

**PANKAJ & ASSOCIATES**  
Company Secretaries

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**Pankaj S Desai**  
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**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 18) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement]

To,  
**Mr. Sumish Mody**  
Managing Director  
Vivid Global Industries Limited  
Regd. Office: D-21/1, MIDC Tarapur Via Boisar  
Taluka Palghar,  
Thane – 401506.

Dear Sir,

1. We, Pankaj & Associates, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Vivid Global Industries Limited at its meeting held on 11<sup>th</sup> August, 2014 for the purpose of scrutinizing the e-voting and for conducting the ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration), Rules, 2014 and ballot process undertaken at the 27<sup>th</sup> Annual General Meeting (AGM) on the resolutions contained in the notice of the 27<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 30<sup>th</sup> September, 2014, at the registered office of the Company at D-21/1, MIDC Tarapur via Boisar, Taluka Palghar, Thane – 401506.

2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 27<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to above, I submit my report as under:





3.1. The Company has provided the e-voting facility through National Securities Depository Limited (NSDL) on their website <https://www.evoting.nsdl.com>. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

3.2. The Notice sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.

3.3. As prescribed in the said Rules, the Company has also published an advertisement and it carried the required information as specified in the said rules.

3.4. The Company had completed the dispatch of Annual Report by 8<sup>th</sup> September, 2014 to its members, whose names appeared on the Register of Members / List of Beneficiaries as on 22<sup>nd</sup> August, 2014.

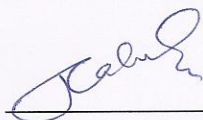
3.5 The Company had arranged for ballot papers and ballot box for the members and proxies present at the Annual General Meeting (AGM) as on 30<sup>th</sup> September, 2014.

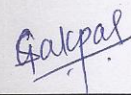
3.6 We have ensured that the ballot box was duly locked and sealed in the presence of the members and proxies.

3.8 The scrutiny was done in the presence of two persons viz. Mr. Rahul Jain and Mr. Gaurav Sakpal as witnesses after the voting process was over.

3.9. The E-Voting commenced from 24<sup>th</sup> September, 2014 (9.00 a.m.) and ended on 26<sup>th</sup> September, 2014 (6.00 p.m.).

3.10. The votes cast were unblocked on 27<sup>th</sup> September, 2014 in the presence of 2 witnesses, Mr. Rahul Jain and Mr. Gaurav Sakpal who are not in the employment of the Company. They have signed below in confirmation of the votes beings unblocked in their presence.

  
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3.11. The E-Voting data was scrutinized by me for verification of votes cast "in favour" and "against" the Resolutions.

3.12. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour" or "against" each of the Resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited on their website i.e <https://www.evoting.nsdl.com> and the result of the e-voting and after conducting the ballot process at the Annual General Meeting is as under:





**Item No. 1 – As an Ordinary Resolution:-** To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the Year ended on that date together with the Reports of Directors' and Auditors' thereon.

**i. Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

**ii. Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

**iii. Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0

**Item No. 2 – As an Ordinary Resolution - To Declare Dividend :**

**i. Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

**ii. Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

**iii. Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0



**Item No. 3 – As an Ordinary Resolution** - To appoint Auditors and fix their remuneration:

i. **Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

ii. **Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

iii. **Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0

**Item No. 4 – As an Ordinary Resolution** - Appointment of Mr. Miten Mody as Director:

i. **Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

ii. **Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

iii. **Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0

**Item No. 5 – As an Ordinary Resolution** - Appointment of Mr. Miten Mody as Executive Director:





i. Voted in favour of the resolution:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

ii. Voted against the resolution

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

iii. Abstained votes:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0

Item No. 6 – As an Ordinary Resolution – Appointment of Mr. Dharmesh Choksi as an Independent Director:

i. Voted in favour of the resolution:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

ii. Voted against the resolution

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

iii. Abstained votes:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0



**Item No. 7 – As a Ordinary Resolution** – Appointment of Mr. Manoj Kumar Chauhan as an Independent Director

i. **Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

ii. **Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

iii. **Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0

**Item No. 8 – As a Special Resolution** – Adoption of New Articles of Association

i. **Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

ii. **Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

iii. **Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0





**Item No. 9 – As a Special Resolution – Fixation of Limits of Borrowing Powers**

**i. Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

**ii. Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

**iii. Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0

**Item No. 10 – As a Special Resolution – Mortgage of Assets**

**i. Voted in favour of the resolution:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
21	1882179	100%

**ii. Voted against the resolution**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0.00%

**iii. Abstained votes:**

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
0	0	0



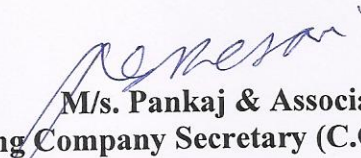
4. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR" OR "AGAINST" and those whose votes were declared invalid for each resolution under e-voting and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. Sudhir Mody, Compliance Officer of the Company for safe keeping.

5. You may accordingly declare the result of voting by e-voting and ballot.

6. The abovementioned resolutions are deemed to be passed as on the date of announcement of results.

Thanking you,

**Yours faithfully,**

  
**M/s. Pankaj & Associates**  
**Practicing Company Secretary (C.O.P. No. 4098)**  
**Scrutinizer for Ballot form and E-voting**

**Place: Mumbai**

**Date: 30<sup>th</sup> September, 2014**

