



**Mitra R Ratnani & Co.**  
*Practising Company Secretaries*

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**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]*

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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, Mitra Ramesh Ratnani, Proprietor, M/s Mitra R Ratnani & Co., Membership No. ACS 65355/ C. P. No. 25354), 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 39<sup>th</sup> AGM of the Equity Shareholders of the Company, held on Friday, September 29, 2023 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 39<sup>th</sup> 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

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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 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](http://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 Friday September 01, 2023 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 07, 2023 in Financial Express (in English) and on Friday, September 08, 2023 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. Friday, September 22, 2023 were entitled to vote on the resolutions as set out in the Notice of the 39<sup>th</sup> AGM.
- 3.5 The Chairman at the 39<sup>th</sup> AGM held on Friday, September 29, 2023 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 Tuesday, September 26, 2023 (IST 9:00 a.m.) and ended on Thursday, September 28, 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.

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 31 March 2023, together with the reports of the Board of Directors and the Auditors thereon.

i. Voted in Favour of the resolution:

<b>Number of members voted electronically</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
21	1010208	100

ii. Voted against the resolution:

<b>Number of members voted electronically</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
0	0	0

b. To receive, consider, approve, and adopt the audited Consolidated Financial statements of the Company for the financial year ended 31 March 2023, together with the reports of the Auditors thereon.



i. Voted in Favour of the resolution:

Number of members voted electronically	Number of votes cast	% of total number of valid votes cast
21	1010208	100

ii. Voted against the resolution:

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

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

To appoint a Director in place of Mr. Mitesh Jayantilal Thakkar (DIN: 06480213) who retires by rotation and being eligible, offers himself for reappointment.

i. Voted in Favour of the resolution:

Number of members voted electronically	Number of votes cast	% of total number of valid votes cast
20	1010204	99.9999

ii. Voted against the resolution:

Number of members voted electronically	Number of votes cast	% of total number of valid votes cast
1	4	0.0001



➤ **SPECIAL BUSINESS:**

**1. Item No. 1 – As an Ordinary Resolution:**

Regularisation of Appointment of Mr. Utsav Sumantkumar Bhavsar (DIN: 10121169) from Additional Director to Director (Independent).

i. Voted in **Favour** of the resolution:

<b>Number of members voted electronically</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
21	1010208	100

ii. Voted **against** the resolution:

<b>Number of members voted electronically</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
0	0	0

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

Regularisation of Appointment of Mrs. Rajalaxmi Vijay Sawant (DIN: 09847258) from Additional Director to Director (Independent)

i. Voted in **Favour** of the resolution:

<b>Number of members voted electronically</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
21	1010208	100



ii. Voted **against** the resolution:

<b>Number of members voted electronically</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
0	0	0

4. All the above resolutions are passed by requisite majority.
5. You may accordingly declare the result of remote E-voting and E-voting at the Annual General Meeting.

**Thanking you,**

**Yours faithfully,**

**Place: Mumbai  
Date: 29/09/2023**

**Mitra Ramesh Ratnani  
Practicing Company Secretary  
Scrutinizer  
ACS: -65355  
C.P NO. 25354  
P/R No: 3722/2023  
UDIN: A065355E001127317**

**Countersigned**

**Place: Thane  
Date: 29/09/2023**

**Mr. Mitesh Jayantilal Thakkar  
Chairman & Managing Director  
(DIN: 06480213)**