



VIAAN INDUSTRIES LTD.

Racing Towards A Billion **Hearts**

36th ANNUAL REPORT 2018 – 19

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

36TH Annual Report 2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

BOARD COMMITTEES

AUDIT COMMITTEE

Nandanandan Mishra	:	Chairman
Mahinder kumar Wadhwa	:	Member
Darshit Indravadan Shah	:	Member
Satyendra Mohanlal Sarupria	:	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Satyendra Mohanlal Sarupria	:	Chairperson
Nandanandan Mishra	:	Member
Mahinder kumar Wadhwa	:	Member
Darshit Indravadan Shah	:	Member

NOMINATION & REMUNERATION COMMITTEE

Mahinder kumar Wadhwa	:	Chairperson
Satyendra Mohanlal Sarupria	:	Member
Nandanandan Mishra	:	Member

COMPLIANCE OFFICER

Suchi Jain (Company secretary and Compliance officer)

Unit No. 702, 7th Floor, Shalimar Morya Park ,Off New Link Road, Andheri West Mumbai 400053.

Listed At:

BSE Limited

AUDITOR

Bansal Bansal & Co.

120, Building No. 6, Mittal Ind Estate, Andheri Kurla Road, Andheri (East), Mumbai -400 059.

Tel 022 6662 2444, Email Id: mail@bansalbansal.com

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 ADDRESS:

Unit No. 702, 7th Floor, Shalimar Morya Park Off New Link Road, Andheri West Mumbai 400053.

Tel: 022-49179999 | hindusthansafety@gmail.com | info@v-ind.com | companysecretary@v-ind.com

VIAAN INDUSTRIES LIMITED**CIN: L52100MH1982PLC291306****36TH Annual Report 2018-2019****CONTENTS**

Sr.no	Particulars	Page No
1.	NOTICE	3
2.	DIRECTORS' REPORT	11
3.	SECRETARIAL AUDIT REPORT	20
4.	EXTRACT TO DIRECTORS REPORT	25
5.	MANAGEMENT DISCUSSION AND ANALYSIS REPORT	35
6.	CORPORATE GOVERNANCE REPORT	44
7.	CERTIFICATE ON CORPORATE GOVERNANCE	61
8.	CERTIFICATE ON FINANCIAL STATEMENT	62
9.	CERTIFICATE ON CODE OF CONDUCT	63
10.	STANDALONE AUDITOR REPORT	64
11.	STANDALONE ACCOUNTS	70
12.	CONSOLIDATED AUDITOR REPORT	91
13.	CONSOLIDATED ACCOUNTS	98
14.	ATTENDANCE SLIP	116
15.	PROXY FORM	117
16.	BALLOT FORM	118
17.	ROUTE MAP	120

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

36TH Annual Report 2018-2019

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF VIAAN INDUSTRIES LIMITED WILL BE HELD AT, ON 30TH SEPTEMBER, 2019 AT 09.00 A.M. AT 701, 7TH FLOOR, BANQUET MAIN LAND CHINA, SHALIMAR MORYA PARK, OFF LINK ROAD, ANDHERI WEST, MUMBAI – 400053, TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, 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 appoint a Director in place of **Ripu Sudan Kundra (alias Raj Kundra) (DIN – 01785303)**, who retires by rotation, and being eligible, offers herself for re-appointment.
3. 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 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Bansal Bansal & Company, Chartered Accountants, Mumbai, with registration number **100986W** be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of **Sekhri Kanodia & Associates, Chartered Accounts (Mumbai)**, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Bansal Bansal & company, to hold office of Statutory Auditor from the conclusion of this Annual General Meeting till the conclusion of Annual Meeting of the Company to be held in the year 2024 (subject to ratification of their appointment at every Annual General Meeting).

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.”

By Order of the Board

For **Viaan Industries Limited**

SD/-

Ripu Sudan Kundra

Managing Director

DIN: 01785303

SD/-

Darshit Indravadan Shah

Executive Director & CFO

DIN: 06614591

Date: 14-08-2019

Place: Mumbai

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 **28th September, 2019 to 30th September, 2019** (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 Shareregistry (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.
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.

VIAAN INDUSTRIES LIMITED**CIN: L52100MH1982PLC291306****36TH Annual Report 2018-2019**

- 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.
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 2019 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 Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
 18. In terms of relevant provisions of **SEBI (LODR) 2015**, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the Resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **Santoshkumar Pandey (Alias S.K Pandey)**, Scrutinizer, **403, Maruti Mansion, 17, Raghunath Dadaji Street, 04th Floor, Fort, Mumbai - 400 001**, Tel.: 9821051427-, Email: pandeysk2004@yahoo.co.in so as to reach him on or before **28 day September , 2019 by 5.00 p.m.** Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
 19. Members can request for a Ballot Form at **Viaan Industries Limited**, Unit No. 702, 7th Floor, Shalimar Morya Park Off New Link Road, Andheri (W) Mumbai 400053 or they may also address their request through E-mail to: hindusthansafety@gmail.com, Contact No.: 022- 4917 9999.
 20. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 21. The E-voting period for all items of business contained in this Notice shall commence from **27th September, 2019 at 9.00 a.m. and will end on 29th September, 2019 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **September 23rd, 2019**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **September 23, 2019**.

22. **Santoshkumar Pandey (Alias S.K Pandey)**, Practicing Company Secretaries (Membership No. ACS 8546) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
23. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
24. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
25. Voting through electronic means:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail pandeysk2004@yahoo.co.in to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
26. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
27. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
28. 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).
29. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **23rd September, 2019**.

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

36TH Annual Report 2018-2019

30. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd **September, 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agent of the Company, i.e. **Purva Sharegistry (India) Private Limited**.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
31. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
32. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
33. **Santoshkumar Pandey (Alias S.K Pandey)**, Practicing Company Secretaries (Membership No. ACS 8546) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
34. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
35. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
36. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.v-ind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board
For **Viaan Industries Limited**

SD/-
Ripu Sudan Kundra
Managing Director
DIN: 01785303
Place: Mumbai
Date: 14.08.2019

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

RE – APPOINTMENT OF DIRECTORS

Details of the Director seeking Re-appointment in the forth coming Annual General Meeting in pursuance of Listing Regulations

Name of Director :	Ripu Sudan Kundra
Date of Birth :	09/09/1975
Date of Initial Appointment :	11/10/2014
Expertise in specific functional areas:	Entertainment, Hospitality, sports, realty, Jewellery, Media, etc
Qualifications:	Under Graduate
Other Listed Companies in which Directorship is held as on March 31, 2019 :	Nil
Chairman of Committees formed by Board of Other Companies on which he is a Director As on March 31, 2019:	Nil
Member of Committees formed by Board of other Companies on which he is a Director as on March 31, 2019:	Business Development Committee (BDC) of the Company.
Shareholding in the Company as on March 31, 2019 :	2,75,63,900
Other:	NA

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013, sets out all material facts relating to the business items of the accompanying notice.

Item No: 4

The Board of Directors at the Board Meeting held on August 14, 2019 appointed **M/s. Bansal Bansal & Company**, Chartered Accountants, Mumbai, with registration number 100986W. to fill the casual vacancy caused due to resignation of **Sekhri Kanodia & Associates, Chartered Accounts (Mumbai)**.

As per the provisions of Companies Act, 2013 read with rules made thereunder a casual vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment of **M/s. Bansal Bansal & Company**, Chartered Accountants Mumbai to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in 2024.