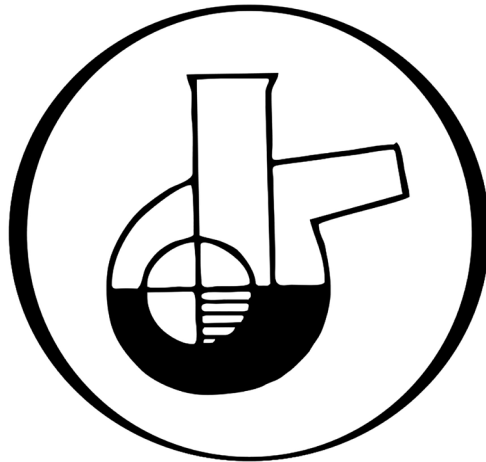


VIVID GLOBAL INDUSTRIES LIMITED



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BOARD OF DIRECTORS:

SHRI. SUMISH S.MODY	MANAGING DIRECTOR
SMT. ASHA S. MODY	EXECUTIVE DIRECTOR (RESIGNED on 27-11-2017)
SHRI. MITEN S. MODY	WHOLE-TIME DIRECTOR
SHRI. DHARMESH D. CHOKSI	INDEPENDENT DIRECTOR
SMT. ALKA PAREKH HIMANSHU	INDEPENDENT DIRECTOR
SMT. MEENA SUMISH MODY	ADDITIONAL DIRECTOR (APPOINTED ON 27-11-2017)

CHIEF FINANCIAL OFFICER

SHRI. SUDHIR M. MODY

COMPANY SECRETARY:

SMT. NILAM PRADEEP BAJORIA

BANKERS:

BANK OF BARODA,
BACKBAY RECLAMATION BRANCH,
MUMBAI – 400020

AUDITORS:

M/s. SAUMIL J. KAPADIA & CO.
61, KALPANA, PUNJABI LANE,
BORIVALI (WEST), MUMBAI - 400092

INTERNAL AUDITOR:

SMT. AMISHA M. MODY

SECRETARIAL AUDITOR:

PANKAJ & ASSOCIATES,
COMPANY SECRETARY IN PRACTICE

REGISTERED OFFICE:

D-21/1, M.I.D.C., TARAPUR,
VIA BOISAR, DIST. PALGHAR – 401506, MAHARASHTRA

ADMINISTRATIVE OFFICE:

C/o. SUMICHEM CORPORATION,
1-D, DHANNUR BUILDING,
SIR P.M.ROAD, FORT,
MUMBAI – 400001

EMAIL ID: jessy.m@vividglobalinds.com

WEBSITE URL: www.vividglobalinds.com

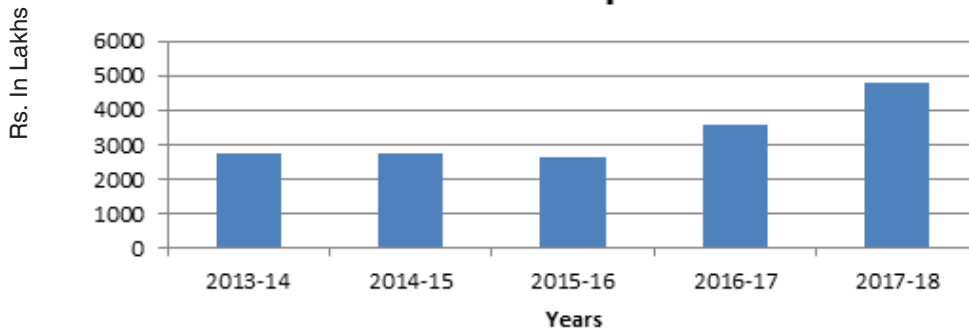
REGISTRAR & SHARE TRANSFER AGENTS:

REGD. OFFICE&INVESTOR RELATION CENTRE:

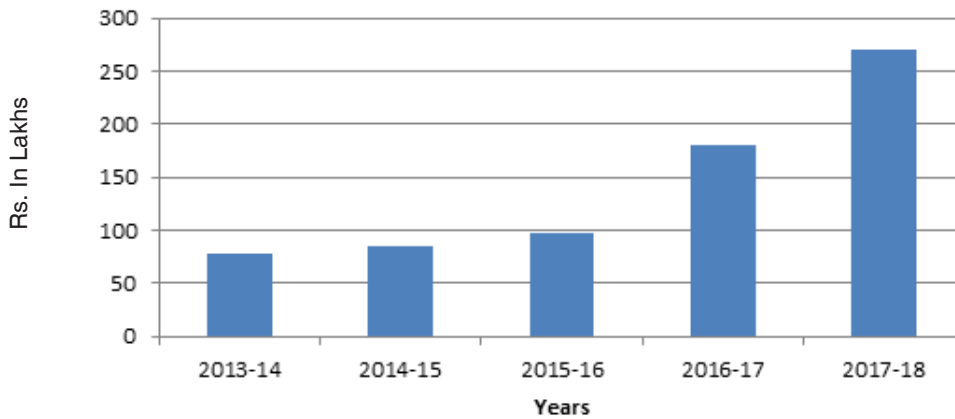
SHAREX DYNAMIC (INDIA) PVT. LTD.
UNIT NO.1, LUTHRA IND.PREMISES,
SAFED POOL, ANDHERI KURLA ROAD,
ANDHERI (EAST), MUMBAI – 400072

PERFORMANCE HIGHLIGHTS

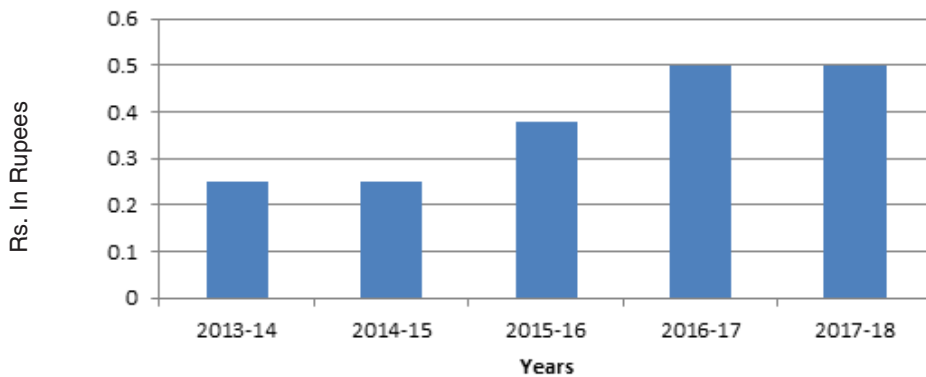
Revenue from Operations



Net Profit After Tax



Dividend Per share*



*On the adjusted face value of Rs. 5/- per share

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NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of Vivid Global Industries Limited will be held on Thursday, the 27th September, 2018 at 11.00 a.m. at Banquet Hall of Hotel Sarovar Residency, P-180-Tarapur MIDC Area, Near Hotel Sarovar, Chitralaya, Boisar (West), Dist. Palghar – 401506, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and Profit and Loss Account for the Year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint Director in place of Shri. Miten Sudhir Mody (DIN: 02422219) who retires by rotation and being eligible offers himself for re-appointment.
3. To declare Dividend for the Financial Year 2017-18 on Equity Shares.

“RESOLVED THAT in terms of recommendation of Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend at Rs. 0.50 per share (i.e. 10%) on the fully paid up equity shares of Rs. 5/- each of the Company for the year 2017-18 and the same be paid to all the members whose names appear in the register of members and in case of the shares held in the electronic mode to those members whose names appear in the records of the depository participant as on 19th September, 2018.”

4. To ratify the appointment of Statutory Auditors of the Company and their remuneration fixed at the Thirtieth Annual General Meeting of the Company held on 30th September, 2017, and in this regard 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 first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. Saumil J. Kapadia & Co., Mumbai, (Firm Reg. No. 135970W) as the auditors of the Company to hold office from the conclusion of the Thirtieth Annual General Meeting until the conclusion of the Thirty Fifth (35th) Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, made at the Thirtieth Annual General Meeting of the Company held on 27th September, 2017, be and is hereby ratified.”

SPECIAL BUSINESS:

5. 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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the Companies Act, 2013 and in terms of recommendations of the “Nomination & Remuneration Committee” and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded to revise the remuneration of Shri. Sumish S. Mody, Managing Director (DIN: 00318652) from 1st April, 2018 as set out in the Explanatory Statement.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the terms of employment of the Managing Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Managing Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take

VIVID GLOBAL INDUSTRIES LIMITED

all necessary steps for the aforesaid purpose and matters incidental thereto.”

6. 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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the Companies Act, 2013 and in terms of recommendations of the “Nomination & Remuneration Committee” and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded to revise remuneration of Shri. Miten S. Mody, Whole-Time Director (DIN: 02422219) from 1st April, 2018 as set out in the Explanatory Statement.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the term of employment of the Whole-Time Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Executive Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps for the aforesaid purpose and matters incidental thereto.”

7. 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 161 and any other applicable provisions of the Companies Act, 2013 and any other rules made there under, Smt. Meena Sumish Mody (DIN: 07994050) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th November, 2017 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing her candidature, for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

REGISTERED OFFICE

D-21/1 M.I.D.C., Tarapur,
Via Boisar, Dist. Palghar ,
Maharashtra – 401506

Dated: 24.07.2018

For and on behalf of the Board

**Sd/-
SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652**

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed hereto.
3. The Register of Members and Transfer Books of the company will remain closed from 20.09.2018 to 27.09.2018 (Both days inclusive).
4. The dividend for the year ended 31st March, 2018 as recommended by the Board, will be paid to those members whose names appear on the Company's Register of Members on 19.09.2018. In respect of shares held in demat form; the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend, if approved, at the Annual General Meeting, will be paid within 30 days thereof.
5. Members desiring to seek any further information or clarification on the Annual Accounts or operations of the Company at the meeting are requested to send their queries so as to reach the Registered Office at least 10 days in advance of the date of meeting to enable the management to keep the information ready.
6. The Members are requested to bring their copies of the Annual Report to the meeting.
7. Members are requested to notify immediately any change in their address to the Company's Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072.
8. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email addresses with their Depository Participants, where shares are held in electronic form and to the Share department of the Company / Share Transfer Agents where shares are held in physical form.
(b) Email Addresses of Members are advised to the Share Department of the Company / Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/update their email addresses should do so as soon as possible.
9. Members holding shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Share Department of the Company / Share Transfer Agents enclosing the relevant Share Certificates requesting consolidation of such folios into one folio.
10. As per the provisions of the Act, the facility for making nominations is available to individuals holding shares in the company. The Nomination Form -2B, prescribed by the Government for the purpose, can be obtained from the Share Department of the Company / Share Transfer Agent.
11. Voting through Electronic Means (E-Voting):
 1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members with facility to exercise their right to vote at the 31st Annual General Meeting by electronic

VIVID GLOBAL INDUSTRIES LIMITED

means and the business may be transacted through e-Voting services as provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL {for members whose email IDs are registered with the Company/Depository Participant(s)}:
 - i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder – Login.
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digital characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home Page of e-voting opens. Click on E-Voting: Active Voting Cycles.
 - vii) Select “EVEN” of Vivid Global Industries Limited.
 - viii) Now you are ready for e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) 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 together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to shirdipankaj@hotmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - i) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the ‘Downloads’ section of www.evoting.nsdl.com
3. If you are already registered with NSDL for e-voting then you can use your existing USER ID and Password/Pin for casting your vote.
4. 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).
5. The E-voting period shall commence from Monday the 24.09.2018 (9.00 a.m.) and ends on Wednesday the 26.09.2018. The voting by electronic means shall not be allowed beyond 5.00 p.m. on 26.09.2018. During the e-voting period, Members of the Company, holding shares either in physical or dematerialized form, as on end of the day of business hours 19.09.2018 will be eligible to cast their vote electronically.

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Once the vote on a resolution is cast by the shareholder, it cannot be changed subsequently.

6. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date (record date) of 19.09.2018.
7. Shri Pankaj S. Desai, B.Com(Hons), A.C.S, A.C.A has been appointed as Scrutinizer having their office at 5/14, Malad C.H.S., Opp. Saraf Hall, Poddar Park, Malad (East), Mumbai – 400097, to scrutinize the e-voting process in a fair and transparent manner.
8. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. The Results shall be declared within forty eight hours from the conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vividglobalinds.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited (BSE) accordingly.

REGISTERED OFFICE

D-21/1 M.I.D.C., Tarapur,
Via Boisar, Dist. Palghar ,
Maharashtra – 401506

Dated: 24.07.2018

For and on behalf of the Board

**Sd/-
SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652**

Details of Directors seeking appointment/re-appointment at the Annual general Meeting [Pursuant to Regulation 36(3) of the Listing Regulation], are as follows:

1.	Name of the Director	Shri. Miten Sudhir Mody	Smt. Meena Sumish Mody
2.	DIN	02422219	07994050
3.	Date of Birth	14/12/1974	28/11/1972
4.	Date of Original Appointment	11/08/2014	27/11/2017
5.	Experience in specific Areas	He has experience in designing and production activity of managing a chemical industry.	She has rich Experience in the area of Administration and Management.
6.	Qualifications	Bachelors of Science in Chemical Engineering (U.S.A) Graduate Diploma in Engineering Management (Australia)	BSC Graduate
7.	Directorships in other Companies	Vivid Intermediates Pvt. Ltd. Shlokee Builders And Developers Pvt. Ltd.	Nil
8.	Membership / Chairmanship of Committees other than Vivid Global Industries Limited	Nil	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

Shri. Sumish S. Mody has played a key role in the growth of the Company's business and has substantially contributed in taking the Organization to the current position. He has been instrumental in the acquisition of quality projects added over the past few years resulting in accelerated pace of growth and optimization of stakeholders' return and total remuneration of Rs. 1,15,000/- per month was being paid by the Company for his services as Managing Director. Keeping in view, the additional roles and responsibilities borne by the Managing Director, Subject to necessary approval by the Members at the ensuing Annual General Meeting and on recommendation of the Nomination & Remuneration Committee in its meeting held on 24th July, 2018 and approval of the Board of Directors in its meeting held on 24th July, 2018, revised remuneration payable to Shri. Sumish S. Mody as Managing Director from 1st April, 2018 is Basic: Rs. 1,50,000/- per month.

Save and except as indicated hereinabove, other terms of appointment & remuneration of Shri. Sumish S. Mody, Managing Director, remains the same.

This Explanatory Statement shall be treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement between the Company and Shri. Sumish S. Mody.

In compliance with the applicable provisions of the Companies Act, 2013, an Ordinary Resolution as per the terms set out in Item No. 5 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Shri Sumish S. Mody, Shri Miten Mody & Smt. Meena S. Mody, none of the Directors and Shri Sudhir Mody, CFO, none of the Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 5.

The Board of Directors recommends the resolution for approval by the members.

Item No. 6

Shri. Miten S. Mody is a Whole-time Director of the Company. He has been giving full time attention to the business of the Company. Total remuneration of Rs. 67,700/- per month was being paid by the Company for his services as Executive Director. Therefore, need has arisen to revise his remuneration. Accordingly, on recommendation of the Nomination & Remuneration Committee in its meeting held on 24th July, 2018 and approval of the Board of Directors in its meeting held on 24th July, 2018, subject to necessary approval by the Members at the ensuing Annual General Meeting, revised remuneration payable to Shri. Miten S. Mody as a Whole-time Director from 1st April, 2018 is Basic: Rs. 85,000/-per month.

Save and except as indicated hereinabove, other terms of appointment & remuneration of Shri. Miten S. Mody, Whole-time Director, remains the same.

This Explanatory Statement is treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement between the Company and Shri. Miten S. Mody.

In compliance with the applicable provisions of the Companies Act, 2013, an Ordinary Resolution as per the terms set out in Item No. 6 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Shri Miten S. Mody, Shri Sumish Mody & Smt. Meena S. Mody, none of the Directors and Shri Sudhir Mody, CFO, None of the Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

The Board of Directors recommends the resolution for approval by the members.

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Item No. 7

Smt. Meena Sumish Mody was appointed as an Additional Director by the Board of Directors in accordance with the provisions of Section 161 of the Companies Act, 2013 on 27th November, 2017. Pursuant to Section 152 of the Companies Act, 2013, the above director holds office up to the date of the ensuing Annual General Meeting. In this regard, the Company has received a request in writing from a member of the company proposing Smt. Meena Sumish Mody for appointment as a Director of the Company retiring by rotation.

The appointment of Smt. Meena Sumish Mody as a Director is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Director shall be open for inspection by the members at the Registered office during normal business hours on any working day of the Company.

The Directors recommend the resolution set out in Item No. 7 of the accompanying notice. Except Smt. Meena Sumish Mody, Shri Sumish Mody & Shri Miten Mody none of the Directors is concerned or interested in the above mentioned Resolution.

REGISTERED OFFICE

D-21/1 M.I.D.C., Tarapur,
Via Boisar, Dist. Palghar ,
Maharashtra – 401506

Dated: 24.07.2018

For and on behalf of the Board

**Sd/-
SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652**

VIVID GLOBAL INDUSTRIES LIMITED

DIRECTORS' REPORT

To the Members,

Your directors have pleasure in presenting the Thirty First Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2018.

1. **FINANCIAL STATEMENTS & RESULTS**

a. **FINANCIAL SUMMARY :**

Financial summary and performance highlights of your Company, for the financial year ended 31st March, 2018 are as follows

(Rs. in Lakhs)

Particulars	31st March, 2018	31st March, 2017
Income from Operations & Other income excluding Excise & VAT (GST)	4828.44	3625.89
Profit/(Loss) before Depreciation & Interest	455.49	289.83
Less: Depreciation & Interest	66.09	48.09
Net Profit / (Loss) before Exceptional items and Tax	389.39	241.73
Add/Less: Prior years adjustments, Deferred tax etc.	118.73	60.29
Less: Exceptional items/Prior Period Items	0.45	0.66
Net Profit / (loss) after tax	270.21	180.78
Net Profits after Dividends	215.02	125.58
Add / Less: Profit/(Loss) Brought forward	44.77	(80.26)
Balance carried to Balance Sheet	259.78	44.77

b. **OPERATIONS:**

During the year under review, the Company has recorded the higher total income of Rs. 4828.44 Lakhs as compared to Rs. 3625.89 Lakhs for the previous year and increased Net Profits after tax of Rs. 270.21 Lakhs for the year as compared to the profits of Rs. 180.78 Lakhs in the previous year.

c. **FUTURE PROSPECTS:**

Looking at the stand of Chinese Government against the Polluting industries in China for J. Acid and Tobias Acid, the Directors have initially given to understand that in future by March or April 2019, the Company will start producing J. Acid at their Boisar Plant since the main Raw material Tobias Acid is made in-house. So, once the Company achieve the production of J. Acid (only manufacturer in India), it will complete the whole ring of manufacturing of Tobias acid to J. Acid and its derivatives like N. Methyl J. Acid, Phenyl J. Acid & Di. J. Acid.

By doing so, the Company would be in a better position in local market as well as International market by supplying its products in a competitive price and would not face any threat from China.

d. **DIVIDEND:**

Your Directors are pleased to recommend a dividend of Rs. 0.50 per Equity Share of Rs. 5/- each (i.e. 10%) for the year ended March 31, 2018 (previous year Rs. 0.50 per Equity Share). The dividend, if approved by the shareholders, will be paid out of the profits of the Company for the year to all those equity shareholders whose name appears on the Register of Members of the Company as on the record date.

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e. CHANGE IN SHARE CAPITAL:

The Paid-up Share Capital of the Company as on 31st March, 2018 was Rs. 4,56,44,350/- comprising of 91,28,870 Shares of Rs. 5/- each. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the period under review.

f. DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

g. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report as required under the Listing Regulations, which form an integral part of this Report, is set out as separate "Annexure D".

h. FINANCE:

Cash and cash equivalents as at March 31, 2018 was Rs. 3,06,78,524/-. The company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters which were kept under strict check through continuous monitoring.

i. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

j. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. The disclosure of material Related Party Transaction in FORM AOC-2 is given in "Annexure A" to this report.

k. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements.

2. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Smt. Asha Sudhir Mody resigned from the office of Board of director w.e.f. 27th November, 2017. The Board of directors takes on record the invaluable contributions made by Smt. Asha Sudhir Mody, as a Director of the company.

Smt. Meena Sumish Mody was appointed as an Additional Director of the company w.e.f. 27th November, 2017 to hold office up to the date of ensuing Annual General Meeting.

As per the provisions of Companies Act, 2013, Shri. Miten Sudhir Mody, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment.

On recommendation of the Nomination & Remuneration Committee in its meeting held on 24th July, 2018 and approval of the Board of Directors in its meeting held on 24th July, 2018, the board has revised the remuneration payable to Shri. Sumish S. Mody as Managing Director and Shri. Miten S. Mody as Wholetime Director from 1st April, 2018.

The necessary resolutions for the appointment/revision in remuneration are also being placed before the members for their consideration at the forthcoming Annual General Meeting.

• DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the

requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and SEBI Listing Regulations and the relevant rules. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and Rules made there under and are independent of the Management.

- **BOARD EFFECTIVENESS :**

- i. Familiarization Programme For Independent Directors**

Pursuant to requirements of the Listing Regulations, the Company has a familiarization programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents/ reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board constituted Committee Meetings pertaining to business and performance updates of the Company, global business environment, business strategies and risks involved. Directors attend training programmes/conferences on relevant subject matters and keep themselves abreast of the latest corporate, regulatory and industry developments.

The same has been posted on website of the Company viz; www.vividglobalinds.com

- ii. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, 2015, the evaluation of the performance of the Board as well as of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been carried out. The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

- a. BOARD MEETINGS:**

During the year 6 (Six) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

- b. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

c. NOMINATION AND REMUNERATION COMMITTEE:

The details pertaining to the composition of the Nomination and Remuneration Committee are included in the Report on Corporate Governance, which forms part of this Report.

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

The Committee at its meeting held on 24th July, 2018, recommended revision in remuneration payable to Shri. Sumish S. Mody as Managing Director of the Company and Shri. Miten S. Mody as Wholetime Director of the Company and the necessary resolutions for the said revision in remuneration are also being placed before the members for their consideration at the forthcoming Annual General Meeting.

d. AUDIT COMMITTEE:

The details pertaining to the composition of the Audit Committee are included in the Report on Corporate Governance, which forms part of this Report.

During the year under review, there was no instance wherein the Board had not accepted any recommendation of the Audit Committee.

e. VIGILMECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

f. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman of the Company. The Internal Auditor appointed by the Company viz. Smt. Amisha M. Mody, monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. The Board addresses significant issues raised by both the Internal Auditors and Statutory Auditors.

g. BUSINESS RISK MANAGEMENT :

Integrated enterprise risk management framework is in existence under which the common prevailing risks in the Company are identified, the risks so identified are reviewed on periodic basis by the Audit Committee and the management's actions to mitigate the risk exposure in a timely manner are assessed.

A risk management policy under the above said enterprise risk management framework as approved by the Board has been adopted by the Company and being reviewed on yearly basis.

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At present the company has not identified any element of risk which may threaten the existence of the company.

h. REMUNERATION DETAILS PURSUANT TO COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND OTHER APPLICABLE PROVISIONS :

- Information pursuant to Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-
 - i. The percentage of increase in remuneration of each Director, Chief Financial Officer and Company during the financial year 2017-18, ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-18 and the comparison of remuneration of each KMP against the performance of the company are as under:

Sr. No.	Name of the Director/ KMP and designation	Remuneration of the Director/ KMP for the financial year 2017-18	% increase in remuneration in the financial year 2017-18	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of employees
1.	Shri. Sumish S. Mody - Managing Director	13,80,000	76.92	7.5:1	The remuneration of the Directors & KMPs is well within the industry limits and in tandem with the performance of the company
2.	Smt. Asha S. Mody - Director	1,60,000	15.21	0.87:1	
3.	Shri. Miten S Mody - Wholetime Director	8,12,400	12.46	4.42:1	
4.	Smt. Meena Mody - Director	1,88,800	-	1.03:1	
5.	Shri. Sudhir Mody CFO(KMP)	1,56,000	-	0.85:1	
6.	Smt. Nilam P. Bajoria - Company Secretary	1,20,000	-	0.65:1	

- iii. The median remuneration of employees of the Company during the financial year was Rs. 1.84 Lakhs;
- iv. In the financial year, there was no change in the median remuneration of employees;
- v. There were 55 permanent employees on the rolls of Company as on 31st March, 2018;
- vi. Relationship between average increase/ decrease in remuneration and company performance:
The Profit before Tax for the financial year ended 31st March, 2018 stood at Rs. 3,88,95,014.69 from the profit of Rs. 2,41,07,553.55 posted in the same period last year. There was no change in the median remuneration. The average increase in median remuneration was in line with the performance of the Company.
- vii. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
The total remuneration of Key Managerial Personnel was Rs. 25,41,200/- for the FY 2017-18 as compared to Rs. 17,10,720/- for the FY 2016-17. Whereas profit before tax stood at Rs. 3,88,95,014.69 in FY 2017-18 from profit of Rs. 2,41,07,553.55 posted in the same period last year.

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- viii. a) Variations in the market capitalization of the Company: The market capitalization as on 31st March, 2018 was Rs. 4244.92 Lakhs (Rs. 3581.23 Lakhs as on 31st March, 2017).
- b) Earnings ratio of the Company was 15.71 as at 31st March, 2018 and was 19.81 as at 31st March, 2017.
- ix. No increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18.
- x. The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy of the Company.
- xi. During the year ended 31st March, 2018, there was no employee, who is not a Director of the Company and received remuneration in excess of highest paid Director of the Company.
- xii. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.
 - Information pursuant to Rule 5(2) and (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:- There was no employee, who is paid in excess of the limit as specified in the rule.

4. **AUDITORS AND REPORTS**

The matters related to Auditors and their Reports are as under:

a. **OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018:**

There are no qualifications, reservation or adverse remark or disclaimer made by statutory auditor in his report. The observations made by the Statutory Auditors in their report for the financial year ended 31st March, 2018 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. **SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH, 2018:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Pankaj & Associates, a firm of Company Secretaries in practice, to undertake the Secretarial Audit of the Company. The Secretarial Audit report of the Company for the financial year ended 31st March, 2018 in the prescribed Form MR-3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "Annexure B".

c. **STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/S. Saamil J. Kapadia & Co., Mumbai, , Chartered Accountants (Firm Reg. No. 135970W), the auditors of the Company who were appointed by the Shareholders at the 30th Annual General Meeting of the Company held on 27th September, 2017 for a period of 5 years i.e. upto conclusion of 35th Annual General Meeting of the Company subject to ratification by Shareholders at every Annual General Meeting as per the provisions of the Companies Act, 2013 ['Act'] Pursuant to the Act, Members are requested to consider ratification of their appointment and authorize the Board of Directors including Audit Committee thereof to fix their remuneration for the FY 2018-19.

In this regard, the Company has received a Certificate from the Auditors to the effect that their appointment as Auditors continues to be in accordance with the provisions of the Act.

d. **INTERNAL AUDIT:**

Smt. Amisha M. Mody, Internal Auditor of the Company has carried out audit on various expense heads

of the Company and site and inventory management. The findings of the Internal Auditors are discussed on an on-going basis in the meetings of the Audit Committee and corrective actions are taken as per the directions of the Audit Committee.

5. **OTHER DISCLOSURES**

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. **EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March 2018 made under the provisions of Section 92(3) of the Act is attached as "Annexure C" which forms part of this Report.

b. **CONSERVATION OF ENERGY:**

- i. Though the Company's manufacturing operations do not involve substantial energy consumption, the Company has taken adequate steps to improve energy utilization wherever possible.
- ii. Additional investments and proposals for reduction of consumption of energy- No additional investments made during the year.
- iii. Impact of the above measures: Nil
- iv. Total energy consumption and energy consumption per unit of production: "FORM – A" Not Applicable.

c. **TECHNICAL ABSORPTION, ADAPTION AND INNOVATION:**

- i. The Company is having in-house R&D facilities for all its products and doing continuous research for its improvement.
- ii. The Company is examining possibilities of new technology to improve the quality and yield of the products development by in-house technical personnel.
- iii. Imported Technology: No technology was imported by the Company during the year under review.

d. **INDUSTRIAL RELATIONS:**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

e. **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

- i. Activities relating to export, initiative taken to increase exports, development of new export markets for products and services. During the current year, the Company has exported its products to Far East Countries. Efforts are being made to develop new markets and the Company expects substantial increase in exports during the current year.
- ii. Total Foreign Exchange.
 - Outgo - Rs.18,26,40,754/-
 - Earned - Rs.14,09,55,054/-

f. **CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of business of the Company.

g. **THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

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There are no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

h. MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year 31 March, 2018 to which the financial statements relates and the date of signing of this report.

i. CORPORATE GOVERNANCE:

The Corporate Governance, which form an integral part of this Report, are set out as separate Annexure E, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Listing Regulations.

j. PREVENTION OF SEXUAL HARASSMENT ATWORK PLACE:

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there under, your Company has adopted a policy for prevention of sexual harassment at work place and has constituted an Internal Complaints Committee. During the year, the Company has not received any complaints on sexual harassment under the said Act.

k. REPORTING OF FRAUD:

The Auditors of the Company have not reported any fraud as specified under the second provision of Section 143(12) of the Act.

l. HUMAN RESOURCES (HR):

The Company's HR policies and procedures are designed to recruit and retain the best talent to support the operations of your Company and to align the interests of all employees with the long term organizational goals.

6. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Details relating to deposits covered under Chapter V of the Act.
- b. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c. Issue of sweat equity shares to employees of the Company under any scheme.
- d. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- e. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- f. No revision of Financial Statements has been done during the year under review.

7. LISTING OF SHARES

Your Company's shares are listed on the Bombay Stock Exchange Limited. Listing fees of BSE Limited has been paid within the stipulated time period.

8. ACKNOWLEDGEMENTS AND APPRECIATION:

The Board of Directors wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by all the employees. Your Director take this opportunity to express their grateful appreciation for the encouragement, co-operation and support received by the Company from the local

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authorities, bankers, customers, suppliers and business associates. The Directors are thankful to the esteemed shareholders for their continued support and the confidence reposed in the Company and its management.

REGISTERED OFFICE

D-21/1 M.I.D.C., Tarapur,
Via Boisar, Dist. Palghar ,
Maharashtra – 401506

Dated: 24.07.2018

For and on behalf of the Board

Sd/-

**MITEN SUDHIR MODY
WHOLETEIME DIRECTOR
DIN: 02422219**

Sd/-

**SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652**

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ANNEXURE-A Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship:

1. Vivid Intermediates Pvt. Ltd. - Associate Company
2. Sumichem Corporation- Partnership Firm (Enterprises over which Key Management Persons have significant influence)
3. Vivid Chemical- Partnership Firm (Enterprises over which Key Management Persons have significant influence)

(b) Nature of transactions: Salaries, Rent, Labour supplied, Reimbursement of expenses & Professional Fees Paid

(c) Duration of the transactions: April 17- March 18

(d) Salient terms of the transactions including the value, if any: Salaries, Rent Paid, Labour supplied, Reimbursement of expenses, Professional fees paid etc. at arm's length basis. (for details of transactions during the year refer Note No. II (7) of Financial Statement)

(e) Date(s) of approval by the Board, if any: 26/05/2017

(f) Amount paid as advances, if any: NIL

For and on behalf of the Board of Directors

**Place: Mumbai
Date: 24.07.2018**

**Sd/-
MITEN SUDHIR MODY
WHOLETEIME DIRECTOR
DIN: 02422219**

**Sd/-
SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652**

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ANNEXURE-B

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2018

To,
The Members,
Vivid Global Industries Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vivid Global Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Vivid Global Industries Limited's books, papers, minutes book, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes book, forms and returns filed and other records maintained by Vivid Global Industries Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under. There was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, **(No instances for compliance requirements during the year);**
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(No instances for compliance requirements during the year);**
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, **(No instances for compliance requirements during the year);**and

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- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, **(No instances for compliance requirements during the year);**

We have also examined compliance with the applicable clauses of the Listing Obligations entered into by the Company with Bombay Stock Exchange (BSE Limited);

- 6) Other laws applicable specifically to the Company
 - a) Factory Act, 1948;
 - b) The Export and Import Policy of India;
 - c) Hazardous Waste (Management and Handling) Rules, 1989 amended 2000 and 2003;
 - d) Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 amended 2000;
 - e) Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996;
 - f) Public Liability Insurance Act, 1991 amended 1992 and Rules;
 - g) The Gas Cylinder Rules, 2004;
 - h) The Static and Mobile Pressure Vessels (Unfired) Rules, 1981;
 - i) The Merchant Shipping Act, 1958 and amendments;
 - j) Labour Laws and other incidental Laws related to the employees appointed by the Company either on its payroll or on the contractual basis as related to the Wages, Provident Fund, Gratuity, ESIC, Compensation etc;
 - k) Foreign Exchange Management Act, 1999 / Foreign Direct Investment Policy;
 - l) Consumer Protection Act, 1986;
 - m) Acts Specified under the Direct and the Indirect tax;
 - n) Acts prescribed under the Environmental Protection, 15 Acts prescribed under the prevention and control of the pollution;
 - o) General Clauses Act, 1897.

We have relied on the representation made by the Company and its officers for the system and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in **Annexure II**.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We also report that as regards to the provisions of notices of board meeting, sending of agenda papers, holding of board meetings as laid down in the Act, are concerned, they are not strictly and properly followed by the company.

Majority decisions are carried through, while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no major specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

SD/-

Pankaj S. Desai

Practicing Company Secretary:

ACS No.: 3398

C. P. No.: 4098

Place: Mumbai

Date: 24.07.2018

This report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this report.

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Annexure I (Integral part of Secretarial Audit Report)

To,
The Members,
Vivid Global Industries Limited,

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as it was appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

SD/-

Pankaj S. Desai

Practicing Company Secretary:

ACS No.: 3398

C. P. No.: 4098

Place: Mumbai

Date: 24.07.2018

Annexure II

Other General Laws Applicable

- 1) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- 2) Professional Tax Act, 1975 and Rules
- 3) Payment of Gratuity Act, 1972
- 4) Contract Labour (R&A) Act, 1970
- 5) Employees State Insurance Act, 1948
- 6) Equal Remuneration Act, 1976
- 7) Minimum Wages Act, 1948
- 8) Payment of Bonus Act, 1965
- 9) Shop and Establishment Act, 1948
- 10) Income Tax Act, 1961
- 11) Central Excise Act, 1944

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ANNEXURE-C

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN:	L24100MH1987PLC043911
ii	Registration Date:	26/09/1987
iii	Name of the Company:	VIVID GLOBAL INDUSTRIES LIMITED
iv	Category/Sub-category of the Company :	Company limited by shares/ Indian Non-Government Company
v	Address of the Registered office:	D-21/1, MIDC Tarapur, VIA Boisar, Palghar - 401506, Maharashtra
vi	Telephone:	02525-271483
vii	Email Address:	jessy.m@vividglobalinds.com
viii	Website :	http://www.vividglobalinds.com
	Whether listed company:	YES
	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic (India) Pvt. Ltd: Unit No.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072; Tele: 2851 5606/ 5644/ 6338; Web: http://www.sharexindia. com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	N Methyl J Acid	201	43.82
2	Phenyl J Acid	201	21.3
3	Sulpho Tobias Acid	201	11.81

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Vivid Intermediates Private limited	U24110MH1973PTC016578	ASSOCIATE	6.23	2(6)

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IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) CATEGORY-WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2017				No. of Shares held at the end of the year i.e. 31.03.2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3992422	0	3992422	43.73	3910958	0	3910958	42.84	-0.89
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	588568	0	588568	6.45	588568	0	588568	6.45	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL:(A) (1)	4580990	0	4580990	50.18	4499526	0	4499526	49.29	-0.89
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any othe	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	4580990	0	4580990	50.18	4499526	0.00	4499526	49.29	-0.89
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00

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i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Bodies corporates									
i) Indian	173803	34800	208603	2.29	106677	34800	141477	1.55	-0.74
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	1757701	1156240	2913941	31.92	2414483	1133040	3547523	38.86	6.94
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	1052482	60800	1113282	12.20	607505	0	607505	6.65	-5.55
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
i) Non Resident Individuals	184384.00	58400.00	242784.00	2.66	146207.00	58400.00	204607.00	2.25	-0.41
ii) HUF	0	0	0	0.00	90532.00	0	90532.00	0.99	0.99
iii) Clearing Member	69270	0	69270	0.76	37700.00	0	37700.00	0.41	-0.35
SUB TOTAL (B)(2):	3237640	1310240	4547880	49.82	3403104	1226240	4629344	50.71	0.89
Total Public Shareholding (B)= (B)(1)+(B)(2)	3237640	1310240	4547880	49.82	3403104	4629344	4629344	50.71	0.89
C. Shares held by Custodian for GDRs & ADRs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Grand Total (A+B+C)	7818630	1310240	9128870	100	7902630	1226240	9128870	100	

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year i.e. 01.04.2017			Shareholding at the end of the year i.e. 31.03.2018			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	SUMISH S MODY	971660	10.64	0	986660	10.81	0	0.17
2	MEENA SUMISH MODY	803178	8.80	0	805178	8.82	0	0.02
3	ASHA SUDHIR MODY	746004	8.17	0	746004	8.17	0	0
4	VIVID INTERMEDIATES PVT LTD	568568	6.23	0	568568	6.23	0	0
5	AMISHA MITEN MODY	565860	6.20	0	531396	5.82	0	-0.38
6	MITEN MODY	525320	5.75	0	520320	5.7	0	-0.05
7	SUDHIR M MODY HUF	270200	2.96	0	270200	2.96	0	0

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8	ANSUYA PANKAJ MODY	57800	0.63	0	13800	0.15	0	-0.48
9	SHLOKEE BUILDERS AND DEVELOPERS PVT LTD	20000	0.22	0	20000	0.22	0	0
10	RUPALI A MODI	15000	0.16	0	0	0	0	-0.16
11	PANKAJ MULJIBHAI MODY	18800	0.21	0	18800	0.21	0	0
12	PRATIMA D MODI	13600	0.15	0	13600	0.15	0	0
13	DEEPAK	5000	0.05	0	5000	0.05	0	0
	Total	4580990	50.18	0	4499526	49.29	0	-0.89

(iii) CHANGE IN PROMOTERS' SHAREHOLDING-

Sl. No.	Name of Promoter & Particulars	Shareholding at the Beginning of the Year i.e. 01.04.2017			Shareholding at the end of the Year i.e. 31.03.2018			
		No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1)	SUMISH S MODY	971660	10.64	30-06-2017				
				20-09-2017	15000	Buy	986660	10.81
	Closing Balance			31-03-2018			986660	10.81
2)	MEENA SUMISH MODY	803178	8.8	31-12-2017				
				23-02-2018	2000	Buy	805178	8.82
	Closing Balance			31-03-2018			805178	8.82
3)	AMISHA MITEN MODY	565860	6.2	30-06-2017				
				20-09-2017	10000	Sell	555860	6.09
				21-10-2017	14464	Sell	541396	5.93
				21-11-2017	10000	Sell	531396	5.82
	Closing Balance			31-03-2018			531396	5.82
4)	MITEN MODY	525320	5.75	30-06-2017				
				20-09-2017	5000	Sell	520320	5.7
				31-03-2018			520320	5.7
5)	ANSUYA PANKAJ MODY	57800	0.63	31-12-2017				
				09-01-2018	44000	Sell	13800	0.15
	Closing Balance			31-03-2018			13800	0.15
6)	RUPALI A MODI	15000	0.16	30-06-2017				
				28-08-2017	10000	Sell	5000	0.05
				02-01-2018	5000	Sell	0	0.00
	Closing Balance			31-03-2018			0	0.00

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No		Shareholding at the beginning of the year i.e. 01.04.2017		Change in Shareholdings (No. of Shares)		Shareholding at the end of the year i.e. 31.03.2018	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	DEEPAK NAGJI PATEL	171474	1.88	0	0	171474	1.88
2	CHARU VIJAY SURA	180139	1.97	0	12793	167346	1.83
3	ADITI ASHISH TRIVEDI	100000	1.1	5918	0	105918	1.16
4	MAHESHKUMAR RAMDAS KANKAREJ	95000	1.04	0	0	95000	1.04
5	N B VIJAYA KUMAR	0	0	79645	0	79645	0.87
6	SEAHORSE INDIA PRIVATE LIMITED	62400	0.68	0	0	62400	0.68
7	HEMANT ISHWARLAL MODI HUF	0	0	51451	0	51451	0.56
8	PARESH CHANDRKUMAR CHOKSHI	49519	0.54	1335	0	50854	0.56
9	HEMLATA SOLANKI	15158	0.17	31162	0	46320	0.51
10	SURENDRA KUMAR TULSIAN	38020	0.42	0	0	38020	0.42
	Total	711710	7.8	169511	12793	868428	9.51

(v). Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1)	SUMISH S MODY				
	At the beginning of the year i.e. 01.04.2017	971660	10.64	971660	10.64
	Increase in Shareholding due to purchase of Shares on 20-09-2017	15000	0.16	15000	0.16
	At the end of the year i.e. 31.03.2018	986660	10.8	986660	10.8
2)	ASHA S MODY (Resigned on 27-11-2017)				
	At the beginning of the year i.e. 01.04.2017	746004	8.17	746004	8.17
	Increase/Decrease in Shareholding	N.A.		N.A.	

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	At the end of the year i.e. 31.03.2017	746004	8.17	746004	8.17
3)	MITEN MODY				
	At the beginning of the year i.e. 01.04.2017	525320	5.75	525320	5.75
	Decrease in Shareholding due to sale of Shares on 20-09-2017	5000	0.05	5000	0.05
	At the end of the year i.e. 31.03.2017	520320	5.70	520320	5.70
4)	MEENA SUMISH MODY (Appointed on 27-11-2017)				
	At the beginning of the year i.e. 01.04.2017	803178	8.8	803178	8.8
	Increase in Shareholding due to purchase of Shares on 23-02-2018	2000	0.02	2000	0.02
	At the end of the year i.e. 31.03.2018	805178	8.82	805178	8.82

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	17029358	0	0	17029358
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	17029358	0	0	17029358
Change in Indebtedness during the financial year				
Additions	4058277	0	0	4058277
Reduction	977935	0	0	977935
Net Change	3080342	0	0	3080342
Indebtedness at the end of the financial year				
i) Principal Amount	20109700	0	0	20109700
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	20109700	0	0	20109700

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VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the WTD	Managing Director	Total Amount
1	Gross salary	MR. MITEN SUDHIR MODY	MR. SUMISH SUDHIR MODY	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	812400	1,380,000	2192400
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit others, specify	0	0	0
5	Others, please specify	0	0	0
	Total (A)	812400	1,380,000	2192400

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Other Executive Directors	MRS. ASHA SUDHIR MODY (Resigned on 27-11-2017)	MRS. MEENA MODY (Appointed as an Additional Director w.e.f. 27-11-2017)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	160000	188800	348800
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
	Stock option			
	Sweat Equity	0	0	0
	Commission as % of profit others, specify	0	0	0
	Others, please specify	0	0	0
	Total (1)	160000	188800	348800

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2	Independent Directors/Non Executive Directors	MR. DHARMESH DHIRENDRA CHOKSI	MRS. ALKA PAREKH HIMANSHU	Total
		Independent Non-Executive Directors	Independent Non-Executive Directors	
	"(a) Fee for attending board / committee meetings"	25000	30000	55000
	(b) Commission	0	0	0
	(c) Others, please specify.	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	0	0	0
	Total Managerial Remuneration	25000	30000	55000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross Salary	MR. SUDHIR MULJIBHAI MODY	MRS.NILAM PRADEEP BAJORIA	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	156000	120000	276000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	156000	120000	276000

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VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
B. DIRECTORS					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
C. OTHER OFFICERS IN DEFAULT					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

ANNEXURE-D

MANAGEMENT DISCUSSION AND ANALYSIS:

A. Industry Structure and Development

The Company is engaged in the business of production of dye intermediates particularly in N-Methyl J. Acid, derivatives of J. Acid, Tobias Acid, Tobias Acid purified Grade & Sulpho Tobias Acid. Further the Company undertakes job work of various dye industries. The main raw material J. Acid is imported from China.

B. Opportunities and Threats

The Company is finding a good market for its range of products and exporting to twenty countries of the World.

C. Segment-wise Performance

The Company has only one business segment viz dye intermediates and dyes and hence product-wise performance is not provided.

D. Outlook

The future outlook of the Company looks very promising in the next 3-4 years and the reasons are as follows:

1. The Company has already started manufacturing of Tobias Acid, which is the only manufacturer in India and Sulpho Tobias Acid in their Boisar Plant.
2. The Company plans to start J. Acid production from the Financial Year 2019. By starting the production of J Acid we will be the only one manufacturer of this product in India since J. Acid is also our main raw material of manufacturing its derivatives which are manufactured in our Vapi Plant. So by achieving the above our company will increase the turnover as well as the profitability.
3. In last few months, in China, most of the plants are closed down due to the strict Pollution Control and in future China will not be able to produce in volumes which they were used to manufacture few months back.
4. China Government also in terms of Environment control is going to be very strict and most of the plants which are manufacturing Intermediates, their production capacity has drop down to 45% to 50% because the manufacturing companies will have to do Pollution treatment and now the China Companies will have to add additional cost of pollution treatment in their pricing. So, they will not be able to dominate the market by selling at lower price, that in turn will put our company in a better position to compete in international market.

E. Risk and Concerns

Since the Company will be manufacturing J. Acid in the year 2019, the Company will not be facing any risk from Chinese market.

F. Internal Control Systems and their Adequacy

The Company has satisfactory internal control system, the adequacy of which has been mentioned in the Auditors' Report.

G. Human Resources

In the field of Human Resources, the Company has developed speedily water/air/land pollution control departments and hired qualified people for the same.

ANNEXURE - E

REPORT ON CORPORATE GOVERNANCE

In accordance with the Listing Agreements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations') with BSE the report containing the details of the corporate governance systems and processes at Vivid Global Industries Limited is as follows:

1. **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy of Corporate Governance is aimed at strengthening the confidence among shareholders, customers, employees and ensuring a long term relationship of trust by maintaining transparency and disclosures. The Company is aiming at efficient conduct of the business in meeting its obligations to the shareholders.

The Company has adopted a Code of Conduct as required under Listing Regulations with the Stock Exchanges. The Directors have confirmed compliance with the code of conduct for the year ended 31st March, 2018.

The relevant standards of Corporate Governance have been fully complied by the Company.

2. **BOARD OF DIRECTORS:**

a. **Composition and size of the Board:**

The present strength of the Board is 5 (Five). The Board comprises of 1 (One) Managing Director, 1 (One) Executive Director and 2 (Two) Independent Directors.

The size and composition of the Board confirms with the requirements of Corporate Governance under the Listing Regulations and applicable laws. The Independent Non Executive Directors of the Company do not have any other material or pecuniary relationship or transaction with the Company, its promoters, its management or its subsidiaries, which in the judgment of the Board may affect independence of judgments of the Directors. Non-Executive Directors are not paid any remuneration.

The particulars of Directors, Category, Shares held, their attendance at the Board Meetings and Annual General Meeting, other Directorships and Memberships / Chairmanships in committees of other Companies as on 31st March, 2018 are as under:

Directors	Category	Shares Held	Attendance Particular		No. of other Directorship and Committee Membership/ Chairmanship held		
			Board Meeting	Last AGM	Director ships**	Committee Member-ships***	Committee Chairman-ship
Shri. Sumish S. Mody	MD	986660	6	Yes	3	1	-
Smt. Asha S. Mody (Resigned on 27.11.2017)	ED	746004	4	Yes	2	1	-
Shri. Miten S. Mody	WTD	520320	6	Yes	3	1	-
Shri. DharmeshD. Choksi	NED	Nil	6	Yes	3	3	3

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Directors	Category	Shares Held	Attendance Particular		No. of other Directorship and Committee Membership/ Chairmanship held		
			Board Meeting	Last AGM	Director ships**	Committee Member-ships***	Committee Chairmanship
Smt. Alka H. Parekh	NED	Nil	6	No	1	3	-
Smt. Meena Sumish Mody (Appointed on 27.11.2017)	NED	805178	2	Yes	1	1	-

**Including Directorships in Vivid Global Industries Limited

***Committees considered are Stakeholders Relationship Committee, Audit committee, Nomination and Remuneration Committee in Vivid Global Industries Limited

C: Chairman; MD: Managing Director; WTD: Whole Time Director; NED: Non – Executive Director; Directors who are Chairperson of the Committee have been included in list of members as well.

The Board periodically reviews compliance reports of all laws applicable to the company as well as steps taken by the Company to rectify instances of non compliances, if any.

None of the Directors are Director in more than 20 Companies and member of more than 10 Committees or acts as a Chairman of more than 5 Committees. None of the Independent Directors serves as an Independent Director in more than seven listed companies.

b. Board Meetings, AGM and Attendance of Directors:

The Company's Board of Directors plays primary role in ensuring good governance functioning of the Company. The Board meets at least once in a quarter to consider amongst other business, the performance of the Company and financial results.

During the year ended 31st March, 2018 the Board met 6 times. The Board Meetings were held on 26.05.2017, 28.07.2017, 14.08.2017, 14.11.2017, 27.11.2017 and 01.02.2018. The Annual General Meeting for the financial year 2016-17 was held on 27th September, 2017.

3. BOARD COMMITTEES:

To enable better and more focused attention on the affairs of the Company, the Board delegates specific matters to Committees of the Board set up for the purpose. The Committees prepare the groundwork for decision making and report at the subsequent meeting of the Board of Directors.

Currently, the Board has three Committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee. The Board is responsible for the constitution, co-opting and fixing the terms of reference for the said Committees.

a. AUDIT COMMITTEE:

Terms of Reference, Composition:

The term of reference of this committee covers the matters specified for Audit Committee under Regulation 18 of the Listing Regulations. The Chairman of Audit Committee is Shri. Dharmesh Choksi, Independent director of the Company.

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The terms of reference of the Audit Committee include:

- i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the company with related parties;
- ix. Scrutiny of Inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit

as well as post-audit discussion to ascertain any area of concern;

xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii. To review the functioning of the Whistle Blower mechanism;

xix. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

- Details of Composition of the Committee

The Composition of Audit Committee and attendance at its meetings is given hereunder:

Sr. No.	Name of the Member	Position
1.	Shri. Dharmesh D. Choksi	Chairman
2.	Smt. Alka Himanshu Parekh	Member
3.	Shri. Sumish Sudhir Mody	Member

- Details of Committee Meetings and Attendance

During the Financial Year 2017-18, 4 (Four) meetings of the Audit Committee were held i.e. on 26.05.2017, 14.08.2017, 14.11.2017 and 01.02.2018.

The table hereunder gives the attendance record of the Audit Committee members.

Name of the Members	Number of Meetings Convened	Number of Meetings Attended
Shri. Dharmesh D. Choksi	4	4
Smt. Alka Himanshu Parekh	4	4
Shri. Sumish Sudhir Mody	4	4

Managing Director, Chief Financial Officer, Internal Auditors and Statutory Auditors were invitees to the meeting.

b. NOMINATION AND REMUNERATION COMMITTEE:

The Broad terms of reference of the Nomination & Remuneration Committee is to ensure that the remuneration practices of the Company in respect of the Senior Executives including the Whole time Directors are competitive keeping in view prevalent compensation packages so as to recruit and retain suitable individual(s) in such capacity.

The Listing Regulations provide that a Company may appoint a Committee for recommending managerial remuneration payable to the Directors and KMPs which is approved by the Board of Directors and where necessary further approved by the shareholders through ordinary or special resolution as applicable. The Company has setup a remuneration committee for the said purpose. The main function of the Committee is to determine the remuneration payable to the Directors and KMP. The remuneration committee has met once during the year.

i. Terms of Reference:

- Formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel, and other personnel.
- Identifying and assessing potential individuals with reference to their expertise, skills, qualifications, attributes and personal and professional standing for appointment / reappointment as Directors/Key managerial Personnel in the Company.

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- Support the Board of Directors for formulating policies for evaluation of performance of directors.
- Recommend compensation payable to the Executive Directors, Directors and Senior Managerial Personnel.

ii. Appointment and Remuneration Policy:

The Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Key Managerial Personnel and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non Executive Directors:

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its functions and duties effectively.

The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

iii. Composition of the Committee:

The Nomination & Remuneration Committee comprised of the following members as on 31st March, 2018.

Sr. No.	Name of the Member	Position
1.	Shri. Dharmesh D. Choksi	Chairman
2.	Smt. Alka Himanshu Parekh	Member
3.	Shri. Miten Sudhir Mody	Member

iv. Nomination Remuneration Policy:

Details of Remuneration paid to Directors and Key Managerial Personnel of the Company are as follows:

The remuneration of the Whole time Directors is recommended by the remuneration committee based on factors such as industry benchmarks, the Company's performance etc. Shri. Sumish Sudhir Mody, Managing Director of the Company, draws remuneration of Rs. 13,80,000/- during the year. Other than above, Shri. Miten Sudhir Mody draws remuneration of Rs. 8,12,400/-, Smt. Asha Sudhir Mody draws remuneration of Rs. 1,60,000/-, Shri. Sudhir Muljibhai Mody draws remuneration of Rs. 1,56,000/- and Smt. Meena Mody draws remuneration of Rs. 1,88,800/-.

Non Executive Directors:

The Company currently does not pay any compensation to Non-Executive Directors.

c. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

i. **Scope of the Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee specifically looks into shareholders' complaints, if any and to redress the same expeditiously. The Committee deals with various matters like share transfers, transmissions, issue of duplicate share certificates, approve the remat requests, request for consolidation of shares as and when received, and to generally deal with all investors related matters and redress the grievances of investors if any.

ii. **Composition of the Committee:**

Stakeholders' Relationship Committee consists of three Directors out of which, one Director is Executive Director and two Directors are Non-Executive Independent Director.

The Stakeholders' Relationship Committee comprised of the following members as on 31 March, 2018:

Sr. No.	Name of the Member	Position
1.	Shri. Dharmesh D. Choksi	Chairman
2.	Smt. Alka Himanshu Parekh	Member
3.	Smt. Meena Sumish Mody	Member

Shri. Sudhir Mody is the Compliance Officer of the Company.

There are no complaints that have remained un-redressed. The brief terms of reference of Stakeholders Relationship Committee are as under:

- To oversee the share transfer process.
- To monitor the redressal of stakeholders' grievances.
- To consider and approve issue of share certificates on requests for duplicate certificates, consolidation of folios etc.
- To do all such acts, deeds, matters and things as may be necessary or expedient for performing any of the above acts.

d. **Meeting of Independent Directors**

During the year under review, the Independent Directors of the Company met on 21.03.2018 interalia, to discuss:

- Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- Evaluation of performance of the Chairman of the Company, taking into views of Executive and Non Executive Directors.

4. **DETAILS OF GENERAL BODY MEETINGS:**

i **Annual General Meeting (AGM):**

Financial Year	Day and Date	Time
2016-2017	Wednesday, 27/09/2017	11.00 a.m.
2015-2016	Thursday, 29/09/2016	11.00 a.m.
2014-2015	Wednesday, 30/09/2015	11.00 a.m.

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5. LOCATION:

The 28th Annual General Meeting were held at the Company's Registered Office at D-21/1, M.I.D.C., Tarapur, Via Boisar, Dist. Palghar – 401506, Maharashtra, the 29th and the 30th Annual General Meeting was held at Banquet Hall of Hotel Sarovar Residency, P-180-Tarapur MIDC Area, Near Hotel Sarovar, Chitralaya, Boisar (W), Dist. Palghar – 401506, Maharashtra.

6. MEANS OF COMMUNICATION:

- i. The financial results of the Company are published in widely circulating National dailies such as Business Standard and Lakshadweep. These are not sent individually to the shareholder.
- ii. The Company's results or official news are displayed on the Company's website. There were no presentations made to the institutional investors or to the analysts.
- iii. The Management Discussion and Analysis Report forms a part of this Annual Report.

7. OTHER DISCLOSURES:

- i. There are no related party transactions made by the Company with its promoters, Directors or Management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is regularly placed before the Board for its approval. The transactions with the related parties are disclosed in the notes to accounts in the Annual Report.
- ii. During the last three years, there were no strictures or penalties imposed either by Securities and Exchange Board of India. The Company's shares are regularly traded on the BSE.
- iii. Code of Conduct:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.vividglobalinds.com

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

- iv. CEO / CFO Certification:

As required under Regulation 17 of Listing Regulations, the Managing Director and CFO of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and matters related to internal control etc. in the prescribed format for the year ended 31st March, 2018.

- v. Prevention Of Insider Trading:

The Company has adopted a Policy for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Rules requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Policy. The Board of Directors and the designated employees have confirmed compliance with the Policy.

VIVID GLOBAL INDUSTRIES LIMITED

The same has been posted on website of the Company viz; www.vividglobalinds.com

8. General Shareholder Information:

a. AGM Day, Date, Time, Venue :	Thursday, 27th September, 2018 at 11.00 a.m. at Banquet Hall of Hotel Sarovar Residency, P-180-Tarapur MIDC Area, Near Hotel Sarovar, Chitralaya, Boisar (W), Dist. Palghar – 401506, Maharashtra.
b. Financial Calendar :	01.04.2017 to 31.03.2018
c. Unaudited Financial Results :	1st Quarter - 14.08.2017
	2nd Quarter - 14.11.2017
	3rd Quarter - 01.02.2018
	4th Quarter - 23.05.2018 (Audited)
d. Book Closure Period :	20.09.2018 to 27.09.2018
e. Dividend Payment Date :	The Dividends will be paid within 30 days from the date of AGM.

- f. The Shares of the Company are traded frequently on the Stock Exchange. High, Low, Market Price of Vivid Global Industries Limited on the Stock Exchange, Mumbai during each month between April, 2017 to March, 2018 (face value Rs. 5/- per share) are as under:**

Month	High (Rs.)	Low (Rs.)	BSE INDEX High	BSE INDEX Low
April, 2017	45.95	37.00	30184.22	29241.48
May, 2017	45.4	38.1	31255.28	29804.12
June, 2017	44.8	35.15	31522.87	30680.66
July, 2017	44	36.3	32672.66	31017.11
August, 2017	43.95	34.55	32686.48	31128.02
September, 2017	48	37.6	32524.11	31081.83
October, 2017	50	42.25	33340.17	31440.48
November, 2017	67.2	43.15	33865.95	32683.59
December, 2017	61.85	53.2	34137.97	32565.16
January, 2018	70	52.3	36443.98	33703.37
February, 2018	63	40.35	36256.83	33482.81
March, 2018	50.8	44	34278.63	32483.84

g. Listing on Stock Exchange at:

The Equity Shares of the Company are listed at the following Stock Exchanges:

The Stock Exchange, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.

The Ahmedabad Stock Exchange, Opp. Sahajanand College, Panjarapole, Ahmedabad-380015.

h. Stock/ Company/ Security/ Common Code:

The Stock Exchange, Mumbai

BSE Code: 524576

i. Registrar and Transfer Agents:

In Compliance with the SEBI Directive for all listed companies to have a common agency to handle

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physical and electronic share registry work, the Company has appointed Sharex Dynamic (India) Pvt. Ltd. as the Registrar and Transfer Agent. Accordingly all documents, transfer deeds, Demat requests and other communications in relation thereto should be addressed to the R & T at its offices at Unit No. 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072.

Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respect.

j. Distribution of Shareholding as on 31st March, 2018

Distribution of Shares	Number of Shareholders	% to total no.	Number of Shares	% to total
Up to 100	601	14.82	29730	0.33
101 To 200	1130	27.87	220378	2.41
201 To 500	1089	26.86	432547	4.74
501 To 1000	630	15.54	505741	5.54
1001 To 5000	464	11.44	996185	10.91
5001 To 10000	62	1.53	476256	5.22
10001 To 100000	70	1.73	1700887	18.63
100001 To Above	9	0.22	4767146	52.22
Total	4055	100.00	9128870	100.00

k. Shareholding Pattern of the Company as on 31st March, 2018

Sr. No.	Holders	Physical Forms	Electronic Form	Total No. of Shares	% of total
1.	Promoter & Promoter Group	0	4499526	4499526	49.29
2.	Public	1226240	3403104	4629344	50.71
	TOTAL	1226240	7902630	9128870	100

l. Dematerialization of Shares & Liquidity

86.57% of the Company's share capital is dematerialized as on 31st March, 2018. The Company's shares are regularly traded on the BSE.

Address for Correspondence:

Vivid Global Industries Limited
C/o. Sumichem Corporation,
1-D, Dhannur Building,
Sir P. M. Road, Fort,
Mumbai – 400001

Place: Mumbai

Date: 24.07.2018

For and On behalf of the Board of Directors

Sd/- MITEN SUDHIR MODY WHOLETIME DIRECTOR DIN: 02422219	Sd/- SUMISH S. MODY MANAGING DIRECTOR DIN: 00318652
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CERTIFICATE OF CHIEF FINANCIAL OFFICER ON CORPORATE GOVERNANCE

The Board of Directors
M/s. Vivid Global Industries Limited

We have reviewed the financial statements and the cash flow statement of Vivid Global Industries Limited for the financial year 2017-18 and certify that:

These statements to the best of our knowledge and belief:

Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading.

Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.

We have also indicated to the Auditors and the Audit Committee:

Significant changes in Internal Controls with respect to financial reporting during the year. Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.

To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

FOR VIVID GLOBAL INDUSTRIES LIMITED

SUDHIR MULJIBHAI MODY
CHIEF FINANCIAL OFFICER

Place: Mumbai
Date: 24.07.2018

Independent Auditor's Report

To the Members of
M/s VIVID GLOBAL INDUSTRIES LIMITED

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of M/s VIVID GLOBAL INDUSTRIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

In conducting our audit, We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and

give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit, total comprehensive income, its cash Flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act we report, to the extent applicable that :
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive income, the Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Saumil J. Kapadia & Co.
(Chartered Accountants)
Firm Reg. No. 135970W

Place: Mumbai
Dated: 18th May, 2018.

(Saumil Kapadia)
Membership No.: 144873

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s VIVID GLOBAL INDUSTRIES LIMITED (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the

company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**For Saumil J. Kapadia & Co.
(Chartered Accountants)
Firm Reg. No. 135970W**

Place: Mumbai
Dated: 18th May, 2018

**(Saumil Kapadia)
Membership No.: 144873**

“Annexure B” to the Independent Auditors’ Report

(Referred to in paragraph 2 under ‘Report on Other Legal & Regulatory Requirements’ section of our report of even date)

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a program of verification of Fixed assets to cover all the items in a phased manner over have been physically verified by the management in a phased manner, designed to cover all the item over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deeds, transfer deeds, mutation of title papers, property tax papers and conveyance deeds provided to us, we report that the title deeds, comprising all the immovable properties in respect of land and buildings which are freehold, are held in the name of the company as at the balance sheet date.
- (ii) As explained to us, inventories of finished and semi-finished goods and raw materials were physically verified during the year by the Management. In respect of inventories of stores and spare parts and stocks at, the Company has a programme of verification of stocks over a three year period. In our opinion and according to the information and explanations given to us, the inventories have been verified by the management at reasonable intervals in relation to size of the Company and nature of business and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company’s interest. - Not Applicable
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and interest have been regular as per stipulations. – Not Applicable
 - (c) Amounts referred to (b) above have been overdue for more than 90 days and, as explained to us, the Management has taken reasonable steps for recovery of the principal amounts and interest thereon. –Not Applicable
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. The Company has however not registered itself as required under the Gratuity Act and have informed us

that they are in process of obtaining the same at the earliest.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable, except for the following:

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.

(ix) In our opinion and according to the information and explanations given to us, term loans taken have been applied by the Company during the year for the purposes for which they were raised.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company has been noticed or reported during the year.

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(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its sister concerns or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For Saumil J. Kapadia & Co.
(Chartered Accountants)
Firm Reg. No. 135970W

Place: Mumbai
Dated: 18th May, 2018

(Saumil Kapadia)
Membership No.: 144873

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Balance Sheet as at 31st March 2018

Particulars	Note No.	As at	As at
		31 March 2018	31 March 2017
		₹	₹
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	45,644,350	45,644,350
(b) Reserves and surplus	2	39,142,157	17,640,110
(c) Money received against share warrants		-	-
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings	3	3,704,415	4,326,764
(b) Deferred tax liabilities (Net)		3,402,992	1,914,134
(c) Other Long term liabilities	4	924,750	790,750
(d) Long-term provisions	5	-	-
4 Current liabilities			
(a) Short-term borrowings	6	16,405,285	12,702,594
(b) Trade payables		138,941,609	90,401,082
(c) Other current liabilities	7	502,045	1,178,495
(d) Short-term provisions	8	31,634,480	18,295,201
TOTAL		280,302,083	192,893,480
II. ASSETS			
Non-current assets			
1 (a) Fixed assets	9		
(i) Tangible assets		63,339,441	60,946,736
(ii) Intangible assets			
(iii) Capital work-in- progress			
(iv) Intangible assets under development			
(b) Non-current investments	10	407,800	407,800
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	11	3,375,688	2,000,680
(e) Other non-current assets	12	-	-
2 Current assets			
(a) Current investments	13	-	-
(b) Inventories	14	68,509,907	36,550,241
(c) Trade receivables	15	88,748,402	48,950,589
(d) Cash and cash equivalents	16	30,678,524	26,129,392
(e) Short-term loans and advances	17	25,194,803	17,860,524
(f) Other current assets	18	47,518	47,518
TOTAL		280,302,083	192,893,480
Contingent Liabilities	19	3,140,043	633,675

As per our report of even date

For Saumil J. Kapadia & Co.

Chartered Accountants
(FRN 135970W)

CA.Saumil Kapadia

M. No. 144873

Place: Mumbai

Date:18/05/2018

VIVID GLOBAL INDUSTRIES LIMITED

Sd/-

Sumish Sudhir Mody
Managing Director
(DIN:00318652)

Sd/-

Miten Sudhir Mody
Whole-time Director
(DIN:02422219)

Sd/-

Meena Sumish Mody
Director
(DIN : 07994050)

Sd/-

Neelam Pradeep Bajoria
Company Secretary

Sd/-

Sudhir Muljibhai Mody
CFO

VIVID GLOBAL INDUSTRIES LIMITED

Profit and loss statement for the year ended 31st March 2018

Particulars		Refer Note No.	For the year ended on 31st March 2018	For the year ended on 31st March 2017
			₹	₹
I.	Revenue from operations	20	480,919,256	360,111,316
II.	Other income	21	1,924,642	2,477,988
III.	Total Revenue (I + II)		482,843,898	362,589,304
IV.	Expenses:			
	Cost of materials consumed			
	Purchases of Material	22	392,692,932	273,607,689
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	-31,959,666	-2,187,487
	Employee benefits expense	24	18,090,397	11,345,103
	Finance costs	25	5,464,395	2,224,483
	Depreciation and amortization expense	26	4,846,716	3,608,466
	Other expenses	27	54,769,501	49,817,467
	Total expenses		443,904,275	338,415,721
V.	Profit before exceptional and extraordinary items and tax (III-IV)		38,939,623	24,173,583
VI.	Prior Period Items	28	44,608	66,029
VII.	Exceptional items			
VIII.	Profit before extraordinary items and tax (V - VI)		38,895,014.69	24,107,553.55
IX.	Extraordinary Items		-	-
X	Profit before tax (VII- VIII)		38,895,015	24,107,554
XI	Tax expense:			
	(1) Current tax		-	-
	MAT		-	-
	(-) MAT Credit		-	-
	(2) Deferred tax		1,488,858	-1,298,228
	(3) Provision for Tax		10,384,301	7,327,882
	(3) Short provision for earlier year Taxes		-	-
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		27,021,855	18,077,900
XII	Profit/(loss) from discontinuing operations		-	-
	Profit Available For Appropriation		27,021,855	18,077,900
	Proposed Dividend		4,564,435	4,564,435
	Dividend Distribution Tax		955,245	955,245
XV	Profit (Loss) for the period trf to Reserves & Surplus(XI + XIV)		21,502,175	12,558,220
XVI	Earnings per equity share Before Dividend:			
	(1) Basic		2.96	1.98
	(2) Diluted		2.96	1.98
XVII	Earnings per equity share After Dividend:			
	(1) Basic		2.36	1.38
	(2) Diluted		2.36	1.38

As per our report of even date

For Saumil J. Kapadia & Co.

Chartered Accountants
(FRN 135970W)

CA.Saumil Kapadia

M. No. 144873

Place: Mumbai

Date:18/05/2018

VIVID GLOBAL INDUSTRIES LIMITED

Sd/-

Sumish Sudhir Mody
Managing Director
(DIN:00318652)

Sd/-

Miten Sudhir Mody
Whole-time Director
(DIN:02422219)

Sd/-

Meena Sumish Mody
Director
(DIN : 07994050)

Sd/-

Neelam Pradeep Bajoria
Company Secretary

Sd/-

Sudhir Muljibhai Mody
CFO

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Cash Flow Statement for the year ended 31st March 2018

Sr. No.	Particulars	2017-18		2016-17	
		₹	₹	₹	₹
I	CASH INFLOWS				
(1)	From Operating activities				
(a)	Profit/Loss as per Profit & Loss Account after Tax		27,021,855.03		18,077,899.85
	Adjustments:				
	Depreciation and amortization	4,846,716.22		3,608,466.00	
	Shares Compensation expenses				
	(Gain)/Loss on sale of fixed assets				
	Finance Cost	5,464,394.87		2,224,483.23	
	Sundry Balances written off				
	Provision/ (Reversal) for doubtful debts and advances				
	Other Provisions: DTL	1,488,858.35	11,799,969.44	-1,298,228.19	4,534,721.04
(b)	Working capital changes:				
	Decrease in inventories				
	Decrease in trade receivables				
	Decrease in short-term loans and advances				
	Decrease in other current assets	-		127.00	
	Increase in trade payables	48,540,526.73		17,047,979.72	
	Increase in other current liabilities	-676,450.00		715,276.00	
	Increase in short term provisions	13,339,279.41	61,203,356.14	9,241,528.87	27,004,911.59
	Total of (1)		100,025,180.62		49,617,532.48
(2)	From Investing activities				
(a)	Proceeds from sale of fixed assets				
(b)	Proceeds from sale of investments				
(c)	Realisation of long-term loans and advances from subsidiaries/ associates/ business ventures				
(d)	Decrease in other long-term loans and advances				
(e)	Decrease in other non-current assets				
(f)	Dividend received				
(g)	Interest received		-		-
(h)	Other income				
	Total of (2)		-		-
(3)	From Financing activities				
(a)	Proceeds from issue of share capital				
	Proceeds on Account of Security Premium				
(b)	Share application money pending allotment				
(c)	Proceeds from long-term borrowings		-622,349.05		3,329,636.74
	Proceeds from Other long-term liabilities		134,000.00		35,750.00
(d)	Proceeds from short-term borrowings		3,702,691.00		1,285,346.72
	Total of (3)		3,214,341.95		4,650,733.46
	Total cash inflows(1+2+3)		103,239,522.57		54,268,265.95
II	CASH OUTFLOWS				
(1)	From Operating activities				
(a)	Profit/Loss from operating activities				
	Adjustments:				
	Depreciation and amortization				
	Assets written off				
	(Provision)/Reversal for doubtful debts and advances				
	Other Provisions				
	Prior Period Expenses				

VIVID GLOBAL INDUSTRIES LIMITED

Sr. No.	Particulars	2017-18		2016-17	
		₹	₹	₹	₹
	(b) Working capital changes:				
	Increase in inventories	31,959,666.00		2,187,487.00	
	Increase in trade receivables	39,797,812.31		2,228,462.15	
	Increase in short-term loans and advances	7,334,279.00		8,114,891.00	
	Increase in other current assets				
	Decrease in trade payables				
	Decrease in other current liabilities				
	Decrease in short term provisions		79,091,757.31		12,530,840.15
	(c) Direct taxes paid (Net of refunds)				
	Total of (1)		79,091,757.31		12,530,840.15
	(2) From Investing activities				
	(a) Purchase of tangible assets/capital work-in-progress		7,239,422.00		24,091,252.73
	(b) Purchase of intangible assets/assets under development				
	(c) Purchase of investments				
	(d) Investment in subsidiaries/associates/business ventures				
	(e) Payment of long-term loans and advances to subsidiaries/associates/business ventures				
	(f) Increase in other long-term loans and advances		1,375,008.00		92,500.00
	(g) Increase in other non-current assets		-		-
	Total of (2)		8,614,430.00		24,183,752.73
	(3) From Financing activities				
	(a) Repayment of long-term borrowings				
	Repayment of Other long-term liabilities				
	(b) Repayment of short-term borrowings				
	(c) Dividends paid (including distribution tax)		5,519,807.96		5,574,650.96
	(d) Interest and other finance costs		5,464,394.87		2,224,483.23
	(e) Share issue expenses				
	Total of (3)		10,984,202.83		7,799,134.19
	Total cash outflows (1+2+3)		98,690,390.14		44,513,727.07
III	Net (decrease)/increase in cash and cash equivalents				
	(a) From Operating activities	20,933,423.31		37,086,692.33	
	(b) From Investing activities	-8,614,430.00		-24,183,752.73	
	(c) From Financing activities	-7,769,860.88		-3,148,400.72	
	Total (A)		4,549,132.43		9,754,538.88
	Add: Cash and cash equivalents at the beginning of the period (B)		26,129,391.86		16,374,853.01
	Cash and cash equivalents at the end of the period (A+B)		30,678,524.29		26,129,391.89

As per our report of even date

For Saumil J. Kapadia & Co.
Chartered Accountants
(FRN 135970W)

CA.Saumil Kapadia
M. No. 144873

Place: Mumbai
Date:18/05/2018

VIVID GLOBAL INDUSTRIES LIMITED

Sd/-
Sumish Sudhir Mody
Managing Director
(DIN:00318652)

Sd/-
Miten Sudhir Mody
Whole-time Director
(DIN:02422219)

Sd/-
Meena Sumish Mody
Director
(DIN : 07994050)

Sd/-
Neelam Pradeep Bajoria
Company Secretary

Sd/-
Sudhir Muljibhai Mody
CFO

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Note 1

Share Capital	As at 31 March 2018		As at 31 March 2017	
	Number	₹	Number	₹
Authorised				
___% preference shares of ₹___ each				
Equity Shares of ₹ 5/- each	12,000,000	60,000,000	12,000,000	60,000,000
Equity Shares of ₹ 10/- each	-	-		
Issued				
___% preference shares of ₹___ each	-	-	-	-
Equity Shares of ₹ 5/- each	9,128,870	45,644,350	9,128,870	45,644,350
Equity Shares of ₹ 10/- each				
Subscribed & Paid up				
___% preference shares of ₹___ each	-	-	-	-
Equity Shares of ₹ 5/- each	9,128,870	45,644,350	9,128,870	45,644,350
Equity Shares of ₹ 10/- each				
Subscribed but not fully Paid up				
___ % preference shares of ₹___ each, not fully paid up	-	-	-	-
Equity Shares of ₹ ___ each, not fully paid up	-	-	-	-
	-	-	-	-
Total	9,128,870	45,644,350	9,128,870	45,644,350

Note 2

(Following disclosure should be made for each class of Shares)

Particulars	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	2,871,130	14,355,650	-	-
Shares Issued during the year		-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,871,130	14,355,650	-	-

Note 3

___ Equity Shares (Previous year) are held by ___, the holding company.
Above disclosure is required for each class of Shares held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate.

VIVID GLOBAL INDUSTRIES LIMITED

Note 4

(if more than 5%)

Name of Shareholder	As at 31 March 2018		As at 31 March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
ASHA S MODY	746,004	8.17	746,004	8.17
MITEN S MODY	520,320	5.70	525,320	5.75
SUMISH S MODY	986,660	10.81	971,660	10.64
VIVID INTERMEDIATES PVT. LTD.	568,568	6.23	568,568	6.23
AMISHA MITEN MODY	531,396	5.82	565,860	6.20
MEENA S MODY	805,178	8.82	803,178	8.80
ADITI ASHISH TRIVEDI	-	0.00	646,302	7.08

Note 5

(Following disclosure should be made for each class of Shares)

Particulars	Year (Aggregate No. of Shares)				
	2017-18	2016-17	2015-16	2014-15	2013-14
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-
Preference Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

Note 6

Unpaid Calls	₹
By Directors	-
By Officers	-

Note 7

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Note 2

Reserves & Surplus	As at	As at
	31 March 2018	31 March 2017
	₹	₹
a. Capital Reserves		
Cash Subsidy		
Opening Balance	2,500,000	2,500,000
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	2,500,000	2,500,000
b. Revaluation Reserve		
Opening Balance	9,948,563	9,948,563
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	9,948,563	9,948,563
c. Security Premium Account		
Opening Balance	714,655	-
(+) Current Year Transfer		714,655
(-) Written Back in Current Year		
Closing Balance	714,655	714,655
c. Surplus		
Opening balance	4,476,892	-8,026,357
(+) Net Profit/(Net Loss) For the current year	27,021,855	18,077,900
(+) Transfer from Reserves		
(-) Proposed Dividends (incl. DDT)	5,519,680	5,519,680
(-) Interim Dividends		
(-) Transfer to Reserves		
(-)Difference in Proposed Dividend and Final Dividend for F.Y.15-16	128	54,971
Closing Balance	25,978,939	4,476,892
Total	39,142,157	17,640,110

Note 2

- a) Captital Subsidy of ₹11,00,000/- during the year under consideration received from Directorate of Industries, Palghar, Government of Maharashtra has been reduced from the Cost of the Plant & Machinery. Hence the depreciation on addition to Fixed Assets made during the year has been calculated at the cost of new assets less the subsidy received.

VIVID GLOBAL INDUSTRIES LIMITED

Note- 3

Long Term Borrowings	As at 31 March 2018	As at 31 March 2017
	₹	₹
Secured		
(a) Other loans and advances (specify nature)		
Bank Current Account - Packing credit Loan (Secured against DP Notes, Lodgment of LC's/Confirmed Export Orders, Export Trust Receipts Terms of Repayment _____)	-	-
b) Car Loan	685,060	1,220,312
c) Term Loan	3,019,355	3,106,452
	3,704,415	4,326,764
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) (e) & (g)		
1. Period of default	-	-
2. Amount	-	-
Unsecured		
From Directors	-	-
Unsecured Loan from Group Company	-	-
	-	-
Total	3,704,415	4,326,764

Note 4

Other Long Term Liabilities	As at 31 March 2018	As at 31 March 2017
	₹	₹
(a) Deposits towards Rent	924,750	790,750
(b) Other	-	-
Total	924,750	790,750

Note 5

Long Term Provisions	As at 31 March 2018	As at 31 March 2017
	₹	₹
(a) Provision for employee benefits		
Superannuation (unfunded)	-	-
Gratuity (unfunded)	-	-
Leave Encashment (unfunded)	-	-
ESOP / ESOS	-	-
(b) Others	-	-
Total	-	-

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Note 6

Short Term Borrowings	As at 31 March 2018	As at 31 March 2017
	₹	₹
Secured		
(a) Other loans and advances (specify nature)		
Bank Current Account - Packing credit Loan (Secured against DP Notes, Lodgment of LC's/Confirmed Export Orders, Export Trust Receipts)	15,870,033	11,811,756
b) Car Loans Payable	535,252	890,838
Unsecured	-	-
Total	16,405,285	12,702,594

Note 7

Other Current Liabilities	As at 31 March 2018	As at 31 March 2017
	₹	₹
(a) Duties & Taxes	502,045	1,159,973
(b) Others	-	18,522
Total	502,045	1,178,495

Note 8

Short Term Provisions	As at 31 March 2018	As at 31 March 2017
	₹	₹
(a) Proposed Dividend & Tax thereon	5,519,680	5,519,680
(b) Provision for Income Tax	22,217,011	11,832,710
(c) Provision for Expenses	3,897,789	942,811
Total	31,634,480	18,295,201

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block			
	Balance as at 1 April 2017	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciation charge for the year	Retained Earnings Effect	Adjustment due to revaluations	On disposals	Balance as at 31 March 2018	Balance as at 31 March 2017
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
a												
Tangible Assets												
Land under lease	7,510,168				7,510,168	-					7,510,168	7,510,168
Buildings	17,292,229	2,332,664			19,624,893	5,356,691	503,733				13,764,269	11,935,338
Plant and Equipment (Not Utilised for Production) (Fully Depreciated in Earlier Years)	3,147,223				3,147,223	3,147,223					-0	-0
Plant and Equipment (Fully Depreciated in Earlier Years)	30,213,025				30,213,025							
Plant and Equipment	35,515,206	4,763,665			40,278,871	3,219,801	3,404,447				33,654,623	32,295,405
Furniture and Fixtures	373,872				373,872	373,872					0	0
Vehicles (Fully Depreciated)	1,594,138				1,594,138	1,594,138						
Vehicles (Utilising during the year)	7,414,994				7,414,994	1,886,595	550,918				4,977,481	5,528,399
Office equipment (Fully Depreciated)	680,209				680,209	680,209						
Computers (Fully Depreciated)	21,025				21,025	19,974					1,051	1,051
Computers	101,800	143,093			244,893	35,319	46,471				163,103	66,481
Electrical Installations and Equipment	2,863,589				2,863,589	266,910	250,540				2,346,139	2,596,679
Laboratory Equipment	1,132,279				1,132,279	119,065	90,607				922,607	1,013,214
Total	107,859,756.84	7,239,422.00	-	-	115,099,178.84	46,913,021.17	4,846,716.22	-	-	-	63,339,441.45	60,946,735.67
b												
Intangible Assets												
Total	-	-	-	-	-	-	-	-	-	-	-	-
c												
Capital Work In Progress												
Total	-	-	-	-	-	-	-	-	-	-	-	-
d												
Intangible assets under Development												
Total	-	-	-	-	-	-	-	-	-	-	-	-

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Note 9 a

The following disclosure should be made for each class of asset as required

Particulars	Year				
	2017-18	2016-17	2015-16	2014-15	2013-14
	₹	₹	₹	₹	₹
Asset details:					
Balance as at 1 April	63,339,441.45	60,946,735.67	40,463,948.88	20,434,931.46	17,307,364.42
Impairment/ Revaluation					
Balance as at 31 March	63,339,441.45	60,946,735.67	40,463,948.88	20,434,931.46	17,307,364.42

Note 9 b

Capital Subsidy of ₹11,00,000/- during the year under consideration received from Directorate of Industries, Palghar, Government of Maharashtra has been reduced from the Cost of the Plant & Machinery. Hence the depreciation on addition to Fixed Assets made during the year has been calculated at the cost of new assets less the subsidy received.

Note 10

Particulars	As at	As at
	31 March 2018	31 March 2017
	₹	₹
A Trade Investments (Refer A below)		
(a) Investment Properties		
(b) Investment in Equity instruments		
(c) Investments in preference shares		
(d) Investments in Government or Trust securities		
(e) Investments in debentures or bonds		
(f) Investments in Mutual Funds		
(g) Investments in partnership firms*		
(h) Other non-current investments (specify nature)		
Total (A)	-	-
B Other Investments (Refer B below)		
(a) Investment Properties		
(b) Investment in Equity instruments	7,42,000	7,42,000
(c) Investments in preference shares		
(d) Investments in Government or Trust securities		
(e) Investments in debentures or bonds		
(f) Investments in Mutual Funds		
(g) Investments in partnership firms*		
(h) Other non-current investments (specify nature)	-	-
Total (B)	7,42,000	7,42,000
Grand Total (A + B)	7,42,000	7,42,000
Less : Provision for diminution in the value of Investments (VIPL)	3,34,200	3,34,200
Total	4,07,800	4,07,800

Particulars	2018	2017
	₹	₹
Aggregate amount of quoted investments (Market value of ₹ __ (Previous Year ₹ __))	-	-
Aggregate amount of unquoted investments (Previous Year ₹ __)	4,07,800	4,07,800

B. Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (₹)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
			2018	2017			2018	2017	2018	2017		
-1	-2	-3	-4	-5	-6	-7	-8	-9	-10	-11	-12	-13
(a)	Investment Properties											
(b)	Investment in Equity Instruments											
	VIPL	OTHER	3,800	3,800	Unquoted	Fully Paid	2.53	2.53	338,000	338,000	NO	Value is after adjusting provision for diminishing value
	Tarapur Environment Protection Society	OTHER	2,422	2,422	Unquoted	Fully Paid	Not Available	Not Available	384,000	384,000	No	It is including premium on shares.
(c)	Investments in Preference Shares											
(d)	Investments in Government or Trust securities											
(e)	Investments in Debentures or Bonds											
(f)	Investments in Mutual Funds											
(g)	Investments in partnership firms*											
(h)	Other non-current investments (specify nature)											
	TIMA CEPT CO-OP SOC. SHARES	OTHER	200	200	UNQUOTED				20,000	20,000	Yes	
	Total								742,000	742,000		

G. Investment in _____ (Name of the Firm)

Name of the Partners	Share of Capital
Partner 1	
Partner 2	
Total Capital	-

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Note 11

Long Term Loans and Advances	As at 31 March 2018		As at 31 March 2017	
	₹	₹	₹	₹
a. Capital Advances				
Secured, considered good				
Unsecured, considered good				
Doubtful				
Less: Provision for doubtful advances				
		-		-
b. Security Deposits				
Secured, considered good				
Unsecured, considered good		3,375,688		2,000,680
Doubtful				
Less: Provision for doubtful deposits				
		3,375,688		2,000,680
c. Loans and advances to related parties (refer Note 2)				
Secured, considered good				
Unsecured, considered good				
Doubtful				
Less: Provision for doubtful loans and advances				
		-		-
d. Other loans and advances (specify nature)				
Secured, considered good				
Unsecured, considered good				
Doubtful				
Less: Provision for _____				
		-		-
		3,375,688		2,000,680

Note 2

	As at 31 March 2018	As at 31 March 2017
	₹	₹
Directors *		
Other officers of the Company *		
Firm in which director is a partner *		
Private Company in which director is a member		
	-	-

VIVID GLOBAL INDUSTRIES LIMITED

Note 12 Disclosure pursuant to Note no.M (i),(ii) and (iii) of Part I of Schedule VI to the Companies Act, 1956

	As at 31 March 2018		As at 31 March 2017	
	₹	₹	₹	₹
a. Long term trade receivables (including trade receivables on deferred credit terms) Secured, considered good Unsecured, considered good Doubtful Less: Provision for doubtful debts				
		-		-
b. Others (specify nature) Secured, considered good Unsecured, considered good Doubtful Less: Provision for _____				
		-		-
c. Debts due by related parties (refer note 2) Secured, considered good Unsecured, considered good Doubtful Less: Provision for doubtful debts				
		-		-
		-		-

Note 2

	As at 31 March 2018	As at 31 March 2017
	₹	₹
Directors *		
Other officers of the Company *		
Firm in which director is a partner *		
Private Company in which director is a member		
	-	-

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Note 13

Particulars	As at 31 March 2018	As at 31 March 2017
	₹	₹
(a) Investment in Equity instruments		
(b) Investments in preference shares		
(c) Investments in Government or Trust securities		
(d) Investments in Debentures or Bonds		
(e) Investments in Mutual Funds		
(f) Investments in partnership firms*		
(g) Other non-current investments (specify nature)		-
Total (A)	-	-
Less : Provision for dimunition in the value of Investments	-	-
Total	-	-

Particulars	As at 31 March 2018	As at 31 March 2017
	₹	₹
Aggregate amount of quoted investments (Market value of ₹ __ (Previous Year ₹ __))		
Aggregate amount of unquoted investments (Previous Year ₹ __)		

VIVID GLOBAL INDUSTRIES LIMITED

Note 14

Inventories	As at 31 March 2018		As at 31 March 2017	
	₹	₹	₹	₹
a. Raw Materials and components (Valued at Cost or Market Price whichever is less)	18,427,562		17,724,857	
Goods-in transit	6,085,524		10,683,260	
	24,513,086	24,513,086	28,408,117	28,408,117
b. Work-in-progress (Valued at Cost or Market Price whichever is less)	9,725,679		3,958,878	
Goods-in transit	-		-	
	9,725,679	9,725,679	3,958,878	3,958,878
c. Finished goods (Valued at Cost or Market Price whichever is less)	33,874,992		3,787,096	
Goods-in transit	-		-	
	33,874,992	33,874,992	3,787,096	3,787,096
d. Stock-in-trade (Valued at Cost or Market Price whichever is less)			-	
Goods-in transit			-	
	-	-	-	-
e. Stores and spares (Valued at Cost or Market Price whichever is less)	396,150		396,150	
Goods-in transit	-		-	
	396,150	396,150	396,150	396,150
f. Loose Tools (Valued at Cost or Market Price whichever is less)				
Goods-in transit	-		-	
	-	-	-	-
g. Others (Specify nature)				
	-	-	-	-
Total		68,509,907		36,550,241

Note 14 a (i) Quantitative details in respect of opening, closing stock and sale of finished goods :

In view of the complexities of the business, the details provided hereunder could not be verified by us during the course of our audit and hence the following information provided is as certified by the management.

Particulars	2017-18		2016-17	
	Kgs.	Rupees	Kgs.	Rupees
Opening Stock:				
N Methyl J Acid	2070.00	1108485.00	-	
Phenyl J Acid	1600.00	687600.00	400	156,900
Di J Acid	1140.00	613035.00	500	324,000
Sulpho Tobias Acid	8197.66	844943.00		
Tobias Acid	7107.10	533032.50		
	20,115	3,787,096	900	480,900

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Note 14 a (ii)

	2017-18		2016-17	
	Kgs.	Rupees	Kgs.	Rupees
Sales:				
J Acid	20,616.46	10,591,883.00	8,159.21	4,639,954.00
N Methyl J Acid	244,038.46	208,314,850.20	132,362.54	120,873,672.00
Phenyl J Acid	150,474.20	101,247,831.10	127,763.17	90,864,411.75
Di J Acid	27,812.15	26,566,923.00	15,183.45	15,396,087.00
Adifix Yellow 4G	2,437.00	566,603.00		
Reactive Yellow G	2,473.00	877,915.00		
Tobias Acid	35,750.00	7,904,250.00	101,700.00	23,718,050.00
Purified Tobias Acid	40,598.54	17,965,315.00		
HCL			168,870.00	16,887.00
Sulpho Tobias Acid	234,726.21	56,131,209.50	219,369.04	54,082,774.00
Benzoyl J Acid			3,534.37	2,739,137.00
	758,926.02	430,166,779.80	776,941.78	312,330,972.75

Note 14 a (iii)

Closing Stock:	2017-18		2016-17	
	Kgs.	Rupees	Kgs.	Rupees
N Methyl J Acid	2862.14	2580505.20	2070.00	1108485.00
Phenyl J Acid	1781.98	1,466,926.20	1600.00	687,600.00
Di J Acid	2451.99	2,451,009.20	1140.00	613,035.00
Sulpho Tobias Acid	48644.51	12,647,572.00	8197.66	844,943.00
Tobias Acid	56874.44	13,934,238.00	7107.10	533,032.50
Purified Tobias Acid	1709.12	794,741.00		
	114,324.18	33,874,992	20,114.76	3,787,096

Note 14 b (i) Quantitative details of principal items of raw materials and packing materials consumed:

In view of the complexities of the business, the details provided hereunder could not be verified by us during the course of our audit and hence the following information provided is as certified by the management.

	2018		2017	
	Kgs.	Rupees	Kgs.	Rupees
J Acid Import	333,140.00	156,764,050.00	223,443.61	104,558,355.04
J Acid Local	139,140.64	67,579,776.24	73,448.60	35,758,264.96
C.S.Flakes			-	-
Soda Ash	219,150.00	5,393,597.50	160,950.00	3,903,696.50
Sulphuric Acid	474,465.00	2,943,794.95	361,560.00	2,009,826.30
Mono Methyl Amine	410,500.00	12,040,612.50	209,280.00	6,260,527.80
HCL	252,060.00	190,237.50	212,220.00	170,582.60
SBS Powder	40,370.00	1,108,357.50	31,050.00	956,850.00
Formic Acid	5,930.00	471,925.00	2,145.00	126,470.35
Aniline Oil (LOCAL)	39,100.00	4,514,768.60	35,500.00	3,078,420.85

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Aniline Oil (IMPORT)	24,800.00	2,576,000.00	21,960.00	1,753,200.00
C.S.Lye (ASIS)	480,847.00	9,946,748.01	-	-
Beta Naphthol	293,550.00	44,073,750.00		
Ethylene Di Chloride	108,067.00	3,061,728.50	-	-
Oleum 23%	652,557.00	4,329,013.25	-	-
Tobias Acid (IMPORT)			2,020.00	373,700.00
Chloro Sulphonic Acid	295,318.00	3,773,240.00		
Liquid Ammonia	111,486.00	979,089.67		
Anhydrous Ammonia Gas	150,550.00	5,228,741.30		
SO2 Sulphur Di Oxide Gas	51,116.00	881,633.72		
Others (Including Packing Material)	804,104.76	2,183,286.71	158,565.00	2,706,670.75
	4,886,251.40	328,040,351	1,492,142.21	161,656,565

While valueing Principal Raw material under note 14 b (i) Company has valued goods as mentioned below

Imported goods(@CIF Value)=(Foreign Currency * LC Opening rate) + custome duty+ Bank Charges + Clearing & Forwarding expences + Transportation

Local goods = Purchased Price + Transportation

Note 14 b (ii)

	2018		2017	
	Kgs.	Rupees	Kgs.	Rupees
Purchase of traded goods:				
Dyes	150,635.00	45,199,276.00	117,475.00	33,438,716.00
CIF value of Imports:				
Raw Material	573,023.20	178,022,520.75	450,107.00	135,433,680.34

Note 14 b (iii) Value of imported and indigenous goods consumed :

	Rupees	Percentage of total consumption	Rupees	Percentage of total consumption
	2017-18	2017-18	2016-17	2016-17
Raw materials & packing materials:				
Imported	178,022,521	54.27%	134,958,515	83.48%
Indigenous	80,711,395	24.60%	26,698,050	16.52%
	328,040,351	78.87%	161,656,565	100%
Add : Freight Inward / Clearing & Forwarding	5,474,889		2,210,897	
	333,515,239		163,867,462	

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Note 15

Trade Receivables	As at 31 March 2018	As at 31 March 2017
	₹	₹
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good	89,380,889	48,950,589
Unsecured, considered doubtful		-
Less: Provision for doubtful debts	-632,487	-
	88,748,402	48,950,589
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good		
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	-	-
Total	88,748,402	48,950,589

The Confirmation of the Trade Receivables have not been provided as at the time of completion of the Audit and hence the Debtors have been considered as certified by the Management.

Trade Receivable stated above include debts due by:

Particulars	As at 31 March 2018	As at 31 March 2017
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
	-	-

*Either severally or jointly

Note 16

Cash and cash equivalents	As at 31 March 2018		As at 31 March 2017	
	₹	₹	₹	₹
a. Balances with banks*				
This includes:				
Bank Balances	7,114,055		9,039,140	
Margin money	22,801,313		16,648,233	
Security against borrowings				
Guarantees				
Other Commitments				
Bank deposits with more than 12 months maturity		<u>29,915,368</u>		<u>25,687,373</u>
b. Cheques, drafts on hand				
c. Cash on hand*		763,157		442,019
d. Others (specify nature)				
		30,678,524		26,129,392

*Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated.

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Note 17

Short-term loans and advances	As at 31 March 2018		As at 31 March 2017	
	₹	₹	₹	₹
a. Loans and advances to related parties (refer note 2)				
Secured, considered good				
Unsecured, considered good	-			
Doubtful				
Less: Provision for doubtful loans and advances				
		-		-
b. Others				
Duties & Taxes	23,122,172		17,860,524	
Others	2,072,631		-	
		25,194,803		17,860,524
		25,194,803		17,860,524

Note 17a

	As at 31 March 2018	As at 31 March 2017
	₹	₹
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
	-	-

*Either severally or jointly

Note 18

Sr.	Other current assets (specify nature)	As at 31 March 2018	As at 31 March 2017
		₹	₹
1	Interest Receivable	47,518	47,518
	Total	47,518	47,518

This is an all-inclusive heading, which incorporates current assets that do not fit into any other asset categories.

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Note 19

Contingent liabilities and commitments (to the extent not provided for)	As at 31 March 2018	As at 31 March 2017
	₹	₹
(i) Contingent Liabilities		
The company is facing court cases With Central Excise department in respect of Modvat credit claimed for F.Y. 1994-95 The company has preferred an appeal against the said order and is confident of succeeding in the said appeal.	64,000	64,000
(The liability disclosed above is net of predeposit of ₹ 50,000)		
Other	306,368	
Guarantee Given	2,769,675	569,675
	3,140,043	633,675
(ii) Commitments		
	-	-
	3,140,043	633,675

Note 20

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
		₹		₹
Sale of products				
Export Sales	140,955,054		152,685,338	
Domestic Sales	334,425,290	475,380,344	193,116,325	345,801,663
Sale of services				
Other operating revenues		5,538,912		14,309,653
Less:				
Excise duty				
Total		480,919,256		360,111,316

Note 21

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
	₹	₹
Interest Income (in case of a company other than a finance company)	52,797	52,797
Miscellaneous Income	54,393	-
Rent	1,817,452	2,169,971
Commission Income	-	255,220
Sundry Balances W/off		-
Total	1,924,642	2,477,988

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Note 22

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
Purchases of Material				
Import Purchase				
Purchase (Import)		180,138,171		134,958,515
Domestic Purchase				
Purchase - Job Work Labour	9,517,776		2,197,698	
Purchase Trading Goods	202,328,264		135,601,742	
VAT Reduction	708,721	212,554,761	849,734	138,649,174
		392,692,932		273,607,689

Note 23

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
Changes in inventories of finished goods work-in-progress and Stock-in-Trade				
Opening Stock		36,550,241		34,362,754
Less: Closing Stock		68,509,907		36,550,241
		-31,959,666		-2,187,487

Note 24

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
Employee benefits expense				
Salary Expenses	13,696,379		8,692,230	
Contribution to Provident Fund(Employer)	587,924		448,802	
Contribution to ESIC	194,973		122,558	
Staff welfare	147,885		119,122	
Other	777,036		228,671	
Directors Sitting Fees	145,000		23,000	
Directors Remuneration	2,541,200	18,090,397	1,710,720	11,345,103
		18,090,397		11,345,103

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Note 25

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
Finance costs				
Interest expense	1,762,990		1,201,301	
Other borrowing costs	5,240,683		3,346,192	
Applicable net gain/loss on foreign currency transactions and translation	-1,539,278	5,464,395	-2,323,010	2,224,483
		5,464,395		2,224,483

Note 26

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
Depreciation and amortization expense				
Depreciation	4,846,716		3,608,466	
Amortization expense	-	4,846,716	-	3,608,466
		4,846,716		3,608,466

Note 27

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
Other expenses				
Direct Expenses				
Import Expenses	5,474,889		5,154,205	
Pollution Board Exp	886,352		500,727	
Electricity Expense	13,879,023		11,194,809	
Testing & Analysis Charges	122,128		511,035	
Transportation Charges	4,510,550		3,707,708	
Water Exps	583,675		365,896	
Other Exps	106,743	25,563,360	-	21,434,380
Indirect Expenses				
Repairs & Maintenance- Factory	6,620,910		8,735,061	
Repairs & Maintenance- Others	2,599,914		156,436	
Advertisement Expenses	185,856		294,895	
Export Expenses	1,410,775		2,408,294	
Commission on Sale	7,623,916		5,620,909	
Insurance Exp	314,890		268,132	
Audit Fees	372,750		400,558	
Bad Debts	-		2,233,035	

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Rent Paid	1,062,000		1,042,000	
Legal & Professional Charges	647,714		787,070	
Travelling Exp	2,385,051		3,411,904	
Communication Exp	296,296		274,740	
Other Expenses	5,053,582		2,750,054	
Provision for Doubtful Debt	632,487	29,206,141		28,383,087
		54,769,501		49,817,467

Note 28

Particulars	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
Exceptional Items				
Prior Period Expenses	56,867		66,029	
Prior Period Income	-12,259	44,608	-	66,029
		44,608		66,029

Note 1

Employee Benefits Expense	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
(a) Salaries and incentives (incl. of Directors Remuneration)		16,237,579		10,425,950
(b) Contributions to -				
(i) Provident fund & ESIC		782,897		571,360
(ii) Superannuation scheme"				
(c) Gratuity fund contributions		-		-
(d) Social security and other benefit plans for overseas employees		-		-
(e) expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP),		-		-
(f) Staff welfare expenses		147,885		119,122
Total		17,168,361		11,116,432

Note 2

Payments to the auditor as	For the year ended 31 March 2018		For the year ended 31 March 2017	
	₹	₹	₹	₹
a. auditor		372,750		392,250
b. for taxation matters				
c. for company law matters				
d. for management services				
e. for other services				
f. for reimbursement of expenses				8,308
Total		372,750		400,558

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1 Significant Accounting Policies:

i. Basis of Accounting:

The financial statements are prepared under historical cost convention on an accrual basis.

ii. Inventories

Inventories are valued as under:

Raw Material and Packing Material	:	At cost or net realisable value, whichever is lower
Work-In-Process	:	At cost or net realisable value, whichever is lower
Finished goods	:	At cost or net realisable value, whichever is lower
Stores & spares	:	At cost
By products/Scrap	:	At Net Realisable Value
Fuel	:	At cost

Cost of Raw Material and Packing Material is determined on First in First out basis.

Cost of Finished goods and work-in-process include costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

iii. Fixed Assets and Depreciation :

Fixed assets are stated at historical cost less accumulated depreciation.

Depreciation has been provided for by the straight line method at the rates specified in revised Schedule II of the Companies Act, 2013.

Depreciation on additions during the year is charged on pro rata basis.

The amortization of the value of the Leasehold Premises has not been provided for. The Company does not follow the procedure of amortizing its leasehold assets over the period of the lease.

Capital Subsidy has been reduced from the Cost of the Plant & Machinery. Hence the depreciation on addition to Fixed Assets made during the year has been calculated at the cost of new assets less the subsidy received.

iv. Revenue Recognition :

Sales are recognised when the goods are invoiced or despatched to the customers and are recorded exclusive of excise duty and net of trade discount and sales tax.

Export sales are recognised on the date of Shipping bill.

Duty Drawback is accounted in the year in which it is received.

Interest Income has been recognised on the basis of the amount received from the Banks.

v. Long Term investments are valued at cost.

vi. Foreign currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. All foreign currency assets and liabilities (except those towards fixed assets) are translated at year end exchange rate and related exchange gain/loss is recognised in Profit and Loss Account.

Adjustment in respect of liabilities incurred for acquisition of fixed assets are adjusted in the carrying amount of fixed assets.

II) The following are the observations during the course of Audit under review and brought to the notice of the members of the Company :-

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- 1) Due to the complexities of business the value of the Inventory has been considered as has been verified, valued and certified by the Management.
- 2) Balances of Sundry Debtors and Sundry Creditors as on 31/03/2018 are recorded at realisable value. The Management has been able to produce some confirmations of balances due from Debtors as well as the Balances Payable to the Creditors. However the value of these Debtors and Creditors for the Balance Sheet purpose has been taken as certified by the Management.

3) Expenditure in foreign currency	Rupees	Rupees
	2017-18	2016-17
a. Travelling expenses	2,330,289	2,230,877
b. Commission paid/payable	172,294	217,795

4) Expenditure in foreign currency	Rupees	Rupees
Earnings in foreign exchange :	2017-18	2016-17
C.I.F. value of exports	140,955,054	152,685,338
Percentage to Total Turnover	29.65%	44.15%

CIF Value of Exports have been reported based on the working submitted by the management and it has been explained that wherever the Insurance and Freight has been recovered from the customers, the same has been included in the value shown above and in absence of the same, the Insurance & Freight has been claimed as expenditure.

5) Particulars of Licensed Capacity, Installed Capacity and Actual Production :

a. Installed Capacity:

	2017 - 18	2016 - 17
	(Kgs)	(Kgs)
Dye Intermediates equivalent	1,400,000	1,400,000

Installed capacity is as certified by the Management and not verified by the auditors. It denotes estimated production of a product, if the entire plant & machinery is operated on triple shift basis during the year and is exclusively utilised for its production. However, the plant and machinery is common for the production of various dye-intermediates and hence the installed capacity may vary depending upon the product mix adopted by the company.

During the year under consideration the Company has opted to major expansion of their Production Capacity and hence have installed new Plant & Machinery in their Factory Premises at Tarapur (Maharashtra). Due to this expansion the Installed Capacity of the Company has risen from 720 MT to 1,400 MT per annum.

6) Cash & Bank Balance

- a) Till the completion of Audit Bank statement of following bank were not produced before the Auditor

Bank Name	Balance as per Books of Accounts
Bank of India Main Branch	13,212

- b) As per the interest certificate produced before us the company has received interest of ₹14,73,891/- on deposits given to Banks on Account of LC Margins. However in the Financials of the Company only ₹13,03,626/- has been recorded as Interest Income. The difference has not been reconciled by the Company and presented before us. However the Cumulative L/C Margin with the Banks as on 31/03/2018 is matching with the Bank Statements presented before us.

7) Income Recognition

- a) The Company is eligible to get benefit under the Merchant Export from India Scheme against the Export of Goods. This benefit is in the form of a Licence which can be utilised to pay Custom Duty on Import of Goods for Manufacturing purpose. During the year under consideration, the Company has received this benefit of ₹19,72,716/- the extent of which the Custom Duty has been paid by them by way of this Scheme. The Company has not recorded the benefit of this scheme in their financials and has directly debited the Custom Duty Paid amount to the Profit & Loss Account only to the extent of the net amount of Custom Duty paid. The balance of the un-utilised value of this Licence as on 31/03/2018 is ₹7/- (Rupees Seven Only)
- b) AS per the Advance Licence conditions, the Company had to Export 31,050 Kgs of N Methyl J Acid against the Import of 37,260 Kgs of J Acid during the year under consideration. However the Company has been able to Export only 30,963 Kgs of N Methyl J Acid and hence there is a shortfall of Export of 86.98 Kgs of N Methyl J Acid. The penalty payable by the Company on account of this short fall of Export will be ascertained by the Customs Department and intimated to the Company. The said liability has not been accounted for in the financials as the quantum of the same will be ascertained only on completion of the adjudication by the Custom Department.

8) Related Party transactions :

I Names of Related Parties and nature of relationship.

A. Associates

- 1 Vivid Intermediates Private limited
- 2 M/s Sumichem Corporation

B. Enterprises over which Key Management Persons Have significant influence and Enterprises having Key Management Person in common.

- 1 Vivid Chemical (FIRM)

C. Key Management Persons and Relatives

- | | | |
|---|------------------------|--|
| 1 | Mr. Sudhir Mody | Father of the Directors Mr. Sumish Mody & Mr. Miten Mody |
| 2 | Mr. Sumish Sudhir Mody | Director |
| 3 | Mr. Miten Sudhir Mody | Director |
| 4 | Mrs. Asha Sudhir Mody | Mother of the Directors Mr. Sumish Mody & Mr. Miten Mody |
| 5 | Mrs. Meena Sumish Mody | Director & Wife of Mr. Sumish Mody |
| 6 | Mrs. Amisha Miten Mody | Internal Auditor & Wife of Mr. Miten Mody |
| 7 | Mr. Dharmesh Chokshi | Director |
| 8 | Mrs. Alka Parekh | Director |

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II Transactions with related Parties

Sr. No.	Particulars	Amount	Percentage of Director Remuneration as per section 197 of the companies Act
1	Sumish Mody		
	Travelling Exp	285,000	
	Loan received from Director	34,500	
	Loan repaid to Director	34,500	
	Director remuneration	1,380,000	3.33%
	Director Sitting Fees	30,000	
2	Sudhir Mody		
	Salary	156,000	
3	Asha Mody		
	Salary	80,000	
	Director remuneration	160,000	0.39%
	Director Sitting Fees	25,000	
4	VIVID Chemicals		
	Labour Supplied	791,938	
	Rent Paid	168,000	
5	VIVID Intermediates Pvt. Ltd		
	Labour Supplied	1,030,470	
	Rent Paid	756,000	
	Reimbursement of Expense paid by vivid intermediates	10,000	
6	Meena S Mody		
	Salary	377,600	
	Director remuneration	188,800	0.46%
	Director Sitting Fees	5,000	
7	Sumichem Corporation		
	Labour Supplied	820,260	
8	Miten Mody		
	Director remuneration	812,400	1.96%
	Director Sitting Fees	30,000	
9	Dharmesh Choksi		
	Director Sitting Fees	25,000	
10	Alka Parekh		
	Director Sitting Fees	30,000	
11	Amisha Miten Mody		
	Internal Audit Fees	20,000	
		7,250,468	6.13%

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9) Details of payments to Key Management Personnel:

Particulars	2018	2017
	Amount (₹)	Amount (₹)
Director Remuneration	2,541,200	1,710,720
Total	2,541,200	1,710,720

Computation of Net Profit in accordance with Section 197 and Section 198 of the companies Act, 2013

	Year Ended 31st March 2018
A	
Net Profit as per Profit and Loss Account	27,021,855.03
Add : Provision for Income tax (Net of MAT Credit)	10,384,301.30
Provision for Deferred Tax	1,488,858.35
Section 198 of the companies Act, 2013	38,895,014.69
Add : Managerial Remuneration	2,541,200.00
Depreciation as per accounts	4,846,716.22
Provision for bad and doubtful debts	
Less : Depreciation as per Section 350 of the Companies Act, 1956	4,846,716.22
Section 198 of the companies Act, 2013	41,436,214.69

B Details of Managerial Remuneration under Section 198 of the Companies Act, 1956

Salaries, Remuneration and Allowances	2,541,200
Total	2,541,200.00
Total Director Remuneration paid by the Company	6.13%

10) Segment Reporting :

1 Primary Segment Information

Geographical Segments

(₹ In lakhs)

Sr. No	Particulars	Current year (2017-18)	Current year (2016-17)
1	SEGMENT REVENUE		
	Local	3,344	1,109.95
	Export	1,409.55	1,454.35
	Other Income	74.64	124.45
	TOTAL	4,828.44	2,688.75
2	SEGMENT RESULTS (Profit before Interest & Tax)		
	Local	326.78	73.45
	Export	90.65	58.37
	Other Income	74.64	167.88

VIVID GLOBAL INDUSTRIES LIMITED

(₹ In lakhs)

Sr. No	Particulars	Current year (2017-18)	Current year (2016-17)
	Profit before Interest & Tax	492.06	299.70
	Less: Finance Cost	54.64	22.24
	Less: Depreciation	48.47	36.08
	Profit Before Tax	388.95	241.37
	Less: Prov. For Tax	118.73	60.30
	Profit After Tax	270.22	181.07
4	SEGMENT CAPITAL EMPLOYED		
	Local	596.46	273.92
	Export	251.40	358.92
	TOTAL	847.87	632.84

- a) In Segment Reporting of the Company the Unallocable Expenses & Capital Employed figure of each segment is calculated on the proportion of Export Sales to Total Sales for the corresponding period.

2 Secondary segment:

Since company deals in one line of product only ie. Chemicals , it does not satisfy the criteria of reportable Secondary Segments; hence the Secondary Segment is not reported.

11) Current Tax :

Provision for Tax has been made on the basis of the Income Tax Act 1961. However as the company is entitled to set off their Current Tax Liability against the Brought Forward Minimum Alternate Tax (MAT) of ₹5,12,207/- the Provision of Current Tax has been ascertained at ₹73,27,882/- (incl. of Surcharge & Cess). As on the date of this Balance Sheet there is no allowable brought forward losses or Depreciation which can be carried forward for the subsequent years.

12) Earning Per Share :

Particulars	2017-18	2016-17
a) Profit Before Distribution of Dividend & DDT	27,021,855	18,077,900
No. of Shares	9,128,870	9,128,870
EPS Before Dividend	2.96	1.98
b) Profit After Distribution of Dividend & DDT	21,502,175	12,558,220
No. of Shares	9,128,870	9,128,870
EPS After Dividend	2.36	1.38

Note a) The Face Value of Shares of Company has been split to ₹5 from ₹10 (w.e.f 3rd December, 2015).

b) The Board of Directors have proposed to declare the Dividend @ 10% (P/Y 10%) on the Paid Up Equity Share Capital of the Company.

31st Annual Report 2017-18

13) Deferred Tax Adjustment :

For the company, the deferred tax adjustment as required by AS-22 consists only on account of Difference in the Rate of Depreciation under the Income Tax Act and the Companies Act. The DTA/DTL of the earlier years was calculated @ of the Rate of Tax applicable in that particular year and for the current year @ Rate of Tax applicable for the year under consideration. Due to the change in the Rate of Tax in the year under consideration, the Opening balance of DTA/DTL has been revised accordingly

The Profit & Loss Account has been debited with the Deffered Tax Liability of ₹14,88,858/-.

- 14) In accordance with the requirement for disclosure of amounts due to SSI units, the company has not compiled the list of its sundry creditors who satisfy this criteria.

Subject to this, the information relating to payment overdue to SSI units cannot be computed.

- 15) Previous years figures have been regrouped wherever necessary in order to confirm to current years presentation.

- 16) Company has defaulted in recognising Gratuity Liability in the Financials.

As per our report of even date

For Saumil J. Kapadia & Co.
Chartered Accountants
(FRN 135970W)

CA.Saumil Kapadia
M. No. 144873

Place: Mumbai
Date:18/05/2018

VIVID GLOBAL INDUSTRIES LIMITED

Sd/-
Sumish Sudhir Mody
Managing Director
(DIN:00318652)

Sd/-
Miten Sudhir Mody
Whole-time Director
(DIN:02422219)

Sd/-
Meena Sumish Mody
Director
(DIN : 07994050)

Sd/-
Neelam Pradeep Bajoria
Company Secretary

Sd/-
Sudhir Muljibhai Mody
CFO

VIVID GLOBAL INDUSTRIES LIMITED

ATTENDANCE SLIP

VIVID GLOBAL INDUSTRIES LIMITED

(CIN: L24100MH1987PLC043911)

Registered Office: D-21/1, M.I.D.C. Tarapur, Via Boisar, Dist. Palghar, Thane – 401506

31st Annual General Meeting – 27th September, 2018

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name of the Shareholder/Proxy (s): _____ Folio No.....

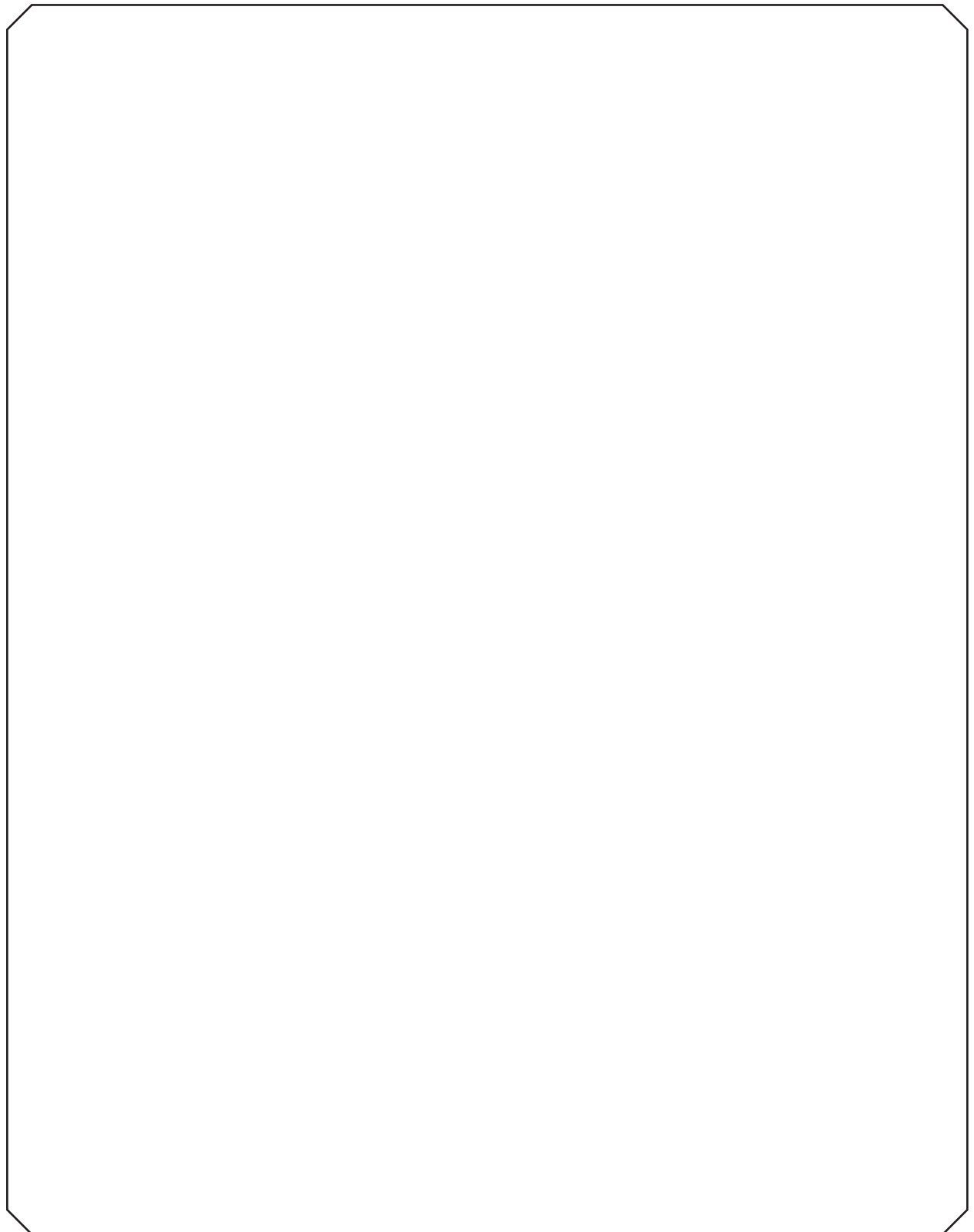
Address: _____ DP ID*

No. of Shares held: _____ Client Id*.....

I/We hereby record my/our presence at the 31st ANNUAL GENERAL MEETING of the Company at Banquet Hall of Hotel Sarovar Residency, P-180-Tarapur MIDC Area, Near Hotel Sarovar, Chitralaya, Boisar (W), Dist. Palghar – 401506, Maharashtra on Thursday, the 27th September, 2018 at 11.00 a.m.

*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER / PROXY



VIVID GLOBAL INDUSTRIES LIMITED

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**VIVID GLOBAL INDUSTRIES LIMITED
(CIN: L24100MH1987PLC043911)**

Regd. Office: D-21/1, M.I.D.C Tarapur, Via. Boisar, Dist. Palghar, Thane – 401506
Corporate Office: C/o. Sumichem Corporation, 1-D, Dhannur Building, Sir P. M. Road, Fort, Mumbai – 400001

Email: jessy.m@vividglobalinds.com, Website: www.vividglobalinds.com

Name of the Member (s):

Registered Address:

Email Id:

Folio / DP ID – Client ID No :

I/We, being the member(s) of the above named Company, hereby appoint:

1. Name: _____

Address: _____

E-mail: _____ Signature: _____ or failing him/her;

2. Name: _____

Address: _____

E-mail: _____ Signature: _____ or failing him/her;

3. Name: _____

Address: _____

E-mail: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Thursday, the 27th September, 2018 at 11.00 a.m. at Banquet Hall of Hotel Sarovar Residency, P-180-Tarapur MIDC Area, Near Hotel Sarovar, Chitralaya, Boisar (W), Dist. Palghar – 401506, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

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Sr. No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements for the year ended 31st March, 2018, Reports of the Directors and Auditors.		
2.	To appoint a Director in place of Shri. Miten Sudhir Mody (DIN: 02422219), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To declare dividend for the year ended March 31, 2018 amounting Rs.0.50 per share.		
4.	To Ratify the appointment of M/s. Saumil J. Kapadia & Co., Chartered Accountants, Mumbai, (Firm Reg. No.135970W) as Statutory Auditors of the Company and fix their remuneration.		
SPECIAL BUSINESS			
5.	To approve the revision in the remuneration terms of Shri. Sumish S. Mody, Managing Director.		
6.	To approve the revision in the remuneration terms of Shri. Miten S. Mody, Whole Time Director.		
7.	To consider the Appointment of Smt. Meena Mody as a Director who was appointed as an Additional Director.		

Signed this _____ day of _____, 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

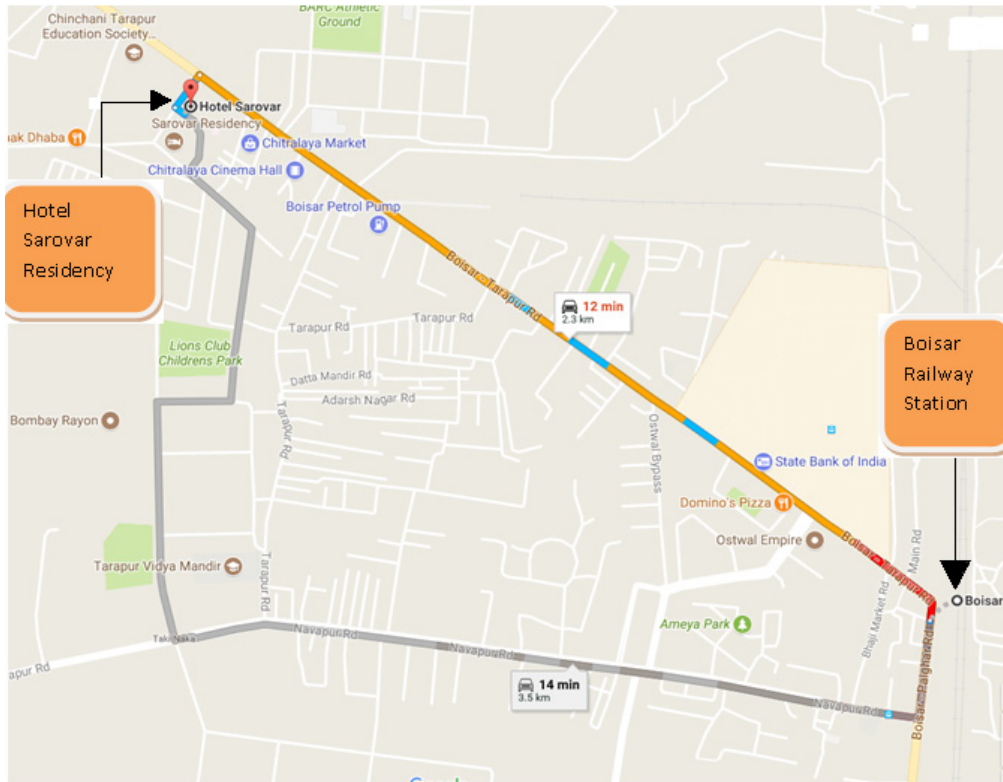
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Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 31st Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

VIVID GLOBAL INDUSTRIES LIMITED

Route Map – AGM Venue – Banquet Hall of Hotel Sarovar Residency, P-180-Tarapur MIDC Area, Near Hotel Sarovar, Chitralaya, Boisar (W), Dist. Palghar – 401506, Maharashtra.



BOOK - POST

If Undelivered please return to

Regd. Office:

VIVID GLOBAL INDUSTRIES LIMITED

D-21/1, M.I.D.C., TARAPUR,
VIA BOISAR, DIST PALGHAR,
MAHARASHTRA-401506.