



VIAAN INDUSTRIES LIMITED



VIAAN INDUSTRIES LTD.

Racing Towards A Billion **Hearts**

37TH ANNUAL REPORT 2019 - 2020

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Sr. No.	Name	Designation
1.	Ripu Sudan Kundra (alias Raj Kundra)	Chairman
2.	Shilpa Shetty Kundra (Resigned on 24.07.2020)	Non-Executive Director Non- Independent Director
3.	Darshit Indravadan Shah	Executive Director & CFO
4.	Nandanadan Mishra (Resigned on 26.10.2020)	Independent Director
5.	Mahinderkumar Dayanand Wadhwa (Resigned on 03.11.2020)	Independent Director
6.	Satyendra Mohanlal Sarupria (Resigned on 05.11.2020)	Independent Director
7.	Dolly Dhanresha (Appointed on 08.09.2020)	Independent Director
8.	Anita Sethia (Appointed on 10.11.2020)	Independent Director

Chief Financial Officer	Darshit Indravadan Shah
Company Secretary and Compliance Officer	Suchi Jain (Resigned on 25.09.2019) Shraddha Bagwe (Appointed on 26.09.2019)

Statutory Auditor M/s. Bansal Bansal & Co.	Internal Auditor M/s. Saraf Saraf & Associates, Chartered Accountants
Secretarial Auditor Santosh Kumar Pandey ., Practicing Company Secretary	Stock Exchange: BSE Limited

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. (till 10.11.2020) Lotus Grandeur, 1501/1502, Veera Desai Road Extesnion, Andheri West, Mumbai – 400053. Tel:022-62999999 hindusthansafety@gmail.com info@v-ind.com companysecretary@v-ind.com
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF **VIAAN INDUSTRIES LIMITED** WILL BE HELD AT, ON **26TH DECEMBER, 2020 AT 12.00 NOON** THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020, 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 Mr. Darshit Shah (DIN – 06614591), 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 an 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. Bansal Bansal & Company, Chartered Accountant, Mumbai, bearing Firm Membership No. 100986W as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 30th September, 2019 for a term of 5 years, i.e. till the conclusion of Annual General Meeting of the Company to be held in the year 2024, 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:

4. TO APPOINT DOLLY DHANRESHA (DIN: 07746698) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

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

“RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Dolly Dhanresha (DIN: 07746698), who was appointed as an Additional Independent Director on 08th



September 2020, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **26th December 2020 to 25th December 2025 of the Company.**

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

5. TO APPOINT ANITA SETHIA (DIN: 08956503) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

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

“RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Anita Sethia (DIN: 08956503), who was appointed as an Additional Independent Director on 10th November, 2020, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **26th December 2020 to 25th December 2025 of the Company.**

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.” of the Company.

**By Order of the Board
For Viaan Industries Limited
Sd/-**

**Ripu Sudan Kundra
Director
DIN: 01785303**

**Darshit Indravadan Shah
Director & CFO
DIN: 06614591**

**Date: 10.11.2020
Place: Mumbai**

**Details of Director Seeking Re-appointment at the Annual General Meeting**

Particulars	
DIN	06614591
Name	Darshit Indravadan Shah
Fathers' Name	Indravadan Shah
Date of Birth	20.02.1988
Date of Appointment	08.11.2014
Terms and condition of his appointment	As Given in the agreement
Details of Remuneration	As given in financial statement
Expertise in specific functional areas	Experience in portfolio Investments
Years of Experience	10 years
Qualification	MBA in Finance
Directorship in Other Companies	Ikonikk Global Essentials Private Limited Cinematic Media Works Private Limited
Number of Meetings of the Board attended during the year.	5 meetings
Member/Chairman of the Committees	Audit Committee Stakeholders Relationship Committee
No. of shares held as on the date of this notice in own name or in the name of relatives	Nil

By Order of the Board
For Viaan Industries Limited
Sd/-
Darshit Indravadan Shah
Director & CFO
DIN: 06614591

Ripu Sudan Kundra
Director
DIN: 01785303

Date: 10.11.2020
Place: Mumbai

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, December 25, 2020 to Saturday, 26, 2020 (both days inclusive) for the purpose of ensuing AGM of the Company.
3. The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses under item of the Notice, is annexed hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to pandeysk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.v-ind.com, websites of the Stock Exchanges i.e., Bombay Stock Exchange www.bseindia.com and on the NSDL [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before December 19, 2020 through email on companysecretary@v-ind.com . The same will be replied by the Company suitably.



8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / RTA, for consolidation into a single folio.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
10. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., **Saturday 26th December, 2020.**
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. 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 37th 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).
15. The E-voting period for all items of business contained in this Notice shall commence from **23rd December, 2020 at 9.00 a.m. and will end on 25th December, 2020 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 **19th December 2020**, 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 **19th December, 2020.**
16. **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 in a fair and transparent manner.



17. 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.
18. 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.

19. Voting through electronic means

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.v-ind.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 23rd December, 2020 at 09:00 A.M. and ends on Friday, 25th December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below: