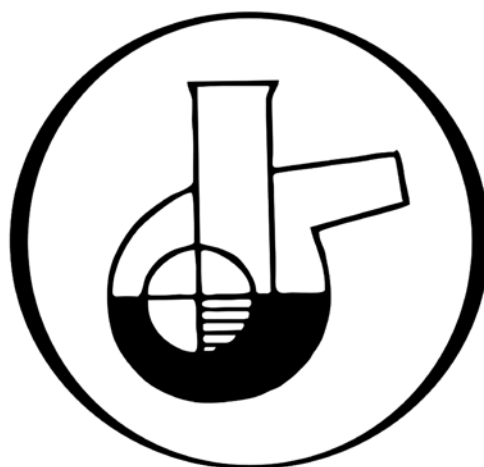


VIVID GLOBAL INDUSTRIES LIMITED



**30th
Annual Report 2016-17**

30th Annual Report 2016-17

BOARD OF DIRECTORS:

| | |
|---------------------------|----------------------|
| SHRI. SUMISH S. MODY | MANAGING DIRECTOR |
| SMT. ASHA S. MODY | EXECUTIVE DIRECTOR |
| SHRI. MITEN S. MODY | WHOLE-TIME DIRECTOR |
| SHRI. DHARMESH D. CHOKSI | INDEPENDENT DIRECTOR |
| SMT. ALKA PAREKH HIMANSHU | INDEPENDENT DIRECTOR |

CHIEF FINANCIAL OFFICER

SHRI. SUDHIR M. MODY

COMPANY SECRETARY:

SMT. NILAM PRADEEP BAJORIA

BANKERS:

BANK OF BARODA,
BACKBAY RECLAMATION BRANCH,
MUMBAI – 400020.

AUDITORS:

M/s. K.M.KAPADIA & ASSOCIATES,
SHOP NO. 49, 1ST FLOOR,
ASHOKA SHOPPING CENTRE,
L. T. MARG, MUMBAI – 400001.

INTERNAL AUDITOR:

SMT. AMISHA M. MODY

SECRETARIAL AUDITOR:

PANKAJ & ASSOCIATES,
COMPANY SECRETARY IN PRACTICE.

REGISTERED OFFICE:

D-21/1, M.I.D.C., TARAPUR,
VIA BOISAR, DIST. PALGHAR, MAHARASHTRA - 401506

ADMINISTRATIVE OFFICE:

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

EMAIL ID : info@vividglobalinds.com

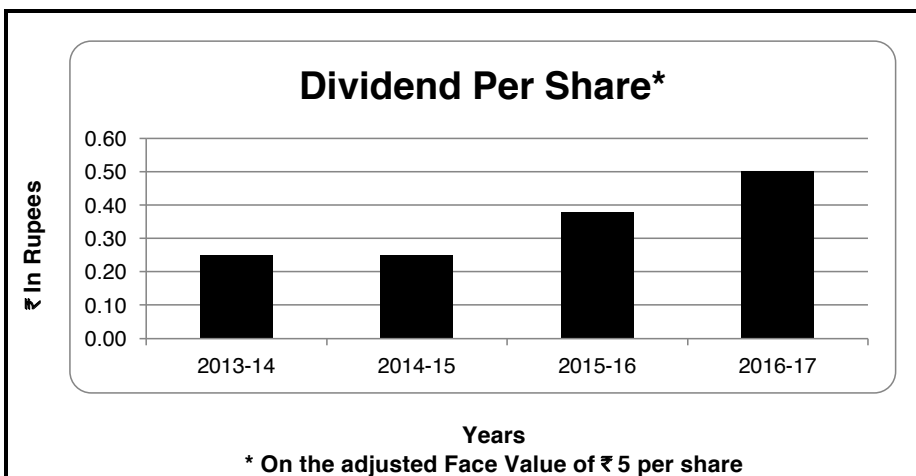
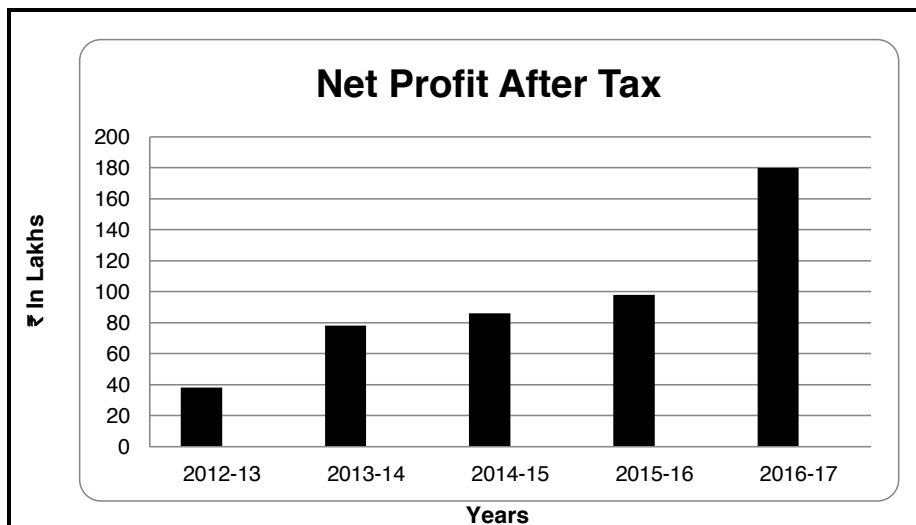
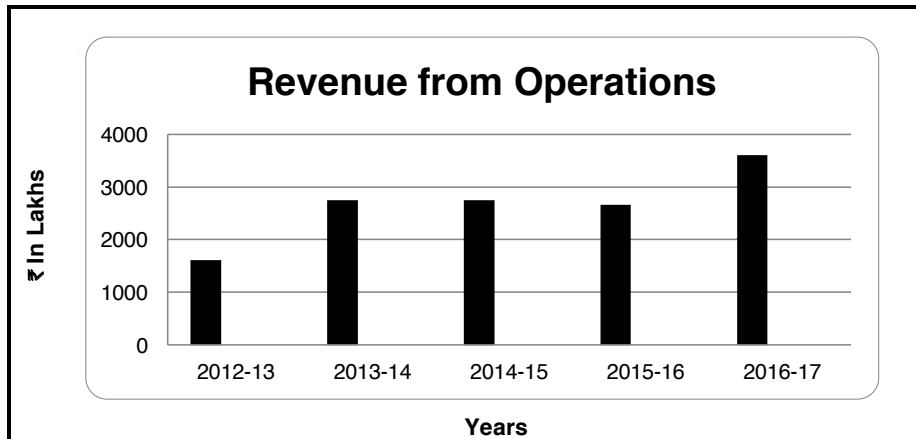
WEBSITE URL : www.vividglobalinds.com

REGISTRAR & SHARE TRANSFER AGENTS:

REGD. OFFICE & INVESTOR RELATION CENTRE:

SHAREX DYNAMIC (INDIA) PVT. LTD.
UNIT NO.1, LUTHRA IND.PREMISES,
SAFED POOL, ANDHERI KURLA ROAD,
ANDHERI (EAST), MUMBAI – 400072.

PERFORMANCE HIGHLIGHTS



NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Vivid Global Industries Limited will be held on Wednesday, the 27th September, 2017 at 11.00 a.m. at Banquet Hall of Hotel Sarovar Residency, P-180-Tarapur MIDC Area, Near Hotel Sarovar, Chitralaya, Boisar (W), Dist. Palghar, Maharashtra- 401506, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and Profit and Loss Account for the Year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint Director in place of Shri. Sumish S. Mody (DIN: 00318652) who retires by rotation and being eligible offers himself for re-appointment.
3. To declare Dividend for the Financial Year 2016-17 on Equity Shares.

"RESOLVED THAT in terms of recommendation of Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend @ ₹ 0.50 per share (i.e. 10%) on the fully paid up equity shares of ₹ 5/- each of the Company for the year 2016-17 and same be paid to all the members whose names appear in the register of members and in case of the shares held in the electronic mode to those members whose names appear in the records of the depository participant as on 19th September, 2017."

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

"RESOLVED THAT pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. Saumil J. Kapadia & Co., Mumbai, (Firm Reg. No. 135970W) as the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Fifth (35th) Annual General Meeting of the Company, subject to ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the years ending March 31, 2018 upto March 31, 2022."

SPECIAL BUSINESS:

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

"RESOLVED THAT in partial modification of earlier Resolutions passed at the Twenty Ninth Annual General Meetings of the Company held on 29th September, 2016 and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or reenactment thereof, for the time being in force), read with Schedule V to the Companies Act, 2013 and in terms of recommendations of the "Nomination & Remuneration Committee" and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded to revise remuneration of Shri. Sumish S. Mody, Managing Director (DIN: 00318652) from 1st April, 2017 as set out in the Explanatory Statement.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the term of employment of the Managing Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Managing Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps for the aforesaid purpose and matters incidental thereto."

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or reenactment thereof, for the time being in force), read with Schedule V to the Companies Act, 2013 and in terms of recommendations of the “Nomination & Remuneration Committee” and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded to revise remuneration of Smt. Asha S. Mody, Executive Director (DIN: 00221440) from 1st April, 2017 as set out in the Explanatory Statement.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the term of employment of the Executive Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Executive Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps for the aforesaid purpose and matters incidental thereto.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or reenactment thereof, for the time being in force), read with Schedule V to the Companies Act, 2013 and in terms of recommendations of the “Nomination & Remuneration Committee” and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded to revise remuneration of Shri. Miten S. Mody, Whole-Time Director (DIN: 02422219) from 1st April, 2017 as set out in the Explanatory Statement.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the term of employment of the Whole-Time Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Executive Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps for the aforesaid purpose and matters incidental thereto.”

REGISTERED OFFICE

D-21/1 M.I.D.C., Tarapur,
Via Boisar, Dist. Palghar,
Maharashtra - 401506

Dated: 28.07.2017

For and on behalf of the Board

**Sd/-
SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652**

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. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed hereto.
3. The Register of Members and Transfer Books of the company will remain closed from 20.09.2017 to 27.09.2017 (Both days inclusive).
4. The dividend for the year ended 31st March, 2017 as recommended by the Board, will be paid to those members whose names appear on the Company's Register of Members on 19.09.2017. In respect of shares held in demat form; the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend, if approved, at the Annual General Meeting, will be paid within 30 days thereof.
5. Members desiring to seek any further information or clarification 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.
6. The Members are requested to bring their copies of the Annual Report to the meeting.
7. Members are requested to notify immediately any change in their address to the Companies Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072.
8. (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 are advised to the Share Department of the Company / 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.
9. 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.
10. 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 Agent.
11. Voting through Electronic Means(E-Voting):
 1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies

(Management and Administration) Rules, 2014, the Company is pleased to provide the members with facility to exercise their right to vote at the 30th Annual General Meeting by electronic means and the business may be transacted through e-Voting services as provided by National Securities Depository Limited (NSDL):

The instruction for e-voting is as under:

- A. In case a Member receives an email from NSDL {for members whose email IDs are registered with the Company/ Depository Participant(s)}:
 - i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder – Login.
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digital characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home Page of e-voting opens. Click on E-Voting: Active Voting Cycles.
 - vii) Select “EVEN” of Vivid Global Industries Limited.
 - viii) Now you are ready for e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional shareholders (i.e other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to shirdipankaj@hotmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - i) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the ‘Downloads’ section of www.evoting.nsdl.com
3. If you are already registered with NSDL for e-voting then you can use your existing USER ID and Password/Pin for casting your vote.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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5. The E-voting period shall commence from Sunday the 24.09.2017 and ends on Tuesday the 26.09.2017. The voting by electronic means shall not be allowed beyond 5.00 p.m. on 26.09.2017. During the e-voting period, Members of the Company, holding shares either in physical or dematerialized form, as on end of the day of business hours 19.09.2017 will be eligible to cast their vote electronically. Once the vote on a resolution is cast by the shareholder, it cannot be changed subsequently.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity capital of the Company as on the cut-off date (record date) of 19.09.2017.
7. Mr. Pankaj S. Desai, B.Com(Hons), A.C.S, A.C.A has been appointed as Scrutinizer having their office at 5/14, Malad C.H.S., Opp. Saraf Hall, Poddar Park, Malad (East), Mumbai – 400097, to scrutinize the e-voting process in a fair and transparent manner.
8. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. The Results shall be declared within forty eight hours from the conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website vividglobalinds.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited (BSE) accordingly.

REGISTERED OFFICE

D-21/1 M.I.D.C., Tarapur,
Via Boisar, Dist. Palghar,
Maharashtra - 401506

Dated: 28.07.2017

For and on behalf of the Board

Sd/-
SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652

Details of Directors seeking appointment/re- appointment at the Annual general Meeting [Pursuant to Regulation 36(3) of the Listing Regulation], are as follows:

| | | |
|----|--|---|
| 1. | Name of the Director | Shri. Sumish Sudhir Mody |
| 2. | DIN | 00318652 |
| 3. | Date of Birth | 09/06/1972 |
| 4. | Date of Original Appointment | 01/01/2009 |
| 5. | Experience in specific Areas | He is looking after Production, Marketing, Finance, Exports, Imports, Trading activities, Banking, etc. |
| 6. | Qualifications | M.B.A. (Finance & Marketing) from Rider University, U.S.A. |
| 7. | Directorships in other Companies | Vivid Intermediates Pvt. Ltd. Shlokee Builders And Developers Pvt. Ltd. |
| 8. | Membership / Chairmanship of Committees other than Vivid Global Industries Limited | Nil |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The term of office of M/s. K.M. KAPADIA & ASSOCIATES, Chartered Accountants (Firm Reg. No. 104777W) who were appointed as the Statutory Auditors of the Company, expires upon conclusion of the ensuing Annual General Meeting of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Saumil J. Kapadia & Co., Mumbai, (Firm Reg. No. 135970W) are proposed to be appointed as Statutory Auditors of the Company. They have signified their assent and confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

The Board on the recommendations of the Audit Committee have resolved to place the proposal of Appointment of M/s. Saumil J. Kapadia & Co., Chartered Accountants, as Statutory Auditors for a term of five consecutive years i.e. from the conclusion of ensuing AGM until the conclusion of AGM of the Company to be held in the year 2022 subject to the ratification of their appointment by the shareholders at each AGM held after this AGM.

Item No. 5

Shri. Sumish S. Mody has played a key role in the growth of the Company's business and has substantially contributed in taking the Organization to the current position. He has been instrumental in the acquisition of quality projects added over the past few years resulting in accelerated pace of growth and optimization of stakeholders' return and total remuneration of ₹ 65,000/- per month was being paid by the Company for his services as Managing Director. Keeping in view, the additional roles and responsibilities borne by the Managing Director, Subject to necessary approval by the Members at the ensuing Annual General Meeting and on recommendation of the Nomination & Remuneration Committee in its meeting held on 28th July, 2017 and approval of the Board of Directors in its meeting held on 28th July, 2017, revised remuneration payable to Shri. Sumish S. Mody as Managing Director from 1st April, 2017 is Basic: ₹ 1,15,000 /-per month

Save and except as indicated hereinabove, other terms of appointment of Shri. Sumish S. Mody, Managing Director, remains the same.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement between the Company and Shri. Sumish S. Mody.

In compliance with the applicable provisions of the Companies Act, 2013, an Ordinary Resolution as per the terms set out in Item No. 5 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Shri. Sumish S. Mody, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item no. 5.

The Board of Directors recommends the resolution for approval by the members.

Item No. 6

Smt. Asha S. Mody is Executive Director of the Company and from past eleven years, she has been one of the key person to taking the Organization to the current position. Total remuneration of ₹ 17,360/- per month was being paid by the Company for her services as Executive Director. Therefore, need has arisen to revise her remuneration. Accordingly, on recommendation of the Nomination & Remuneration Committee in its meeting held on 28th July, 2017 and approval of the Board of Directors in its meeting held on 28th July, 2017, Subject to necessary approval by the Members at the ensuing Annual General Meeting, revised remuneration payable to Smt. Asha S. Mody as Executive Director from 1st April, 2017 is Basic: ₹ 20,000/-per month.

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Save and except as indicated hereinabove, other terms of appointment of Smt. Asha S. Mody as Executive Director, remains the same.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement between the Company and Smt. Asha S. Mody.

In compliance with the applicable provisions of the Companies Act, 2013, an Ordinary Resolution as per the terms set out in Item No. 5 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Smt. Asha S. Mody, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item no. 6.

The Board of Directors recommends the resolution for approval by the members.

Item No. 7

Shri. Miten S. Mody is Whole-time Director of the Company. He has been giving full time attention to the business of the Company. Total remuneration of ₹ 60,200/- per month was being paid by the Company for his services as Executive Director. Therefore, need has arisen to revise his remuneration. Accordingly, on recommendation of the Nomination & Remuneration Committee in its meeting held on 28th July, 2017 and approval of the Board of Directors in its meeting held on 28th July, 2017, Subject to necessary approval by the Members at the ensuing Annual General Meeting, revised remuneration payable to Shri. Miten S. Mody as Whole-time Director from 1st April, 2017 is Basic: ₹ 67,700/- per month.

Save and except as indicated hereinabove, other terms of appointment of Shri. Miten S. Mody, Whole-time Director, remains the same.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement between the Company and Shri. Miten S. Mody.

In compliance with the applicable provisions of the Companies Act, 2013, an Ordinary Resolution as per the terms set out in Item No. 7 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Shri. Miten S. Mody, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item no. 7.

The Board of Directors recommends the resolution for approval by the members.

REGISTERED OFFICE

D-21/1 M.I.D.C., Tarapur,
Via Boisar, Dist. Palghar,
Maharashtra - 401506

Dated: 28.07.2017

For and on behalf of the Board

**Sd/-
SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652**