16th March, 2020

To,
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

REF: VIAAN INDUSTRIES LIMITED (SCRIP CODE: 537524)

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, please find enclosed Notice of Postal Ballot, seeking approval of the Members by way of Postal ballot (including voting through Electronic means) for following special business:

1. To approve the Issue of Equity Shares on Preferential Basis and
2. Re-appointment of Mr. Ripu Sudan Kundra (alias Raj Kundra) as Chairman and Managing Director of the Company

The Company has engaged the Service of NSDL for purpose of providing E-Voting facility to all its members. The voting through Postal Ballot and through E-voting will commence from Tuesday, 24th March, 2020 at 09:00 A.M and will end on Wednesday 22nd April, 2020 at 05:00 P.M.

Kindly take the same on record.

Thanking You,
For Viaan Industries Limited

Darshit Shah
Director & CFO
DIN: 06614591
NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014

Dear Shareholders,

Notice is hereby given that the following resolutions are 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 are 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 22nd April, 2020 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. Santoshkumar 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 Mr. Ripu Sudan Kundra, Managing Director or Mr. Darshit Indravadan Shah, Executive Director & CFO and in their absence to any other Director of the Company. The results of the Postal Ballot will be declared by the Managing Director/ Executive
Director/ Director on April, 23, 2020 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 are three times or more in number as against the votes cast in against the respective resolution.

The said notice of Postal Ballot and ballot form has also been placed on Company’s website viz www.v-ind.com for perusal by members.

SPECIAL BUSINESS:

ITEM NO: 1- TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time (“SEBI (ICDR) Regulations”) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from the Competition Commission of India (“CCI”) and any other relevant governmental authorities including from BSE Limited (collectively the “Stock Exchanges”) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board
RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” determination of minimum price of the Equity Shares to be issued and allotted as stated as above shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date for the purpose of abovementioned issue of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

a. The proposed Equity Shares shall be issued and allotted by the Company to Proposed Allottees within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;

b. The Equity holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Share in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Share proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of allotment. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
c. The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
d. The Equity shares allotted to the Subscribers shall, subject to the receipt of necessary approvals for the listing and trading, be listed and traded on the BSE Limited.
e. The Equity Shares being shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.
f. The Equity Shares shall be allotted to the Subscriber for consideration to be received in cash.
g. The number of Equity shares so offered, issued and allotted to the subscribers shall not exceed the number of Equity shares as approved hereinabove.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the Equity holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalizing the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Shares, listing of Equity Shares on Stock Exchanges and authorize to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilization of proceeds of issue and further to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorized signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalize their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further
RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO: 2- RE-APPOINTMENT OF RIPU SUDAN KUNDRA (ALIAS RAJ KUNDRA) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a 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-appoint Mr. Ripu Sudan Kundra (alias Raj Kundra), (DIN: 01785303), as Chairman and Managing Director, of the Company for a period of Five (5) years with effect from February 01, 2020 to January 31, 2025, 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.

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."

Place: Mumbai
Date: 14th February, 2020

For & On Behalf of the Board
Viaan Industries Limited
SD/-
Darshit Indravadan Shah
(Executive Director and CFO)
DIN:06614591

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. A copy of this notice together with the Postal Ballot Form has been placed on the website of the Company www.v-ind.com.
4. The Board of Directors of the Company has appointed Mr. Santoshkumar. 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 23rd April, 2020 at the Registered Office of the Company at Unit No. 702, 7th Floor, Shalimar Morya Park Off. New Link Road, Andheri West Mumbai - 400053, Maharashtra 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.

5. 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 to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 22nd April, 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 p.m. on 22nd April, 2020 shall be deemed invalid.

6. 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 22nd April, 2020 at 5.00 P.M.

7. 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.

8. 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.

9. 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.

10. 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, Purva Share registry (India) Pvt. Ltd at Unit no. 9 Shiv Shakti Ind. Estt. J.R. Borichamarg, Lower Parel (E) Mumbai 400 011, Tel No. 022 2301 2517 / 8261 Email ID: support@purvashare.com, 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.

11. 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.

12. Pursuant to Section 101 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 speed post 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.
13. 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).

14. The E-voting period for all items of business contained in this Notice shall commence from Tuesday, 24th March, 2020 at 9.00 a.m. and will end on Wednesday, the April 22, 2020 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 cut-off date of March 13, 2020 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 voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on March 13, 2020.

15. Mr. Santoshkumar K. Pandey, Practicing Company Secretaries (Membership No. ACS 8546) 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.

16. Duly completed Postal Ballot Form should reach to the Scrutinizer not later than the close of working hours of 22nd April, 2020.

17. Members cannot exercise votes by proxy.

18. The Scrutinizer shall immediately after the conclusion of voting, first count the votes casted, 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 closing of the Postal Ballot 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 Postal Ballot and submit the same forthwith to the Chairman of the Company.
Voting through electronic means:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<table>
<thead>
<tr>
<th>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th>
<th>Your User ID is:</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) For Members who hold shares in demat account with NSDL.</td>
<td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user</td>
</tr>
</tbody>
</table>
5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

<table>
<thead>
<tr>
<th>b) For Members who hold shares in demat account with CDSL.</th>
<th>ID is IN300**<strong>12</strong>****.</th>
</tr>
</thead>
<tbody>
<tr>
<td>16 Digit Beneficiary ID</td>
<td>For example if your Beneficiary ID is 12************ then your user ID is 12************</td>
</tr>
<tr>
<td>c) For Members holding shares in Physical Form.</td>
<td>EVEN Number followed by Folio Number registered with the company</td>
</tr>
<tr>
<td></td>
<td>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</td>
</tr>
</tbody>
</table>
(ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

   a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pandeysk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in.

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Place: Mumbai
Date: 14th February, 2020

For & On Behalf of the Board
Viaan Industries Limited
SD/-
DarshitIndravadan Shah
(Executive Director and CFO)
DIN: 06614591
ANNEXURE TO NOTICE
EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying notices:

The Board of Directors of the Company ("the Board") at their meeting held on Tuesday, November 12, 2019 discussed the future plans of the Company and possible growth options. This required heavy expenditure on advertisement, business promotions expenses, etc. The Company has entered into Term Sheet with HT Mobile Solutions Limited (HTMSL) & its terms are as follows:

<table>
<thead>
<tr>
<th>Term Sheet</th>
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<tbody>
<tr>
<td><strong>Viaan Industries Limited (&quot;Company&quot;) and HT Mobile Solutions Ltd. (&quot;HTMSL&quot;)</strong></td>
</tr>
<tr>
<td><strong>Deal Amount:</strong> Upto Rs 35 Lacs</td>
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<tr>
<td><strong>Cash Percentage:</strong> NA</td>
</tr>
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**Background**

Viaan Industries Limited (the "Company" or "Viaan" or "Issuer") and HT Mobile Solutions Limited ("HTMSL") propose to enter into a transaction through which HTMSL will subscribe to preferential securities of worth upto Rs. 35 lakhs ("Subscription Amount") of Viaan Industries (as mentioned in HTMSL Investment clause below) and Viaan will undertake to spend upto Rs. 35 Lakhs ("Commitment Amount") in HT Media properties as per the terms below.

**HTMSL**

HTMSL to subscribe to the following preferential securities of Viaan:

- Upto Rs. 35 lakh of fresh Equity Shares of Viaan, issued on "Preferential basis"
Securities Pricing

The shares issued on Preferential basis would be priced in accordance with Chapter V Part IV “Pricing” of the SEBI (ICDR) Regulations, 2018.

- Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation and in mutual agreement with the client, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.

The relevant date for the purpose of Pricing shall mean the date of shareholders’ approval to its subscription.

Other Rights

- HTMSL to have standard information rights similar to an equity shareholder in the Company.
<table>
<thead>
<tr>
<th>Advertising Arrangement</th>
<th>Viaan Industries Limited (&quot;Viaan&quot;) will spend a total of upto Rs. 35 lakhs (&quot;Commitment Amount&quot;), on advertising across all HT Media properties as over the deal tenure as agreed.</th>
</tr>
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<tbody>
<tr>
<td></td>
<td>Upon signing of definitive agreements, the Company shall make an advance payment of upto Rs. 35 lakhs (equivalent to 100% of the Commitment Amount) to HT Media towards release of advertisements in media properties owned by HT Media over the deal tenure.</td>
</tr>
<tr>
<td></td>
<td>The rates for HTML’s media properties would be agreed upon by HTML and Company and would be a part of the definitive agreements.</td>
</tr>
<tr>
<td></td>
<td>Applicable taxes (GST) on the Net Billing amount of advertisements shall be over and above the Deal Amount and shall be payable by the Company, in accordance with the relevant legislation.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Advertising Arrangement Tenure</th>
<th>The Commitment Amount would be utilized by the Company over a period of 6 months of tenure.</th>
</tr>
</thead>
</table>

| Other Terms and Conditions | This transaction would be subject to receipt of requisite internal approvals at HT Media and the Company. No legally binding obligations will be created, implied, or inferred until relevant agreements are executed and delivered by all concerned parties. |
The proposed preferential issue will benefit the Company in the long run as the proposed allottee is bringing the funds at a premium, which will benefit the Company as well as other shareholders of the Company. The proposed funds will give leverage to the Company to spend on advertisement of Company & its products, which can give better return on investment. The object of the issue is to fund the advertisement & business promotions expenses, to meet working capital requirements and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue and allotment of 660000 (Six lakhs sixty thousand) Equity Shares of face value of Re. 1/- (Rupees Ten Only) each at an Issue Price of Rs. 5/- (including premium amount of Rs. 4/-) per Equity Shares aggregating to Rs. 3300000/- (Rupees Thirty three lakhs Only), whichever is higher as may be determined in compliance with Chapter V of the SEBI (ICDR) Regulations, 2018 on Preferential Basis to the Strategic Investors, not forming part of the Promoter Group of the Company.

The present Authorized Capital of the Company is Rs. 12,00,00,000/- consisting of 120000000 equity shares of Re. 1/- each & paid-up capital of the Company is Rs. 10,95,83,100/- consisting of 109583100 equity shares of Re. 1/- each. After the proposed preferential issue (assuming full allotment of 660000 no. equity shares) the paid-up capital will be Rs. 11,02,43,100/- consisting of 110243100 equity shares of Re. 1/- each. Hence, after the proposed preferential issue the paid-up capital of the Company is within the limit of the present authorized capital of the Company & there is no need to increase the authorized capital of the Company.

The proposed issue and allotment of Equity Shares, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 163(1) of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Equity Shares are:

1. **The Object of the Preferential Issue:**

   The Company shall utilize the proceeds from the preferential issue of Equity Shares to fund the following:

   The main object of the issue of Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be for any one or in combination with any one or more of the purposes shall be to augment resources for meeting its business requirements, advertisement & business promotion expenses; to meet long working capital requirements of the Company; & other general corporate purpose.
2. **Number of shares and Pricing of Preferential issue:**

   It is proposed to issue and allot in aggregate and up to 660,000 (Six lakh sixty thousand) Equity Shares of the Company of the face value of Re. 1/- (Rupee One Only) each ("Equity Shares") for cash at issue Price of Rs. 5/- (Rupees Five only) per Equity Share (including premium of Rs. 4/-) of face value of Re. 1/- aggregating to Rs. 33,00,000/- to Proposed Allottee.

3. **Basis on which the price has been arrived at:**

   The equity shares of Company are listed on Stock Exchanges viz, BSE Limited and are infrequently traded in accordance with SEBI (ICDR) Regulations.

   The pricing of the Equity Shares to be allotted on preferential basis is Rs. 5/- per Equity Share of face value of Re. 1/- each, which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

4. **The Intention of the Promoters/ Promoters group/ Directors/ Key Management Personnel to subscribe to this offer:**

   None of the Promoters/ Promoters Group/ Directors/ Key Management Person of the Company are subscribing to the offer.

5. **Terms of Issue of the Equity Shares, if any.**

   The Equity shares allotted in terms of this resolution shall rank paripassu with existing Equity shares of the Company in all respect.

6. **The class or classes of persons to whom the allotment is proposed to be made:**

   The allotment is proposed to be made to Strategic investors not forming part of Promoters group.

7. **Payment:**

   100% of the value of the Equity share shall become payable on the date of their allotment.
8. Relevant Date:

The relevant date as per the ICDR Regulations for the determination of the price per equity Shares pursuant to the preferential allotment is March 23, 2020 ("Relevant Date") (i.e. 30 days prior to the date of closing of postal ballot i.e. April 22, 2020) shall be considered as the Relevant Date for the purpose of above mentioned issue of Equity Shares.

9. The shareholding pattern of the Company before the proposed issue and after the proposed Equity Shares are as follows:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Category</th>
<th>PRE-ISSUE*</th>
<th>Allotment</th>
<th>POST ISSUE*</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>No. of Shares Held</td>
<td>% of Share Holding</td>
<td>No. of Shares Held</td>
</tr>
<tr>
<td>A.</td>
<td>Promoters' holding:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.</td>
<td>Indian</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Individual</td>
<td>5,59,12,800</td>
<td>51.02</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Bodies Corporate</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Sub Total</td>
<td>5,59,12,800</td>
<td>51.02</td>
<td>0</td>
</tr>
<tr>
<td>2.</td>
<td>Foreign Promoters</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Sub Total (A)</td>
<td>5,59,12,800</td>
<td>51.02</td>
<td>0</td>
</tr>
<tr>
<td>B.</td>
<td>Non-Promoters' holding:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.</td>
<td>Institutional Investors</td>
<td>19,592</td>
<td>0.02</td>
<td>0</td>
</tr>
<tr>
<td>2.</td>
<td>Central Government/State Government (s)/ President of India</td>
<td>0</td>
<td>0.00</td>
<td>0</td>
</tr>
<tr>
<td>3.</td>
<td>Non- Institution Investors</td>
<td>0</td>
<td>0.00</td>
<td>0</td>
</tr>
<tr>
<td>-----</td>
<td>---------------------------</td>
<td>---</td>
<td>------</td>
<td>---</td>
</tr>
<tr>
<td></td>
<td>Individual shareholders holding nominal share capital up to Rs. 2 Lakhs</td>
<td>1,22,99,442</td>
<td>11.22</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs</td>
<td>2,99,14,467</td>
<td>27.30</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>NBFCs Registered with RBI</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Employee Trusts</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Any Others</td>
<td>Non Resident Indians</td>
<td>4,51,660</td>
<td>0.41</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Clearing Members</td>
<td>19,22,122</td>
<td>1.75</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Bodies Corporate</td>
<td>66,53,176</td>
<td>6.07</td>
<td>6,60,000</td>
</tr>
<tr>
<td></td>
<td>HUF</td>
<td>21,30,021</td>
<td>1.94</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Foreign Nationals</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Trust</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>IEPF</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>LLP</td>
<td>2,79,820</td>
<td>0.26</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Sub Total (B)</td>
<td>5,36,70,300</td>
<td>48.98</td>
<td>6,60,000</td>
</tr>
<tr>
<td></td>
<td>GRAND TOTAL (A+B)</td>
<td>10,95,83,100</td>
<td>100.00</td>
<td>6,60,000</td>
</tr>
</tbody>
</table>

| 3.  | Non Promoter-Non Public | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |

VIAAN INDUSTRIES LIMITED
(CIN: L52100MH1982PLC291306)
Regd. Office: Unit No. 702, 7th Floor, Shalimar Morya Park Off New Link Road, Andheri West Mumbai 400053.
Tel No: +022-49179999
E-mail ID: hindusthansafety@gmail.com, companysecretary@v-ind.com
Website: www.v-ind.com
<table>
<thead>
<tr>
<th></th>
<th>Shares underlying DRs</th>
<th>0</th>
<th>0.00</th>
<th>0</th>
<th>0.00</th>
<th>0</th>
<th>0</th>
</tr>
</thead>
<tbody>
<tr>
<td>C2. Shares held by Employee Trust</td>
<td>0</td>
<td>0.00</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td><strong>GRAND TOTAL</strong></td>
<td><strong>10,95,83,100</strong></td>
<td><strong>100.00</strong></td>
<td><strong>660,000</strong></td>
<td><strong>100.00</strong></td>
<td><strong>11,02,43,100</strong></td>
<td><strong>100.00</strong></td>
<td></td>
</tr>
</tbody>
</table>

* Pre-shareholding was as on 31st December, 2019

**Note:**

1. The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

2. The percentage of post issue shareholding has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

9. The proposed time within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.
10. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Proposed Allottees</th>
<th>Identity of the ultimate Beneficial Owners*</th>
<th>No. &amp; % of Equity Shares held prior to the Preferential Allotment</th>
<th>No. &amp; % of Equity Shares to be Issued and Allotted</th>
<th>No. &amp; % of Post Issue Equity and Voting Share Capital *(Assuming Full allotment of 660000 Equity Shares)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>HT Mobile Solution Limited</td>
<td>The beneficial owner is HT Digital Media Holding Ltd (HTDML) which is holding 90.730% stake in the HT Mobile Solution Ltd (HTMSL). The majority shares (99.99%) in HT Digital Media Ltd (HTDML) is held by HT Media Limited (HTML). HT</td>
<td>NIL</td>
<td>660000 (100%)</td>
<td>660000 (0.60%)</td>
</tr>
</tbody>
</table>
11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares of the Company.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2019 till date of notice of this Postal Ballot, the Company has not offered, issued and allotted any Equity shares on preferential basis to promoter and non-promoters.

13. Valuation for consideration other than cash: Not applicable

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable - The issue price of Rs. 5/- per equity share is determined based on the valuation report received from a registered valuer on cash basis.

15. Lock-in period:

The Equity Shares being allotted pursuant to exercise of such Equity Shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].
16. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares of the Company.

17. Auditors’ Certificate:

The Certificate being issued by Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of this Postal ballot of Shareholders Meeting.

18. Other Disclosures / Undertakings:

a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.

b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares shall continue to be locked-in till the time such amount is paid by the Allottees.

c. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

d. The Issuer Company has not issued any securities for consideration other than cash; hence Valuation Report of the Registered Valuer is not applicable.

e. The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

19. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations.

i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company’s Knowledge any of its Promoters is a willful defaulter.

ii. it is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.
The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**Item No: 2**

The Board of Directors in their meeting held on February 14th, 2020, approved the re-appointment of Mr. Ripu Sudan Kundra (alias Raj Kundra) as Chairman and Managing Director of the Company for the period of 5 years with effective from February 01st 2020 up to January 31st, 2025, 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 23 years, in the field of Renewable Energy, Hospitality, trading in commodities/electronic items, mobile based games application, entertainment, media, 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 and holds 27,563,900 shares of the Company.

The Company has entered into an agreement with Mr. Ripu Sudan Kundra (alias Raj Kundra) for his re-appointment 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:

1. The Period of appointment of the Managing Director shall be from 01/02/2020 to 31/01/2025.

2. In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below:
   
   a) Remuneration: Remuneration 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:

   i. 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 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.

   ii. 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.

   iii. Free use Company’s car with driver for Company’s business.

   iv. Free Telephone facility at residence and Mobile Telephone but personal long distance calls will be billed to the Managing Director.

   v. Reimbursement of entertainment expenses incurred in the course of business of the Company.

   vi. 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.

   vii. Coverage of D & O Insurance Policy

   viii. Reimbursement of membership fees for clubs in India or abroad, including any admission/life membership fees.
ix. 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.

x. **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.

xi. **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.

xii. **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.

xiii. 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.

xiv. 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.

---

<table>
<thead>
<tr>
<th><strong>Mr. Ripu Sudan Kundra (alias Raj Kundra)</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Fathers’ Name :</td>
</tr>
<tr>
<td>Date of Birth :</td>
</tr>
<tr>
<td>First Appointment on Board:</td>
</tr>
<tr>
<td>Expertise in specific functional areas :</td>
</tr>
<tr>
<td>Years of Experience :</td>
</tr>
<tr>
<td>Qualification :</td>
</tr>
<tr>
<td>Directorship in Other Companies :</td>
</tr>
<tr>
<td>Name of other public limited Companies, where he is Director :</td>
</tr>
</tbody>
</table>
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.

None of the Directors and key Managerial Personnel (KMP) of the Company and/or their relatives excepts Mr. Ripu Sudan Kundra and Mrs. Shilpa Shetty Kundra (wife of Mr. Ripu Sudan Kundra), to whom the resolution relates, is in any way concerned or interested financially or otherwise in this resolution.

Place: Mumbai
Date: 14th February, 2020

For & On Behalf of the Board,
Viaan Industries Limited
SD/-
DarshitIndravadan Shah
(Executive Director and CFO)
DIN: 07261150
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:

<table>
<thead>
<tr>
<th>SR. No.</th>
<th>RESOLUTIONS</th>
<th>No. of Shares</th>
<th>I/We assent to the Resolution (FOR)</th>
<th>I/We dissent to the Resolution (AGAINST)</th>
</tr>
</thead>
<tbody>
<tr>
<td>SPECIAL RESOLUTION: 1</td>
<td>To Approve the Issue of Equity Shares on Preferential Basis</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SPECIAL RESOLUTION: 2</td>
<td>Re-appointment of Ripu Sudan Kundra (alias Raj Kundra) as Chairman and Managing Director of the Company</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

ELECTRONIC VOTING PARTICULARS

<table>
<thead>
<tr>
<th>EVEN (E-Voting Event No.)</th>
<th>User ID</th>
<th>Password</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

Last date for receipt of Assent/ Dissent Ballot form by Scrutinizer is Wednesday, on or before the close of business hours on March 24, 2020 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. Santoshkumar K. Pandey, a Practicing Company Secretary, at 403, Maruti Mansion, 17, Raghunath Dadaji Street, 04th Floor, 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 tick mark(✔) 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.
Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on 22nd April, 2020. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.

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.

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.

Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.

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:

In case of members receiving the Ballot Form by Post:
User ID and initial password is provided at the bottom of the Ballot Form.

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.

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: companysecretary@v-ind.com.

The period for e-voting starts on Tuesday, March, 24, 2020 at 9.00 a.m. and ends on Wednesday, April, 22, 2020 at 5.00 p.m.