

VIAAN INDUSTRIES LIMITED
(FORMERLY KNOWN AS HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED)
(CIN.L52399WB1982PLC035375)

Reg Office.:3rd & 4th Floor, C Wing, SaharClassique, OppP & T Colony, Sahar Road, Andheri
(East) Mumbai Mumbai City MH 400099.

Tel.No. 022-49179999

E-mail ID: -hindusthansafety@gmail.com/investor@v-ind.com, Website: -www.v-ind.com

NOTICE IS HEREBY GIVEN THAT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014, THE FOLLOWING SPECIAL BUSINESS BE TRANSACTED BY THE MEMBERS OF THE COMPANY BY PASSING THE RESOLUTIONS THROUGH POSTAL BALLOT.

Dear Shareholders,

Notice is hereby given that the following resolutions is proposed to be passed by Postal Ballot in accordance with 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 as amended from time to time.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form is appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on **19thMay, 2017 at 5.00 P.M.** Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Section 108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of National Securities Depository Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed **Mr. S.K. Pandey, a Practicing Company Secretary, as the Scrutinizer** for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be declared by the Executive Director/CFO/ Director on **22ndMay, 2017 at 4:00 P.M.** at the Registered Office of the Company and will be communicated to BSE Limited i.e. the Stock Exchanges where the equity shares of the Company are listed, and will be published in the newspaper(s). The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor

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are three times or more in number as against the votes cast in against the respective resolution.

SPECIAL BUSINESS:

ITEM NO: 1 RE-DESIGNATION OF RIPU SUDAN KUNDRA (ALIAS RAJ KUNDRA) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to re-designate Mr. Ripu Sudan Kundra (alias Raj Kundra), (DIN: 01785303), as Chairman and Managing Director, of the Company for a period of three (3) years with effect from February 01, 2017 to January 31, 2020, on the terms and conditions including the remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/-p.a. and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the draft Agreement entered between the Company and Mr. Ripu Sudan Kundra (alias Raj Kundra), which agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Ripu Sudan Kundra (alias Raj Kundra).

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Ripu Sudan Kundra (alias Raj Kundra) be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

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RESOLVED FURTHER THAT as per the Articles of Association of the Company, Mr. Ripu Sudan Kundra (alias Raj Kundra) shall not be subject to retire by rotation unless the total number of Directors (including Managing Director) as are not subject to retirement by rotation exceeds one-third of total number of Directors. In such case, Mr. Ripu Sudan Kundra (alias Raj Kundra) shall be liable to retire by rotation so that the total number of Directors not liable to retire by rotation does not exceed one third of total number of Directors and after re-appointment Mr. Ripu Sudan Kundra (alias Raj Kundra) shall automatically continue to hold the office of the Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

ITEM NO: 2 RE-DESIGNATION OF DARSHIT INDRAVADAN SHAH AS CFO AND EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Section 2(19), 2(51), 197 and 203 read with Rule 8 of Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Darshit Indravadan Shah (DIN 06614591) Executive Director, be and is hereby appointed as Chief Financial Officer (“CFO”) i.e.01st February, 2017 on the Terms and Conditions including the terms of remuneration as recommended by the Nomination and Remuneration Committee with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mr. Darshit Indravadan Shah.

RESOLVED FURTHER THAT the Board of Directors or Remuneration Committee be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such

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agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

ITEM NO. 3 THE ACQUISITION OF RUNNING BUSINESS ACTIVITIES OF YO-YO FROZEN YOGURTS FROM ONE OF THE GROUP COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of section 186 and 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded and to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to the Company to acquire running business activities of “YO-YO” Frozen yogurts on cash consideration basis from “Essential Bulk Commodities Private Limited” (Company belonging to same promoter, hence it is a related party transactions), subject to approval of the shareholders of the Company.

RESOLVED FURTHER THAT any two Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things including finalizing Postal Ballot Notice that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

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ITEM NO. 4 AMENDMENTS IN OBJECT CLAUSE

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

“RESOLVED THAT pursuant to the provisions of Section 13(9) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to “the Act”) including any statutory modifications or re-enactment thereof for the time being in force, read with Section 110 of the Companies Act 2013 and Rule 22 of the Companies (Management & administration) Rules, 2014 subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from Registrar of Companies and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities with terms, conditions, amendments, or modifications, the Board of Directors (hereinafter referred to as “the Board”, is authorized to accept as it may deem fit, the Main Objects in the Object Clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following new clauses A (i), (ii), and (iii) & ancillary objects which are necessary for the furtherance of Main Object as B and by deleting existing Clause A (i) (ii) & B (1), (2), (3) (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15) and C after the existing sub-clause III of the Memorandum of Association of the Company.

- A. (i) To export, import, buy, sell, act as agent, produce, manufacture, trade or otherwise deal in all kinds of Consumer Goods, Ayurvedic Products, Herbal Products, Medical Products, Dairy Products, Electronic Products Including Development And Trading Of Mobile/Computer Based Application Games and Play Station, merchandise, edible oils, coal, de-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing substances, Steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, bullion, Jewellery, diamond, sapphires, ruby, topaz, gem, Emerald, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, Machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, food product, hydrocarbons, derivatives, Computers and Allied products and other articles goods capable of being imported, exported and traded and otherwise deals in commodities, goods articles and things through wholesale and retail market, bidding and online platform including

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Company website and other shopping portal and to act as a band to carry on the agency business and also act as film and animation producers, makers, directors and technicians of every description; to carry on business as motion picture producers and for these purposes to acquire or construct studios, offices, locations, properties, apparatus, scenery, sound-recording apparatus, lighting equipment and all other equipment and machinery for the production of motion pictures; to produce, direct, arrange and otherwise deal in and with television films, cartoons, cine films, documentaries and films of any and every description; to act as manager and agents of film actors and actresses and to enter into contracts and other arrangements with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine; to develop, experiment and carry on any research for the improvement of motion pictures, black and white and colour photography, sound reproduction, television and any other process which could improve motion pictures or any other entertainment given in places where motion pictures are shown; to carry on the business of motion picture exhibitors and renters and for these purposes to construct, build, adapt or acquire cinemas or other buildings suitable for such other amusements and meetings as can conveniently be provided on the premises of the Company; to hire out and rent equipment, personnel, apparatus and machinery connected with the production of motion pictures and technical services of all descriptions; and to carry on any other trade or business whatsoever of a like and similar nature.

- (ii) To carry on the business of providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

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- (iii) To establish, promote, subsidies, encourage, provide, maintain, organize, undertake, manage, takeover, collaborate, setup, assist, build, construct, equip, develop, recondition, operate, conduct, research, grant, support, to Spread Education by opening Schools and Colleges to provide complete Technical and Management Knowledge, to work in the field of Education-Training, Research Science, Industrial Development and Printing and Publication and to Guide, supervise and teach the undergraduate students and all other involved in Technical and Management studies and to work in the field of Human Resource Development, Rural Development, Community Development and Social Security and participate in National and International Conferences, in the field of Environment, Health, Social, Cultural, and Sports Activities, Adult education, Continuing education and Social Advocacy and singing, guide conduct computer training classes, schools, colleges and other computer educational programmes, lectures, seminars, symposium on subjects in respect of operating computer programming, computer training, computer manufacturing, computer technology, to take part and enter into agreement/contract with Govt./State Govt./Local bodies/Corporation/Govt. Deptt./Govt. Organization/ Agencies to implement/work implement/work/project/Construct/and to participate and work on projects assigned by the Govt. or its agencies for make in India, Skill India or any other Scheme launched by either local bodies, state government or central Government and to run in India or abroad school, colleges, boarding, houses, hostels, canteens, ashrams, gurukuls, teaching classes, coaching classes, refresher courses, crash courses, advanced courses, practical laboratories which includes Collect and process Umbilical Cord Blood and store the derived stem cells in cryogenic conditions for future use for a wide range of Medical diseases and to extract Stem Cells from any permitted source and store/use it for future Medical research and application. To conduct Research on cellular Medicine using appropriate models for the same., classes, refresher courses, crash courses, advanced courses, practical laboratories, libraries, experiment centers, preparatory coaching classes for all types of competitive national (Indian) examinations such international (foreign) examinations for primary, secondary, higher professional, advanced, technical education and training for under graduate, graduate and post graduate degree and diploma in the subject and branches of all types of disciplines/faculties such as commerce, arts, science, engineering, electronics, software, hardware, electrical, aeronautical, medical, pharmacy, mining, military, music, dance, acting, sports, designing, fashion, textiles, interior

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decoration, import/export, foreign languages, journalism, management, social, welfare and industry and any other field of education which can be imparted to the students regularly in such fashion as may be developed from time to time by the company and to do all such activities and business as may be incidental or necessary for the achievement of above objects and to act as advisors, consultants, promoters, partners or associates for such business or to import technical know-how, develop technical expertise know-how in above-mentioned fields and to get affiliated/associated with Indian and/or Foreign universities, institutes, colleges and grant degrees/diplomas etc. on behalf of such affiliated institutions.

B.THE MATTERS WHICH ARE NECESSARY FOR THE FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-

1. To open Bank Account or Accounts in India or abroad and that the Bank be instructed to honour all Cheques, Promissory notes and other instruments drawn by and all bills accepted on behalf of the Company whether such account be in credit or overdrawn and to accept and credit to the account of the company all monies deposited with or owing by the Bank on any account/accounts at any time or times kept or to be kept in the name of the company and the amount of all Cheques, notes, bills, other negotiable instruments, orders or receipts provided they are endorsed/signed by the authorized person of the company for the time being on behalf of the company and such signature(s) shall be sufficient authority to bind the company in all transactions between the Bank and the Company including those specifically referred to therein.
2. To draw, make, accept, discount, execute, endorse and issue bills of exchange and other promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments or securities.
3. To borrow or raise money, other than public deposits, in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or companies and to secure the repayment of any money borrowed, raised or owing by way of mortgage, charge or lien upon all or any of the property, assets or revenue of the company (both present and future), including its uncalled capital, by special assignment or otherwise, and to transfer or convey the same

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absolutely on trust and to give the lenders power of the same and other powers as may seem expedient and to purchase, redeem, exchange; vary, extend or pay off and from time to time reissue any such securities and also by a similar mortgage, charge or lien, secure and guarantee the performance by the Company of any person or company as the case may be.

4. To secure the payment of moneys borrowed or raised or owing or the performance of obligations incurred by the company, by the creation and issue of redeemable or irredeemable or perpetual debenture bonds, debenture-stock payable to bearer or otherwise or by mortgages, charges or other securities, and to further secure or collaterally Trust all such powers of management and realization and also such powers of supervision, control, vote and other-wise as the company may consider expedient.
5. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods machinery, stores or any other property, articles and things, contracts or performances required for the purposes of the Company upon such terms with or without security as the Company deem expedient.
6. To undertake, financial and commercial obligations, transactions and operations including borrowings from banks/ financial institutions/ such other institutions for the purpose of company.
7. To guarantee the performance of the obligations of and payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which directly or indirectly to further the objects of the Company or the interests of the shareholders.
8. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations\instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated, and generally to guarantee or become surety for the performance of any contracts or obligations.

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9. Subject to provisions of the Companies Act, 2013, and/or other law for the time being in force, to lend and advance money or give credit, with or without security, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company, guarantee the performance of any contract or obligation of any company, firm or person and to guarantee the payment and repayment of the capital and of the principal, dividend, interest or premium payable on any stock, shares or securities, debentures, debentures-stock, mortgages, loan or other securities issued by any company, corporation, firm or person, including(without prejudice to the generality of the aforesaid) bank overdrafts, bills of exchange and promissory notes and generally to give guarantee and indemnities, so however, that the Company shall not do any Banking business as defined in the Banking Regulations Act, 1949.
10. Subject to the provisions of the Companies Act 2013, to invest moneys of the Company, not for the time being required, for any of the purposes of the company in such investment (other than shares or stock of this Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
11. To pay for any property acquired by the Company and remunerate any persons, firms or body corporate rendering services to the Company either by cash payment or by allotment of shares or securities of the Company or other company promoted by the company.
12. To sell, mortgage, exchange, grant leases, licenses, easements and other rights; to improve, manage, develop and turn to account or deal with whole or part of the property, assets, investments, undertakings, rights and effects of the Company, for such consideration as may be thought fit, including shares, debentures or securities of any other company, whether partly paid up or fully paid up.
13. To purchase, acquire or undertake or takeover the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company carrying on or proposing to carry on or ceasing to carry on any business, profession or activity which the Company is authorized to carry on, or possess property or rights suitable for the purpose of the

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Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration, if any, in money, shares, debentures, moneys' worth or otherwise as may be deemed fit.

14. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, brevets, inventions, licenses, trademarks, formulas, concessions and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses in respect of or otherwise to turn to account or deal with the property rights or information so acquired.
15. To establish and maintain branches, agencies and local registers in India or any part of the world and to take such steps as may be necessary to give to Company such rights and privileges in any part of the world as may be thought desirable.
16. To insure the whole or any part of the property or profits or any kind of risk of the company, either fully or partially, to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
17. To purchase, acquire or otherwise obtain and to enter in technical, financial and/or other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government; to sell, impart or otherwise disclose or transfer and to enter into any technical, financial or other collaboration with, any person, firm, company or body corporate or local body or authority or Government for sale, imparting of or disclose technical knowledge, know-how or any other secret technical or other information owned and/or possessed by the company.
18. To establish or promote or concur in establishing or promoting any company or companies whether in India or abroad and to register or establish wholly or partly owned subsidiaries, whether in India or abroad, for carrying on any business or profession, whether or not the objects of such subsidiary are similar to the objects of the Company.
19. To amalgamate, enter into partnership or into any arrangement for sharing profits or into any union of interests, joint-venture, reciprocal concession with Company or

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Companies carrying on, or engaged in, or about to carry on or engaged or being authorized to carry on or engage in, business or transaction which this Company is authorized to carry on or engage in or any similar business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

20. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.
21. To promote, establish, form, organize and to register or to aid, assist in the promotion establishment, formation, organization and registration of any other company for the purpose of purchasing or otherwise acquiring, working or otherwise dealing with all or any part of the business or undertaking or any assets or liabilities of the company or any property in which the company is interested or for any other purpose with power to assist any such company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital by taking or subscribing for shares preferred, ordinary or deferred therein or by lending money thereto or partly in one mode and partly in another.
22. To enter into any arrangement with any government or authorities that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, licenses and concessions which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
23. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government authority or any corporation or other public body may be empowered to grant and to pay for, aid in, and contribute towards carrying on the same into effect.
24. To remunerate, whether by fixed sum or commission or participation in profits or partly in one way and partly in another, the officers, Employees and Directors of, the Company or any parties for services rendered or to be rendered or in placing or assisting to place any shares in the Company's capital or any debentures, debenture

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Reg Office.:3rd & 4th Floor, C Wing, SaharClassique, OppP & T Colony, Sahar Road, Andheri
(East) Mumbai Mumbai City MH 400099.

Tel.No. 022-49179999

E-mail ID: -hindusthansafety@gmail.com/investor@v-ind.com, Website: -www.v-ind.com

stock or other securities of the Company in or about the formation or promotion of the Company or the conduct of its business or activities.

25. To give to any directors, officers, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof, and for that purpose to enter into any agreements or arrangements.
26. To receive royalty, commission, fees or any similar payment from Government, state or Local Authority or company, firm or person, whether incorporated or not, consideration for the use of any drawings, maps, designs, software, computer programmes, patents, inventions, models, designs, secret formulae or processes or similar property, rights or information concerning technical or scientific knowledge, experience or skill made available or provided or agreed to be made available or provide to such entities or in consideration of technical and management consulting services rendered or agreed to be rendered to such entities.
27. To pay out of the funds of the Company, all or any of expenses which the Company may lawfully pay with respect to the formation, registration, promotion of this or any other company promoted by this company or the issue of its capital, including brokerage and commission for obtaining applications, or for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities.
28. To create trusts for the welfare of members, directors, officers, employees, and/or their dependents, heirs and children and for any deserving objects and for other benefits of general public or section of public.
29. Subject to the provisions of the Companies Act, 2013, to accept gifts and to give gifts and donations from/to any person, in cash or kind. for any national, charitable, benevolent, public or useful purposes or to any institutions, clubs, societies, research associations, universities, colleges or any other persons or bodies.
30. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of owners, officers and employees

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against loss by bad debts, strikes, combinations, fire, accidents, or otherwise or for the benefit of any employees and officers of the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, places of worship, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds for welfare of employees and officers.

31. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts calculated to benefit persons who are or have been Directors of or who are serving or who have been employed by or who are serving or have served the Company or any company which is a subsidiary or associate of the Company or its predecessors in business or the dependents of such persons and to grant pensions and allowance and to make payment towards insurance and to communicate with Chambers of Commerce and other mercantile public bodies throughout the world and concert and promote measures for the protection of trade, industry and persons engaged therein.
32. To make pecuniary grants by way of donation, bonus, sub-scription, allowance, provident funds, gratuity, guarantee or otherwise to or for the benefit of persons, who are or have been employed by the company or otherwise and widows, orphans and dependents of any such persons and to or in aid of Association or funds for the benefit of any of those objects and to hospital and for other charitable or bene-volent object or to issue any share or securities which the company has power to issue, fully or partly paid up, as the whole or part of the purchase price of any property acquired by the Company or in consideration of services rendered to the company or for other valuable consideration.
33. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company think fit, and in particular, for shares, debentures, securities of any other Company having objects altogether or in part similar to those of this Company.

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34. To institute, conduct, defend, compound any legal proceedings by or against the company or its officers or others concerning the affairs of the company, and pay, satisfy or compromise any claims by or against the company or any of its officers notwithstanding that the claim may not be valid at law.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for any modification in the object clause as suggested by any regulatory body and to resolved and settle all queries that may arise in relation to the proposed main object and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

Place: Mumbai
Date: 11/04/2017

By Order of the Board
Viaan Industries Limited
(Formerly Known as Hindusthan
Safety Glass Industries Limited)

Darshit Shah
(Executive Director)
DIN: 06614591

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration. The Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the item of business items as set out in the Notice above are sought to be passed by Postal Ballot and by electronic mode.
3. The Board of Directors of the Company has appointed **Mr. S. K. Pandey, a Practicing Company Secretary, as the Scrutinizer** for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Executive Director/ CEO and in his absence to the Director of the Company. The results of the Postal Ballot will be announced on **22ndMay, 2017 at 4:00 P.M.** at the Corporate Office of the Company and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.
4. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent.
5. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on **19thMay, 2017at 5.00 P.M.**
6. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.
7. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 10.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot.
8. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.

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9. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's **Registrar and Transfer Agent, PurvaShare Registry (India) Private Limited**, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.
10. Members are requested to support this green initiative by registering/ updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speedpost or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Postal Ballot For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Printed copies of the Postal Ballot Notice of the Company inter alia indicating the process and manner of e-voting along with Ballot Paper is being sent to all members in the permitted mode.
12. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Postal Ballot by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
13. The **E-voting period** for all items of business contained in this Notice shall commence from **Thursday the 20th April, 2017 at 9.00 a.m.** and will end on **Friday, the 19th May, 2017 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cutoff date of 07th April, 2017**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The

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voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **07th April, 2017**.

14. **Mr. S.K.Pandey, Practicing Company Secretaries** (Membership No. ACS 8546) and/or failing **Mrs. Aparna Tripathian** Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
15. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

Voting through electronic means:

16. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered through the Postal Ballot Notice (PBN) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a "remote e-voting" will be provided by National Securities Depository Limited (NSDL).
17. The facility for voting through ballot paper shall be made available along with PBN and the members who have not cast their vote by remote e-voting shall be able to exercise their right through ballot paper.
18. The remote e-voting period commences on **20thApril, 2017 (9:00 am)** and ends on **19thMay, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 07th April, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

19. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
20. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
21. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
22. Click on Shareholder -Login
23. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

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24. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/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.
25. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
26. Select "EVEN" of "Viaan Industries Limited".
27. Now you are ready for remote e-voting as Cast Vote page opens.
28. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
29. Upon confirmation, the message "Vote cast successfully" will be displayed.
30. Once you have voted on the resolution, you will not be allowed to modify your vote.
31. 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 attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pandeysk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in
32. In case a Member receives physical copy of the Notice of PBN [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
33. Initial password is provided as below :
34. **EVEN (Remote e-voting Event Number)USER ID PASSWORD/PIN**
35. Please follow all steps from Serial No. (ii) To Serial No. (xii) Above to cast vote.
36. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
37. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
38. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
39. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **07th April, 2017**.
40. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **07th April, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agent of the Company, i.e. **Purva Sharegistry (India) Private Limited**.
41. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
42. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as through ballot paper.
43. Mr. **S.K. Pandey**, Practicing Company Secretaries (Membership No. ACS 8546) and/or failing **Mrs. Aparna Tripathi** an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
44. The Scrutinizer shall after the conclusion of voting period, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the

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presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the last date of voting through remote e-voting/postal ballot, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

45. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.v-ind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Mumbai
Date: 11/04/2017

By Order of the Board
Viaan Industries Limited
(Formerly Known as Hindusthan
Safety Glass Industries Limited)

Darshit Shah
(Executive Director)
DIN: 06614591

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ANNEXURE TO NOTICE - EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item No.1

The Board of Directors in their meeting held on February 08th, 2017, approved the appointment of Mr. Ripu Sudan Kundra (alias Raj Kundra) as Chairman and Managing Director of the Company for the period of 3 years with effective from February 01st, 2017 up to January 31st, 2020, subject to approval of members, on the terms of remuneration mentioned herein below, with the powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down under schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereof.

Mr. Ripu Sudan Kundra (alias Raj Kundra), is Promoter Director of the Company and gained vast and varied experience of more than 20 years, in the field of Renewable Energy, Hospitality, trading in commodities, sports, etc. where he has learnt the nitty-gritty and finer points of various aspects of the trading & other aspects of the business.

He is the Promoter Director of Company. He was appointed as Director of the Company from October, 11, 2014, which was regularized at the AGM of the Company held on 28th September, 2015, as Non-Executive Non-Independent Director.

The Company has entered into an agreement with Mr. Ripu Sudan Kundra (alias Raj Kundra) for his re-designation as Chairman and Managing Director in the Company, inter alia, the terms of remuneration referred to below and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 10.00 a.m. to 12.00 noon at the registered office of the Company up to the date of the meeting. He also confirms the terms set out in the agreement as well as in explanatory statement which are as follows:

Brief terms and conditions including remuneration as Managing Director are as follows:

- **Salary:** Salary has been approved as Rs.5, 00,000/- per month or Rs. 60, 00,000/- per annum and will be subject to revision from time to time by Remuneration Committee/ Board of Directors.

In addition to above, the director of the company is also entitled to perquisites as under:

- **Commission:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from

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time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

- Reimbursement of actual travelling expenses for proceeding on leave from Mumbai to any place in India and return there from once a year in respect of him and family.
- Free use Company's car with driver for company's business.
- Free Telephone facility at residence and Mobile Telephone but personal long distance calls will be billed to the Managing Director.
- Reimbursement of entertainment expenses incurred in the course of business of the Company.
- Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- Personal accident insurance policy in accordance with the scheme applicable to senior employees
- Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including airfare, boarding/lodging expenses for patient and attendant.
- Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- Valuation of Perquisites: Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
- Computation of ceiling: The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.

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- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination& Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this regard.
- The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 months' notice in writing.

Mr.Ripu Sudan Kundra(alias Raj Kundra)	
Fathers' Name :	Balkrishna Kundra
Date of Birth :	09/09/1975
First Appointment on Board:	11/10/2014
Expertise in specific functional areas :	Renewable Energy, Hospitality, trading in commodities, sports, etc.
Years of Experience :	More than 20 years
Qualification :	Under Graduate
Directorship in Other Companies :	3 (unlisted Companies)
Name of other public limited Companies, where he is Director	NIL
Member/Chairman of the Committee on other Board :	NIL
No. of shares held in own name or in the name of relatives :	27,46,8900 equity shares are held by him&27,46,8900 equity shares are held by hisSpouse
Last Drawn remuneration:	NIL
Relationship with other Directors and KMP:	Spouse, ShilpaShettyKundra is Director of the Company.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution where the ceiling has to be doubled and for payment of minimum remuneration in the event of loss or inadequacy of profits. Your Directors recommended that proposed resolution is required to be passed as Special Resolution under Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013.

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Item No.2

As per Section 203 of the Companies Act, 2013 every listed company is required to have atleast one CFO in the Company.

Mr. Darshit Indravadan Shah is M.B.A Finance and is having more than 7 years of experience in Finance, Taxation,Accounts and other related financial arena. Mr. Darshit Indravadan Shah does not hold any shares in the Company.He is an Executive Director of the company and designated as CFO.

The Board recommends the resolutions as mentioned in Item Nos. (2) of the Notice for approval of members.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, KeyManagerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprisingthe interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the aboveresolutions financially or otherwise except the Director seeking appointment as CFO

Remuneration: Basic salary of Mr. Darshit I Shah shall be Rs. 1,75,000/- p.m. with the authority to the Board of Directors to determine any merit based increase in salary within the range of Rs 1,75,001/ to Rs 5,00,000 per month and salary is subjected to Income Tax deduction as per Income Tax Act 1961.

The other terms & conditions of his appointment are specified in his appointment letter dated 08th February, 2017, which is available for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. from 20th April, 2017 to 19th May, 2017.

The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under section 197 of the Companies Act, 2013. In the event of loss or inadequacy of profits in any financial year during the tenure of the services of the CFO & Executive Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under section II of Schedule V of the Companies Act, 2013.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Darshit Indravadan

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(CIN.L52399WB1982PLC035375)

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(East) Mumbai Mumbai City MH 400099.

Tel.No. 022-49179999

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Shah as a CFO & Executive Non-Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. Darshit Indravadan Shah as a CFO & Executive Non-Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Darshit Indravadan Shah does not hold by himself or through his relatives any equity shares of the Company. He is not related to any Directors on the Board of the Company.

<u>Mr.Darshit I Shah</u>	
Fathers' Name	Indravadan Amrutlal Shah
Date of Birth	20/02/1988
Date of Appointment	08/11/2014
Expertise in specific functional areas	Finance
Years of Experience	7 years
Qualification	M.B.A Finance
Directorship in Other Companies	4 (unlisted companies)
Member/Chairman of the Committee	NIL
No. of shares held in own name or in the name of relatives	NIL

Except Mr. Darshit Indravadan Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 3

The provision of section 186 and 188 of the Companies Act, 2013 governs the Investment by Company and Related party transactions, requiring a Company to obtain prior approval of the Shareholders by way of Special Resolution.

The Company proposes to acquire running business activities of "YO-YO" Frozen Yogurts on cash consideration basis from "Essential Bulk Commodities Private Limited" (Company belonging to same promoter, hence it is a related party transaction). The Company proposes to

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do trading activities in the frozen yogurts business (which belongs to food industries) & the same is covered under the present main object of the Company. There will be no change in the shareholding pattern of the Company. The proposed acquisition will be completed by end of May, 2017, subject to legal & financial due diligence. The cost of acquisition of the running business activities is finalized based on the Independent Valuer Report(i.e. M/S. Madkhoijkar Bhav Chitle & Associates, chartered accountant, Mumbai)have given their valuation report considering the fair value of enterprises at Rs. 13.85 lakhs. The proposed acquisition is subject to shareholders approval as no Governmental or regulatory approval is required. The proposed acquisition is of business activities only & it is not acquiring any entity as such. The proposed acquisition will enhance the shareholder value of the Company by generating revenue to the Company with low capital investment.

Members are hereby informed that pursuant to section 186 and 188 of the Companies Act, 2013 no member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of the Company have approved this Item in its Meeting held on 08th February, 2017 and recommends the resolution as set out in the accompanying notice for the approval of members of the Company as Special Resolution.

None of the Directors, key managerial personnel and their relatives except Mr. Ripu Sudan Kundra (alias Raj Kundra) and Mrs. Shilpa Shetty Kundra is deemed to be concerned or interested, financial or otherwise in the proposed special resolutions except to the extent of their shareholding and interest mentioned herein in the Company.

Item No. 4

Ripu Sudan Kundra (alias Raj Kundra) along with Shilpa Shetty Kundra were identified as promoters of the Company after the completion of takeover of the management of the Company in pursuant to SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and amended from time to time. The Company has amended its main object clause in 2015 by venturing into trading activities of commodities, electronic items, mobiles, etc. However, due to regulatory changes in Government policies & heavy competition, the management is exploring of trading into Ayurvedic products, foods products, setting up Call Centre & to extend support to various Government agencies in marketing & other technical support in the field of education, research, etc. The Company has already acquired running business activities of

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frozen yogurts products. The Company is in advanced stage for setting up 40-50 sitters Call Centre in Mumbai. The Company has received positive response from Central Government for extending marketing & other support for various schemes launched by Central Government, such as Make in India; Skill India, etc. The Company proposes to add more items in trading activities, setting up of call center& extending support to various Government scheme in the field of Education, training, research, etc. The Promoters have rich experience in the fields of trading & import & export in various goods & articles, hence change in main object is required as these will generate more revenues/profits to the Company. The main object of the Company under Clause A (i), (ii) and (iii) is to be incorporated by deleting the existing Clause A (i) (ii) of the main object of the Company.

A copy of the Memorandum & Articles of Association of the Company together with the proposed alteration is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on all working days of the Company up the date of declaration of results of Postal Ballot.

Your approval is sought for voting by Postal Ballot/E Voting in terms of the provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (passing of Resolutions by Postal Ballot) Rules, 2011 and 22 of the Companies (Management and Administration) Rules, 2014. In accordance with the provision of Section 13 of the Companies Act, 2013 pursuant to the alteration of Main Object of the Company by inserting additional clause after the existing clause, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change.

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 the Special Resolution for the alteration in Main Object in Memorandum & Articles of Association for a Listed Company is required to be passed by way of Postal Ballot only.

In view of the above your approval is sought through Postal Ballot for alteration in the Main Object of the Company by altering Clause A (i), (ii) and (iii)&ancillary objects which are necessary for the furtherance of Main Object as B after deleting the existing Clause A, B & C of the Memorandum of Association of the Company.

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The proposed change will in no way be detrimental to the interest of any shareholder of Public, Employees or other Associates of the Company in any manner whatsoever.

Your Directors recommended this resolution for approval of the Shareholders.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company.

Your Directors recommend the Special Resolution as set out in the Postal Ballot Notice for your approval.

Place: Mumbai
Date: 11/04/2017

By Order of the Board
Viaan Industries Limited
(Formerly Known as Hindusthan
Safety Glass Industries Limited)

Darshit Shah
(Executive Director)
DIN: 06614591

VIAAN INDUSTRIES LIMITED
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(CIN. L52399WB1982PLC035375)

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POSTAL BALLOT FORM

1. Name(s) Registered Address :
of the sole / first named Member
2. Name(s) of the :
Joint Holder(s), If any
3. Registered Folio No./ :
DP ID No/ Client ID No.
*(Applicable to investors holding Shares in dematerialized form)
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the below mentioned Resolutions to be passed through Postal Ballot for the business stated in the enclosed Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Sl. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
SPECIAL RESOLUTION :ITEM NO 1.	RE-DESIGNATION OF RITU SUDAN KUNDRA (ALIAS RAJ KUNDRA) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY			
SPECIAL RESOLUTION: ITEM No 2.	RE-DESIGNATION OF DARSHIT INDRAVADAN SHAH AS CFO AND EXECUTIVE DIRECTOR OF THE COMPANY			
SPECIAL RESOLUTION: ITEM No 3.	THE ACQUISITION OF RUNNING BUSINESS ACTIVITIES OF YO-YO FROZEN YOGURTS FROM ONE OF THE GROUP COMPANY			
SPECIAL RESOLUTION: ITEM No 4.	AMENDMENTS IN OBJECT CLAUSE			

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event No.)	User ID	Password
106099		

Note: Please read the instructions mention in the Notice of Postal Ballot carefully before exercising your vote.

1. Last date for receipt of Assent/ Dissent Ballot form by Scrutinizer is Wednesday, on or before the close of business hours on 19/05/2017 at 5.00 p.m.

Place:
Date:

Signature of the Shareholder

INSTRUCTIONS

1. General Instructions:

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Postal Ballot Form/E-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, **Mr. S.K.Pandey, a Practicing Company Secretary**, at Raja Bahadur Building, 1st Floor 45 Tamarind Lane, M.P.Shetty Marg, Fort, Mumbai – 400 001, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours by **5.00 p.m. on Friday, 19th May, 2017**. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the Notice of Postal Ballot of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

3. Process for Members opting for E-Voting:

- l. In case of members receiving the Ballot Form by Post:
User ID and initial password is provided at the bottom of the Ballot Form.
- m. If you are already registered with NSDL for e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, e-voting user manual for shareholders available at the Downloads section on NSDL E-voting website: www.evotingindia.com. you can also send your queries/ grievances relating to e-voting to the e-mail ID:-hindusthansafety@gmail.com/ investor@v-ind.com
- o. The period for **e-voting starts on Thursday, 20th April, 2017 at 9.00 a.m. and ends on Friday 19th May, 2017 at 5.00 p.m.**