 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 Act.

#### **Auditors' Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. Those Standards and the Guidance 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.

4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

5. 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**

6. 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 standalone Ind AS 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 standalone Ind AS 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**

7. 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**

8. 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, 2019, 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 Rishi Sekhri & Associates.**

Chartered Accountants

Firm Regn. No. 128216W

Sd/-

**Rishi Sekhri**

Proprietor

Membership No. 126656

Place : Mumbai

Date : 30<sup>th</sup> May, 2019

**Annexure – ‘B’ referred to under the heading “Report on Other Legal and Regulatory Requirements” of our Report of even date:**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) All fixed assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.
- (ii) In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, 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. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the Company has complied with provisions of Section 186 of the Companies Act 2013 in respect of investments made during the year.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues



were outstanding at the year end, for a period of more than six months from the date they became payable.

- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, customs duty, excise duty, value added tax and cess on account of any dispute, not arise.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair vies of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money way of initial public offer/further public offer/debt instruments and term loans and hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V to the companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of Section 45-1A of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Rishi Sekhri & Associates.**

Chartered Accountants  
Firm Regn. No. 128216W

Sd/-

**Rishi Sekhri**

Proprietor

Membership No. 126656

Place : Mumbai

Date : 30<sup>th</sup> May, 2019

**VISHVJOYTI TRADING LIMITED**

CIN L51900MH1984PLC034663

**Balance Sheet as at 31 March, 2019**

	Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
			Rs.	Rs.
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	2	152,450,000	152,450,000
	(b) Reserves and Surplus	3	13,690,714	12,649,237
			<b>166,140,714</b>	<b>165,099,237</b>
<b>2</b>	<b>Non-Current Liabilities</b>			
	(a) Long Term Borrowings	4	-	1,000,000
	(b) Deffered Tax Liabiliteis	5	-	-
	(c) Long Term Liabilities		-	-
	(d) Long Term Provision		-	-
			-	<b>1,000,000</b>
<b>2</b>	<b>Current Liabilities</b>			
	(a) Short Term Borrowings	6	729,475	729,475
	(b) Trade Payables	6	28,054,692	28,134,482
	(c) Other Current Liabilities		-	-
	(d) Short Term Provision	6	3,739,444	4,672,587
			<b>32,523,611</b>	<b>33,536,544</b>
			<b>198,664,325</b>	<b>199,635,781</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	7	6,885	10,206
			<b>6,885</b>	<b>10,206</b>
	(b) Non-Current Investment	8	8,967,670	13,788,170
	(c) Deffered Tax Assets		1,958	1,335
	(d) Long Term Loans and Advances	9	150,675,858	144,784,270
	(e) Other Non-Current Assets		-	-
			159,645,486	158,573,775
<b>2</b>	<b>Current assets</b>			
	(a) Inventories		-	-
	(b) Sundry Debtors	10	37,299,685	37,299,685
	(c) Cash and Cash Equivalent	11	163,501	329,785
	(d) Short-Term Loans and Advances	12	-	-
	(e) Other Current Assets	13	1,548,768	3,422,330
			<b>39,011,954</b>	<b>41,051,800</b>
			<b>198,664,325</b>	<b>199,635,781</b>
	Significant Accounting Policies and Notes on Accounts	1-22		

As per our Report of even date attached

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**For Rishi Sekhri & Associates.**

Chartered Accountants

Firm Regn. No.: 128216W

**For and on behalf of the Board**

**Suresh Motilal Jain**

**Director**

DIN : 01869768

**Rishi Sekhri**

**Proprietor**

Membership No : 126656

**Antriksh Bhardwaj**

**Director**

DIN : 07079283

Place : Mumbai

Date : 30th March 2019

**VISHVJOYTI TRADING LIMITED**

CIN : L51900MH1984PLC034663

**Statement of Profit and Loss for the year ended 31 March, 2019**

Particulars	Note No.	For the year ended	For the year ended
		31 March, 2019	31 March, 2018
		Rs.	Rs.
Revenue from Operations	14	-	-
Other Income	15	7,674,206.00	7,283,865.00
<b>Total Revenue (A)</b>		<b>7,674,206.00</b>	<b>7,283,865.00</b>
<b>Expenses</b>			
(a) Cost of Material Consumed	-	-	-
(b) Purchase	16	-	-
(c) Changes in Inventories of Finished Goods	17	-	-
(d) Depreciation and Amortisation Expense	7	3,321.00	6,052.00
(e) Employee Benefits Expense	18	172,205.00	146,292.00
(f) Finance Charges	19	857.86	9,673.00
(g) Other Expenses	20	6,090,956.00	5,485,464.00
<b>Total Expenses (B)</b>		<b>6,267,339.86</b>	<b>5,647,481.00</b>
<b>Profit / (Loss) before tax (A - B)</b>		<b>1,406,866.14</b>	<b>1,636,384.00</b>
<b>Less : Extraordinary Items</b>		-	1,410.00
<b>Tax expense:</b>		<b>1,406,866.14</b>	<b>1,634,974.00</b>
Current Tax Expense for Current Year			
(a) Tax Expense for Current Year		366,010.00	460,523.00
(b) Deffered Tax		(623.00)	(189.00)
(c) Tax Expenses for Earlier Year		-	-
<b>Profit / (Loss) for the year</b>		<b>1,041,479.14</b>	<b>1,174,640.00</b>
<b>Earnings per share (of Rs 10/- each):</b>			
(a) Basic		0.01	0.01
(b) Diluted		0.01	0.01
Significant Accounting Policies and Notes on Accounts	1-22		

As per our Report of even date attached

**For Rishi Sekhri & Associates.****Chartered Accountants**

Firm Regn. No.: 128216W

**For and on behalf of the Board****Suresh Motilal Jain****Director**

DIN : 01869768

**Rishi Sekhri****Proprietor**

Membership No : 126656

**Antriksh Bhardwaj****Director**

DIN : 07079283

Place : Mumbai

Date : 30th May 2019

**VISHVJOYTI TRADING LIMITED**

**Significant Accounting Policies and Notes on Accounts**

Note	Particulars
<b>1</b>	<b>Significant Accounting Policies</b>
<b>1.1</b>	<b>Basis of Accounting and Preparation of Financial Statements</b>
	The financial statements have been prepared on the accrual basis of accounting, under the historical cost convention, in accordance with the accounting principles generally accepted in India and comply with the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.
<b>1.2</b>	<b>Use of Estimates</b>
	The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized in the period in which the results are known/materialized.
<b>1.3</b>	<b>Cash and Cash Equivalents</b>
	Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>1.4</b>	<b>Fixed Assets</b>
	Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all expenses, direct and indirect, specifically attributable to its acquisition and bringing it to its current location and working condition for its intended use.
<b>1.5</b>	<b>Depreciation and Amortisation</b>
	Depreciation on Fixed Assets has been provided on Straight Line Method at the rates and in the manner specified in the Schedule XIV of the Companies Act, 1956.
<b>1.6</b>	<b>Revenue Recognition</b>
	Both income and expenditure items are recognized on accrual and prudent basis.
<b>1.7</b>	<b>Income Tax</b>
	Income Tax expense comprises of current tax and deferred charge or credit. Current tax is determined as the amount of tax payable in respect of taxable income for the year.
<b>1.8</b>	<b>Earnings per Share</b>
	Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**VISHVJOYTI TRADING LIMITED**

**Notes Forming Part of the Financial Statements for the year ended 31st March, 2019**

**Note 2 Share Capital**

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of Shares	Rs.	Number of Shares	Rs.
<b>(a) Authorised</b>				
Equity Shares of Rs.10 each with voting rights	152,500,000	152,500,000.00	152,500,000	152,500,000.00
<b>(b) Issued, Subscribed and Paid - up</b>				
Equity Shares of Rs.10 each with voting rights	152,450,000	152,450,000.00	152,450,000	152,450,000.00
<b>Total :</b>	<b>152,450,000</b>	<b>152,450,000.00</b>	<b>152,450,000</b>	<b>152,450,000.00</b>

**(A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Number of shares	Rs.	Number of shares	Rs.
Opening Balance	152,450,000	1,524,500,000.00	152,450,000	1,524,500,000.00
Change during the year	-	-	-	-
Closing Balance	152,450,000	1,524,500,000.00	152,450,000	1,524,500,000.00

**(B) Rights, Preference and Restriction attached to shareholders**

Equity Shares : The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholder are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Particulars	As at 31st March, 2019 (Rs)	As at 31st March, 2018 (Rs)
Bonus Shares/Shares issued for consideration other than cash		
% Buy Back of shares during preceding five years:	NIL	NIL
Shares held by holding/ultimate holding company and/or their subsidiaries/ associates:	NIL	NIL

**(C) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity Shares with voting rights	NIL	NIL	NIL	NIL

**Note 3 Reserves and Surplus**

Particulars	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
<b>1) General Reserve</b>		
Opening Balance	50,000.00	50,000.00
Closing Balance	<b>50,000.00</b>	<b>50,000.00</b>
Securities Premium Account	-	-
Opening Balance	12,649,235.00	11,474,597.00
Add : Profit / (Loss) for the Current Year	1,041,479.14	1,174,640.00
Closing Balance	13,690,714.14	12,649,237.00
<b>Total :</b>	<b>13,690,714.14</b>	<b>12,649,237.00</b>

## VISHVJOYTI TRADING LIMITED

Notes Forming Part of the Financial Statements for the year ended 31st March, 2019

### Note 4 Non Current Liabilities :

Particulars	For the year ended	For the year ended
	31 March, 2019	31 March, 2018
	Rs.	Rs.
<b>Long Term Borrowings :</b>		
Unsecured Loans	-	1,000,000.00
<b>Total :</b>	-	1,000,000.00

### Note 5 Deferred Tax Liabilities / Assets :

Particulars	For the year ended	For the year ended
	31 March, 2019	31 March, 2018
	Rs.	Rs.
<b>Deferred Tax Liabilities :</b>		
Difference in Deperication	-	-
<b>Deferred Tax Assets :</b>		
Difference in Deperication	1,958.00	1,335.00
	<b>1,958.00</b>	<b>1,335.00</b>
Less Opeing Deferred Tax Liabilities	1,335.00	1,146.00
	<b>(623.00)</b>	<b>(189.00)</b>

### Note 6 Current Liabilities

Particulars	-	-
	Rs.	Rs.
<b>1) Short Term Borrowings</b>		
Other Loans and Advances (from Customers )	729,475.00	729,475.00
	<b>729,475.00</b>	<b>729,475.00</b>
<b>2) Trade Payables</b>		
For Goods	28,030,223.99	28,030,224.00
For Expenses	24,468.00	104,258.00
	<b>28,054,691.99</b>	<b>28,134,482.00</b>
<b>3) Short Terms Provisions</b>		
Expenses Payable	90,000.00	773,235.00
Income Tax	1,680,622.00	3,534,352.00
Rent	1,695,822.00	20,000.00
Salary	273,000.00	345,000.00
	<b>3,739,444.00</b>	<b>4,672,587.00</b>
	<b>32,523,610.99</b>	<b>33,536,544.00</b>

### Note 7 Tangible Assets

Sl. No.	Particulars	Gross Block			Depreciation			Net Block	
		Balance on 1st April, 2018	Additions/ Disposal	Balance on 31st March, 2019	Balance on 1st April, 2018	For the Year	Balance on 31st March, 2019	Balance on 31st March, 2019	Balance on 31st March, 2018
1	Furniture & Fixture	21,200	-	21,200	12,816	2,171	14,987	6,213	8,384
2	Computer	54,500		54,500	52,678	1,150	53,828	672	1,822
	<b>Total :</b>	<b>75,700</b>	<b>-</b>	<b>75,700</b>	<b>65,494</b>	<b>3,321</b>	<b>68,815</b>	<b>6,885</b>	<b>10,206</b>
	Previous Year	75,700	-	75,700	59,442	6,052	65,494	-	10,206

## VISHVJOYTI TRADING LIMITED

**Notes Forming Part of the Financial Statements for the year ended 31st March, 2019**

### **Note 8 Non - Current Investment**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
<b>Long Term Investment</b>		
Quoted Investment	38,170.16	38,170.16
Unquoted Investment	8,929,500.00	13,750,000.00
<b>Total</b>	<b>8,967,670.16</b>	<b>13,788,170.16</b>

### **Note 9 Long Term Loans and Advances and other Non Current Assets**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Loans and Advances Related Parties	-	-
Other Loans and Advances	150,675,858.00	144,736,210.00
Advances to Creditors	-	48,060.00
<b>Total :</b>	<b>150,675,858.00</b>	<b>144,784,270.00</b>

### **Disclosure Pursuant to Note no. L (iv) of Part I of Schedule IV to the Companies Act, 1956**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Directors*	-	-
Other Officers of the Company *	-	-
Firm in which director is the partner	-	-
Private Company in which director is a member	-	-
<b>Total :</b>	<b>-</b>	<b>-</b>

### **Note 10 Trade Receivable**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
<b>Trade Receivable (Secured/Unsecured/Do</b>		
1) Outstanding for a period exceeding 6 months		
Considerd Goods	37,299,685.00	37,299,685.00
Considerd Doubtful	-	-
Less : Provision for Doubtful Debts	-	-
	<b>37,299,685.00</b>	<b>37,299,685.00</b>
2) Other Debts		
Considerd Goods	-	-
Considerd Doubtful	-	-
Less : Provision for Doubtful Debts	-	-
	-	-
<b>Total :</b>	<b>37,299,685.00</b>	<b>37,299,685.00</b>

Company has dealt with any SSI unit during the Year. There is no outstanding from the SSI Unit

### **Note 11 Cash and Cash Equivalents**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Balacnce with Schedule Bank :		
Current Account	61,258.58	188,116.00
Fixed Deposit	80,000.00	80,000.00
Cash in hand	22,243.00	61,668.00
<b>Total :</b>	<b>163,501.58</b>	<b>329,784.00</b>



## VISHVJOYTI TRADING LIMITED

Notes Forming Part of the Financial Statements for the year ended 31st March, 2019

### Note 12 Short Term Loans and Advances

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
<b>Short Term Loans and Advances</b>		
1) Loans and Advances to related parties		
Secured Considerd Goods	-	-
Unsecured Considerd Goods	-	-
Doubtful	-	-
Less : Provision for doubtful loans and Advances	-	-
	-	-
2) Others		
Advance to Creditors	-	-
	-	-
<b>Total :</b>	<b>-</b>	<b>-</b>

### Disclosure Pursuant to Note no. L (iv) of Part I of Schedule IV to the Companies Act, 1956

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Directors*	-	-
Other Officers of the Company *	-	-
Firm in which director is the partner	-	-
Private Company in which director (Reporting C	-	-
is a director / Member	-	-
<b>Total :</b>	<b>-</b>	<b>-</b>

\* Either Severally / Jointly

### Note 13 Other Current Assets

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
<b>Deposit</b>	139,000.00	130,000.00
<b>Other Receivable</b>	-	-
Interest Receivable	93,247.00	79,339.00
TDS Receivable	1,130,146.00	2,801,991.00
Advance Tax Paid	-	-
Pre-Paid Expenses	45,000.00	55,000.00
Other Advances	141,375.00	356,000.00
	-	-
<b>Total :</b>	<b>1,548,768.00</b>	<b>3,422,330.00</b>

## VISHVJOYTI TRADING LIMITED

Notes Forming Part of the Financial Statements for the year ended 31st March, 2019

### Note 14 Revenue From Operation

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Other Than Finance Company Sales	-	-
<b>Total :</b>	-	-

### Note 15 Other Income

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Interest Income	7,674,206.00	6,367,150.00
Dividend Income	-	-
Prior Year Interest Income	-	-
Profit on Sale of Shares	-	916,715.00
	-	-
<b>Total :</b>	<b>7,674,206.00</b>	<b>7,283,865.00</b>

### Note 16 Purchase of Stock-In-Trade

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Purchases	-	-
<b>Total :</b>	-	-

### Note 17 Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Inventories as at Closing date of the Year Stock in Trade	-	-
	-	-
Inventories as at Beginning date of the Year Stock in Trade	-	-
	-	-
<b>Total :</b>	-	-

### Note 18 Employee Benefits Expenses

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Salary & Wages	172,000.00	144,000.00
Staff Welfare Expenses	205.00	2,292.00
<b>Total :</b>	<b>172,205.00</b>	<b>146,292.00</b>

**VISHVJOYTI TRADING LIMITED**

**Notes Forming Part of the Financial Statements for the year ended 31st March, 2019**

**Note 19 Finance Cost**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Bank Charges	857.86	9,673.00
<b>Total :</b>	<b>857.86</b>	<b>9,673.00</b>

**Note 20 Other Expenses**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Auditors Remuneration		
Audit Fees	20,000.00	20,000.00
Other Certification	10,000.00	10,000.00
Brokerage	18,000.00	11,000.00
Conveyance Expenses	4,130.00	18,611.00
Depository Charges	268,382.00	1,705.00
Electricity Expenses	11,537.00	13,500.00
Excess Interest Provision W/off	172,755.00	-
Loss on Sale Of Shares	4,820,500.00	5,175,000.00
Listing Fees	472,000.00	-
Legal Charges	2,500.00	-
Miscellaneous Expenses	11,900.00	65,175.00
Postage & Courier	15,560.00	148.00
Printing & Stationery	1,250.00	24,854.00
Registrar Expenses	147,200.00	3,500.00
Rent	109,000.00	129,000.00
Telephone Expenses	6,242.00	12,971.00
<b>Total :</b>	<b>6,090,956.00</b>	<b>5,485,464.00</b>
	6,264,018.86	(3,321.00)

**Note 21 :** The figures have been rounded off to the nearest rupee.

**Note 22 :** Disclosures of related party transactions (as identified & certified by the management) : As per Accounting Standard-18- 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India - Nil.

**For Rishi Sekhri & Associates.**  
**Chartered Accountants**  
Firm Regn. No.: 128216W

**For and on behalf of the Board**

**Suresh Motilal Jain**  
**Director**  
DIN : 01869768

**Rishi Sekhri**  
**Proprietor**  
Membership No : 126656

**Antriksh Bhardwaj**  
**Director**  
DIN : 07079283

Place : Mumbai  
Date : 30th May 2019

**VISHVJOYTI TRADING LIMITED**

**Cash Flow Statement for the year ended 31st March, 2019**

Pursuant to clause 32 of the listing agreement

	(Rupees in Lacs)	
	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
<b>A. Cash Flow From Operating Activities</b>		
Net Profit Before Tax :	1,406,864	1,634,974
Adjustment for -		
Depreciation	3,321	6,052
Interest Received	(7,674,206)	(7,283,865)
	<b>(6,264,021)</b>	<b>(5,642,839)</b>
Operating Profit before working capital changes:	(6,264,021)	(5,642,839)
Adjustment for -		
Loans & Advances	1,873,562	(802,303)
Stock of Shares	-	-
Trade Receivable	-	-
Current Liabilities & Provision	(2,012,933)	502,523
	<b>(139,371)</b>	<b>(299,780)</b>
Cash generated from Operation:	(6,403,392)	(5,942,619)
Adjustment for -		
Tax Paid	(366,010)	(460,523)
Net Cash from Operating Activities	<b>(6,769,402)</b>	<b>(6,403,142)</b>
<b>B. Cash Flow from Investing Activities</b>		
Adjustment for -		
Interest Income	7,674,206	7,283,865
Investments	4,820,500	6,067,500
Long Term Loans and Advances	(5,891,588)	(7,137,346)
Net Cash Used in Investing Activities	<b>6,603,118</b>	<b>6,214,019</b>
<b>C. Cash Flow from Financing Activities</b>		
Capital Raised due to Private Placement	-	-
Net Cash used in Financing Activities	-	-
Net increase in Cash & Cash Equivalents (A+B+C)	(166,284)	(189,123)
Cash & Cash Equivalents as at Opening Balance	329,785	518,908
Cash & Cash Equivalents as at Closing Balance	<b>163,501</b>	<b>329,785</b>
	<b>163,501</b>	
	<b>For and on behalf of the Board</b>	
	<b>Suresh Motilal Jain</b>	<b>Antriksh Bhardwaj</b>
	Director	Director
	DIN : 01869768	DIN : 07079283
<b>Auditor's Certificate</b>		
We have examined the above Cash Flow Statement of M/s. Vishvjoyti Trading Ltd for the year ended 31st March, 2019. The statement have been prepared by the Company in accordance with the requirement of clause 32 of the Listing Agreements with various Stock Exchanges and is based on and in agreement with the coresponding Profit & Loss Account and Balance sheet of the Company covered by our report to the Members of the Company.		
<b>For Rishi Sekhri &amp; Associates.</b>		
<b>Chartered Accountants</b>		
Firm Regn. No.: 128216W		
<b>Rishi Sekhri</b>		
<b>Proprietor</b>		
Membership No : 126656		
Place : Mumbai		
Date : 30th May 2019		

**VISHVJYOTI TRADING LIMITED**

CIN: L51900MH1984PLC034663

**Registered office :**

7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai – 400063

Website: [www.vishvjoytitrading.com](http://www.vishvjoytitrading.com)**Form No. MGT-12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	: Vishvjoyti Trading Limited
Registered office	: 7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station Dahisar (West) , Mumbai – 400063

**BALLOT PAPER (35<sup>th</sup> AGM, 2019)**

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	<b>Equity Share</b>

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

SL. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of financial statements for the year 2018-2019			
2.	Re- Appointment of M/s Rishi Sekhri & Associates, Chartered Accountants, as Auditor and fixing their remuneration.			

Place:

Date :

(Signature of the shareholder)

# VISHVJYOTI TRADING LIMITED

CIN: L51900MH1984PLC034663

## Registered office :

7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai – 400063

Website: [www.vishvjoytitrading.com](http://www.vishvjoytitrading.com)

## PROXY FORM

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

CIN : L51900MH1984PLC034663

**Name of the Company** : Vishvjoyti Trading Limited

**Registered office** : 7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai – 400063

Name of the Shareholder-----

Address:-----

Email ID: -----Folio /No/DPID/ & Client ID-----

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

1)-----of-----having e-mail id-----or failing him

2)-----of-----having e-mail id-----or failing him

3)-----of-----having e-mail id-----or failing him

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Monday the 30th day of September, 2019 at 10.30 A. M. at 7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai – 400063, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Description	For	Against
1.	Adoption of financial statements for the year 2018-19.		
2.	Re- Appointment of M/s Rishi Sekhri & Associates & Co., Chartered Accountants, as Auditor and fixing their remuneration.		

Signature

Affix Re 1/- Revenue Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ DP ID \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Note: This proxy form duly complied should be deposited at the Registered Office of the Company not later than 48 (Forty-Eight) hours before the time fixed for holding of the meeting.

## VISHVJYOTI TRADING LIMITED

CIN: L51900MH1984PLC034663

### Registered office :

7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai – 400063

Website: [www.vishvjoytitrading.com](http://www.vishvjoytitrading.com)

### ATTENDANCE SLIP

I, hereby record my attendance at the 35<sup>th</sup> Annual General Meeting of the Company at 7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai – 400063, on Monday the 30<sup>th</sup> day of September, 2019 at 10.30 A. M.

Name of the Shareholder: \_\_\_\_\_

(In Capital Letters)

Name of Proxy: \_\_\_\_\_

(In Capital Letters)

Signature: \_\_\_\_\_

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ No. of Shares: \_\_\_\_\_

Note:

1. Shareholder/Proxy holder wishing to attend the meeting must bring this attendance slip duly signed. to the meeting and hand it over at the entrance.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of Annual Report for reference at the meeting.

**BOOK POST**

*If undelivered return to :*

**VISHVJOYTI TRADING LIMITED**

7-A, Sai Shakti CHS Ltd, L.T Road, Near Railways Station, Dahisar (West) , Mumbai – 400063