



Date: 23rd, November, 2024

To,
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001
Scrip Code- 537524

Sub: Scrutinizer report of 39th Annual General Meeting (“AGM”) of Viaan Industries Limited (‘Company’)

Dear Sir/Ma’am,

This is in continuation of our previous communication dated 15th November, 2024 wherein the Company has informed that the AGM of the Company has been scheduled on 22nd November, 2024. In furtherance to the same, the 39th Annual General Meeting of the members of Viaan Industries Limited has been duly convened and held today Friday, 22nd November, 2024 at 03:00 P.M. through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 09/2023 dated 25th September, 2023 and SEBI Circular dated 07/10/2023 to transact the business as stated in the Notice dated 15th October, 2024, convening the AGM.

In this regard, please find enclosed the scrutinizer’s report for the 39th Annual General Meeting.

You are requested to kindly take the abovementioned on record and oblige.

Thanking you.
For Viaan Industries Limited

Ms. Teena Goel
Company Secretary & Compliance officer
Encl: as above

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014(as amended) read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To

The Chairman

VIAAN INDUSTRIES LIMITED

CIN: L52100MH1982PLC291306

Registered office: Saisha Bungalow No. 10/87, Mhada, SVP Nagar, Janki Devi School Road, Versova, Andheri, West, Mumbai City, Mumbai, Maharashtra, India, 400053

For 39th (Thirty Nineth) Annual General Meeting ("AGM") of Members of the Company held on Friday, November 15, 2024 at 03.00 P.M. (IST) (Adjourned to November 22, 2024 due to absence of requisite quorum) convened through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Shobhit Vasisht, Proprietor of M/s Vasisht & Associates, Company Secretary in whole-time practice, (holding Membership No. F11517 and C.P. No 21476) was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at Annual General Meeting (AGM) under the provisions of Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and 09/2023 dated September 25,2023 (collectively referred to as "**MCA Circulars**"), and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79dated12.05.2020andSEBICircularNo.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated15.01.2021,SEBI/HO/CFD/CMD2/CIR/P/2022/62dated13.05.2022andSEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 05.01.2023 ("**SEBI Circular**") issued in this regard on the resolutions as set-out in the Notice dated October 15, 2024 ('Notice') for 39th (Thirty Nineth) Annual General Meeting of Members of the Company held on Friday, November 15, 2024 at 3.00 P.M. (IST) (Adjourned to November 22, 2024 due to absence of requisite quorum) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

I submit my report as under:

1. The remote e-voting period commenced on Tuesday, November 12, 2024 at 10.00 A.M. and ended on Thursday, November 14, 2024 at 5.00 P.M. via e-voting platform on the designated website of National Securities Depositories Limited ("**NSDL**"), Authorised agency to provide e-voting facility viz: <https://www.evoting.nsdl.com>. The Company also provided e-voting facility to the Members who participated through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the "cut-off date" i.e. **Saturday, November 09, 2024** were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions (Item nos. 1 to 16) as set out in the Notice.
3. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. My responsibility as Scrutinizer is restricted to make consolidated Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM.
4. However, the above meeting was adjourned to Friday, November 22, 2024 due to absence of requisite quorum, and therefore, the votes casted through remote e-voting were not blocked.
5. After the closure of the e-voting at the AGM, the e-voting conducted at the AGM and the remote e-voting conducted prior to the AGM were unblocked and were downloaded in the presence of two witnesses, Neeraj Dixit and Rinku Bhardwaj who are not in the employment of the Company. The votes casted by the Members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company.
6. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.
7. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

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ORDINARY BUSINESS:**Resolution 01: Ordinary Resolution****1. To receive, consider and adopt:**

The audited financial statements of the Company including Balance Sheet as at March 31, 2024, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) = 99.837%

Votes in Against (% of Total Valid Votes) =0.163%

Resolution 02: Ordinary Resolution

To appoint M/s. Ashwani & Associates (FRN- 000497N), Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 39th Annual General Meeting of the Company until the conclusion of the 44th Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) = 99.837%

Votes in Against (% of Total Valid Votes) =0.163%

SPECIAL BUSINESS:

Resolution 03: Ordinary Resolution

Appointment and Regularization of Ms. Monika Jindal (DIN: 07461151) as Executive Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) = 99.837%

Votes in Against (% of Total Valid Votes) =0.163%

Resolution 04: Ordinary Resolution

Appointment and Regularization of Mr. Ghanshyam Shukla (DIN: 07773969) as Executive Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361
Votes in Favour (% of Total Valid Votes) = 99.837%
Votes in Against (% of Total Valid Votes) = 0.163%

Resolution 05: Ordinary Resolution

Appointment and regularization of Mr. Hemant Jindal (DIN:00238742) as a Director in the Company and to further approve his appointment as a Managing Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes -Invalid votes) =32361
Votes in Favour (% of Total Valid Votes) = 99.837%
Votes in Against (% of Total Valid Votes) = 0.163%

Resolution 06: Ordinary Resolution

Appointment and regularization of Mr. Amit Singhania (DIN:10607069) as Non-Executive Independent Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) =32361
Votes in Favour (% of Total Valid Votes) =99.837%
Votes in Against (% of Total Valid Votes) =0.163%

Resolution 07: Ordinary Resolution

Appointment and regularization of Ms. Rupali Singhania (DIN:07154845) as Non-Executive Independent Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361
Votes in Favour (% of Total Valid Votes) =99.837%
Votes in Against (% of Total Valid Votes) =0.163%

Resolution 08: Ordinary Resolution

Appointment and regularization of Mr. Himanshu Kumar (DIN:07185026) as Non-Executive Independent Director of the Company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361
Votes in Favour (% of Total Valid Votes) =99.837%
Votes in Against (% of Total Valid Votes) =0.163%

Resolution 09: Special Resolution

To consider and approve the alteration of main object clause of the company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) =99.837%

Votes in Against (% of Total Valid Votes)=0.163%

Resolution 10: Ordinary Resolution

To approve material Related Party Transaction limits with RedMax Active Wear Pvt. Ltd.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) = 99.837%

Votes in Against (% of Total Valid Votes)= 0.163%

Resolution 11: Ordinary Resolution

To approve material Related Party Transaction limits with Lam N Fab.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) =99.837%

Votes in Against (% of Total Valid Votes)= 0.163%

Resolution 12: Ordinary Resolution

To approve material Related Party Transaction limits with Hemant Jindal HUF.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) =99.837%

Votes in Against (% of Total Valid Votes)=0.163%

Resolution 13: Ordinary Resolution

To approve material Related Party Transaction limits with Hemant Jindal

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) =99.837%

Votes in Against (% of Total Valid Votes)=0.163%

Resolution 14: Ordinary Resolution

To approve material Related Party Transaction limits with Monika Jindal.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) =99.837%

Votes in Against (% of Total Valid Votes)=0.163%

Resolution 15: Ordinary Resolution

To approve material Related Party Transaction limits with Neha Jindal

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) =99.837%

Votes in Against (% of Total Valid Votes)=0.163%

Resolution 16: Special Resolution

To approve the Borrowing powers of the Company under Section 180 (1)(c) of the Companies Act, 2013

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	24	32361	-	-	20	32308	4	53
E-Voting at AGM (15.11.2024)	2	1700	2	1700	-	-	-	-
E Voting at Adjourned AGM (22.11.2024)	-	-	-	-	-	-	-	-
TOTAL	26	34061	2	1700	20	32308	4	53

Total Valid Votes (Total Votes - Invalid votes) = 32361

Votes in Favour (% of Total Valid Votes) =99.837%

Votes in Against (% of Total Valid Votes)=0.163%

8. All the papers relating to remote e-voting and e-voting at the Annual General Meeting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and thereafter, I shall hand over all the related papers to the Company Secretary of the Company.

9. Based on the above voting, I confirm that all the resolutions have been carried on with requisite majority accordingly i request the Chairman/Authorised Person of the 39th AGM, to announce the result of the meeting.

For Vasisht & Associates
(Company Secretaries)

SHOBHIT Digitally signed by
SHOBHIT VASISHT
VASISHT Date: 2024.11.22
21:41:01 +05'30'

CS Shobhit Vasisht
Scrutinizer

PR No:2355/2022

UDIN: F011517F002574583

FCS No: 11517

C.P. No: 21476

Date: November 22, 2024

Place: Faridabad

Counter Signed by Chairman/Authorised Person