

**Scrutinizer's Report - VISHNUSURYA PROJECTS AND INFRA LIMITED**

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

**To,**

The Chairman of Extraordinary General Meeting of the Equity Shareholders of **VISHNUSURYA PROJECTS AND INFRA LIMITED** held on Wednesday, 10<sup>th</sup> December, 2025 at 09.30 AM IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

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 10<sup>th</sup> November, 2025 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the Extraordinary General Meeting ("EGM") of the Equity Shareholders of **VISHNUSURYA PROJECTS AND INFRA LIMITED** held on **Wednesday, December 10, 2025 at 9:30 AM** through Video Conferencing / Other Audio Visual Means ("VC/OAVM" through two-way Video Conferencing ('VC') facility / 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. 09/2024 dated September 19, 2024, (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India's Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM 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 Notice calling the Extraordinary General Meeting.





2. Our responsibility as scrutinizer for the e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM 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) Limited (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting at the EGM for the Shareholders of the Company.
3. The e-Voting period remained open from 09:00 AM (IST) on Sunday, December 07, 2025 to 05:00 PM (IST) on Tuesday, December 09, 2025. During this period, the shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e., Friday, December 05, 2025 have cast their vote electronically were entitled to vote on the proposed 3 (Three) resolution as mentioned in the Notice of the Extra-Ordinary General Meeting 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 EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.
5. After closure of e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of Central Depository Services (India) Limited. The e-voting data/results downloaded from the e-voting system of Central Depository Services (India) Limited (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 Depository Services (India) Limited (CDSL).





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

**Item No - 1**

**ORDINARY RESOLUTION - INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.**

<b>Mode of Voting</b>	<b>Votes in favor of the resolution</b>		<b>Votes against the resolution</b>		<b>Invalid/ Abstained Votes</b>	<b>Total</b>	
	<b>Nos.</b>	<b>%</b>	<b>Nos.</b>	<b>%</b>		<b>Nos.</b>	<b>%</b>
E- Voting	1,11,59,963	100	-	-	-	1,11,59,963	100
<b>Total</b>	<b>1,11,59,963</b>	<b>100</b>	-	-	-	<b>1,11,59,963</b>	<b>100</b>

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

**Item No - 2**

**SPECIAL RESOLUTION - ISSUE OF EQUITY SHARES AND CONVERTIBLE WARRANTS BY ON PREFERENTIAL BASIS**

<b>Mode of Voting</b>	<b>Votes in favor of the resolution</b>		<b>Votes against the resolution</b>		<b>Invalid/ Abstained Votes</b>	<b>Total</b>	
	<b>Nos.</b>	<b>%</b>	<b>Nos.</b>	<b>%</b>		<b>Nos.</b>	<b>%</b>
E- Voting	1,07,49,963	100	-	-	4,10,000	1,07,49,963	100
<b>Total</b>	<b>1,07,49,963</b>	<b>100</b>	-	-	<b>4,10,000</b>	<b>1,07,49,963</b>	<b>100</b>

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



**Item No - 3**

**SPECIAL RESOLUTION - TO APPOINT M/S. VAK & ASSOCIATES, PRACTICING COMPANY SECRETARIES, (FIRM REGISTRATION NO. P2025TN322600) AS SECRETARIAL AUDITOR OF THE COMPANY**

<b>Mode of Voting</b>	<b>Votes in favor of the resolution</b>		<b>Votes against the resolution</b>		<b>Invalid/ Abstained Votes</b>	<b>Total</b>	
	<b>Nos.</b>	<b>%</b>	<b>Nos.</b>	<b>%</b>		<b>Nos.</b>	<b>%</b>
E- Voting	1,11,59,963	100	-	-	-	1,11,59,963	100
<b>Total</b>	<b>1,11,59,963</b>	<b>100</b>	-	-	-	<b>1,11,59,963</b>	<b>100</b>

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 of the Extra ordinary General Meeting and the same shall be handed over thereafter to the Chairman/ CFO or Company Secretary for safe keeping.

**Thanking you,  
Yours Faithfully,  
BP & Associates  
Company Secretaries**

**Peer Review Certificate No: 7014/2025**

RANGARAJA  Digitally signed by  
RANGARAJAN  
DORAIRAJAN  
Date: 2025.12.11  
19:09:02 +05'30'

**D Rangarajan**  
**Partner**  
**C P No: 23671 | M No: 63099**  
**UDIN: A063099G002357380**

**Place: Chennai**

**Date: 11<sup>th</sup> December 2025**

