

PANKAJ & ASSOCIATES

Company Secretaries

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Pankaj S Desai

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Scrutinizer's Report

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

To,

Mr. Sumish S. Mody

Chairman

Vivid Global Industries Limited

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

Via Boisar, Dist. Palghar – 401506, Maharashtra

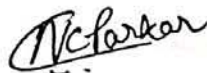
Dear Sir,

Sub: Scrutinizer's Report on voting done through remote e-voting process and e-voting at Annual General Meeting held on 29th September, 2021.

1. We, Pankaj & Associates, Practicing Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of Vivid Global Industries Limited for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 6th August, 2021 ("Notice") issued in accordance with the circulars issued by the Ministry of Corporate Affairs vide Circular No. 20/2020 dated May 05, 2020 read with Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 02/2021 dated January 13, 2021 and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, calling the 34th Annual General Meeting (AGM) of its Equity Shareholders ("the Meeting"/ "AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The AGM was convened on Wednesday, held on 29th September, 2021, through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - a) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - b) process of e-voting at the AGM through electronic voting system ("e-voting").



3. The management of the Company is responsible to ensure compliance with the requirements of:-
- a) the Act and the Rules made thereunder;
 - b) the MCA Circulars; and
 - c) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
4. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 34th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company:
5. Cut-off date:
- The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, 22nd September, 2021 were entitled to vote on the resolutions (item nos. 1 to 7 as set out in the Notice calling the AGM).
6. Remote e-voting process:-
- a) The remote e-voting period remained open from Sunday the 26.09.2021 (9.00 a.m.) and ends on Tuesday the 28.09.2021. The voting by electronic means shall not be allowed beyond 5.00 p.m. on 28.09.2021.
 - b) The votes cast were unblocked on Wednesday, 29th September, 2021 after the conclusion of the AGM and was witnessed by two witness, Mr. Nilesh Parker and Mr. Mihir Poria who are not in the employment of the Company. They have signed below in confirmation of the same.



- c) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "in favour" or "against" on each of the Resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL), on their website i.e. <https://www.evoting.nsdl.com>. Based on the report generated by National Securities Depository Limited (NSDL) and relied upon by me, data regarding the remote e- voting was scrutinized on test check basis.



7. E-voting process at the AGM:-

- a) After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL) under my instructions.
- b) Thereafter, results of e-voting were shared with me by National Securities Depository Limited (NSDL).
- c) The e-voting results were scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/ National Securities Depository Limited (NSDL) and the authorizations lodged with the Company/ Link Intime Pvt. Ltd. on test check basis.
- d) The e-votes cast were unblocked on Wednesday, 29th September, 2021 after the conclusion of the AGM.

8. I submit herewith the Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by National Securities Depository Limited (NSDL), scrutinized on test check basis and relied upon by me as under:

Item No. 1 – As an Ordinary Resolution: Adoption of Financial Statements for the year ended 31st March, 2021, Reports of the Directors and Auditors thereon.

i Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
63	2277632	99.9908

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
2	210	0.0092

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0



Item No. 2 – As an Ordinary Resolution: To appoint Director in place of Smt. Meena Sumish Mody (DIN: 07994050) who retires by rotation and being eligible offers herself for re-appointment.

i Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
60	2211421	97.0840

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
5	66421	2.9160

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0

Item No. 3 – As an Ordinary Resolution: To declare Dividend for the Financial Year 2020-21 on Equity Shares of Rs.0.20 per equity share (i.e., 4%) on fully paid up Equity Share of Rs. 5/- (Rupees Five only) each.

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
64	2277832	99.9996

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
1	10	0.0004

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0



Item No. 4 – As a Special Resolution: To pay overall managerial remuneration in respect of any financial year in excess of 11% of the net profits of the Company.

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
57	2107832	92.5364

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
8	170010	7.4636

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0

Item No. 5 – As a Special Resolution: To approve the revision in the remuneration of Shri. Miten S. Mody, Whole-Time Director (DIN: 02422219).

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
59	2136303	93.7863

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
6	141539	6.2137

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0



Item No. 6 – As a Special Resolution: To approve the revision in the remuneration of Shri. Sumish S. Mody, Managing Director (DIN: 00318652).

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
57	2107832	92.5364

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
8	170010	7.4636

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0

Item No. 7 – As a Special Resolution: To re-appoint Shri. Sumish S. Mody (DIN: 00318652) as Managing Director of the Company for a term of 5 years with effect from 1st November, 2021.

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
62	2277561	99.9877

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
3	281	0.0123

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0

9. The electronic data and all other relevant records relating to e-voting are under my safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mrs. Nilam Pradeep Bajoria, Compliance Officer for safe keeping.
10. You may accordingly declare the result of voting by remote e-voting and e-voting at the AGM.

11. The above mentioned resolutions are deemed to be passed as on the date of announcement of results.

Thanking you,

Yours faithfully,

For PANKAJ & ASSOCIATES
Company Secretaries

PANKAJ DESAI
COP. No. 4098


**M/s. Pankaj & Associates
Practicing Company Secretary (C.O.P. No. 4098)
UDIN: A003398C001038399**

Place: Mumbai

Date: 29th September, 2021