



VIVID GLOBAL INDUSTRIES LTD.

(Formerly Known as : VIVID CHEMICALS LTD.)

VIVID GLOBAL INDUSTRIES LIMITED

BOARD OF DIRECTORS

SHRI SUMISH S.MODY
SMT. ASHA S. MODY
SHRI DHARMESH D.CHOKSI
SHRI MANOJ KUMAR CHAUHAN

MANAGING DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR

BANKERS :

BANK OF BARODA,
BACKBAY RECLAMATION BRANCH,
MUMBAI-400 020.

AUDITORS :

M/S. K.M. KAPADIA & ASSOCIATES
SHOP NO.49, 1ST FLOOR
ASHOKA SHOPPING CENTRE
L.T. MARG,
MUMBAI-400 001.

REGISTERED OFFICE :

D-21/1, M.I.D.C. TARAPUR 401 506
VIA BOISAR, DIST.THANE.

ADMINISTRATIVE OFFICE :

C/O.SUMICHEM CORPORATION
1-D, DHANNUR BUILDING,
SIR P.M.ROAD, FORT,
MUMBAI 400 001.

EMAIL ID: vividglobalind@yahoo.com

URL: vividglobalinds.com

REGISTRARS & SHARE TRANSFER AGENTS :

REGD.OFFICE:

SHAREPRO SERVICES (INDIA) PVT.LTD.
13AB, SAMHITA WAREHOUSING COMPLEX,
SECOND FLOOR, SAKINAKA TELEPHONE EXCHANGE LANE,
OFF ANDHERI KURLA ROAD, SAKINAKA,
ANDHERI (EAST), MUMBAI-400 072.

INVESTOR RELATION CENTRE:

SHAREPRO SERVICES (INDIA) PVT.LTD.
912, RAHEJA CENTRE,
FREE PRESS JOURNAL ROAD,
NARIMAN POINT, MUMBAI-400 021.

Notice

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of Vivid Global Industries Limited will be held at Plot No. D-21/1, M.I.D.C., Tarapur, Via Boisar, Dist. Thane on Friday 28th September 2012 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the Reports of the Director's and the Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Kumar Chauhan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT in accordance with

- i) the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) (including any Statutory modification(s) or re-enactment thereof for the time being in force), (“the Act”) and the rules and regulations made thereunder;
- ii) the enabling provisions of the Memorandum and Articles of Association of the Company;
- iii) The provisions of the Listing Agreement entered into by the Company with the Stock Exchange where the Company's shares are listed.
- iv) The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the “SEBI ICDR Regulations”);
- v) The provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the Stock Exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”), and subject to
- vi) The Company obtaining necessary consents, sanctions, permissions or approvals from the Appropriate Authorities; and

Such conditions and modifications, as may be prescribed by one or more of the Appropriate Authorities while granting any such consents, sanctions, permissions or approvals (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include one or more Committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution).

1. Consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot 10,00,000 Equity Shares of face value of Rs. 10

each (each an “Equity Share” and collectively the “Issue Shares”) at a price of Rs. 10/ – (Rupees Ten each) aggregating upto Rs. 1,00,00,000/-(Rupees One Crore only), to the investors named below (the “Investors”) on preferential allotment basis in accordance with Chapter VII of the SEBI ICDR Regulations, on such occasions, in one or more tranches, on such terms and conditions and in such manner as the Board may in its absolute discretion decide in this connection:

Name of the investor	Equity Shares proposed to be issued	Proposed Issue Size (Rs.)
Vivid Intermediates Private Limited	10,00,000	1,00,00,000

2. The “Relevant Date” for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Annual General Meeting i.e. Tuesday 28th August, 2012.

RESOLVED FURTHER THAT that pricing of the Equity Shares to be allotted shall be calculated in accordance with the SEBI Guidelines on the ‘Relevant Date’ as under:

- 1) The Preferential Allotment of 10,00,000 Equity Shares of Rs 10 each (Rupees Ten Only) on the following terms and conditions:
- 2) The Equity Shareholders shall pay an amount equivalent to Rs 10 (Rupees Ten Only) per share of the value of the Issue Shares on or before the date of allotment of Issue Shares.
- 3) The Issue Shares shall be issued in Dematerialized Form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations;
- 4) The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that if the approval or permissions by any regulatory authority, required if any, for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission as the case may be.
- 5) The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the Balance Sheet and/or Directors’ Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the Balance Sheet of the Company indicating the form in which such unutilized monies have been invested.

“RESOLVED FURTHER THAT the Equity Shares so issued shall upon allotment have the same rights as the existing shares and be treated for all other purposes *pari passu* with the existing shares of the Company, and that the Equity Shares so allotted during the financial year shall be entitled to dividend, if any, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all such acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the extent that the members shall be deemed to have given their approval thereto expressly by the authority of this

resolution.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the Bombay Stock Exchange.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the New Equity Shares.

For and on behalf of the Board of Directors

SUMISH S. MODY
MANAGING DIRECTOR

REGISTERED OFFICE :

D-21/1 M.I.D.C.,
Tarapur, Via Boisar,
Dist. Thane
Dated : 31st July, 2012

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. An Explanatory Statement as required under Section 173 of the Companies Act, 1956 is annexed hereto.
3. The Register of Members and the share transfer books will remain closed from 22nd September 12 to 28th September, 12, both days inclusive.
4. Members desiring to seek further information or clarifications on the Annual Accounts or operations of the Company at the meeting are requested to send their queries so as to reach the Registered Office at least 10 days in advance of the date of meeting to enable the management to keep the information ready.
5. Members are requested to bring their copies of Annual Report and Accounts to the Meeting.
6. Members are requested to notify immediately any change in their address to the Companies Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072 or at 912, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai 400 021.
7. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email addresses with their **Depository Participants**, where shares are held in electronic form and to the **Share department of the Company / Share transfer Agents** where shares are held in physical form.
(b) Email addresses of Members as advised to the **Share Department of the Company/**

Registrar and Share Transfer Agents where shares are held in physical mode or **registered with Depositories** where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/ update their email addresses should do so as soon as possible.

8. Members holding shares, in physical form, in identical order of names in more than one Folio, are requested to write to the **Share Department of the Company / Share Transfer Agents** enclosing the relevant Share Certificates requesting consolidation of such folios into one Folio.
9. As per the provisions of the Act, the facility for making nominations is available to individuals holding shares in the Company. The Nomination **Form-2B**, prescribed by the Government for the purpose, can be obtained from the **Share Department of the Company / Share Transfer Agents**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.

ITEM No. 4

Material Facts relating to Preferential Allotment

The Board of Directors of the Company give below disclosures that are required to be given in the Explanatory Statement to the Special Resolution to be passed under Section 81 (1A) of the Companies Act, 1956 and in terms of the SEBI (Disclosure and Investors Protection) Guidelines.

A. Object of the Preferential Allotment and the Manner of Activities of proceed of the Issue to be Utilized :

The Company is planning to expand its operations, business and activities. The development plans require infusion of more capital into the Company. This would enable the Company to increase its production to 90% of it's capacity. This will require more working capital to fund the import of raw material to achieve the increased production. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected persons to meet its capital requirements in due course.

B. Type of security offered and the number of security offered :

The Company propose to offer, issue and allot 10,00,000 Equity Shares of face value of Rs. 10/- each at par aggregating upto Rs.1,00,00,000 (Rupees One Crore) on such other terms and conditions as the Board may in its absolute discretion decide at the time of issue of the shares.

C. Important terms and conditions :

1. The total subscription amount, payable by the Investors, shall be paid prior to the allotment of the Issue Shares.
2. The allotment of issue Shares are subject to the Investors not having sold any Equity Shares of the Company during the six months preceding the Relevant Date (defined below) and the investors not acquiring any Equity Shares until completion of the allotment of the Issue Shares under the proposed preferential issue.
3. Under Chapter VII of the SEBI ICDR Regulations, issue of Equity Shares on a preferential basis shall be made at a price not less than higher of:
 - a) The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 26 weeks preceding the Relevant Date or
 - b) The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 2 weeks preceding the Relevant Date;
4. The "Relevant date" for determining the issue price of the Equity Shares shall be Tuesday 28th August, 2012 being the date which is 30 days prior to the date of Shareholders resolution i.e. Friday 28th September, 2012.
5. "Stock Exchange" for this purpose shall mean BSE being the stock exchange on which

the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date. The Company's shares are listed only on The Bombay Stock Exchange.

6. The price at which the preferential issue is being made at Rs. 10/ – (Rupees Ten only) per Equity Share and the same complies with the above pricing mechanism.

D. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them consequent to the preferential issue.

Sr. No.	Identity of proposed allottee	Pre issue shareholding of proposed allottee	Maximum number of Equity Shares proposed to be issued to the allottee	Post issue shareholding on a fully diluted basis
1	Vivid Intermediates Private Limited	72500	10,00,000	10,72,500

E. Intention of Promoters/Directors/ Key Management personnel to subscribe to the offer:

Vivid Intermediates Private Limited ("Vivid Intermediates"). is a Private Limited Company incorporated under the Indian Companies Act, 1956 and having its Registered Office at 1-D, Dhannur Building, Sir P.M. Road, Fort, Mumbai – 400 001 and is one of the promoters holding 72,500 Equity shares.

The intention of bringing funds is to increase the working capital for achieving its 90% installed capacity (presently running at around 55% to 60%) and "Vivid Intermediates Private Limited" was established in 1973 and having know-how of many other intermediates, the Company will expand with further new products.

None of the other Promoters, Directors or Key Management personnel intend to subscribe to the preferential offer.

F. Pre-issue and Post-issue Shareholding Pattern of the Company:

Sr. No.	Category of Shareholders	Shareholding Before Preferential Allotment (as on 31.03.2012)		Shareholding After Preferential Allotment	
		No. of Equity Share Held	%	No. of Equity Share Held	%
(A)	Promoter and Promoter Group				
1	Indian	1709250	41.83	1709250	33.61
2	Foreign				
3	Bodies Corporate	82500	2.02	1082500	21.28
	Sub Total (A)				
(B)	Public Shareholding				
1	Institutions	600	0.01	600	0.01
(i)	Mutual Funds/ UTI				
(ii)	Financial Institutions/ Banks				
(iii)	Insurance Companies				
(iv)	Foreign institution investors				
(v)	Foreign Venture Capital Investors				
	Sub Total (B1)				
2	Non-Institutions				
(i)	Bodies Corporate	207781	5.09	207781	4.085
(ii)	NRIs	4813	0.12	4813	0.095
(iii)	Others	2080956	50.93	2080956	40.92
	Sub Total (B2)				
	Total Public Shareholding Sub – Total B (B1+B2)				
	Total Shareholding (1+2)	4085900	100	5085900	100

G. Proposed time within which the allotment shall be complete:

The Issue Shares shall be allotted within a period of 15 days from the date of passing of the resolution provided that if the approval or permission by any regulatory authority for allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.

H. Lock in:

The Equity Shares being allotted on preferential basis under the SEBI ICDR Regulations shall be locked in for period of 1 year from the date of allotment.

As per Regulation 78(6) of the SEBI ICDR Regulations, the entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of preferential allotment.

I. Auditors Certificate:

Auditor's Certificate confirming that the proposed issue of Equity Shares are in accordance with the SEBI (Disclosure and Investors Protection) Guidelines, 2000 will be available for inspection up to the date of the Annual General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.

J. Approval under the Companies Act, 1956:

Section 81 of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by a further issue and allotment of shares, such shares shall be first allotted to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of Special Resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 81 and all other applicable provisions of the Companies Act, 1956, SEBI Guidelines and the Provisions of the Listing Agreement with the Stock Exchange for authorizing the Board to offer, issue and allot Equity Shares as stated in the resolution, which would result in further issuance of securities of the Company to the Selected Group of Persons on a Preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of this resolution as a Special Resolution as set out in Item No. 4 of the Notice.

No Director is interested in the above said resolution, however they may be deemed concerned to the extent of change in the percentage of their voting Rights in the post Equity Shareholding in the Company.

For and on behalf of the Board of Directors

SUMISH S. MODY
MANAGING DIRECTOR

REGISTERED OFFICE :

D-21/1 M.I.D.C.,
Tarapur, Via Boisar,
Dist. Thane
Dated : 31st July, 2012