## Pankaj Trivedi

8.Com, CS, LLB Mob: 9224174118 Email: <u>pankajtrivedicsllb@gmail.com</u>

# PANKAJ TRIVEDI & Co.

Practicing Company Secretaries A/601, Maitri Residency, Liberty Garden Road No.1, Opp. Trimurti Tower, Malad (West), Mumbai – 400064

> COP No. 1530 Mumbai

Dated: 29th July, 2023

To, The Chairman Veer Global Infraconstruction Limited A-0I Shalibhadra Classic, 100 feet Link Road, Near Union Bank of India, Nalasopara East, Thane - 40I209 Maharasthra, IN

#### SCRUTINIZER'S REPORT

### [Pursuant to Section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Dear Sir,

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 30512), Proprietor of M/s. Pankaj Trivedi & Co., have been appointed as the scrutinizer of M/s. Veer Global Infraconstruction Limited ("the Company") in their Board meeting held on24<sup>th</sup>june, 2023for the purpose of scrutinising the remote e-voting as well as the e-voting by members during the 12<sup>th</sup> Annual General Meeting ("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') and applicable circulars on the businesses contained in the Notice of the 12<sup>th</sup>AGM of the Company held on Saturday, July29, 2023 at 11.30 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), where following item(s) were transacted:

Resolution No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt the Balance Sheet as at 31 <sup>st</sup> March,2023 and the Profit & Loss Account for the year ended on that dateand the report of the Directors & Auditors thereon.
2	Ordinary Resolution	To appoint a director in place of Sh. Priyank Chandrakant Parikh(DIN: 06615205) who retires by rotation and being eligible offershimself for reappointment.
3	Ordinary Resolution	Confirmation of the appointment of Mr. Manvendra Shivshyam Tiwari (DIN: 09585374) as a Director.
4	Ordinary Resolution	Re-appointment of Statutory Auditors
5	Special Resolution	Migration of Company's share from the SME Platform of BSE to Main Board.
6	Special Resolution	Declaration of the Bonus Share.
7	Special Resolution	To Increase the Authorized Share Capital of the Company.
8	Special Resolution	To approve the increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

I submit report as under:

 The Company held the 12th AGM on July 29th, 2023 through video conferencing scheduled at 11.30 a.m. IST in accordance with the provisions of Companies Act, 2013 (the Act) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th 34th 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No.22/2020 sated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 3012 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General CircularNo. 20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS".

- 2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by the shareholders on the resolutions set out in the Notice of the 12<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and submit Scrutinizer's Report to the Chairman on the above mentioned resolutions in connection with total votes cast in favour or against if any, based on the reports generated from the electronic voting system.
- 3. The Company has informed that on the basis of Register of members, it has completed dispatch of Notice of AGM and Annual Report on Friday, 7<sup>th</sup> July, 2023 by E-mail only (who had registered their email ids). This is in compliance with the MCA and SEBI Circulars as mentioned above.
- 4. The Company had published an advertisement about the dispatch Notice in The Free Press Journal (English Daily) and Navshakti (Marathi Regional Daily), on 7<sup>th</sup> July, 2023.
- 5. Voting rights were reckoned as on 22<sup>th</sup> July, 2023 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the AGM.
- 6. The voting facility for both for e-voting prior to AGM (remote e-voting) and electronic voting during the AGM (e-voting) was provided by Central Depository Services (India) Limited (CDSL).
- 7. The remote e-voting platform was open from 9.00 a.m. on Wednesday, July 26, 2023 and closed at 5.00 p.m. on Friday, July 28, 2023. The members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Central Depository Services (India) Limited(CDSL).
- 8. The facility to vote through electronic voting system as stated in point 6 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and had not cast their votes through remote e-voting.
- 9. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (https://www.evotingindia.com/).
- 10. As per attendance report downloaded from the e-voting website of Central Depository Services (India) Limited (<u>https://www.evotingindia.com/</u>) total 19 members were attended the 12<sup>th</sup> Annual General Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").
- 11. Based on report downloaded as mentioned from the website of CDSL. I observed that total 38 members have cast their votes on the agenda items 1 to 8 of the notice of 12<sup>th</sup> AGM, of Which 37 members / counts have cast their votes in favour of all agendas and 1 member / count have cast his/her votes against the all agendas through remote e-voting and no member had cast their votes at the AGM.
- **12.** Consolidated Result with respect to the items on the agenda as set out in the Notice of the AGM is as under.



### THE CONSOLIDATED RESULT FOR VOTES CAST:

Resolution No.1: To receive, consider and adopt the Balance Sheet as at 31° March, 2023 and the Profit & Loss Account for the year ended on that date and the report of the Directors & Auditors thereon. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%
Voting at AGM	-			<u>-</u>	-	-	-	-
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%

Resolution No.2: To appoint a Director in place of Sh. Priyank Chandrakant Parikh (DIN: 06615205) who retires by rotation and being eligible offers himself for reappointment. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes deciared invalid	% of total number of invalid votes
Remote E-Voting	38	58,89,049	58,86,799	99.96%	2,250	0.04%		0.00%
Voting at AGM	-	-		-	-			
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%

Resolution No.3: Confirmation of the appointment of Mr. Manvendra Shivshyam Tiwari (DIN: 09585374) as a Director. (Ordinary Resolution)

Means of Voting	Number of	No. of	Number of	% of total	Number of	% of total	Total number	% of total
	members voted	Total Votes	Votes cast in "Favour" of resolution	number of votes cast in Favour	votes cast "Against" the resolution	number of votes cast Against	of votes declared invalid	number of invalid votes
Remote E-Voting	38	58,89,049	58,86,799	99.96%	2,250	0.04%	- /	0.00%
Voting at AGM	-	1	-	1	-	- e -		進 -
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	- DIVIS	0.00%



Page 3 of 5

### Resolution No.4: Re-appointment of Statutory Auditors (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%
Voting at AGM	-	-		-	-	-	-	-
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%

### Resolution No.5: Migration of companies share from the SME Platform of BSE to Main Board. (Special Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%
Voting at AGM	-		- 19 - 19 - 19 - 19 - 19 - 19 - 19 - 19	-	-		-	
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%

### Resolution No 6: Declaration of the Bonus Share. (Special Resolution)

Means of Voting	Number of members	No. of Total	Number of Votes cast in	% of total number of	Number of votes cast	% of total number of	Total number of votes	% of total number of
voted	voted	Votes	"Favour" of resolution	votes cast in Favour	"Against" the resolution	votes cast Against	declared invalid	invalid votes
Remote E-Voting	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%
Voting at AGM			-		-	-		-
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%

### Resolution No.7: To Increase the Authorized Share Capital of the Company. (Special Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
<b>Remote E-Voting</b>	38	58,89,049	58,86,799	99.96%	2,250	0.04% *		0.00%
Voting at AGM	-				-	-	TRIVER	-
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	128 - 8 C	0.00%

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%
Voting at AGM	-	-	-	-			-	-
Total	38	58,89,049	58,86,799	99.96%	2,250	0.04%	-	0.00%

Resolution No.8: To approve the increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

All the Resolutions mentioned in the 12<sup>th</sup>AGM Notice dated 6<sup>th</sup>July, 2023 as per the details above stand passed under remote E-voting and voting conducted at AGM by way of electronic means with the requisite majority and hence deemed to be passed as on the date of the AGM.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the 12<sup>th</sup>Annual General Meeting and the same shall behanded over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking You, For Pankaj Trivedi & Co., UDIN: A030512E000704020 FRN: S2016MH374500. PRN: 1648/2022 Pankai Trivedi Mem. No. 30512 (Proprietor) COP No. 15301 CP No. 15301 | Mem No. 30512 Mumbai Place: Mumbai Compan Date: 29/07/2023

Counter Signed by For Veer Global Infraconstruction Limited

Vijaybhai Vagjibhai Bhanshali (Managing Director)

We the undersigned witnesseth that the votes were unblocked from the e-voting website of theCentral Depository Services (India) Limited (<u>https://www.evotingindia.com/</u>) in our presence on 29<sup>th</sup> July, 2023 approx. 12.31 p.m.

1. Ms. Deshna Jain Mumbai

Deethi 2. Ms. Drashti Panchal

Mumbai