

**S. K. PANDEY**  
**Practicing Company Secretary**

ACS No. 8546 / COP No. 5484  
Add.: Raja Bahadur Building, First Floor, 45, Tamarind Lane, M. P. Shetty Marg, Fort, Mumbai - 400 001.  
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**SCRUTINIZER'S REPORT**

To,

Board of Director,  
Viaan Industries Limited  
(Formerly known as Hindusthan Safety Glass Industries Limited)  
Registered Office:  
3rd & 4th floor, C Wing, Sahar Classique,  
Opp P & T Colony, Sahar Road,  
Andheri (East),  
Mumbai - 400099

Dear Sir,

I have been appointed as a Scrutinizer for the purpose of scrutinizing the Postal Ballot voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 on the below mentioned resolutions passed by Postal Ballot.

**Special Business:**

**Item No. 1: Sub-division of 1 (One) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of Re. 1/- each.**

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(is), and subject to such conditions as may be agreed by the Board of Directors of the company (which expression also includes a committee thereof), each Equity Share of the company having a face value of Rs. 10 each fully paid-up be sub-divided into 10 (Ten) Equity Shares of the face value of Re. 1 each fully paid-up."

"RESOLVED FURTHER THAT the 10 (Ten) Equity Shares of the face value of Re. 1 each on sub-division to be allotted in lieu of existing one equity share of Rs. 10 each shall be subject to the terms of the Memorandum and Articles of Association of the company and shall rank pari passu in all respects with the existing fully paid shares of Rs. 10 each of the company and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted."

"RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Book Closure Date/Record Date and the company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the company in lieu of such existing share certificate(s) subject to the provisions of the companies (Share Capital and Debentures) Rules, 2014 and in the case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the depository participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division."

S. K. Pandey









**Scrutinizer**  
**S. K. PANDEY**  
Raja Bahadur Building,  
1st Floor, 45, Tamarind Lane,  
M. P. Shetty Marg, Fort, Mumbai-01.  
Tel. No.: 022 - 66390257

**Item No. 2. Special Resolution: Alteration of Capital clause of Memorandum of Association of the Company**

Total No. of Shareholders	1226						
Total No. of Shares	10665210						
Receipt of Postal Ballot Forms	15 <sup>th</sup> February, 2017						
E-Voting start date & end date	From 16 <sup>th</sup> January, 2017 to 15 <sup>th</sup> February, 2017						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	7	2746911	6	2746905	1	6
Total Votes Cast through Postal Ballot Forms Received	B	5	2746902	5	2746902	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	12	5493813	11	5493807	1	6
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	12	5493813	11	5493807	1	6

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5493780	2746890	50.00	2746890	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)		2746890	50.00	2746890	0	100.00	0.00
	Total	5493780	5493780	100.00	5493780	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	5171430	21	0.00	15	6	71.43	28.57
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)		12	0.00	12	0	100.00	0.00
	Total	5171430	33	0.00	27	6	81.82	18.18
Total		10665210	5493813	51.51	5493807	6	100.00	0.00

*S. K. Pandey*



**Scrutinizer**  
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Raja Bahadur Building,  
1st Floor, 45, Tamarind Lane,  
M. P. Shetty Marg, Fort, Mumbai-401,  
Tel. No.: 022 - 66390257

Percentage of Votes cast in favor: 100%

Percentage of Votes cast against: 0.00%

As the number of votes castes casted in favor of the Resolution No.1 & 2 i.e. 100%, I report that the Special Business in Ordinary Resolution & Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated 02<sup>nd</sup> January, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

11. The Registers, all other papers and relevant records relating to Postal Ballot shall remain in my safe custody until the Director considers and approves and thereafter the same will be handed over to the Director for safe keeping.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

*S. K. Pandey*

S. K. Pandey  
(Practicing Company Secretary)

Date: 17<sup>th</sup> February, 2017

Place: Mumbai



Signature of Witnesses

*Umeshi*

(Umang Udeshi)

*Suvarana Manjrekar*

(Suvarana Manjrekar)