

PANKAJ & ASSOCIATES

Company Secretaries

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Tel Off: - 65157109
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Pankaj S Desai

B.Com (Hons), A.C.S., A.C.A.

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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

Chairman

Vivid Global Industries Limited

Regd. Office: D-21/1, M.I.D.C.,

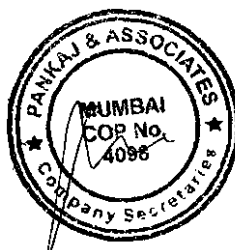
Tarapur 401506,

Via Boisar, Dist. Thane.

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 07th August, 2015 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 as amended by the Companies (Management and Administration), Rules, 2015 and ballot process undertaken at the 28th Annual General Meeting (AGM) on the resolutions contained in the notice of the 28th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 30th September, 2015, at Plot No. D-21/1, M.I.D.C., Tarapur 401506, via Boisar, Dist. Thane.

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 28th 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 (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.



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 as amended by the Companies (Management and Administration), Rules, 2015.

3.3. The Company had completed the dispatch of Annual Report by 5th September, 2015 to its members.


3.4 The Company had arranged for ballot papers and ballot box for the members and proxies present at the Annual General Meeting (AGM) as on 30th September, 2015.

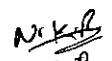
3.5 We have ensured that the ballot box was duly locked and sealed in the presence of the members and proxies.

3.6 The scrutiny was done in the presence of two person's viz. Mr. Nilesh Parkar and Mr. Neet Raval as witnesses after the voting process was over.

3.7. The E-Voting commenced from 27th September, 2015 (9.00 a.m.) and ended on 29th September, 2015 (5.00 p.m.).

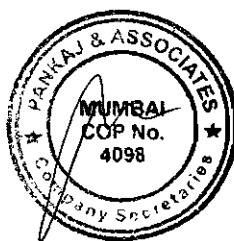
3.8. The votes cast were unblocked in the presence of 2 witnesses, Mr. Nilesh Parkar and Mr. Neet Raval who are not in the employment of the Company. They have signed below in confirmation of the votes beings unblocked in their presence.


Nilesh Parkar


Neet Raval

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

3.10. 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 (NSDL), 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 consider and adopt the Audited Profit and Loss Account of the Company for the year ending on 31st March, 2015 and the Balance Sheet as at 31st March, 2015 together with the report 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
24	2171350	100%

ii. Voted against the resolution

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

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 appoint Director in place of Smt. Asha Sudhir Mody (DIN: 00221440) who retires by rotation and being eligible offers herself for the reappointment:

i. Voted in favour of the resolution:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
24	2171350	100%

ii. Voted against the resolution

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

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 declare Dividend:

i. Voted in favour of the resolution:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
24	2171350	100%

ii. Voted against the resolution

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

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 – To re-appoint M/s. K.M. Kapadia & Associates as Statutory Auditor and fixed there remuneration:

i. Voted in favour of the resolution:

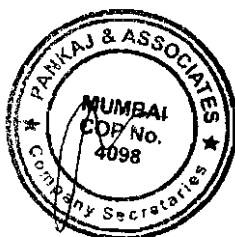
Number of Ballots	Number of Votes cast	% of total number of valid votes cast
24	2171350	100%

ii. Voted against the resolution

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

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 –: To consider approval for Sub- division of equity shares at Rs.5/- per share:

i. Voted in favour of the resolution:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
24	2171350	100%

ii. Voted against the resolution

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

iii. Abstained votes:

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

Item No.6 – As a Special Resolution – To consider approval for Preferential Allotment of Equity Shares:

i. Voted in favour of the resolution:

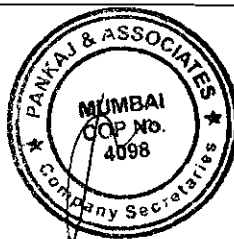
Number of Ballots	Number of Votes cast	% of total number of valid votes cast
24	2171350	100%

ii. Voted against the resolution

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

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 Special Resolution – To consider approval for Related Party Transactions:

i. Voted in favour of the resolution:

Number of Ballots	Number of Votes cast	% of total number of valid votes cast
24	2171350	100%

ii. Voted against the resolution

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

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 – To consider approval to revise the remuneration of Mr Sumish Sudhir Mody:

i. Voted in favour of the resolution:

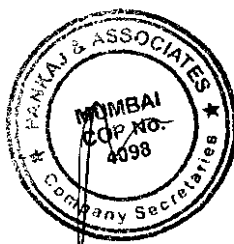
Number of Ballots	Number of Votes cast	% of total number of valid votes cast
24	2171350	100%

ii. Voted against the resolution

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

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" 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 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: 1st October, 2015

