



VIVID GLOBAL INDUSTRIES LTD.

(A Govt. of India recognised 'Star Export House')

CIN No. : L24100MH1987PLC043911

Contact Address For Correspondence :

C/o. Sumichem Corporation, 1-D, Dhannur Bldg.,
Sir P. M. Road, Fort, Mumbai - 400001, India

Tel.: (91) 22-2261 9531 / 2261 9550 **URL :** www.vividglobalinds.com

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NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, (the "Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot / voting by electronic means ("e-Voting"). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the "Form" or the "Postal Ballot Form").

The Board of Directors in its meeting held on 21st November, 2016, approved the following resolution to be passed by Postal ballot. This resolution was already duly passed by the shareholders in the Last Annual General Meeting held on 29th September, 2016. At the instance of BSE Ltd, the company is once again passing these resolutions by postal ballot

In compliance with the provisions of Section 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to extend e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

Mr. Pankaj Desai, a Practicing Company Secretary (ACS No. 3398, C.P. No. 4098) of M/s Pankaj & Associates, Company Secretaries, who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the postal ballot process in a fair and transparent manner, has been appointed as the Scrutinizer for conducting the Postal Ballot process.

Shareholders desiring to exercise their votes by Postal Ballot are requested to carefully read the instructions printed on the Form and return the same in original, duly completed, in the

attached self-addressed postage-prepaid envelope so as to reach the Scrutinizer by 5:00 p.m. (IST) on Thursday, the December 29, 2016.

The Scrutinizer shall submit his report after completion of scrutiny of Forms and e-Voting. The results of voting by Postal Ballot (i.e. through the Postal Ballot Form and e-Voting) will be declared on Saturday, December 31, 2016 at 5:00 p.m. (IST) at the Corporate Office at Sumichem Corporation, 1-D, Dhannur Building, Sir P.M. Road, Fort, Mumbai - 400001. The results along with the Scrutinizer's Report will be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report will be displayed on the Company's website www.vividglobalinds.com as well as on National Securities Depository Limited's website www.evoting.nsdl.com. In addition, the results will also be published in the newspapers for information of the Shareholders.

PROPOSED RESOLUTION:

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

“RESOLVED THAT in accordance with

- i. The provisions of Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any Statutory modification(s) or re-enactment thereof for the time being in force), and the rules and regulations made thereunder;
- ii. The enabling provisions of the Memorandum and Articles of Association of the Company;
- iii. The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchange where the Company's shares are listed.
- iv. The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the “SEBI ICDR Regulations”);
- v. The provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the Stock Exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”), and subject to the Company obtaining necessary consents, sanctions, permissions or approvals from the Appropriate Authorities; and

Such conditions and modifications, as may be prescribed by one or more of the Appropriate Authorities while granting any such consents, sanctions, permissions or approvals (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company.

1. Consent, authority and approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to create, issue, offer and allot, in one or more installments, on preferential basis upto 90,000 (Ninety

Thousand) fully paid Equity Shares of Rs. 5/-each of the Company for cash to Smt. Meena Mody, Promoter as mentioned in the explanatory statement at such price not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations on preferential allotment basis on such terms and conditions and at such price as the Board may in its absolute discretion deem fit.”

2. The “Relevant Date” for the purpose of pricing of the Equity Shares shall be 29th November, 2016, being the date which is 30 days prior to the date of the Postal Ballot.

RESOLVED FURTHER THAT that pricing of the Equity Shares to be allotted shall be calculated in accordance with the SEBI Guidelines on the ‘Relevant Date’.

RESOLVED FURTHER THAT the Equity Shares so issued shall upon allotment have the same rights as the existing shares and be treated for all other purposes pari-passu with the existing shares of the Company, and that the Equity Shares so allotted during the financial year shall be entitled to dividend, if any, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all such acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the extent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the above mentioned Equity Shares on the Stock Exchanges where the Company’s shares are listed, as per the terms and conditions of the listing and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Company to make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the New Equity Shares”.

For and on behalf of the Board

SD/-

Date: 21/11/2016
Place: Mumbai

SUMISH S. MODY
MANAGING DIRECTOR
DIN: 00318652

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
- 2) The Company is pleased to provide e-Voting facility as an alternative to enable the Shareholders to cast their votes through e-Voting instead of physical Postal Ballot Form and the business stated in the Notice of Postal Ballot may be transacted through e-Voting. For this purpose, necessary arrangements have been made with National Securities Depository Limited (“NSDL”) to facilitate e-Voting process.
- 3) **The instructions for e-Voting are as under:**
 - a) In case of Shareholders receiving an e-mail {for members whose email IDs are registered with the Company/Depository Participant(s)}:
 - i. Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
 - iii. Click on Shareholder – Login.
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home Page of e-voting opens. Click on E-Voting: Active Voting Cycles.
 - vii. Select “EVEN” of Vivid Global Industries Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to shirdipankaj@hotmail.com with a copy marked to evoting@nsdl.co.in
 - b) In case of Shareholders receiving physical copies of the Notice of Postal Ballot[for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- i. Initial password, User ID and Electronic Voting Event Number (“EVEN”) are provided at the bottom of the Postal Ballot Form.
 - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- 4) As per the Rules, notice of the Postal Ballot may be served on the Shareholders through electronic transmission. Notice of Postal Ballot and Postal Ballot Form are being sent electronically to all the Shareholders whose e-mail addresses are registered with the Company/Depository Participant(s). In respect of others, these documents are being sent by permitted mode of dispatch.
- 5) Shareholders who have received notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Corporate Office of the Company at Sumichem Corporation, 1-D, Dhannur Building, Sir P.M. Road, Fort, Mumbai - 400001 and fill in the details and send the same to the Scrutinizer at 5/14, Ground Floor, Malad CHS, Poddar Rd, Opp. Saraf Hall, Malad East, Mumbai: - 400097.
- 6) Kindly note that the Shareholders can opt for only one mode of voting i.e. either physical Postal Ballot Form or e-Voting. If you are opting for e-Voting, please do not vote by physical Postal Ballot Form and vice versa. However, in case a Shareholder casts his vote by physical Postal Ballot Form and also by e-Voting, voting done by valid e-Voting shall prevail and voting done through Postal Ballot Form will be treated as invalid.
- 7) The notice is being sent to all the Shareholders of the Company whose names appear in the Register of Members/ Record of Depositories as on Friday, 25th November, 2016 (the “Record Date”). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders of the Company as on the Record Date.
- 8) Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on the Record Date will be considered for the purpose of voting / e-voting. A person who is not a Shareholder as on the Record Date should treat this notice for information purpose only.
- 9) The voting period commences at 9:00 a.m. (IST) on Thursday, 1st December, 2016 and ends at 5:00 p.m. (IST) on Friday, 30th December, 2016. No voting shall be allowed beyond 5:00 p.m. (IST) on Friday, 30th December, 2016. The e-Voting module shall be disabled by NSDL for voting thereafter.
- 10) In case of voting by Postal Ballot Form, duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. (IST) on Friday, 30th December, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received and shall be invalid.
- 11) The Scrutinizer’s decision on validity of the Postal Ballot shall be final.
- 12) The Scrutinizer will submit his report after completion of scrutiny of Postal Ballot Forms and e-Voting, to the Chairman, who will, or in their absence any other Director will, declare

the results of voting by Postal Ballot on or before Saturday, 31st December, 2016 at 5:00 p.m. (IST) at the Corporate Office at Sumichem Corporation, 1-D, Dhannur Building, Sir P.M. Road, Fort, Mumbai - 400001. The results along with the Scrutinizer's Report will be displayed at the Corporate Office and website of the Company www.vividglobalinds.com.

- 13) The resolution will be taken as passed effectively on the last date of receipt of Postal Ballot Form / e-Voting (i.e. Friday, 30th December, 2016), if the results of the Postal Ballot indicate that the requisite majority of the Shareholders of the Company have assented to the resolution. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF POSTAL BALLOT

Material Facts relating to Preferential Allotment:

The Board of Directors of the Company give below disclosures that are required to be given in the Explanatory Statement to the Special Resolution to be passed under Section 62 of the Companies Act, 2013 and in terms of the SEBI (Disclosure and Investors Protection) Guidelines.

- A. **Object of the Preferential Allotment and the Manner of Activities of proceeds of the Issue to be utilized :**
The Company is planning to expand its operations, business and activities. The development plans require infusion of more capital into the Company. This would enable the Company to increase its production capacity. The present trend for increase in dollar value and China price, the Company requires more funds in working capital. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course.
- B. **Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:**
None of the Directors / Promoters / Key Management Persons intends to subscribe to the offer, except as disclosed.
- C. **Type of security offered and the number of security offered :**
The resolution set out in the accompanying notice authorizes the Board to issue to allottee upto 90,000 (Ninety Thousand) fully paid Equity Shares of Rs. 5/-of the Company, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.
- D. **The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by her:**
Smt. Meena S. Mody, is a relative of the Managing Director & is one of the promoters of the Company.

Name of proposed Allottee	Category	Pre-issue shareholding		Allotment	Post issue Shareholding	
		No. of shares	%		No. of shares	%
Smt. Meena S. Mody	Prompter	7,89,440	8.65	90,000	8,79,440	9.54

E. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sr. No	Category of Shareholder	Pre-Preferential Issue Shareholding (as on 30.09.2016)		Post-Preferential Issue Shareholding (Proposed) (After allotment of equity shares)	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
(A)	Promoter and Promoter Group				
1	Indian	3982744	43.63	4072744	44.18
2	Foreign	0		0	0
3	Bodies Corporate	588568	6.45	588568	6.38
	Sub Total (A)	4571312	50.08	4661312	50.56
(B)	Public Shareholding				
1	Institutions				
(i)	Mutual Funds/ UTI	0	0	0	0
(ii)	Financial Institutions/ Banks	0	0	0	0
(iii)	Insurance Companies	0	0	0	0
(iv)	Foreign institution investors	0	0	0	0
(v)	Foreign Venture Capital Investors	0	0	0	0
	Sub Total (B1)	0	0	0	0
2	Non-Institutions				
(i)	Individuals	4206217	46.08	4206217	45.63
(ii)	Others (Including NRIs)	351341	3.85	351341	3.81
	Sub Total (B2)	4557558	49.92	4557558	49.44
	Total Public Shareholding Sub – Total B (B1+B2)	4557558	49.92	4557558	49.44

	GRAND TOTAL (Total Shareholding)	9128870	100	9218870	100
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F. Important terms and conditions:

- i. The total subscription amount, payable by the Investors, shall be paid prior to the allotment of the Issue of Shares.
- ii. The allotment of Equity Shares are subject to the Investors not having sold any Equity Shares of the Company during the six months preceding the Relevant Date (defined below) and the investors not acquiring any Equity Shares until completion of the allotment of the Issue of Shares under the proposed preferential issue.
- iii. Under Chapter VII of the SEBI ICDR Regulations, issue of Equity Shares on a preferential basis shall be made at a price not less than higher of:
 - a. The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 26 weeks preceding the Relevant Date or
 - b. The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 2 weeks preceding the Relevant Date;

Or

In case of Infrequent trading in shares, at a price of Rs. 24.62 as per the valuation report given by the Chartered Accountant based on the book value of equity shares, comparable trading multiples & such other parameters.

- iv. The "Relevant date" for determining the issue price of the Equity Shares shall be 29th November, 2016 being the date which is 30 days prior to the date of the Postal Ballot.
- v. "Stock Exchange" for this purpose shall mean BSE being the stock exchange on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date. The Company's shares are listed only on The Bombay Stock Exchange.
- vi. The equity shares will be allotted in accordance with the price determined in terms of Regulations. Since the Company is listed on BSE Limited, the trading volume of Equity Shares of the Company on the stock exchanges will be considered to determine the highest trading volume for computation of issue price. As required under the Regulations, wherever it is required, the Company

shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, i.e. Smt. Meena S. Mody, within the time stipulated under the Regulations, the Equity Shares allotted to Smt. Meena S. Mody, shall continue to be locked in till the time such amounts are paid by her.

G. Proposed time within which the allotment shall be completed:

The Issue Shares shall be allotted within a period of 15 days from the date of passing of the resolution provided that if the approval or permission by any regulatory authority for allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.

H. Change in control:

There shall be no change in management control of the Company pursuant to the issue of equity shares.

I. Lock in:

The Issue Shares shall be issued in Dematerialized Form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations;

J. Auditors Certificate:

The certificate, from Independent Chartered Accountant, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday and public holidays from the Relevant Date (i.e. 29th November, 2016) upto the last date for voting under postal ballot (i.e. 30th December, 2016) and shall also be available at the date of declaration of result of the postal ballot.

The Board recommends the resolution for approval of the shareholders of the Company as a special resolution through Postal Ballot.

Except, Shri. Sumish Sudhir Mody, Shri. Miten Mody, Smt. Asha Mody, Director and Shri. Sudhir Mody, key managerial personnel of the Company, none of the Directors/Key Managerial Personnel/their relatives of the Company are in any way concerned or interested in the above referred resolution.

For and on behalf of the Board

SD/-

Date: 21/11/2016

Place: Mumbai

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