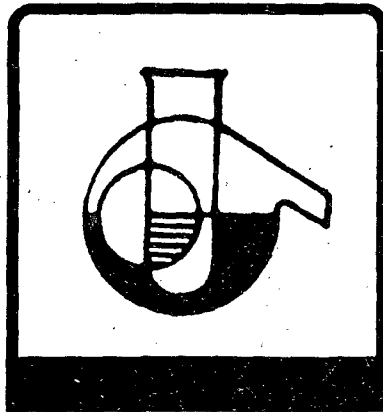


**22nd
ANNUAL REPORT
2008-2009**



VIVID GLOBAL INDUSTRIES LTD.

(Formerly Known as : VIVID CHEMICALS LTD.)

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED **(Formerly known as Vivid Chemicals Limited)** **BOARD OF DIRECTORS**

SHRI SUMISH S.MODY
SHRI MANOJ KUMAR CHAUHAN
SMT. ASHA S. MODY
SHRI DHARMESH-D.CHOKSI

WHOLETIME DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR

BANKERS :

BANK OF BARODA,
BACKBAY RECLAMATION BRANCH,
MUMBAI-400 020.

AUDITORS :

M/S. K.M. KAPADIA & ASSOCIATES
SHOP NO.49, 1ST FLOOR
ASHOKA SHOPPING CENTRE .
L.T. MARG,
MUMBAI-400 001.

REGISTERED OFFICE :

D-21/1, M.I.D.C. TARAPUR 401 506
VIA BOISAR, DIST.THANE.

ADMINISTRATIVE OFFICE :

C/O.SUMICHEM CORPORATION
1-D, DHANNUR BUILDING,
SIR P.M.ROAD, FORT,
MUMBAI 400 001.

Email ID: vividchem@yahoo.com

REGISTRARS & SHARE TRANSFER AGENTS :

REGD.OFFICE:

SHAREPRO SERVICES (INDIA)PVT.LTD.
13AB, SAMHITA WAREHOUSING COMPLEX,
SECOND FLOOR, SAKINAKA TELEPHONE EXCHANGE LANE,
OFF ANDHERI KURLA ROAD, SAKINAKA,
ANDHERI (EAST), MUMBAI-400 072.

INVESTOR RELATION CENTRE:

SHAREPRO SERVICES (INDIA)PVT.LTD.
912, RAHEJA CENTRE,
FREE PRESS JOURNAL ROAD,
NARIMAN POINT, MUMBAI-400 021.

VIVID GLOBAL INDUSTRIES LTD.

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Vivid Global Industries Limited, will be held at Plot No. D-21/1, M.I.D.C., Tarapur, Via Boisar, Dist. Thane on Tuesday 29th September 2009 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2009 and the Profit & Loss Account for the year ended on that date together with the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Asha Mody, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Ordinary resolution:
"RESOLVED THAT pursuant to Sections 198,269,309, and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the said Act) including any statutory modification or re-enactment thereof for the time being in force, and in partial modification of the Resolution passed by the Members of the Company at the Annual General Meeting held on 29th September, 2007 consent of the Company be and is hereby accorded:
(i) To the change in the designation of Mr. Sumish S.Mody to Managing Director with effect from 26th August, 2009;
(ii) To the revision in the amount of the monthly salary payable to Mr. Sumish S. Mody, from Rs. 12,500 p.m. to Rs. 20,000 p.m. upto a maximum limit of Rs.45,000 p.m. as may be decided by the Board of Directors of the Company from time to time for the remainder of the tenure of his current term i.e. upto 31st October, 2011 subject, however, to the limits prescribed in Part II of Schedule XIII to the said Act and subject, to the consequential variation or increase in the remuneration due to the revision in the terms of his remuneration as aforesaid, the other conditions of his appointment remaining same as approved at the Annual General Meeting of the Company held on 29th September, 2007."
5. To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:
RESOLVED THAT pursuant to the provisions of Section 314 (1B) and all other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the appointment of Mr. Miten S. Mody, relative of a Director of the Company, as Executive with effect from 1st April, 2009 at a remuneration of Rs. 33,000/- per month.
6. To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:
RESOLVED THAT pursuant to the provisions of Section 314 (1B) and all other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the appointment of Mrs. Meena S. Mody, relative of a Director of the Company, as Executive with effect from 1st September, 2009 at a remuneration of Rs. 15,000/- per month.

For and on behalf of the Board of Directors

SUMISH S. MODY
MANAGING DIRECTOR

REGISTERED OFFICE :

D-21/1 M.I.D.C.,
Tarapur, Via Boisar, Dist. Thane
Dated : 26th August, 2009

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.
2. An Explanatory Statement as required under Section 173 of the Companies Act, 1956 is annexed hereto.
3. The Register of Members and the share transfer books will remain closed from 24th September 09 to 29th September, 09 both days inclusive.
4. Members desiring to seek further information or clarifications 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.

VIVO GLOBAL INDUSTRIES LTD.

5. Members are requested to bring their copies of Annual Report and Account to the Meeting.
6. Members are requested to notify immediately any change in their address to the Companies Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt.Ltd. 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072 or at 912, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai 400 021.

Explanatory Statement under Section 173 of the Companies Act,1956

Item No. 4

Mr. Sumish S. Mody was re-appointed as the Whole time Director of the Company pursuant to section 269 and other applicable provisions of the Companies Act, 1956 for a period of 5 years with effect from 1st November, 2006 as per the resolution passed at the Annual General Meeting of the Company held on 29th September, 2007 on the terms set out in that resolution.

Considering the inflationary trend and the substantial increase in the business activities of the Company and also that Mr. Sudhir M. Mody, Chairman and Managing Director of the Company resigned with effect from 14th November 2008, resulting in increase in the workload and responsibilities of Mr. Sumish S. Mody, the Whole time Director, the Board of Directors of the Company has deemed fit to re designate Mr. Sumish S.Mody as Managing Director and to increase the limits of the monthly salary payable to Mr. Sumish S.Mody with effect from 1st November, 2009 for the remaining period of his tenure with corresponding consequential variations or increase in the remuneration and allowances due to the revision in the terms of his remuneration as aforesaid. The other terms and conditions of his appointment shall remain the same as approved by the Members at the Annual General Meeting held on 29th September, 2007. The resolution as set out in this item of the Notice is accordingly commended for your acceptance. The above may also treated as an abstract of the variation under Section 302 of the Companies Act, 1956. Although not necessary, a copy of the resolution passed at the Annual General Meeting of the Company held on 29th September, 2007 is available for inspection of the members to ascertain any information that they may require, at the Registered Office of the Company and are open for inspection by the members between 10.00 a.m. to 1.00 p.m. on any working day except Saturday.

Mr. Sumish S. Mody and Mrs. Asha S. Mody are concerned or interested in the Resolution at Item No. 4.

Item No. 5

The Board of Directors at their Meeting held on 20th March, 2009 appointed Mr. Miten S. Mody, as an Executive of the Company with effect from 1st April, 2009 and approved the payment of remuneration to him at Rs.33,000 per month. Mr. Miten S.Mody is a relative of Mr. Sumish S.Mody and Mrs. Asha S.Mody, Directors of the Company and under Section 314(1B) of the Companies Act, 1956, the payment of total monthly remuneration in excess of Rs. 33,000 per month incidental to holding an office of profit requires prior consent of the members by a Special Resolution.

Mr. Sumish S. Mody and Mrs. Asha S.Mody being related to Mr. Miten S.Mody may be deemed to be interested or concerned in the resolution at Item No. 5.

Item No. 6

The Board of Directors at their Meeting held on 20th March, 2009 appointed Mrs. Meena S. Mody, as an Executive of the Company with effect from 1st September, 2009 and approved the payment of remuneration to her at Rs.15,000 per month. Mrs. Meena S. Mody is a relative of Mr. Sumish S.Mody and Mrs. Asha S.Mody, Directors of the Company and under Section 314(1B) of the Companies Act, 1956, the payment of total monthly remuneration in excess of Rs. 15,000 per month incidental to holding an office of profit requires prior consent of the members by a Special Resolution.

Mr. Sumish S. Mody and Mrs. Asha S.Mody being related to Mrs. Meena S. Mody may be deemed to be interested or concerned in the resolution at Item No. 6.

For and on behalf of the Board of Directors

SUMISH S. MODY
MANAGING DIRECTOR

REGISTERED OFFICE :

D-21/1 M.I.D.C.;

Tarapur, Via Boisar, Dist. Thane

Dated : 26th August, 2009.

VIVID GLOBAL INDUSTRIES LTD.

DIRECTOR'S REPORT

To,

The Members

Your Directors have pleasure in presenting the Twenty Second Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2009.

FINANCIAL RESULTS :

	(Rs.in lacs)	
	31 st March, 2009	31 st March, 2008
Net Sales/Income from Operations excluding Excise & Sales Tax	597.43	591.92
	=====	=====
Gross Profit/(Loss) before Depreciation & Interest	(63.65)	38.52
Less: Depreciation	19.15	19.15
Less: Interest	14.80	8.81
	(97.61)	10.56
Less: Prior years adjustments	--	0.15
	(97.61)	10.41
	-----	-----
Add Extra Ordinary items	--	1.85
Less Provision for taxation	--	--
Less Provision for Fringe Benefit tax	--	0.24
Profit/(Loss) for the year	--	12.02
Add/(Less) Profit /Loss Brought Forward	(284.49)	(296.50)
Balance Carried to Balance Sheet	(382.10)	(284.49)
	=====	=====

OPERATIONS :

During the year under review the Company has recorded a total Income of Rs. 597.43 Lacs as compared to Rs. 591.92 Lacs for the previous year. Due to global recession the purchase price of the main raw materials started falling rapidly and this resulted in a huge loss since raw materials had already been purchased at a higher price. Also the production at the factory had been drastically reduced due to lack of buyers. However since January 2009 the Company has obtained firm orders for 95% of total production capacity for one of its products and thus since March, 2009 the factory has been operating at 90% of its installed capacity. Barring unforeseen circumstances, your Directors are optimistic about the current year.

DIVIDEND :

In view of the adverse financial position of the Company your Directors do not recommend any dividend.

DIRECTORATE :

Mrs. Asha S. Mody retires by rotation and being eligible offers herself for re-appointment.

Mr. Raghunath T. Shedge, Director resigned from the Board on 10th November, 2008. Your Directors wish to place on record their appreciation for the services rendered by Mr. Shedge during his tenure as Director of the Company.

Mr. Sudhir M. Mody, Director resigned from the Board on 14th November, 2008. He was associated with the company since its inception. Your Directors wish to place on record their appreciation for the services rendered by Mr. Mody during his tenure as Director of the Company.

Mr. Bijit Saha, and Mr. Kiran Patel were appointed as Additional Directors by the Board on 26th December, 2008 and they resigned from the Board on 20th March, 2009.

CHANGE IN THE NAME OF THE COMPANY :

The name of the Company has been changed from Vivid Chemicals Limited to Vivid Global Industries Limited. The Fresh Certificate of Incorporation consequent upon change of name dated 2nd January, 2009, has been received from Registrar of Companies

FIXED DEPOSIT :

The Company has not accepted any Deposit which attracts the provisions of Section 58A of the Companies Act, 1956.

AUDITORS :

The present statutory auditors M/s K. M. Kapadia & Associates, Chartered Accountants retire at the close of this Annual General Meeting and are eligible for re-appointment. The Company has received the consent and eligibility certificate from them. The Directors therefore recommend the re-appointment of M/s K. M. Kapadia & Associates, Chartered Accountants as Auditors of the Company.

PARTICULARS OF EMPLOYEES :

None of the employees of the Company draws remuneration more than the limits prescribed under Section 217 (2A) of the Companies Act, 1956.

VIVID GLOBAL INDUSTRIES LTD.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 & Loss of the Company for that period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and detecting fraud and other irregularities to the best of their knowledge and ability.
- iv) The Directors have prepared the annual accounts on a "going concern basis".

CORPORATE GOVERNANCE :

Pursuant to Clause 49 to the Listing Agreement with the Stock Exchange a Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance form part of this Report.

INDUSTRIAL RELATIONS :

The relations with the employees have remained cordial.

ACKNOWLEDGEMENTS :

Your Board of Directors would like to place on record its sincere appreciation for the whole hearted support and contributions made by Auditors, Banks, Financial Institutions, Suppliers and other Business Associates towards the conduct of the operations of the Company.

For and on behalf of the Board of Director

SUMISH S. MODY
MANAGING DIRECTOR

ASHA S. MODY
DIRECTOR

Place : Mumbai

Dated : 26th August 2009

INFORMATION AS PER SECTION 217 (1)(E) OF THE COMPANIES ACT, 1956, READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULE, 1988 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2009

A) CONSERVATION OF ENERGY :

- a. Though the Company's manufacturing operations do not involve substantial energy consumption the Company has taken adequate steps to improve energy utilization wherever possible.
- b. **ADDITIONAL INVESTMENTS AND PROPOSALS FOR REDUCTION OF CONSUMPTION OF ENERGY.**
No additional investments made during the year.
- c. **IMPACT OF THE ABOVE MEASURES : NIL**
- d. **TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION.**
"Form - A" not applicable.

B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- a. The company is examining possibilities of new technology to improve the quality of its products.
- b. **Imported Technology :**
No technology was imported by the company during the year under review.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

- (a) Activities relating to export, initiative taken to increase exports, development of new export markets for products and service and export plant:
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 export during the current year.
- (b) Total Foreign Exchange Earned.
Used Rs. - 2,12,85,236
Earned Rs. 2,70,62,253

For and on behalf of the Board of Director

SUMISH S. MODY
MANAGING DIRECTOR

ASHA S. MODY
DIRECTOR

Place : Mumbai

Dated : 26th August 2009

VIVID GLOBAL INDUSTRIES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

A) Industry Structure and Development :

The Company is engaged in the business of producing intermediate dyes and trading in dyes based on a basic raw material Tobias Acid and J.Acid, which is imported from China. With the import of the basic raw material, the Company carries out processing activities on job work basis and produces the various dyes and dye intermediates.

B) Opportunities and Threats

The Company is finding a good market for its range of products in the developing Asian Countries. This growth in market share has been achieved despite difficult local and global economic circumstances. One of the main threats faced by the Company are the availability of cheaper products from China.

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 outlook for the Company's business depends on the Cotton textile industry since majority of the Company's products are used in cotton fabrics. Recent times have seen a reversal of trends from synthetic to cotton fabrics and with the increase in demand for cotton the Company has a tremendous potential for growth.

E) Risk and Concerns

Globalised competitive scenario in Dyes and raw materials and dumping of low price products from the Chinese markets are the major areas of risk and concern for your Company. Any unfavourable trends in the import tariffs on key raw materials may have adverse impact on the cost and selling prices thereby putting pressure on the margins.

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

There has been no material development on the Human Resource / Industrial relations front during the year.

Report on Corporate Governance (pursuant to clause 49 of Listing Agreement)

1. Company's Philosophy on code of 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 clause 49 of the listing Agreement with the stock Exchanges. The Directors have confirmed compliance with the code of conduct for the year ended 31st March, 2009.

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

2. Board of Directors :

Composition and size of the Board

The present strength of the Board is 4. The Board comprises of a Whole-time Director. The rest are Non – Executive Directors.

The size and composition of the Board confirms with the requirements of Corporate Governance under the Listing Agreement with the Stock Exchange 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 judgement of the Board may affect independence of judgement of the Directors. Non-Executive Directors are not paid any remuneration.

No. of Board Meetings held during the year along with the dates of meeting

In the financial year 2008 – 2009, the Board met Eighth times. The Board meetings were held on

(1) 22nd April 2008 (2) 29th July, 2008, (3) 12th August, 2008 (4) 22nd October, 2008, (5) 14th November, 2008, (6) 26th December, 2008, (7) 29th January, 2009 (8) 20th March, 2009.

Attendance of Directors at Board Meeting and last Annual Meeting.

The composition of Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorship, committee memberships and chairmanships held by them, are given below:

VIVID GLOBAL INDUSTRIES LTD.

Directors	Category	Shares held	Attendance Particulars		No. of other Directorship and Committee Membership/ Chairmanship held		
			Board Meeting	Last AGM	Director-Ships	Committee Memberships	Committee Chairmanship
Mr. Sudhir Mody (part of the year)	C	700	3	Yes	Nil	Nil	Nil
Mr. Sumish S. Mody	WTD	335830	8	Yes	2	Nil	Nil
Mr. Manoj Kumar Chauhan	NED	Nil	8	N.A.	Nil	1	1
Mrs. Asha Mody	NED	375540	8	Yes	3	1	Nil
Mr. Raghunath T. Shedge (part of the year)	NED	Nil	1	Yes	3	Nil	Nil
Mr. Dharmesh D.Choksi	NED	Nil	8	N.A.	Nil	1	1

C: Chairman; MD: Managing Director; WTD: Wholtime Director; NED: Non Executive Director Directors who are Chairpersons of Committee have been included in the 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 is a Member of more than 10 Board - level Committees or Chairman of more than 5 such Committees, as required under clause 49 of the listing agreement, across all Companies in which they are Directors.

The Brief Profile of Director being appointed/re-appointed (pursuant to Clause 49 of the Listing Agreement):

1. Name of the Director	Mrs. Asha Mody
2. Date of Birth	13.03.1946
3. Date of Appointment	27.03.2006
4. Experience in specific Areas	She has been looking after administration of the Company for more than 20 year.
5. Qualifications	B. Com, Graduate
6. Directorships in other Companies	Mitjay Intermediates Pvt Ltd. Vivid Investments Pvt. Ltd. Vivid Finance & Holdings Pvt. Ltd.
7. Membership of committees	1

3. Audit Committee:

Terms of reference, Composition:

The terms of reference of this committee covers the matters specified for Audit committee under Clause 49 of the Listing Agreement. The Chairman of the Audit committee is Mr. Dharmesh Choksi, an independent director.

Audit Committee meetings were held on

- (1) 22nd April, 2008 (2) 29th July, 2008 (3) 22nd October, 2008 (4) 29th January, 2009.

The composition of audit Committee and attendance at its meetings is given hereunder:

VIVID GLOBAL INDUSTRIES LTD.

Member	Position	No. of Meetings attended
Mr. Dharmesh Choksi	Chairman	4
Mr. Manoj Kumar Chauhan	Member	4
Mrs. Asha Mody	Member	4

The Chairman and the statutory auditors were the invitees to the above meetings.

4. Remuneration of Directors

The Board has not set up a remuneration committee. The Wholetime Director has been paid remuneration of Rs. 1,40,000 during the year.

5. Shareholders Grievance Committee

The Shareholders Grievance Committee comprises of two independent Directors Mr. Dharmesh Choksi, and Mr. Manoj Kumar Chauhan. Mr. Manoj Chauhan is the Chairman of the Shareholders' Committee. Mr. Sudhir M. Mody is the Compliance Officer. There are a few complaints that have remained un-redressed. However the Directors are trying to resolve the same at the earliest.

6. General Body Meetings

The details of General Meetings held during last three year are as under:-

Financial Year	Day and Date	Time
2007-2008	Wednesday 17/09/2008	11.00 a.m
2006-2007	Saturday 29/09/07	11.00 a.m.
2005-2006	Friday 29/09/2006	11.00 a.m.

7. Location :

All the above General Meetings were held at the Company's Registered Office at D- 21/1 M.I.D.C., Tarapur, Via Boisar, Dist. Thane

8. Business

During the last year, there was no business, which had to be conducted through a postal ballot. At present, the Company does not have any resolution to be decided by the members by postal ballot.

9. Disclosures

1. 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.

2. During the last three years, there were no strictures or penalties imposed either by Securities and Exchange Board of India. The Company's shares had been delisted from the Stock Exchanges for various non-compliance of matters relating to the capital market. Your Directors had taken up the matter with the stock exchange and the suspension has been revoked with effect from 23rd July 2008. The company's shares are now regularly traded on the stock exchange.

3. Code of Conduct

The Board of Directors of the Company has laid down two separate Codes of Conduct – one for Directors and other for Senior Management and Employees.

All Board Members and Senior Management personnel have affirmed compliance with the Code of conduct for the year review. A Declaration signed by Managing Director to this effect is annexed to this report

4. CEO/CFO Certification

As required under Clause 49 V of the listing Agreement with the Stock Exchanges, 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 controls etc. in the prescribed format for the year ended 31st March, 2009.

10. Means of Communication

1. The financial results of the Company are published in widely circulating National dailies such as Free Press Journal and Nav-shakti. These are not sent individually to the shareholder.
2. The Company's results or official news are not displayed on the Company's web site. There were no presentations made to the institutional investors or to the analysts.
3. The Management Discussion and Analysis Report forms a part of this Annual Report.

VIVID GLOBAL INDUSTRIES LTD.

11. General Shareholder Information

a. AGM Day, Date, Time Venue	Tuesday, 29 th September, 2009 at 11a.m. D/21/1 M.I.D.C., Tarapur, Via Boisar, Dist. Thane
b. Financial Calendar	01.04.2009 to 31.03.2010
c. Un- Audited Financial Results	1 st Quarter Last Week of July
	2 nd Quarter Last Week of October
	3 rd Quarter Last Week of January
	4 th Quarter Last Week of April
d. Book Closure Period	24.09.09 to 29.09.09
e. Dividend Payment Date	Not Applicable

f) High/ Low market prices of the Company shares traded on Stock Exchange, Mumbai
The trading of shares of the company started from 29th July 2008 onwards. The high price is Rs.24.50 on 29.07.2008 and the low price is Rs.1.45 on 05.01.2009.

g) Listing on stock Exchanges at :
The Equity Shares of the Company are listed at the following Stock Exchanges:-
The Stock Exchange, Mumbai, Phiroze Jeebhoy Tower, Dalal Street, Mumbai 400 001.

h) Stock/Company/Security/Common Code:

The Stock Exchange, Mumbai
B.S.E. Code: 524576

i) Registrar and Transfer Agents

In compliance with the SEBI Directive for all listed Companies to have a common agency to handle physical and electronic share registry work the Company has appointed M/s Sharepro Services (India) Pvt.Ltd. as the Registrar and Transfer Agents. Accordingly all documents, transfer Deeds, Demat requests and other communications in relation thereto should be addressed to the R & T at it's offices at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072 or at 912, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai 400 021.

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

Distribution of Shareholding as on 31st March, 2009

No. of Shares	No. of Holders	%to total	No. of Share	% to total
1 to 500	2961	83.526	609412	14.915
501 to 1000	314	8.858	251504	6.155
1001 to 2000	104	2.934	158846	3.888
2001 to 3000	50	1.410	127129	3.111
3001 to 4000	22	0.621	78927	1.932
4001 to 5000	17	0.480	80525	1.971
5001 to 10000	44	1.241	320124	7.835
100001 & above	33	0.931	2459433	60.193
	=====	=====	=====	=====
	3545	100.000	4085900	100.000
	=====	=====	=====	=====

VIVID GLOBAL INDUSTRIES LTD.

Shareholding Pattern of the Company as on 31st March, 2009

Sr. No.	Holders	Physical Form	Electronic Form	Total No. of Shares	% of Total
1.	Promoters	1822550	6800	1829350	44.77
2	NRIs / OCBs	0	4013	4013	0.10
3	Bodies Corporate	18000	111412	129412	3.17
4	Financial Institution	600	-	600	0.02
5	Indian Public	929620	1192905	2122525	51.94
	Total	2770770	1315130	4085900	100.00

Dematerialization of Shares & Liquidity

32.00% of the Company's share Capital is dematerialised as on 31st March, 2009. The Company's shares are regularly traded on the Stock Exchanges.

Address for correspondence

C/o. Sumichem Corporation,
1-D Dhannur Building, Sir, P. M. Road, Fort,
Mumbai 400 001.

For and on behalf of the Board of Directors
SUMISH S. MODY
MANAGING DIRECTOR

Place : Mumbai
Dated : 26th August, 2009

Declaration on Code of Conduct

As required by Clause 49 of the Listing Agreement the Declaration for Code of Conduct is given below:

To
The Members of
Vivid Global Industries Limited

I, Mr. Sumish S. Mody, Managing Director of the Company declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct.

For VIVID GLOBAL INDUSTRIES LTD.
SUMISH S. MODY
MANAGING DIRECTOR

Place : Mumbai
Dated : 26th August 2009

VIVID GLOBAL INDUSTRIES LTD.

Auditor's Certificate

The Members,

We have examined the conditions of Corporate Governance by Vivid Global Industries Limited for the year ended 31st March, 2009 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For K.M. Kapadia & Associates
Chartered Accountants
Membership No.39707

Place : Mumbai

Date : 26th August, 2009

Auditor's Report to the Members of VIVID GLOBAL INDUSTRIES LIMITED.

We have audited the attached Balance Sheet of M/S VIVID GLOBAL INDUSTRIES LIMITED, as at 31st March, 2009 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Department of Company Affairs, Government of India, in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order on the basis of such checks as we considered appropriate and according to the information and explanations given to us.

Further to our comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit
- ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- iii. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- iv. In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- v. In our opinion, no cess is payable under section 441A

On the basis of written representations received from the Directors, as on 31st March, 2009, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

In our opinion and to the best of our information and according to the explanations given to us, subject to the accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009; and
- b. in the case of Profit and Loss Account, of the Profit for the year ended on that date.

Place: Mumbai

For K. M. KAPADIA & ASSOCIATES

Date: 26/08/2009

(KAMLESH KAPADIA)
Membership No.39707

VIVID GLOBAL INDUSTRIES LTD.

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE TO THE SHAREHOLDERS OF VIVID GLOBAL INDUSTRIES LIMITED

As required by the Companies (Auditors Report) Order, 2003 issued by the department of Company Affairs, Government of India in terms of Section 227(4A) of the Companies Act 1956 and on the basis of such checks of Books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, we further state that:

- I (a) The Company has maintained reasonable records, showing particulars like the situation of Fixed Assets.
(b) We are informed that most of the Fixed Assets have been verified once during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed by the management as compared with the records maintained by the Company.
(c) The preparation of Financial Statements on a going concern basis is not affected on this account.
- II (a) The Stock of Goods have been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of verification is reasonable.
(b) The procedure of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) The company is maintaining reasonable records of inventory. The discrepancies noticed on verification between the physical stock and book records were not material.
- III In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956;
(a) The company has not granted loans secured / unsecured to the companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. The balance amount due to be received from these parties as on 31st March 2009 is Rs. Nil. The maximum amount due from such loans during the year was Rs. Nil.

The company has taken interest free / interest bearing loans, secured / unsecured in the earlier years from various parties and the balance outstanding as on 31.03.2009 is Rs. Nil. The maximum amount involved during the year was Rs Nil.

However the registers required to be maintained u/s 301 of the Companies Act 1956 have been maintained in the prescribed format by the Company.

(b) In our opinion and according to the information and explanation given to us, the rate of interest in case of loan taken, wherever applicable, and other terms and conditions are not prima- facie prejudicial to the interest of the company.
(c) In respect of the loans taken by the company, the principal as well as interest is regularly paid by the company.
(d) There is no over due amount in respect of the loans taken by the company
- IV In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the natures of the business for the purchase of the inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness in internal controls were either reported or noticed.
- V (a) The registers required to be maintained u/s 301 of the Companies Act 1956 have been maintained in the prescribed format by the Company.
(b) In our opinion and according to the information given to us all the transactions entered into by the Company with related parties in pursuance to Section 301 of the Companies Act have been done with fair amount of reasonability vis-à-vis the prevailing market prices at the relevant time.
- VI During the year under review the Company has not accepted Loan or Deposits. Hence no Deposits have been accepted from public during the year
- VII The company has Internal Audit system commensurate with its size and nature of its business.
- VIII No Cost Records have been prescribed by the Central Govt. under Clause (d) of Sub Section (1) of Section 209 of the Companies Act, 1956.
- IX (a) According to the records of the Company, the Company has been depositing with appropriate authorities the statutory dues such as Provident Fund, Employees State Insurance, Sales Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it. However some nominal delays have been noticed in the payment of the same during the year.
(b) According to the information and explanation given to us, there are no disputed matters under any of the statute under the law.
- X The Company has accumulated losses for the following financial years.

VIVID GLOBAL INDUSTRIES LTD.

DETAILS OF BROUGHT FORWARD LOSS OR DEPRECIATION ALLOWANCE PART B, CLAUSE 25

Exhibit 5

Sr. No.	Assessment year	Nature of Loss/ Allowance Rs.	Amount Returned Rs.	Amount Assessed Rs.	Assessment Order Reference
1	1997-98	Depreciation	42,49,717	4,249,717	CIT (A) ORDER DT. 11.12.2000
2	1999-00	Depreciation	44,51,443	44,51,443	
3	2000-01	Business Loss	23,24,406	23,24,406	
4	2001-02	Depreciation	11,97,218	11,97,218	
5	2002-03	Business Loss	67,295	67,295	CIT (A) ORDER DT. 24.05.2008
6	2002-03	Depreciation	27,55,584	27,55,584	
7	2004-05	Business Loss	29,05,955	Not yet Assessed	
8	2004-05	Depreciation	12,81,826	Not yet Assessed	
9	2004-05	Depreciation	16,01,568	Not yet Assessed	
10	2007-08	Depreciation	7,06,251	Not Yet Assessed	
11	2009-10	Depreciation	6,24,381	Not Yet Assessed	
		Business Loss	1,16,76,525	Not Yet Assessed	

- XI As per the explanation and information given to us the Company has not defaulted in repayment of any dues to any Financial Institution or Banks. There is no issue of any Debentures by the Company in the year under review or any of the preceding years.
- XII The Company has not granted loan and advances on the basis of security by way of pledge of Shares, debentures or other securities.
- XIII In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund / society. Therefore, the provision of clause 4 (xiii) of said order are not applicable to the company.
- XIV In our opinion, the company is not dealing in or trading in shares , securities, debentures and other investments. Therefore the provision of clause (xiv) of the said are not applicable to the Company.
- XV According to the information and explanation given to us, the company has not given any guarantee for the loans taken by others from Banks and Financial Institutions. Accordingly, clause 4(xv) of the said order is not applicable.
- XVI, According to the information and explanation of the Company, term taken have been applied for the purpose for which they were obtained.
- XVII In our opinion and according to the information and explanations given to us and on an overall examinations of the balance sheet of the company, we report that fund raised on short term basis have not been used for long term investment and vice-versa.
- XVIII During the year, the company has not made any preferential allotment of shares to the parties and the company covered in the register maintained under section 301 of the Act.
- XIX In our opinion and according to the information and explanation given to us, the company has not issued any debentures during the period covered by our report. Accordingly, clause 4 (xix) of the said order is not applicable.
- XX During the period covered by our reports the Company has not raised any money by the public issues.
- XXI According to the information and explanation given to us, no fraud on, or by the company has been noticed or reported during the course of our audit.

Place: Mumbai.
Date : 26/08/2009.

For K.M. KAPADIA & ASSOCIATES
(Chartered Accountants)

Membership No.39707

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule No.	As at 31st March, 09 Rupees	As at 31st March, 08 Rupees
<u>SOURCES OF FUNDS</u>			
SHAREHOLDERS' FUNDS			
Share capital	1	40,859,000	40,859,000
Reserves and surplus	2	12,448,563	12,448,563
		<u>53,307,563</u>	<u>53,307,563</u>
<u>LOAN FUNDS</u>			
Secured loans	3	4,386,329	3,605,291
Unsecured loans			
TOTAL ...		<u>57,693,892</u>	<u>56,912,854</u>
<u>APPLICATION OF FUNDS</u>			
FIXED ASSETS			
Gross block	4	51,104,794	51,104,830
Less: Depreciation		38,604,089	36,688,406
Net block		<u>12,500,705</u>	<u>14,416,424</u>
INVESTMENTS	5	23,800	23,800
DEFERRED TAX ASSET			
CURRENT ASSETS, LOANS AND ADVANCES			
Inventories	6	22,601,870	21,830,924
Sundry debtors		8,280,569	15,207,472
Cash and bank balances		3,731,981	3,005,380
Other current assets		721,534	464,834
Loans and advances		932,587	3,128,964
		<u>36,268,541</u>	<u>43,637,575</u>
LESS: CURRENT LIABILITIES & PROVISIONS			
Current liabilities	7	29,308,386	29,428,239
Provisions		600	185,698
		<u>29,308,986</u>	<u>29,613,937</u>
NET CURRENT ASSETS		6,959,556	14,023,637
PROFIT AND LOSS ACCOUNT			
		38,209,832	28,448,992
TOTAL ...		<u>57,693,892</u>	<u>56,912,854</u>
NOTES TO THE ACCOUNTS			
	11		

As per our attached report of even date
For **K. M. KAPADIA & ASSOCIATES**
Chartered Accountants

For and on behalf of the Board of Directors

(**KAMLESH KAPADIA**)

Proprietor

Mumbai; Dated: 26.08.2009

Managing Director

Director

Mumbai; Dated: 26.08.2009

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule No.	For the year ended on 31st March, 09 Rupees	For the year ended on 31st March, 08 Rupees
INCOME			
Sales		59,742,980	59,192,169
Other income	8	1,847,799	2,411,686
TOTAL ...		61,590,779	61,603,855
EXPENDITURE			
Goods purchased for Manufacturing		43,267,236	39,723,295
Goods purchased for Resale		13,806,992	10,347,200
Manufacturing and other expenses	9	11,652,552	16,356,107
Depreciation		1,915,685	1,915,131
Interest		1,480,099	881,266
(Increase)/Decrease in stock	10	(770,946)	(8,674,700)
TOTAL ...		71,351,619	60,548,299
PROFIT / (LOSS) BEFORE PRIOR PERIOD ADJUSTMENTS		(9,760,840)	1,055,556
Adjustment pertaining to earlier year			(15,350)
PROFIT / (LOSS) BEFORE TAX & EXTRA ORDINARY ITEMS		(9,760,840)	1,040,207
Income on account of difference in Bank Reconciliation			64,994
PROFIT / (LOSS) BEFORE TAX		(9,760,840)	1,105,201
Provision for Income Tax			
Deferred Tax Asset / (Liability)			
Provision for Fringe Benefit Tax			(23,848)
PROFIT / (LOSS) FOR THE YEAR		(9,760,840)	1,081,353
Add: Deviation in the value of opening stock of Stores & Spares			
Add: Refund of Income Tax for A.Y. 2002-03			119,841
PROFIT / (LOSS) BROUGHT FORWARD		(28,448,992)	(29,650,186)
TOTAL ...		(38,209,832)	(28,448,992)
Earning per Share:			
Basic (Nominal value Rs. 10)		(2.39)	0.26
Diluted (Nominal value Rs. 10)		(2.39)	0.26

NOTES TO THE ACCOUNTS

11

As per our attached report of even date
For **K. M. KAPADIA & ASSOCIATES**
Chartered Accountants

For and on behalf of the Board of Directors.

(KAMLESH KAPADIA)
Mem. No. : 39707
Mumbai; Dated: 26.08.2009

Managing Director
Mumbai; Dated: 26.08.2009

Director

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

Schedule 1

Rupees	As at 31st March, 09 Rupees	As at 31st March, 08 Rupees
SHARE CAPITAL:		
AUTHORISED		
6,000,000 equity shares of Rs. 10/- each	60,000,000	60,000,000
ISSUED, SUBSCRIBED AND PAID-UP		
4,085,900 equity shares of Rs. 10/- each fully paid-up	40,859,000	40,859,000
TOTAL...	40,859,000	40,859,000

Schedule 2

RESERVES & SURPLUS:		
CAPITAL RESERVE:		
Capital Subsidy:		
Special Capital Incentive from Government of Maharashtra	2,500,000	2,500,000
REVALUATION RESERVE:		
Opening Balance:	9,948,563	9,948,563
Add: Additions during the year (On account of appreciation in the value of Fixed Assets)	9,948,563	9,948,563
TOTAL...	12,448,563	12,448,563

Schedule 3

SECURED LOANS:		
From Financial Institution		
HDFC Car Loan	386,457	623,843
	386,457	623,843
From banks:		
Packing credit loan	3,999,872	2,981,448
TOTAL ...	4,386,329	3,605,291

Notes:

- HDFC CAR LOAN:**
Secured by hypothecation of Tempo
- CASH CREDIT FACILITY:**
Secured by hypothecation of raw material, semifinished and finished goods and book debts and a further charge by way of hypothecation of fixed assets of the company.
- Except car loans, all the above loans are also secured by the personal guarantees of some of the directors of the Company and other associate companies.

VIVID GLOBAL INDUSTRIES LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET

FIXED ASSETS: (AS PER COMPANIES ACT)

Schedule - 4

DESCRIPTION	GROSS BLOCK			DEPRECIATION							NET BLOCK	
	As at 1st April, 2008 Rupees	Additions during the year Rupees	Deductions during the year Rupees	As at 31st Mar, 2009 Rupees	Upto 31st March 2008 Rupees	Short / (Excess) Depreciation charged for earlier years	For the year Rupees	Addition for the year		Upto 31st Mar, 2009 Rupees	As at 31st March 2009 Rupees	As at 31st March 2008 Rupees
Leasehold Land	7,510,168	-	-	7,510,168	-	-	-	-	-	-	7,510,168	7,510,168
Factory Building	7,586,158	-	-	7,586,158	3,700,315	-	123,654	-	-	3,823,968	3,762,187	3,885,842
Plant & Machinery & Electrical Installations	33,360,248	-	-	33,360,248	30,959,750	-	1,584,612	-	-	32,544,362	815,886	2,400,498
Office Equipment	680,209	-	-	680,209	604,301	-	32,310	-	-	636,611	43,599	75,909
Furnitures & Fixtures	373,872	-	-	373,872	323,447	-	23,666	-	-	347,113	26,759	50,425
Vehicles	1,594,138	-	-	1,594,138	1,100,592	-	151,443	-	-	1,252,035	342,106	493,548
TOTAL	51,104,794	-	-	51,104,794	36,688,405	-	1,915,685	-	-	38,604,089	12,500,704	14,416,389
PREVIOUS YEAR	51,089,832	14,962	-	51,104,794	34,773,275	-	1,914,975	157.00	-	36,688,406	14,416,389	16,316,557

Vivid Global Industries Ltd.

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	<u>Schedule 5</u>	
	As at 31st March, 09 Rupees	As at 31st March, 08 Rupees
INVESTMENTS		
LONG TERM INVESTMENTS (Non-trade)		
Unquoted:		
- In Shares		
200 shares of Tima Cept Co-op Soc of Rs.100 each	20,000	20,000
Of Company under the same Management		
3,800 shares of Vivid Intermediates P. Ltd	338,000	338,000
Less : Provision for Diminishing Value of Invnt.	(334,200)	(334,200)
	3,800	3,800
TOTAL ...	23,800	23,800
CURRENT ASSETS, LOANS AND ADVANCES:		
CURRENT ASSETS		
Inventories (As verified, valued and certified by the management)		
Raw materials	11,609,832	17,347,392
Work in progress	6,554,397	3,136,421
Stock in transit	3,425,920	
Finished goods	558,083	893,473
Stores & spares	453,638	453,638
Fuel & furnace oil		
	22,601,870	21,830,924
SUNDRY DEBTORS (UNSECURED)		
Other debts-Considered Good	8,280,569	15,207,472
	8,280,569	15,207,472
CASH AND BANK BALANCES:		
Cash balance	441,736	446,358
Balances with scheduled banks in -		
Current accounts	1,214,519	368,022
L/c Margin money	2,075,726	2,191,000
	3,731,981	3,005,380
OTHER CURRENT ASSETS:		
Deposits	347,872	347,872
DEPB purchased in hand	256,700	
VAT Set off receivable	116,962	116,962
	721,534	464,834
LOANS AND ADVANCES:		
(Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received	932,587	3,128,964
	932,587	3,128,964
TOTAL ...	932,587	3,128,964

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET

	<u>Schedule 7</u>	
	As at 31st March, 09 Rupees	As at 31st March, 08 Rupees
CURRENT LIABILITIES AND PROVISIONS:		
CURRENT LIABILITIES		
Sundry creditors	28,778,747	29,098,647
Amount to be credited to :		
Deposits agnst Lease of Premises	407,000	
Duties & Taxes	122,639	32,184
Other liabilities		297,409
	29,308,386	29,428,239
PROVISIONS		
Provision for Depreciation		
Provision for Fringe benefit Tax	600	6,981
Provision for Income Tax		178,717
	600	185,698
TOTAL	29,308,986	29,613,937

SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT

	<u>Schedule - 8</u>	
	For the year Ended 31st March, 09 Rupees	For the year Ended 31st March, 08 Rupees
OTHER INCOME		
Creditors written/back	524,312	403,654
Commision Received	189,987	0
Foreign Exchange Flúctuation	-	748,537
Interest Recd.on Bank Fixed Deposit	-	56,324
Bank Interest on L/C Margin+A313	179,405	151,407
Duty draw back received	-	-
Rent received Tarapur	939,200	773,950
DEPB Received	9,661	110,616
Sales tax refund	-	167,199
Misc Income	5,234	-
TOTAL	1,847,799	2,411,686

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED

SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT

	<u>Schedule - 9</u>	
	For the year ended 31st March, 09 Rupees	For the year ended 31st March, 08 Rupees
MANUFACTURING AND OTHER EXPENSES		
Salary Head Office	944,556	707,464
Labour Charges	2,886,830	
Fuel & Power Expenses	1,147,021	914,840
Excise Duty Paid	745,246	
Import Expenses	856,512	963,754
Export Expenses	861,637	688,202
Repairs & Maintenance	282,456	146,025
Audit Fees	112,506	100,000
Freight & transportation charges	328,459	45,531
Insurance	74,640	40,716
Rent expenses	108,000	81,000
Water charges	125,718	137,449
Other Expenses	3,178,971	2,444,446
TOTAL...	11,652,552	6,269,427

SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT

	<u>Schedule -10</u>	
	For the year ended on 31st March, 09 Rupees	For the year ended on 31st March, 08 Rupees
(INCREASE)/DECREASE IN STOCKS		
Opening stock:		
Raw Material	17,347,392	10,512,528
Finished goods	893,473	1,385,389
Store & Spare	453,638	838,950
Work in progress	3,136,421	419,357
	21,830,924	13,156,224
Closing stock:		
Raw Material	11,609,832	17,347,392
Finished goods	558,083	893,473
Store & Spare	453,638	453,638
Stock in Transit	3,425,920	
Work in progress	6,554,397	3,136,421
	22,601,870	21,830,924
(INCREASE)/DECREASE IN STOCKS	(770,946)	(8,674,700)

VIVID GLOBAL INDUSTRIES LTD.

VIVID GLOBAL INDUSTRIES LIMITED

AUDIT YEAR: 2008-09

NOTES FORMING PART OF THE ACCOUNTS

Schedule 11

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 Schedule XIV of the Companies Act, 1956.

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.

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.

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.

vii. The following are the observations during the course of Audit under review and brought to the notice of the management :-

1 As reported in our Audit Report of 2006-07 the company was unable to produce the tallied Bank Reconciliation Statements for the said period. This ambiguity of the earlier year has been put to rest in the period under review by writing off the said difference of Rs.64,992/- in the month of April 2007. The Bank Reconciliation Statements for the Year 2007-08 have been verified and found to be correct.

2 Balances of Sundry Debtors and Sundry Creditors as on 31/03/2008 are subject to confirmation. No confirmations of balances have been provided from the parties and hence the value of these Debtors and Creditors for the balance sheet purpose has been taken as certified by the Management.

3 Sundry Debtors of Rs.93.76 Lakhs are more than 180 days old. In spite of drawing the attention to the same, no provision for Doubtful Debts has been made by the Company.

VIVID GLOBAL INDUSTRIES LTD.

2 Contingent Liabilities :

The company is facing following court cases:

- i. 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.

(The liability disclosed above is net of predeposit of Rs. 50,000)

	2008-09 Rupees	2007-08 Rupees
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	64000	64,000
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3 Debts due by private companies in which some of the Directors of the company are Directors :

Vivid Intermediates Private Ltd.

Vivid Finance and Holdings Private Ltd.

Vivid Exports Private Limited.

	3280975	317,370
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	0	
--	---	--

	1,529,447	1,529,447
--	-----------	-----------

4 Interest expenses :

On fixed loans

On other accounts

	1480099	1,075,374
--	---------	-----------

	0	189,155
--	---	---------

	1,480,099	1,264,529
--	-----------	-----------

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

a. Licensed Capacity

b. Installed Capacity:

Dye Intermediates equivalent

	(Kgs)	(Kgs)
--	-------	-------

	Not Applicable	Not Applicable
--	----------------	----------------

	360,000	720,000
--	---------	---------

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 working on triple shift during the year 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.

6 Quantitative details in respect of opening, closing stock and sale of finished goods :

	2008-09		2007-08	
<u>Opening Stock:</u>	Kgs.	Rupees	Kgs.	Rupees
N.M.J. Acid	689	404,155.37	2,451	1,176,427
PHENYL J	780	351,180.00		
DI.J ACID	93	60,372.00		
SM2P	239	77,766.00		
	1,801	893,473.37	2,451	1,176,427

	2008-09		2007-08	
<u>Sales:</u>	Kgs.	Rupees	Kgs.	Rupees
Tobias Acid	900	108,900.00	10,375	1,152,300
J. Acid	2,413	792,009.00	3,465	1,198,463
N.M.J	20,629	12,745,782.00	9,881	5,861,525
PH J. Acid	32,904	16,706,631.00	35,267	13,825,177
Di J. Acid	13,232	9,581,985.00	14,165	8,888,000
M.X.O.S.A.	-		2,887	662,199
Orange ME2RL	-		50,450	8,990,158
SM2P	234	75,920.00		
CYANURIC	250	27,750.00		
	70,561	40,038,977.00	76,040	31,587,664

VIVID GLOBAL INDUSTRIES LTD.

Closing Stock:

	2008-09		2007-08	
	Kgs.	Rupees	Kgs.	Rupees
Sulpho Tobias Acid				
Tobias Acid				
N.M.J.Acid			689	404,155
PH J.Acid	934	401,719.00	780	351,180
Di J.Acid	254	156,364.00	93	60,372
M.X.O.S.A.				
Orange ME2RL				
Others			239	77,766
	1,188	558,083.00	1,801	893,473

7 Quantitative details of principal items of raw materials and packing materials consumed:

	2008-09		2007-08	
	Kgs.	Rupees	Kgs.	Rupees
J Acid	70,456	24,659,635.00		
C.S.Flakes	28,661	802,508.00	47,562	1,044,937
Soda Ash	12,504	212,568.00	26,751	497,569
Sulphuric Acid	14,407	1,008,490.00	72,865	865,636
Mono Methyl Amine	44,377	1,065,048.00	33,747	792,717
HCl	35,871	57,393.60		
Oleum			139,426	1,586,668
Formic Acid	1,383	53,937.00		
Aniline Oil	14,407	1,008,490.00		
Others (Including Packing Material)	Numerous	1,378,267.40	Numerous	5,691,305
		30,246,337.00		22,098,547
Less: Excise set off				669,140
Less: Sales Tax set off				116,962
				21,312,445
Add : Freight Inward / Clearing & Forwarding				1,376,108
		30,246,337.00		22,688,553

	2008-09		2007-08	
	Kgs.	Rupees	Kgs.	Rupees
8 Purchase of traded goods:				
Dyes	110,250	19,133,232.00	124,250	12,906,629
9 CIF value of Imports:				
Raw Material	64,978	21,285,236.00	95,252	19,470,302
10 Expenditure in foreign currency				
a. Travelling expenses				
b. Commission paid/payable		234,399.00		109,909

11 Value of imported and indigenous goods consumed :

	Percentage of total consumption		Percentage of total consumption	
	Rupees 2008-09	2008-09	Rupees 2007-08	2007-08
Raw materials & packing materials:				
Imported	22,185,236	100.00	19,581,213	100
Indigenous			0	0
	22,185,236	100.00	19,581,213	100
Add : Freight Inward / Clearing & Forwarding	512,251		1,376,108	
	22,697,487		20,957,321	
Stores & Spares:				
Indigenous			0	100

12 Earnings in foreign exchange :

	2008-09	2007-08
	Rupees	Rupees
I O.B. value of exports	27,062,253	27,675,255

VIVID GLOBAL INDUSTRIES LTD.

13 Segment Reporting :

A Primary Segment Information

Geographical Segments	Within India		Outside India		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year
Segment Revenue						
External Sales to customer	32,680,727	31,516,914	27,062,253	27,675,255.00	59,742,980	59,192,169
Other Income	1,838,138	1,552,534	9,661	859,152.61	1,847,799	2,411,686
Total	34,518,865	33,069,448	27,071,914	28,534,407.61	61,590,779	61,603,855
Segment Result	34,518,865	33,069,448	27,071,914	28,534,407.61	61,590,779	61,603,855
Unallocated expenses					70,050,925	59,848,967
Operating Profit					(8,460,146)	1,754,888
Interest Expenses					(1,480,099)	(881,266)
Interest Income					179405	207,731
Net profit					(9,760,840)	1,081,353
OTHER INFORMATION						
Segment Assets						
Unallocated assets					57,693,892	56,912,854
Total Assets					57,693,892	56,912,854
Segment Liability						
Unallocable liabilities					57,693,892	56,912,854
Total Liabilities					57,693,892	56,912,854
Depreciation/ amortisation					1,915,685	1,915,131.00
Non cash expenses other than depreciation						

B Secondary segment:

Since company deals in one line of product only i.e. Chemicals , it does not satisfy the criteria of reportable segments; hence not reported.

14 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 Nil

C. Key Management Persons and Relatives

- 1 Mr. Sudhir Mody
- 2 Mr. Sumish S. Mody
- 3- Mr. Miten S. Mody

II Transactions with related Parties

Sr. No.	Particulars	Amount	Associates	Enterprises over which Key Management Persons Have significant influence and Enterprises having Key Management Person in common
1	Labour Charges Paid	360,000 342,000	Vivid Intermediates Pvt. Ltd. Sumichem Corporation	---
2	Guaranties Provided	15,000,000	Vivid Intermediates Pvt. Ltd.	---
		15,702,000		

VIVID GLOBAL INDUSTRIES LTD.

III Details of payments to Key Management Personnel:

Particulars	Amount (Rs.)
Director Remuneration	140,000
Total...	140,000

15 Earnings per share :

Earnings per share is calculated as per AS-20 issued by the ICAI. The Net Loss considered for calculation of basic and diluted earnings per share is Rs. 97,60,840/-. There is no difference between basic and diluted earnings per share.

Loss after Tax	(9,760,840)
Eq. Shares Issued as on 01/04/2007	4,085,900
Eq. Shares Issued as on 31/03/2008	4,085,900
Basic & Diluted EPS	(2.39)

16 Current Tax :

i Provision for current income tax is made at the current tax rate based on assessable income.

ii Deferred Tax Adjustment :

For the company, the deferred tax adjustment as required by AS-22 consists only of unabsorbed depreciation and losses. The company has a history of continuing losses. Though measures have been taken towards turning the company around, we do not have evidence claiming certainty of profits in the immediate future. In view of the same, the deferred tax asset/Liability is not recognised.

17 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.

18 Previous years figures have been regrouped wherever necessary in order to confirm to current years presentation.

As per our attached report of even date

For K.M.KAPADIA & ASSOCIATES

Chartered Accountants

For and on behalf of the Board of Directors

(KAMLESH KAPADIA)

Mem.No. : 39707

Mumbai, Dated:26.08.2009

Managing Director

Mumbai, Dated:26.08.2009

Director

VIVID GLOBAL INDUSTRIES LTD.

Cash Flow Statement for the year ended 31st March 2009 :-

Sr.No.	Particulars	2008-09		2007-08	
		Rs.	Rs.	Rs.	Rs.
A	Cash from Operating Activities				
	Net Profit/(Loss) before Tax and extraordinary items		-9,760,839.60		1,055,556
	Adjustment for :				
	Depreciation	1,915,685		1,915,131.60	
	Foreign Exchange Loss/ (Gain)	1,437,544.00		(748,537)	
	Interest Expenses	1,480,099		881,266	
	Interest Income	(179,405.00)		(207,731)	
	Rent Recd	(939,200)		(773,950)	
	Depreciation of earlier year		3,714,723		1,066,180
	Operating Profit before working capital adjustments :-		(6,046,116)		2,121,736
	Adjustment for :				
	Trade and other receivable	6,926,903		(2,356,180)	
	Inventories	(770,946)		(8,674,700)	
	Difference in the Value of Opening Stock				
	Loans & Advances	2,196,377.00		(34,254)	
	Other Current Assets	(256,699.56)		3,337,131	
	Trade Payable and Other Liabilities	-304,951.67		6,744,775	
	Operating Profit after working capital adjustments :-		7,790,683		(983,228)
			1,744,566		1,138,508
	Add : Income on account of difference in Bank Reco	0			64,994
	Sales tax Refund	0			119,841
	Less : Prior Period Expenses	0			(15,350)
	Taxes paid	0	0.00		(23,884)
	Net Cash from operating activities (A)		1,744,566		1,284,110
B	Cash flow from Investing activities				
	Purchase of fixed Asset/Investments			(14,962)	
	Foreign Exchange (Loss)/ Gain	(1,437,544)		748,537	
	Interest Received	179,405		207,731	
	Rent Recd	939,200		773,950	
	Proceed from sale of fixed asset		-318,939.00		1,715,256
	Net cash from investing activities (B)		(318,939)		1,715,256
C	Cash flow from Financing Activities				
	Interest paid	(1,480,099)		(881,266)	
	Proceeds from secured / unsecured loans	781,072.02	(699,027)	(2,083,750)	(2,965,016)
	Net Cash used in Financing activities (C)		(699,027)		(2,965,016)
	Net Increase / Decrease in cash (A+B+C)		726,600.48		34,349
	Cash & Cash equivalents at the beginning of the year		3,005,380.40		2,971,031
	Cash & Cash equivalents at the end of the year		3,731,981.33		3,005,380

For K. M. KAPADIA & ASSOCIATES
Chartered Accountants

For Vivid Global Industries Ltd.

(KAMLESH KAPADIA)

Mem. No. : 39707

Mumbai: dated: 26.08.2009

Managing Director

Mumbai: dated: 26.08.2009

Director

VIVIO GLOBAL INDUSTRIES LTD.

BALANCESHEET ABSTRACT AND COMPANY'S GENERAL BUISNESS PROFILE

I Registration Details

Registration No.	43911
Balance Sheet Date	26.08.09

II Capital Raised during the year (Amount in Rs. Thousand)

Public issue	Nil
Right issue	Nil
Bonus issue	Nil
Private Placement	Nil

III Position of Mobilisation and deployment of funds (Amount in Rs.)

Total Liabilities	57693892
Total Assets	57693892

Sources of fund

Paid up capital	40859000
Reserve & Surplus	12448563
Secured Loan	4386329
Unsecured loan	Nil

Application of funds

Net fixed Assets	12500705
Investment	23800
Net Current Assets	6959556
Mis. Expenditure	693
Accumulated Losses	38209832

IV Performance of the company

Turnover	59742980
Total Expenditure	71351619
Operating Revenue & other Income	1847799
Profit / Loss before tax	(9,760,840)
Profit+ / Loss after tax	(9,760,840)

Earning per share	(2.30)
Dividend rate	Nil

V Generic Names of two principal product / services of the company (As per monetary terms)

Item Code No.	Product Description
32041640	Reactive dyes
29210000	N. Phenyl J. Acid
29222190	N. Methyl J. Acid

VIVID GLOBAL INDUSTRIES LIMITED

Registered Office: D-21/1, MIDC TARAPUR 401 506, VIA BOISAR, DIST. THANE.

PROXY FORM

Members Folio No:

No. of Shares:

I/We _____ of

_____ being a Member/Members of Vivid Global

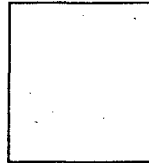
Industries Ltd. hereby appoint _____ of _____ or failing

him _____ of _____

_____ as my/our proxy to attend and vote for me/us, on my/our behalf at the 22nd Annual General Meeting of the Company to be held at D-21/1, MIDC, TARAPUR 401 506, VIA BOISAR, DIST. THANE on 29th September 2009 at 11.00 a.m.

Signed this _____ day of _____ 2009.

Signature



Note: The Proxy form to be valid must reach the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

----- Tear Here -----

VIVID GLOBAL INDUSTRIES LIMITED

Registered Office: D-21/1, MIDC TARAPUR 401 506, VIA BOISAR, DIST. THANE.

ATTENDANCE SLIP

22nd Annual General Meeting on the 29th September, 2009

L/F No. _____

Mr./Mrs./Miss _____

(Member's Name in Block Letters)

I certify that I am a Registered Member/Proxy for the registered member of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company to be held at D-21/1, MIDC, TARAPUR 401 506, VIA BOISAR, DIST. THANE on 29th September, 2009 at 11.00 a.m.

If signed by proxy, his/her name should be written here in Block Letters.

Member's/Proxy's Signature

Note:

1. Members/Proxy holders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.
2. Members who come to attend the Meeting are requested to bring their copies of the Annual Report with them.

VIVID GLOBAL INDUSTRIES LTD.

BOOK-POST

If Undelivered please return to :

REGISTRARS & SHARE TRANSFER AGENTS :

Regd. Office :

Sharepro Services (India) Pvt. Ltd.

13AB, Samhita Warehousing Complex,

Second Floor, Sakinaka Telephone Exchange Lane,

Off Andheri Kurla Road, Sakinaka,

Andheri (East), Mumbai - 400-072.