BP & ASSOCIATES
Company Secretaries

Scrutinizer's Report - VISHNUSURYA PROJECTS AND INFRA LIMITED

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
VISHNUSURYA PROJECTS AND INFRA LIMITED
AGNI BUSINESS CENTER, NO. 24/46, FOURTH FLOOR, K B DASAN ROAD, ALWARPET, TEYNAMPET, CHENNAI - 600018.

Respected Sir,

We, BP & Associates, Company Secretaries, Chennai, have been appointed as the Scrutinizer by the Board of Directors of **VISHNUSURYA PROJECTS AND INFRA LIMITED ("the Company")** at its meeting held on 03rd September, 2024 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 28th Annual General Meeting ("AGM") of the Equity Shareholders of **VISHNUSURYA PROJECTS AND INFRA LIMITED** held on **Monday, the 30th day of September, 2024**, through Video Conference (VC) / Other Audio Visual Means (OAVM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFDPoD2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through VC, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations").

We hereby state that, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

1 The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Annual General Meeting Notice.

MAYA SWAMINATHAN SINHA
Digitally signed by MAYA SWAMINATHAN SINHA
Date: 2024.10.03 17:56:27 +05'30'

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2 Our responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.

3 The e-Voting period remained open from Thursday, 26th September, 2024 at 9.00 a.m. (IST) and ended on Sunday, 29th September 2024 at 5:00 p.m. (IST). During this period, the shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e., Friday, 20th September, 2024 have casted their vote electronically were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 28th Annual General Meeting of "VISHNUSURYA PROJECTS AND INFRA LIMITED" (Item Number 1 to 7 of the Notice of the 28th AGM of VISHNUSURYA PROJECTS AND INFRA LIMITED.

4 As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote evoting were allowed to cast their votes through e-voting system during the AGM.

5 After closure of e-voting at the AGM, the votes cast through evoting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depositary Services (India) Limited.

6 **The result of the E- voting is as under:**

Item No - 1

Ordinary Resolution - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	15,480,969	99.87%	20,000	0.13%	-	0.00%	15,500,969	100.00%
Total	**15,480,969**	**99.87%**	**20,000**	**0.13%**	**-**	**0.00%**	**15,500,969**	**100.00%**

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No - 2

Ordinary Resolution -TO APPOINT MR. SUBRAMANIAM NEELAKANTAN, DIRECTOR (DIN:01474064) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	15,480,969	99.87%	20,000	0.13%	-	0.00%	15,500,969	100.00%
Total	**15,480,969**	**99.87%**	**20,000**	**0.13%**	**-**	**0.00%**	**15,500,969**	**100.00%**

Based on the aforesaid results, we report that this Ordinary Resolution has been passed with requisite Majority.

Item No – 3

Ordinary Resolution -TO DECLARE A FINAL DIVIDEND OF RE. 1 (RUPEE ONE ONLY) PER EQUITY SHARE OF THE FACE VALUE OF RS. 10/- FOR THE FINANCIAL YEAR 2023–2024.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	15,480,969	99.87%	20,000	0.13%	-	0.00%	15,500,969	100.00%
Total	**15,480,969**	**99.87%**	**20,000**	**0.13%**	**-**	**0.00%**	**15,500,969**	**100.00%**

Based on the aforesaid results, we report that this Ordinary Resolution has been passed with requisite Majority.

Item No – 4

Ordinary Resolution - TO APPOINT MADHU BALAN AND ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER 011106S) AS STATUTORY AUDITORS OF THE COMPANY FOR FIRST TERM OF FIVE YEARS FROM CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF ANNUAL GENERAL MEETING TO BE HELD IN THE CALENDAR YEAR 2029.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	15,479,469	99.86%	21,500	0.14%	-	0.00%	15,500,969	100.00%
Total	**15,479,469**	**99.86%**	**21,500**	**0.14%**	**-**	**0.00%**	**15,500,969**	**100.00%**

Based on the aforesaid results, we report that this Ordinary Resolution has been passed with requisite Majority.

Item No – 5

Ordinary Resolution -TO RATIFY REMUNERATION TO COST AUDITOR FOR THE FINANCIAL YEAR 2024-25

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	15,479,469	99.86%	21,500	0.14%	-	0.00%	15,500,969	100.00%
Total	**15,479,469**	**99.86%**	**21,500**	**0.14%**	**-**	**0.00%**	**15,500,969**	**100.00%**

Based on the aforesaid results, we report that this Ordinary Resolution has been passed with requisite Majority.

Item No – 6

Special Resolution -TO REVISE REMUNERATION PAYABLE AND OTHER TERMS OF APPOINTMENT OF MR. ARUNACHALAM CHARIMAN THANGAM, WHOLE TIME DIRECTOR (DIN: 06958029) OF THE COMPANY.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	15,479,469	99.86%	21,500	0.14%	-	0.00%	15,500,969	100.00%
Total	**15,479,469**	**99.86%**	**21,500**	**0.14%**	**-**	**0.00%**	**15,500,969**	**100.00%**

Based on the aforesaid results, we report that this Special Resolution has been passed with requisite Majority.

Item No – 7

Special Resolution - CHANGE IN TERMS OF APPOINTMENT OF MR. SANAL KUMAR VENGATTE (DIN: 07546821), CHIEF EXECUTIVE OFFICER AND WHOLE TIME DIRECTOR OF THE COMPANY

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	15,135,776	99.87%	20,000	0.13%	345,193	2.28%	15,155,776	100.00%
Total	**15,135,776**	**99.87%**	**20,000**	**0.13%**	**345,193**	**2.28%**	**15,155,776**	**100.00%**

Based on the aforesaid results, we report that this Special Resolution has been passed with requisite Majority.

7 All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Faithfully,
BP & Associates
Company Secretaries
Peer Review No.: P2015TN040200

PRABHAKAR CHANDRASEKARAN
Digitally signed by PRABHAKAR CHANDRASEKARAN
Date: 2024.10.03 16:01:01 +05'30'

C. Prabhkar
Partner
C P No: 11033 | M No: F11722
UDIN: F011722F001424531
Place: Chennai
Date: 03rd October 2024

MAYA SWAMINATHAN SINHA
Digitally signed by MAYA SWAMINATHAN SINHA
Date: 2024.10.03 17:58:07 +05'30'

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3190500	20000	0.6269	0	20000	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3190500	20000	0.6269	0	20000	0.0000	100.0000
Public- Non Institutions	**E-Voting**	6102294	523792	8.5835	523792	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6102294	523792	8.5835	523792	0	100.0000	0.0000
Total		24609671	15500969	62.9873	15480969	20000	99.8710	0.1290
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT MR. SUBRAMANIAM NEELAKANTAN, DIRECTOR (DIN:01474064) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3190500	20000	0.6269	0	20000	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3190500	20000	0.6269	0	20000	0.0000	100.0000
Public- Non Institutions	**E-Voting**	6102294	523792	8.5835	523792	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6102294	523792	8.5835	523792	0	100.0000	0.0000
Total		24609671	15500969	62.9873	15480969	20000	99.8710	0.1290
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO DECLARE A FINAL DIVIDEND OF RE. 1 (RUPEE ONE ONLY) PER EQUITY SHARE OF THE FACE VALUE OF RS. 10/- FOR THE FINANCIAL YEAR 2023–2024.				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3190500	20000	0.6269	0	20000	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3190500	20000	0.6269	0	20000	0.0000	100.0000
Public- Non Institutions	**E-Voting**	6102294	523792	8.5835	523792	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6102294	523792	8.5835	523792	0	100.0000	0.0000
Total		24609671	15500969	62.9873	15480969	20000	99.8710	0.1290
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT MADHU BALAN AND ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER 011106S) AS STATUTORY AUDITORS OF THE COMPANY FOR FIRST TERM OF FIVE YEARS FROM CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF ANNUAL				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3190500	20000	0.6269	0	20000	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3190500	20000	0.6269	0	20000	0.0000	100.0000
Public- Non Institutions	**E-Voting**	6102294	523792	8.5835	522292	1500	99.7136	0.2864
	Poll							
	Postal Ballot (if applicable)							
	Total	6102294	523792	8.5835	522292	1500	99.7136	0.2864
Total		24609671	15500969	62.9873	15479469	21500	99.8613	0.1387
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO RATIFY REMUNERATION TO COST AUDITOR FOR THE FINANCIAL YEAR 2024-25				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3190500	20000	0.6269	0	20000	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3190500	20000	0.6269	0	20000	0.0000	100.0000
Public- Non Institutions	**E-Voting**	6102294	523792	8.5835	522292	1500	99.7136	0.2864
	Poll							
	Postal Ballot (if applicable)							
	Total	6102294	523792	8.5835	522292	1500	99.7136	0.2864
Total		24609671	15500969	62.9873	15479469	21500	99.8613	0.1387
Whether resolution is Pass or Not.							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO REVISE REMUNERATION PAYABLE AND OTHER TERMS OF APPOINTMENT OF MR. ARUNACHALAM CHARIMAN THANGAM, WHOLE TIME DIRECTOR (DIN: 06958029) OF THE COMPANY				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3190500	20000	0.6269	0	20000	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3190500	20000	0.6269	0	20000	0.0000	100.0000
Public- Non Institutions	**E-Voting**	6102294	523792	8.5835	522292	1500	99.7136	0.2864
	Poll							
	Postal Ballot (if applicable)							
	Total	6102294	523792	8.5835	522292	1500	99.7136	0.2864
Total		24609671	15500969	62.9873	15479469	21500	99.8613	0.1387
Whether resolution is Pass or Not.							Yes	

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				CHANGE IN TERMS OF APPOINTMENT OF MR. SANAL KUMAR VENGATTE (DIN: 07546821), CHIEF EXECUTIVE OFFICER AND WHOLE TIME DIRECTOR OF THE COMPANY				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	15316877	14957177	97.6516	14957177	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3190500	20000	0.6269	0	20000	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3190500	20000	0.6269	0	20000	0.0000	100.0000
Public- Non Institutions	**E-Voting**	6102294	178599	2.9268	178599	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6102294	178599	2.9268	178599	0	100.0000	0.0000
Total		24609671	15155776	61.5846	15135776	20000	99.8680	0.1320
Whether resolution is Pass or Not.							Yes	