

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

Date: 03/10/2016

To,
The Chairman
Vision Corporation Limited
2/A, 2nd Floor, Citi Mall, New Link Road,
Andheri: West,
Mumbai:- 400053.

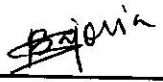
Dear Sir,

I, Sumit Khanna Partner of M/s. Sark & Associates, Company Secretary, having its registered office at Unit No.215, Gundecha Industrial Estate, Akurli Road, Kandivali:- East, Mumbai:- 400101. have been appointed as a Scrutinizer of **Vision Corporation Limited** ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner as per the applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Voting through Poll on the below mentioned resolutions passed at the 21st Annual General Meeting of the Equity Shareholders of Vision Corporation Limited to be held on Friday 30th September, 2016 at 09:30 A.M at 2/A, 2nd Floor, Citi Mall, New Link Road, Andheri: West, Mumbai: 400053 . We submit our report as under:

1. The period for e-voting remained open from 27th September, 2016 (09.00 A.M) to 29th September, 2016 (5.00 P.M).
2. The Shareholders holding shares as on the "cut-off" date i.e. 23rd September, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 7 as set out in the Notice of the 21st Annual General Meeting of Vision Corporation Limited).



3. The votes were unblocked on 29th September, 2016 around 06:00 P.M. in the presence of two witnesses, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>)
5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Authorized Person for safe keeping.
6. After the closing of the poll by the Chairman, Ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
7. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The poll papers and all other relevant records relating were sealed and handed over to the Company Secretary/Director authorised by Board for safe keeping.



Witness 1



Witness 2



10. The results of E-voting and Poll are as under:

Resolution 1 – Adoption of Financial Statements for the year ended 31st March, 2016.

Type	Number of members voted through Electronic Voting System / Poll	Number of votes cast in favour of resolution through E-Voting / Poll	% of total number of votes cast in favour through E-Voting / Poll	Number of votes cast against the resolution through E-Voting / Poll	% of total number of votes cast against through E-Voting / Poll	Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of Invalid votes cast against through E-Voting / Poll
E-voting	15	3780407	18.93	0	0	0	3780407	0
Poll	19	8837	0.01	0	0	0	8837	0
Total	34	3789244	18.94	0	0	0	3789244	0

Resolution No. 2: To appoint a Managing Director in place of Mr. Ashok Kumar Mishra (DIN: 00571792), Director, who retire by rotation and being eligible for re-appointment

Type	Number of members voted through Electronic Voting System / Poll	Number of votes cast in favour of resolution through E-Voting / Poll	% of total number of votes cast in favour through E-Voting / Poll	Number of votes cast against the resolution through E-Voting / Poll	% of total number of votes cast against through E-Voting / Poll	Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of Invalid votes cast against through E-Voting / Poll
E-voting	15	3780407	18.93	0	0	0	3780407	0
Poll	19	8837	0.01	0	0	0	8837	0
Total	34	3789244	18.94	0	0	0	3789244	0



Resolution No. 3: Re- Appointment of M/s. Bhasin Hota & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company

Type	Number of members voted through Electronic Voting System / Poll	Number of votes cast in favour of resolution through E-Voting / Poll	% of total number of votes cast in favour through E-Voting / Poll	Number of votes cast against the resolution through E-Voting / Poll	% of total number of votes cast against through E-Voting / Poll	Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid votes cast against through E-Voting / Poll
E-voting	15	3780407	18.93	0	0	0	3780407	0
Poll	19	8837	0.01	0	0	0	8837	0
Total	34	3789244	18.94	0	0	0	3789244	0

Resolution No. 4: Re To appoint as a Managing Director Mr. Ashutosh Ashok Mishra (DIN No. 02019737)

Type	Number of members voted through Electronic Voting System / Poll	Number of votes cast in favour of resolution through E-Voting / Poll	% of total number of votes cast in favour through E-Voting / Poll	Number of votes cast against the resolution through E-Voting / Poll	% of total number of votes cast against through E-Voting / Poll	Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid votes cast against through E-Voting / Poll
E-voting	15	3780407	18.93	0	0	0	3780407	0
Poll	19	8837	0.01	0	0	0	8837	0
Total	34	3789244	18.94	0	0	0	3789244	0



Resolution No. 5: Increase Borrowing Limit up to Rs. 300 cr.

Type	Number of members voted through Electronic Voting System / Poll	Number of votes cast in favour of resolution through E-Voting / Poll	% of total number of votes cast in favour through E-Voting / Poll	Number of votes cast against the resolution through E-Voting / Poll	% of total number of votes cast against through E-Voting / Poll	Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid votes cast against through E-Voting / Poll
E-voting	15	3780407	18.93	0	0	0	3780407	0
Poll	19	8837	0.01	0	0	0	8837	0
Total	34	3789244	18.94	0	0	0	3789244	0

Resolution No. 6: Board Power as per section 180 (1) (a).

Type	Number of members voted through Electronic Voting System / Poll	Number of votes cast in favour of resolution through E-Voting / Poll	% of total number of votes cast in favour through E-Voting / Poll	Number of votes cast against the resolution through E-Voting / Poll	% of total number of votes cast against through E-Voting / Poll	Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid votes cast against through E-Voting / Poll
E-voting	15	3780407	18.93	0	0	0	3780407	0
Poll	19	8837	0.01	0	0	0	8837	0
Total	34	3789244	18.94	0	0	0	3789244	0



Resolution No. 7: Increase the limit of Loans and Advances up to Rs. 500 cr..

Type	Number of members voted through Electronic Voting System / Poll	Number of votes cast in favour of resolution through E-Voting / Poll	% of total number of votes cast in favour through E-Voting / Poll	Number of votes cast against the resolution through E-Voting / Poll	% of total number of votes against through E-Voting / Poll	Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid votes cast against through E-Voting / Poll
E-voting	15	3780407	18.93	0	0	0	3780407	0
Poll	19	8837	0.01	0	0	0	8837	0
Total	34	3789244	18.94	0	0	0	3789244	0

Thanking you,
Yours Sincerely,

Sumit

Sumit Khanna
M. No.-22135, C.P No.9304
SARK & Associates
Place: Mumbai
Dated: 03.10.2016

