



**VIAAN INDUSTRIES LTD.**

Racing Towards A Billion **Hearts**

**38<sup>TH</sup> ANNUAL REPORT 2020 - 2021**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

| <b>Sr. No.</b> | <b>Name</b>  | <b>Designation</b>                     |
|----------------|--|--|
| 1.             | Mr. Ripu Sudan Kundra (alias Raj Kundra)                                       | Chairman                               |
| 2.             | Ms. Dolly Dhanresha<br>(Appointed on 08.09.2020)                               | Independent Director                   |
| 3.             | Ms. Anita Sethia<br>(Appointed on 10.11.2020)                                  | Independent Director                   |
| 4.             | Mr. Shaiju Nair<br>(Appointed w.e.f 27.08.2021)                                | Managing Director                      |
| 5.             | Mr. Ganpati Chaudhary<br>(Appointed w.e.f 27.08.2021)                          | Non-Executive Non Independent Director |
| 6.             | Ms. Shilpa Shetty Kundra<br>(Resigned on 24.07.2020)                           | Non-Executive Non Independent Director |
| 7.             | Mr. Nandanadan Mishra<br>(Resigned on 26.10.2020)                              | Independent Director                   |
| 8.             | Mr. Mahinderkumar Wadhwa<br>(Resigned on 03.11.2020)                           | Independent Director                   |
| 9.             | Mr. Satyendra Sarupria<br>(Resigned on 05.11.2020)                             | Independent Director                   |
| 10.            | Mr. Darshit Shah<br>(Resigned w.e.f 31.12.2020)                                | Executive Director & CFO               |
| 11.            | Mr. Umesh Kamat<br>(Appointed w.e.f 19.12.2020)<br>(Resigned w.e.f 23.04.2021) | Managing Director                      |
| 12.            | Mr. Sumit Mehra<br>(Appointed w.e.f 01.04.2021)<br>(Resigned w.e.f 14.08.2021) | Managing Director                      |



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|---|---|
| <b>Chief Financial Officer</b>                  | Mr. Darshit Shah<br>(Resigned w.e.f 31.12.2020)<br><br>Mr. Satyajit Kolay<br>(Appointed w.e.f 01.01.2021) |
| <b>Company Secretary and Compliance Officer</b> | Ms. Shraddha Bagwe  |

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

|  |   |
|--|---|
| <b>REGISTRAR &amp; SHARE TRANSFER AGENT</b><br><br>Purva Sharegistry (India) Private Limited<br><br>No. 9, Shiv Shakti Industrial Estate, Ground Floor, J R BorichaMarg, Opp. Kasturba Hospital, Lower Parel, Mumbai- 400011, Maharashtra. | <b>REGISTERED OFFICE ADDRESS</b><br><br>Lotus Grandeur 1501/1502, Veera Desai Road Extension, Andheri West, Mumbai – 400053.<br>(Till 27 <sup>th</sup> August, 2021)<br>Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri West, Mumbai – 400053 (with effect from 27 <sup>th</sup> August, 2021).<br><br>Tel:022-6229 9999   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 38<sup>TH</sup> ANNUAL GENERAL MEETING OF VIAAN INDUSTRIES LIMITED WILL BE HELD ON THURSDAY, 30<sup>TH</sup> SEPTEMBER, 2021 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, 2021, 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. Shaiju Sukumaran Nair (DIN: 09305551), who retires by rotation, and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** Mr. Ganpati Shankar Chaudhary (DIN: 07979103) who was appointed as an Additional Director of the Company w.e.f. 27<sup>th</sup> August, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 122 of the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act signifying intention to propose Mr. Ganpati Shankar Chaudhary’s candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”



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

**“RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded to the appointment of Mr. Shaiju Sukumaran Nair (DIN: 09305551) as the Managing Director of the Company for a period of five years with effect from 27<sup>th</sup> August, 2021 upon the terms and conditions including remuneration payable to him as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Shaiju Sukumaran Nair.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Shaiju Sukumaran Nair, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Sd/-  
Shaiju Sukumaran Nair  
Managing Director  
DIN: 09305551**

**Date: 27<sup>th</sup> August, 2021  
Place: Mumbai**

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

| Particulars  |  |
|--|--|
| DIN  | 09305551   |
| Name   | Mr. Shaiju Sukumaran Nair                              |
| Fathers' Name  | Mr. Sukumaran Nair                                     |
| Date of Birth  | 18.05.1983   |
| Date of Appointment  | 27.08.2021   |
| Terms and condition of his appointment   | Given in the Agreement                                 |
| Details of Remuneration  | Rs.80,000/-  |
| Expertise in specific functional areas   | Management and Client Servicing.                       |
| Years of Experience  | More than 14 years                                     |
| Qualification  | B. A.  |
| Directorship in Other Companies  | ----   |
| Number of Meetings of the Board attended during the year.                                | Nil  |
| Member/Chairman of the Committees  | Audit Committee<br>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/-  
Shaiju Sukumaran Nair  
Managing Director  
DIN: 09305551**

**Date: 27<sup>th</sup> August, 2021  
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, and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in (collectively referred to as “SEBI Circulars”) physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) will 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 abovementioned MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the body corporate can attend the AGM through VC/OAVM and participate there at 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 to atleast 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 ascertaining 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 EGM/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 EGM/AGM will be provided by NSDL.
6. In line with the MCA and SEBI Circulars, the Notice calling the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at [www.v-ind.com](http://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](http://www.bseindia.com) The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://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 23<sup>rd</sup> September, 2020 through email on [companysecretary@v-ind.com](mailto:companysecretary@v-ind.com) The same will be replied by the Company suitably.
8. 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.
9. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM. For obtaining these copies through electronic means Members may write to the Company Secretary by sending an email to on [companysecretary@v-ind.com](mailto:companysecretary@v-ind.com) till the date of the AGM.
10. Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents, M/s. Purva Shareregistry (India) Pvt. Ltd. (RTA), immediately of any change in their address. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, to their respective Depository Participants. This will help the Company to provide efficient and better service to the Members.
11. As per SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, the Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.
12. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the M/s. Purva Shareregistry (India) Pvt. Ltd. sending an e-mail at [support@purvashare.com](mailto:support@purvashare.com) or to the Company at [companysecretary@v-ind.com](mailto:companysecretary@v-ind.com)
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.v-ind.com](http://www.v-ind.com) Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Purva Shareregistry (India) Pvt. Ltd., in case the shares are held in physical form
14. 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.



15. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 29<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (both days inclusive) for the purpose of ensuing AGM of the Company.
17. 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., Thursday 30<sup>th</sup> September, 2021.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. The E-voting period for all items of business contained in this Notice shall commence from 27<sup>th</sup> September at 9.00 a.m. and will end on 29<sup>th</sup> September, 2021 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 23<sup>rd</sup> September, 2021, 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 23<sup>rd</sup> September, 2021.
20. Mr. 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.
21. 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.
22. 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.