



Scrutinizer's Report - VISHNUSURYA PROJECTS AND INFRA LIMITED

[Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 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")** through the circular resolution approved on July 22, 2025 for conducting the Postal Ballot electronic voting (e-voting) process seeking Members assent/ dissent on the resolution as specified in the Postal Ballot Notice dated 22nd July 2025 pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 respectively of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2024 dated 19th September, 2024 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India's Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and pursuant to other applicable laws and 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 Postal Ballot.
2. On Tuesday, July 22, 2025 the Company has completed the dispatch of Postal Ballot notice(s), to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e., Friday, July 18, 2025 and whose e-mail IDs were available with the Company/RTA and Depositories. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. The e-Voting period remained open from 09:00 AM (IST) on Thursday, July 24, 2025 to 05:00 PM (IST) on Friday, August 22, 2025. During this period, the shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e., Friday, July 18, 2025 have casted their vote electronically were entitled to vote on the proposed 2 (Two) Ordinary Resolution as mentioned in the Postal Ballot Notice of "Vishnasurya Projects And Infra Limited" dated July 22, 2025.
4. All votes casted through remote e-voting facility up to 5.00 p.m IST on August 22, 2025, the last date and time fixed by the Company fore-voting were considered for our scrutiny.
5. We unblocked the votes on August 22, 2025 at the website <https://www.evotingindia.com> after the conclusion of the meeting, in the presence of two witnesses, Mr. R M Subramanian and Mr. Saravanakumar R. These witnesses are not in the employment of the Company. They have signed below, in confirmation of votes being unblocked in their presence.

Name : Mr. R M Subramanian

Name: Mr. Saravanakumar R

6. Our responsibility as scrutinizer for the e-voting facility for Postal Ballot 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 Central Depository Services (India) Limited ("CDSL") the authorized agency engaged by the Company to provide facilities for remote e-voting by the Shareholders of the Company.





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.

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

Item No - 1

Ordinary Resolution - Approval for material related party transaction(s) with Agni Estates and Foundations Private Limited under section 188 of the companies act, 2013 and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
E-Voting	18,21,599	100.00%	-	-	3,45,193	18,21,599	100.00%
Total	18,21,599	100.00%	-	-	3,45,193	18,21,599	100.00%

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

Item No - 2

Ordinary Resolution - Approval for material related party transaction(s) with Garuda Aerospace Private Limited under section 188 of the companies act, 2013 and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
E-Voting	18,21,599	100.00%	-	-	3,45,193	18,21,599	100.00%
Total	18,21,599	100.00%	-	-	3,45,193	18,21,599	100.00%

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





BP & ASSOCIATES
Company Secretaries

8. We hereby confirm that we are maintaining the Registers received from the Service Provider electronically in respect of the votes cast through e-voting related to the Postal Ballot by the shareholders of the Company. we shall be arranging to handover these records to you or other person as authorised by you.

**Thanking you,
Yours Faithfully,
BP & Associates
Company Secretaries
Peer Review Certificate No: 7014/2025**

**C. Prabhkar
Partner
C P No: 11033 | M No: F11722
UDIN: F011722G001084101**

**Place: Chennai
Date: 26th August 2025**



T : 044-2433 4503
E : secretarial@bpcorpadvisors.com
w : www.bpcorpadvisors.com

New No.443 & 445, 5th Floor, Annexe 1,
Guna Complex, Anna Salai,
Teynampet, Chennai - 600018