



35th ANNUAL REPORT 2017 – 18

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

CONTENTS

Sr.no	Particulars	Page No
1.	LETTER TO STAKEHOLDER	02
2.	NOTICE	05
3.	DIRECTORS' REPORT	17
4.	SECRETARIAL AUDIT REPORT	36
5.	EXTRACT TO DIRECTORS REPORT	39
6.	MANAGEMENT DISCUSSION AND ANALYSIS REPORT	51
7.	CORPORATE GOVERNANCE REPORT	62
8.	CERTIFICATE ON CORPORATE GOVERNANCE	81
9.	CERTIFICATE ON FINANCIAL STATEMENT	82
10.	CERTIFICATE ON CODE OF CONDUCT	83
11.	STANDALONE AUDITOR REPORT	84
12.	STANDALONE ACCOUNTS	92
13.	CONSOLIDATED AUDITOR REPORT	119
14.	CONSOLIDATED ACCOUNTS	125
15.	ATTENDANCE SLIP	155
16.	PROXY FORM	156
17.	BALLOT FORM	157

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

Dear Fellow Shareholders,

As you all would be aware, we began transforming the business model of our company in the midst of financial year 2018. With the scale of opportunities offered by the Gaming and Licensing industry, your company has taken a lot of efforts, over the last 12 months, to build up the skill sets to capitalize on those. Our journey, in this direction, began with the launch of ChaseBid in September 2017, which is a unique reverse price bid auction platform, for web and handheld devices. This launch was very well received by our target audience and continues to do extremely well. We take pleasure in informing our shareholders that as per the latest Alexa ranking*, ChaseBid continues to rank much higher as compared to most of its peers in India, despite being the latest entrant in this space. Buoyed by this response, we took one step forward and extended the auction platform to national television audiences, by launching a live interactive show named “Aunty Boli Lagao Boli” during the year. Since then, your company has only accelerated its pace to gain its foothold in the fast-growing gaming and entertainment industry. The launch of Match International Poker League (Match IPL), Domestic Diva, Online Team Poker League (OTPL) etc., during the year, are some such initiatives that your company has taken to fast forward its growth and improve the quality of earnings of the company. Your company added another feather in its hat, during the year, by tying up with a leading national broadcaster for high end 3D animation content that your company would develop and control the IP. “Adventures of AliBaba” would go a long way in marking your company’s presence amongst leading quality animation content developers globally.

We are determined to grow in this direction and continue to invest into building capabilities. We are upbeat looking at the progress and inherent developments in your company. With utmost satisfaction, I present to you the highlights of your company’s performance for the financial year ended March 31, 2018.

Your company has a predominant presence in the following verticals:

1. Gaming & Animation – A range of games have been developed in-house and outsourced. Your company’s high-quality 3D animation content will soon be launched on a leading GEC (general entertainment channel)
2. Licensing & Technology – Through Viaan Mobiles, your company has managed to create a brand which has found appeal with international audiences in specific countries.

During the year, your company established its presence in the Gaming and Animation sector, with strong focus on real money-based skill games and social games.

Real Money based Skill games:

We launched our game Chase- Bid, is a reverse price bid auction app. Under this mechanism, bidders with unique and lowest bids (at the time of auction closure) wins the product at the price at which he/she has bid for. We have +1mn strong user base since the launch in September ‘17.

We concluded our first season of “Aunty Boli Lagao Boli”, which was an instant hit with the audience, we had some sort coming in our back end which we have rectified and are all set to launch season-2 with greater focus on audience entertainment.

We introduced MATCHIPL i.e Match Indian Poker league, the first skill based poker game of its kind, is a team sport incorporating regular texas Hold’em albeit typically with a pot- limit pre-flop and no-limit post-flop Structure, in collaboration with International federation of Poker (IFP), Switzerland. The governing body for poker across the globe. Online Poker is fast gaining acceptance, as a game of skill, in the country. This unique format has been widely appreciated and getting tremendous response from Poker community. The league is getting larger every season not only with the addition of new franchise owners but also with the prize money

Social games:

We launched “Shilpa Shetty- Domestic Diva”, is an addictive fun cooking game with lots of Recipes and Stories inside a casual game, where anyone can cook all kinds of dishes. It tests your time & resource

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

management skills. The game has received tremendous response worldwide with more than 8 lacs download with an overall rating of 4.5 reflecting the acceptance of quality gaming experience offered by the company.

Animation:

The series "Adventures of Ali Baba", is a 3D high end animation series crafted for the worldwide market. The adventures of Ali Baba is a children's TV series based on two orphaned boys, Ali and Baba, with special powers; born to protect the secrets of the dungeons under the care home.

The company has already sold India rights, for Hindi and English, to a leading broadcaster. We would be launching the series this financial year. The company retains the IP for the franchise and the right for other regional languages in India, rights for other countries and other delivery platforms like OTT etc.

BUSINESS PERFORMANCE:

The consolidated financial performance for the 12 months ended March 31, 2018, is as follows:

- Total revenue from operations at Rs. 26,855 Lakhs for the year ended March 31, 2018, as against Rs. 13,469 Lakhs for the corresponding previous period, supported by increase in volumes and revenues
- EBIDTA at Rs. 2,854 Lakhs for the year ended March 31, 2018, as against Rs. 1,111 Lakhs for the corresponding previous period
- PAT of Rs. 2,784 Lakhs for the year ended March 31, 2018, as against Rs. 1,070 Lakhs for the corresponding previous period

EPS for the year ended March 31, 2018 was Re. 2.6 for a face value of Rs. 1 per share

FUTURE PLANS:

Our passion for creating and developing incredible gaming, animation content & entertainment would take your company to greater heights going forward. Heading into 2019, we are only gaining momentum. All our efforts in gaming and animation segments have already passed the proof of concept stage and are in the take-off mode.

India is steadily moving towards value driven consumption, with increased focus on local development. The key driver of market volume was proliferation of low cost smartphones amongst urban and rural population. Online gaming industry as per reports, is poised to be more than 1bn USD industry by 2021. The online gaming consumers market, characterized by large volumes, is rising fast in terms usage and monetization.

Our focus remains on innovation and introducing more games that enable us to stay connected to customer and remain ahead of time. Our recent decision to introduce games like Game of Dot (G.O.D) and VOW, both of which received overwhelming response, are few such examples of the efforts taken by your company to reach the intended destination. We intend to capitalize on the growth opportunity offered in the gaming segment and we are working towards introducing 5-6 new games during the current financial year.

We are quite kicked with the scale of opportunity available across various segment of our operations. All our efforts are intended to deliver value to our clients; to add value to our franchisees and business partners; give career & growth opportunities to our employees and grow profitability across businesses ultimately leading to maximization of shareholder value & return.

I am grateful to the entire team of your company for working relentlessly in achieving the company's goal. I also thank our customers, our shareholders and partners for supporting us and joining us on this, even more exciting, journey going forward.



Ripu Sudan Kundra (Alias Raj Kundra)
Chairman and Managing Director

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

CORPORATE INFORMATION

BOARD OF DIRECTOR

Ripu Sudan Kundra (alias Raj Kundra)	: Managing Director and chairman
Shilpa Shetty Kundra	: Non-Executive Director Non- Independent Director
Darshit Indravadan Shah	: Executive Director/CFO
Nandanadan Mishra	: Independent Director
Mahinderkumar Dayanand Wadhwa	: Independent Director
Satyendra Mohanlal Sarupria	: Independent Director (appointed on 31/08/2017)

BOARD COMMITTEES

AUDIT COMMITTEE

Nandanadan Mishra	: Chairman
Mahinderkumar Wadhwa:	Member
Darshit Indravadan Shah :	Member
Satyendra Mohanlal Sarupria	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Satyendra Mohanlal Sarupria	Chairman
Mahinderkumar Wadhwa :	Member
Darshit Indravadan Shah :	Member
Nandanadan Mishra :	Member

NOMINATION & REMUNERATION COMMITTEE

Mahinderkumar Wadhwa:	Chairman
Nandanadan Mishra :	Member
Darshit Indravadan Shah :	Member
Satyendra Mohanlal Sarupria:	Member

COMPLIANCE OFFICER

Kiran Jadhav(Company Secretary)
B-804, Hubtown Solaris, 8th Floor, N.S Phadke
Road, Opp. Telli Galli, Near Regency hotel,
Andheri (East) ,Mumbai ,Maharashtra ,400069

LISTED AT

BSE Limited

AUDITOR

Sekharia Kanodia & Associates

(Chartered Accountants)

603A Brookhill Towers, 3rd Cross Rd,
Lokhandwala Complex, Andheri (W),
Mumbai -400053

Tel No: 022-26324210/26366300

E-Mail:sekhario@rediffmail.com

Website: www.skaindia.in

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Private Limited

No. 9, Shiv Shakti Industrial Estate, Ground
Floor, J R BorichaMarg, Opp. Kasturba Hospital,
Lower Parel, Mumbai- 400011, Maharashtra

REGISTERED OFFICE

B-804, Hubtown Solaris, 8th Floor, N.S Phadke
Road, Opp. Telli Galli, Near Regency hotel,
Andheri (East) ,Mumbai ,Maharashtra ,400069
Tel No. 022-49179999
Email ID: hindusthansafety@gmail.com.
Website: www.v-ind.com

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

NOTICE

Notice is hereby given that the 35th Annual General Meeting of **VIAAN INDUSTRIES LIMITED** will be held at, on **Tuesday 25th September, 2018** at 11.00 a.m. at Sri Guru Nanak Sachkhand Darbar, Dharam Sheel Community Hall, Block No.5/6, Room No.1, Mulund Colony, Opp. Youth Circle, Mulund (West), Mumbai - 400082, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To declare a Final dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Shilpa Shetty Kundra (DIN – 02130254), who retires by rotation, and being eligible, offers herself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued thereunder, including any amendments, modification, variation or re-enactment thereof, the appointment of M/s. Sekhri Kanodia & Associates, Chartered Accountant, Mumbai, bearing Firm Membership No. 109389W as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 28th September, 2015 for a term of 5 years, i.e. till the conclusion of Annual General Meeting of the Company to be held in the year 2020, be and is hereby ratified and to fix their remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

Special Business

5. **Ratification of Issue of Equity Shares on Preferential Basis:**

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 or Companies Act, 1956, wherever applicable (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as "SEBI (ICDR) Regulations") and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and pursuant to BSE Notice No 20180613-29 dated 13th June 2018 and subject to all necessary approvals, consents, ratification, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, ratification permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company, consent & approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to ratify the 2810000 equity shares of Rs. 10/- each for an utilization of funds aggregating to Rs. 2,81,00,000/- (Rupees Two Crore Eighty one lacs only) raised from the Preferential Issue in the financial year 2013-2014 other than those object mentioned in the EGM notice dated 06th June 2013 i.e for the growth and expansion of the business.

"RESOLVED FURTHER THAT Company has utilized those funds only in the investments of unquoted shares & securities & majority of this investments has been liquidated without any profit or loss, thus the fund invested out of preferential issue did not generate any return on investment for the Company.

RESOLVED FURTHER THAT without prejudice to the above resolution further Company has discloses the status of said funds as on 31.03.2018 as per the below mentioned table:-

Particulars	Amount utilized as on 31st March, 2018
Amount Invested in unquoted securities	2,81,00,000
(A) Amount released from unquoted securities	2,23,75,000
(B) Balance amount invested in unquoted securities	57,25,000
Total (A+B)	2,81,00,000

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose and as agreed to by the Board.;

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

“RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to resolve and settle all queries that may arise in relation to the issue, offer and allotment of any of the said Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

By Order of the Board
For Viaan Industries Limited

SD/-
Ripu Sudan Kundra
Managing Director
DIN: 01785303

SD/-
Darshit Indravardhan Shah
Executive Director &CFO
DIN: 06614591

Place: Mumbai
Date: 14.08.2018

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

Notes:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday/Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **19th September, 2018** to **25th September, 2018** (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **Purva Sharegistry (India) Private Limited**, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

35th Annual Report 2017-2018

12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
13. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
14. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN along with form to the Company/Registrar & Share Transfer Agent. **(Annexure I)**
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.v-ind.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: hindusthansafety@gmail.com.
17. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case