



V K Bhanushali & Co.
Practising Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

To,
Mr. Mitesh Jayantilal Thakkar
Chairman
Vishvprabha Ventures Ltd
Ground Floor, Avighna Heights,
Survey No. 45-4B, Behind Sarvoday Park,
Nandivali Road, Dombivili East, Thane, Maharashtra, 421201

Dear Sir,

1. I, Vinit Kishor Bhanushali, Proprietor, M/s V K Bhanushali & Co, Membership No. ACS 62720/ C. P. No. 26886), have been appointed as the Scrutinizer, by the Board of Directors of Vishvprabha Ventures Ltd (“the Company”) for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting (‘AGM’) and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 (‘the Act’) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) on the businesses contained in the Notice of the 40th AGM of the Equity Shareholders of the Company, held on Monday, September 30, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars and notifications issued by the Ministry of Corporate Affairs (MCA Circulars) relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 40th AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and voting through electronic voting system during the AGM is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports

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generated from the e-Voting system of Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

3. Further to the above, I submit my report as under:
 - 3.1 The Company has provided the remote e-Voting facility through CDSL, on their website www.cdslindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company, CDSL and also on the website of the stock exchange i.e. BSE Limited to facilitate their Shareholders to cast their vote through remote e-voting.
 - 3.2 The Notice of AGM and Annual Report was sent through e-mail to the Members whose names appeared in Register of Members of the Company as on Tuesday September 03, 2024 and whose e-mail addresses were registered with the Company/their respective Depository Participants, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and MCA circulars.
 - 3.3 As prescribed in the said Rules and the MCA Circulars, the Company has also published advertisements in newspapers on Thursday, September 7, 2024 in Financial Express (in English) and on Friday, September 08, 2024 in Mumbai Lakshdeep (in Marathi). It carried all the required information as specified in the said rules and MCA circulars.
 - 3.4 The persons who were the Members of the Company as on the "Cut-off" date i.e. Monday, September 23, 2024 were entitled to vote on the businesses (item nos. 1 to 4) as set out in the Notice of the 40th AGM.
 - 3.5 The Chairman at the 40th AGM held on Monday, September 30, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") announced that the Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.
 - 3.6 The remote e-Voting commenced on Friday, September 27, 2024 (IST 9:00 a.m.) and ended on Sunday, September 29, 2023 (IST 5:00 p.m.) and the CDSL e-voting platform was blocked thereafter and then reopened during the AGM and kept opened during the AGM.

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3.7 The votes cast under e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

3.8 My consolidated report on the results of remote e-voting and voting through electronic means during the AGM is as under:

➤ **ORDINARY BUSINESS:**

1. Item No. 1- As an Ordinary Resolution:

a. To receive, consider, approve, and adopt the audited Standalone Financial statements of the Company for the financial year ended 31st, March 2024, together with the reports of the Board of Directors and the Auditors thereon.

No of Members Voted	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
21	1934325	1934325	0	100	0	0

b. To receive, consider, approve, and adopt the audited Consolidated Financial statements of the Company for the financial year ended 31st, March 2024, together with the reports of the Auditors thereon.

No of Members Voted	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
21	1934325	1934325	0	100	0	0

2. Item No. 2 – As an Ordinary Resolution:

To Declare Final Dividend of Re.0.50 per Equity Share of Face Value of Rs. 10 each fully paid up.

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No of Members Voted	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
21	1934325	1595	1932730	0.09	99.91	0

3. Item No. 3 – As an Ordinary Resolution:

To appoint a Director in place of Mr. Paresh Ramanlal Desai (DIN: 08602174)) who retires by rotation and being eligible, offers himself for reappointment.

No of Members Voted	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
19	95596	95596	0	100	0	0

➤ **SPECIAL BUSINESS:**

1. Item No. 4 – As an Special Resolution:

To Re-Appoint Mr. Mitesh Jayantilal Thakkar (Din: 06480213) as Chairman and Managing Director of the Company and to Approve his Remuneration).

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
19	95596	95596	0	100	0	0

4. All the above resolutions are passed by requisite majority except Item No-2 i.e Declaration of Final Dividend of Re.0.50 per Equity Share of Face Value of Rs. 10 each.

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5. You may accordingly declare the result of remote E-voting and E-voting at the Annual General Meeting.

Thanking you,

Place: Mumbai
Date: 30/09/2024

Place: Thane
Date: 30/09/2024

Yours faithfully,

Vinit Kishor Digitally signed by
Vinit Kishor Bhanushali
Bhanushali Date: 2024.09.30
17:34:42 +05'30'

Vinit Bhanushali
Practicing Company Secretary
Scrutinizer
ACS:-62720
C.P NO. 26886
UDIN: A062720F001380872

Countersigned

Mr. Mitesh Jayantilal Thakkar
Chairman
(DIN: 06480213)

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