

VIVID MERCANTILE LIMITED

**27TH
ANNUAL REPORT
2020-21**

**VIVID MERCANTILE
LIMITED**

VIVID MERCANTILE LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Satishkumar Ramanlal Gajjar	: Managing Director
Mrs. Geetaben Satishbhai Gajjar	: Whole-Time Director
Mr. Dhaval Satishkumar Gajjar	: Non-Executive Director
Mr. Satish Vadilal Sheth	: Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Satishkumar Ramanlal Gajjar

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mrs. Aarti Jain (Resigned w.e.f. January 1, 2021)
Ms. Priti Jain (Appointed w.e.f. February 26, 2021)

STATUTORY AUDITORS

BHAGAT & CO.,
Chartered Accountant
Ahmedabad

BANKERS TO THE COMPANY

CENTRAL BANK OF INDIA
Mithakhali Branch, Sardar Patel Nagar Road,
Navrangpura, Ahmedabad - 380006 Gujarat,
India,

REGISTERED OFFICE

Basement Medicare Centre B/h M. J. Library,
Opp. Stock-Exchange, Ellisbridge, Ahmedabad-380006

REGISTRAR & TRANSFER AGENT

KFIN TECHNOLOGIES PRIVATE LIMITED
Karvy Selenium Tower B,
Plot 31-32 Gachibowli Financial
District. Nanakaramguda,
Hyderabad-500032

VIVID MERCANTILE LIMITED

NOTICE OF 27th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th ANNUAL GENERAL MEETING** of the members of **VIVID MERCANTILE LIMITED** (“the Company”) will be held as scheduled below:

Date : September 30, 2021
Day : Thursday
Time : 01:30 P.M.
Place : At registered office of the Company situated at Basement, Medicare Centre, B/h. M J Library, Opp. Stock-Exchange, Ellisbridge, Ahmedabad-380006 Gujarat.

To transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31, 2021 together with report of Board of Directors and Auditors’ Report thereon.
2. To Appoint a Director in place of Mr. Satishkumar Ramanlal Gajjar (DIN: 05254111), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for appointment.
3. Re-appointment of Statutory Auditors of the Company.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Bhagat & Co., Chartered Accountants (Firm Registration No. 127250W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of 5 (five) years and they shall hold the office till the conclusion of Annual General Meeting to be held for the FY 2025-26 on such terms and conditions as may be decided by the Board in consultation with the Auditors.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the Consent of the Members be and is hereby accorded for revision in remuneration of Mr. Satishkumar Ramanlal Gajjar (DIN :05254111), Managing Director, with effect from April 1, 2021 for the remaining period of his tenure ending on January 10, 2023."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Satishkumar Ramanlal Gajjar, Managing Director with effect from April 1, 2021 shall be as under:

Salary: Not exceeding Rs.6,00,000/- per annum with effect from April 1, 2021 inclusive of all perquisite.

"RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Satishkumar Ramanlal Gajjar, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances not exceeding Rs.6,00,000/- (Rupees Six Lakhs Only) per annum for the remaining period in case the Company has no profits or its profit are inadequate."

"RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Satishkumar Ramanlal Gajjar, Managing Director the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time."

VIVID MERCANTILE LIMITED

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged

“RESOLVED FURTHER THAT the Board of Director be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

Date: 07.09.2021
Place: Ahmedabad

By order of the board of directors of
Vivid Mercantile Limited

Sd/-
Satishkumar Ramanlal Gajjar
Managing Director
DIN: 05254111

Registered Office:
Basement, Medicare Centre,
B/h. MJ Liabrary, Opp. Stock exchange,
Ellisbridge Ahmedabad – 380006, Gujarat

VIVID MERCANTILE LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorizing their representative to attend and vote on their behalf at the AGM.
3. The Statement pursuant to section 102(1) of the Companies act, 2013, which sets out details relating to the special business to be transacted at the Meeting, is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed **from September 24, 2021 to September 30, 2021** (both days inclusive) for the purpose of Annual General Meeting (AGM).
5. 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 the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
6. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. 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.
9. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

VIVID MERCANTILE LIMITED

- 10.** Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, KFin technologies Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- 11.** The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
- 12.** All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
- 13.** Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
- 14.** The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.

VIVID MERCANTILE LIMITED

- 15. BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING** Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2 follows.

Name of Director	Satishkumar Ramanlal Gajjar
Date of Birth	23.05.1964
Date of Appointment	10.07.2001
Qualification	B. A.
Brief Profile and Nature of Expertise	Mr. Satishkumar R. Gajjar, Managing Director of the Company is having more than 25 years of experience in business management and over 2 years of experience in real estate sector.
Terms & Conditions of Appointment / Re-appointment	Subject to such terms and conditions of appointment as Director
Relationships between Directors inter-se	Mr. Satishkumar R. Gajjar, Managing Director is husband of Mrs. Geetaben S. Gajjar and Father of Mr. Dhaval S. Gajjar
Directorship held in other companies	Nil
Membership / Chairmanship of Committee in other Companies	-
Number of shares held in the Company at 31.03.2021	40,69,881
No. of Board Meetings attended during the Year	9 out of 9

Date: 07.09.2021
Place: Ahmedabad

**By order of the board of directors of
Vivid Mercantile Limited**

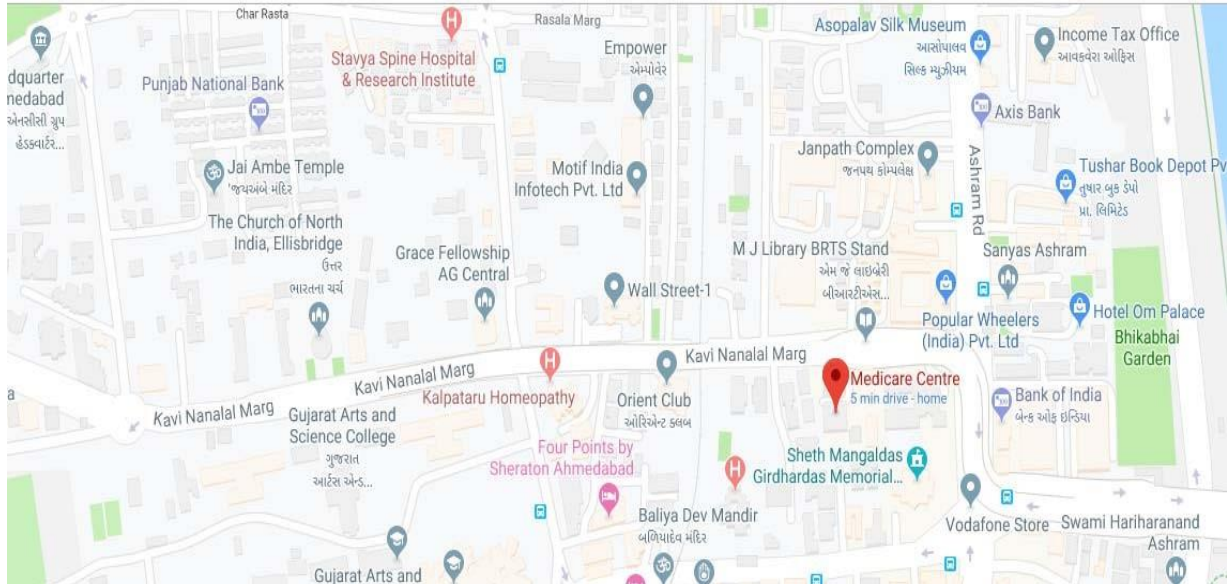
Sd/-
Satishkumar Ramanlal Gajjar
Managing Director
DIN: 05254111

Registered Office:
Basement, Medicare Centre,
B/h. MJ Liabrary, Opp. Stock exchange,
Ellisbridge, Ahmedabad – 380006, Gujarat

VIVID MERCANTILE LIMITED

ROUTE MAP TO THE VENUE OF THE 27th ANNUAL GENERAL MEETING:

Address: Basement Medicare Centre, Behind M. J. Library, Opp. Stock Exchange Ellisbridge, Ahmedabad, Gujarat, 380006



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

ITEM NO. 4

Mr. Satishkumar Ramanlal Gajjar (DIN :05254111), is the Promoter and Managing Director of the company. He has been appointed as the Director since July 10, 2001 and designated as Managing Director of the Company with effect from January 10, 2018.

Mr. Satishkumar Ramanlal Gajjar have successfully managed various phases of expansion and growth of our business and operations. He has vast experience in the Industry and has been instrumental in formulating growth strategy of our company.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Satishkumar Ramanlal Gajjar, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the salary of Mr. Satishkumar Ramanlal Gajjar, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice w.e.f. April 1, 2021 for the remaining period of his tenure i.e. upto January 10, 2023.

Where in any financial year, during the currency of the tenure of Mr. Satishkumar Ramanlal Gajjar as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profit, the remuneration can be paid by the Company to its managerial personnel within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting has already approved the above remuneration payable to Mr. Satishkumar Ramanlal Gajjar, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.