

PANKAJ & ASSOCIATES
Company Secretaries

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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 30th September, 2020.

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 24th August, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13 April 2020 and 5th May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 33rd 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 30th September, 2020, 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.

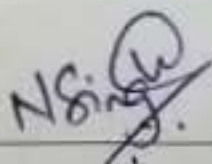
4. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 33rd Annual General Meeting of the members of the Company. My responsibility 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:

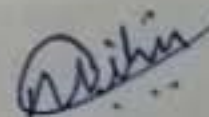
5. Cut-off date:

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, 23rd September, 2020 were entitled to vote on the resolutions (item nos. 1 to 5 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 27.09.2020 (9.00 a.m.) and ends on Tuesday the 29.09.2020. The voting by electronic means shall not be allowed beyond 5.00 p.m. on 29.09.2020.
- b) The votes cast were unblocked on Wednesday, 30th September, 2020 after the conclusion of the AGM and was witnessed by two witness, Mr. Neel Singh 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/ Sharex Dynamic (India) Pvt. Ltd. (Merged with Link Intime Pvt. Ltd.) on test check basis.
- d) The e-votes cast were unblocked on Wednesday, 30th September, 2020 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, 2020, 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
45	4015190	100%

ii. Voted against the resolution

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

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 a Director in place of Shri. Sumish S. Mody (DIN: 00318652), who retires by rotation and being eligible, offers himself 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
45	4015190	100%



ii. Voted against the resolution

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

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 confirm the interim dividend of Rs.0.25 per equity share (i.e., 5%) on fully paid up Equity Share of Rs.5/- (Rupees Five only) each paid during the Financial year 2019-2020

i. i Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
45	4015190	100%

ii. Voted against the resolution

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

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
44	4015090	99.9975%

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
1	100	0.0025%



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 terms 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
44	4015090	99.9975%

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
1	100	0.0025%

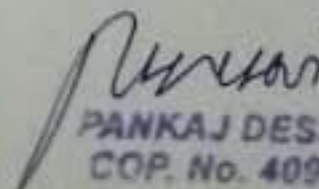
iii. Abstained votes:

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,

For PANKAJ & ASSOCIATES
Company Secretaries


PANKAJ DESAI
COP. No. 4098

M/s. Pankaj & Associates
Practicing Company Secretary (C.O.P. No. 4098)
UDIN: A003398B000817673

Place: Mumbai
Date: 30th September, 2020

