

**VIAAN INDUSTRIES LIMITED**  
**CIN: L52100MH1982PLC291306**  
**37<sup>TH</sup> Annual Report 2019-2020**

**NOTICE OF ANNUAL GENERAL MEETING**

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

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Darshit Shah (DIN – 06614591), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued thereunder, including any amendments, modification, variation or re-enactment thereof, the appointment of M/s. Bansal Bansal & Company, Chartered Accountant, Mumbai, bearing Firm Membership No. 100986W as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 30th September, 2019 for a term of 5 years, i.e. till the conclusion of Annual General Meeting of the Company to be held in the year 2024, be and is hereby ratified and to fix their remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

**SPECIAL BUSINESS:**

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

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

**“RESOLVED THAT,** pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Dolly Dhanresha (DIN: 07746698), who was appointed as an Additional Independent Director on 08<sup>th</sup> September 2020, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **26<sup>th</sup> December 2020 to 25<sup>th</sup> December 2025 of the Company.**

**VIAAN INDUSTRIES LIMITED**  
**CIN: L52100MH1982PLC291306**  
**37<sup>TH</sup> Annual Report 2019-2020**

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

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

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

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

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

**By Order of the Board**

**For Viaan Industries Limited**

**Sd/-**

**Ripu Sudan Kundra**  
**Director**  
**DIN: 01785303**

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

**Date: 10.11.2020**

**Place: Mumbai**

**VIAAN INDUSTRIES LIMITED**

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020**Details of Director Seeking Re-appointment at the Annual General Meeting**

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

**By Order of the Board****For Viaan Industries Limited****Sd/-****Ripu Sudan Kundra**  
Director  
DIN: 01785303**Darshit Indravadan Shah**  
Director & CFO  
DIN: 06614591

Date: 10.11.2020

Place: Mumbai

## VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

### NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, December 25, 2020 to Saturday, 26, 2020 (both days inclusive) for the purpose of ensuing AGM of the Company.
3. The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses under item of the Notice, is annexed hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to [pandeyask2004@yahoo.co.in](mailto:pandeyask2004@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.v-ind.com](http://www.v-ind.com), websites of the Stock Exchanges i.e., Bombay Stock Exchange [www.bseindia.com](http://www.bseindia.com) and on the NSDL <https://www.evoting.nsdl.com>.
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before December 19, 2020 through email on [companysecretary@v-ind.com](mailto:companysecretary@v-ind.com) . The same will be replied by the Company suitably.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / RTA, for consolidation into a single folio.

## VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
10. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., **Saturday 26<sup>th</sup> December, 2020**.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 37<sup>th</sup> Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
15. The E-voting period for all items of business contained in this Notice shall commence from **23<sup>rd</sup> December, 2020 at 9.00 a.m. and will end on 25<sup>th</sup> December, 2020 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **19<sup>th</sup> December 2020**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **19<sup>th</sup> December, 2020**.
16. **Santoshkumar Pandey (Alias S.K Pandey)**, Practicing Company Secretaries (Membership No. ACS 8546) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent in a fair and transparent manner.
17. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

## VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

18. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

### **19. Voting through electronic means**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.v-ind.com](http://www.v-ind.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).

# VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

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

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

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

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

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

**Details on Step 1 are mentioned below:**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

# VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.



## VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

### **How to cast your vote electronically on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pandeyk2004@yahoo.co.in](mailto:pandeyk2004@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **companysecretary@v-ind.com**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **companysecretary@v-ind.com**.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (**companysecretary@v-ind.com**). The same will be replied by the company suitably.

**VIAAN INDUSTRIES LIMITED**

**CIN: L52100MH1982PLC291306**

**37<sup>TH</sup> Annual Report 2019-2020**

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. For registered themselves as a speaker may contact to **Purva Sharegistry (India) Private Limited**, write an email to [support@purvashare.com](mailto:support@purvashare.com).
  
7. **Video Conferencing Facility through Purva Sharegistry (India) Private Limited:** - If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to [support@purvashare.com](mailto:support@purvashare.com)

**By Order of the Board**

**For Viaan Industries Limited**

**Ripu Sudan Kundra**  
**Director**  
**DIN: 01785303**

**Sd/-**  
**Darshit Indravadan Shah**  
**Director & CFO**  
**DIN: 06614591**

**Date: 10.11.2020**

**Place: Mumbai**

## VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

### EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying notices:

#### **ITEM NO 4:**

At the Board Meeting of the Company held on September 08, 2020 the Board had appointed Ms. Dolly Dhanresha (DIN: 07746698) as an additional Non-Executive Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act Ms. Dolly Dhanresha holds office up to the date of this Annual General Meeting and is eligible for appointment as Independent Director

The appointment of Dolly Dhanresha shall be effective upon approval by the members in the Meeting. Dolly Dhanresha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company and has given declaration to the Board that she meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

#### **Brief profile of Dolly Dhanresha:**

Ms. Dolly Dhanresha is a Qualified Company Secretary and LL.B Graduate. She has more than six years of expertise in Company law field.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

<b>Name of Director</b>	Ms. Dolly Dhanresha
<b>Fathers' Name:</b>	Mr. Uttam Dhanresha
<b>Date of Birth:</b>	14.12.1992
<b>First Appointment on Board:</b>	08.09.2020
<b>Nature of her expertise in specific functional areas:</b>	Company law
<b>Years of Experience:</b>	Six Years
<b>Qualification:</b>	Company Secretary and LL.B
<b>Directorship in Other Companies:</b>	Nil
<b>Name of other public limited Companies, where she is Director</b>	Nil
<b>Member/Chairman of the Committee on other Board:</b>	Audit Committee – Chairperson Nomination and Remuneration Committee – Member Stakeholders Relationship Committee - Member

## VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

No. of shares held in own name or in the name of relatives:	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	No Relation

*\* Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Dolly Dhanresha, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

### **ITEM NO 5:**

At the Board Meeting of the Company held on November 10, 2020 the Board had appointed Ms. Anita Sethia (DIN: 08956503) as an additional Non-Executive Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act Ms. Anita Sethia holds office up to the date of this Annual General Meeting and is eligible for appointment as Independent Director

The appointment of Anita Sethia shall be effective upon approval by the members in the Meeting. Ms. Anita Sethia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company and has given declaration to the Board that she meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

### **Brief Resume of Ms. Anita Sethia:**

Ms. Anita Sethia is a Qualified Company Secretary. Ms. Anita has more than Eight years of expertise in Company law field.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Ms. Anita Sethia
Fathers' Name:	Mr. Shikhar Sethia
Date of Birth:	09.01.1991
First Appointment on Board:	10.11.2020
Nature of her expertise in specific functional areas:	Company law
Years of Experience:	Eight Years
Qualification:	Company Secretary
Directorship in Other Companies:	Nil

**VIAAN INDUSTRIES LIMITED**

CIN: L52100MH1982PLC291306

37<sup>TH</sup> Annual Report 2019-2020

<b>Name of other public limited Companies, where she is Director</b>	Nil
<b>Member/Chairman of the Committee on other Board:</b>	Stakeholders Relationship Committee – Chairperson Nomination and Remuneration Committee – Member Audit Committee - Member
<b>No. of shares held in own name or in the name of relatives:</b>	Nil
<b>Last Drawn remuneration:</b>	Nil
<b>Relationship with other Directors and KMP:</b>	No Relation

*\* Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 5 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Anita Sethia, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board**

**For Viaan Industries Limited**

**Ripu Sudan Kundra**  
Director  
DIN: 01785303

**Sd/-**  
**Darshit Indravadan Shah**  
Director & CFO  
DIN: 06614591

**Date: 10.11.2020**

**Place: Mumbai**