



**DIPESH A. MISTRY**

(B.Com, L.L.B, ACS)

**PRACTICING COMPANY SECRETARY**

**TRADEMARK AGENT**

Email: [dipeshmistry880@gmail.com](mailto:dipeshmistry880@gmail.com)

(M) +91 9913779337, +91 8866810045

C-703 Shreepad Seasons, Nr. Stuti Icon, Palanpur Gam, Surat- 395009

### **SCRUTINIZER'S REPORT**

[Pursuant to Section 108, 109 of the Companies Act, 2013 and rule 20 and rule 21 of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
VASA RETAIL AND OVERSEAS LIMITED  
23, Floor-5, Plot-76, Prabhat,  
Bhulabhai Desai Road,  
Cumballa Hill Mumbai Mumbai City  
Maharashtra- 400026, India

Sub: Scrutinizer's Report pursuant to the provisions of Section 108,109 of the Companies Act, 2013 read with rule 20 and rule 21 (Management and Administration) Rules, 2014 of VASA RETAIL AND OVERSEAS LIMITED for its 4<sup>th</sup> Annual General Meeting held on Wednesday, 20<sup>th</sup> July, 2022 at 10:30 A.M.

Dear Sir,

I, Dipesh Anupkumar Mistry, Practicing Company Secretary (M. No. 34755, COP No. 15787), having office at C-703, Shreepad Seasons, Nr, Stuti Icon, Palanpur Gam, Surat-395009, Gujarat, have been appointed as the Scrutinizer for the purpose of the voting taken on the below mentioned resolution(s), at the 04<sup>th</sup> Annual General Meeting of Vasa Retail and Overseas Limited (CIN:LL74110MH2017PLC301013) held on Wednesday, 20<sup>th</sup> July, 2022 at 10.30 A.M at Pravin Chandra Gandhi – IMC Building, 4th Floor, IMC Marg, Churchgate, Mumbai - 400020, Maharashtra, India.

1. For the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014,
2. For the purpose of Scrutinizing the ballot paper process of Poll, in a fair and transparent manner under the provisions of Section 109 of the Act read with Rule 21 of the Rules,

in respect of the resolutions proposed to be passed in the said Annual General Meeting as contained in the Notice of Annual General Meeting dated 24<sup>th</sup> Day of June, 2022 ("The Notice") as referred to in this report.



Date: 20/07/2022

UDIN : A034755D000659929

I hereby report that:

1. The company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide secured system for E-Voting process.
2. The E-Voting period remained open from 09:00 A.M. (IST) on July 17, 2022 up to 05:00 P. M. (IST) on July 19,2022.
3. The company has released the Advertisement as per Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014.
4. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for E- Vote on the proposed resolutions was July 13, 2022.
5. The votes cast electronically were verified on 20.07.2022, around 11.45 A.M. after the meeting concluded as there was some issue on NSDL website, in the presence of two witnesses, Ms. Shivangi Upadhyay and Ms. Nikita Pediwal, who are not in the employment of the Company. They have signed below in confirmation of the E-Votes verified in their presence.
6. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the E-Voting website of NSDL.
7. On the day of Annual General meeting as prescribed in the Act, Chairman suo motto opted to go for polling on each resolution and voting process was done. I as a Scrutinizer remained present through Authorized Representative at the voting process and voting was conducted in peaceful, free and fair manner. The shareholders present at the meeting, who didn't vote through remote E-voting, did not opt to vote.
8. I submit herewith the consolidated report on the results of e-voting together with that of vote on Poll at Annual General Meeting, stating total Votes, not voted/invalid votes, valid votes, votes cast in favour of the Resolutions (No. & %age) and votes cast against the Resolutions (No. & %age). Report Attached as **Annexure-A**.



*Dipesh*  
\_\_\_\_\_  
Dipesh Anupkumar Mistry  
COP No. 15787  
M. No. 34755  
UDIN : A034755D000659929

*Shivangi*  
\_\_\_\_\_  
Ms. Shivangi Upadhyay

*Nikita*  
\_\_\_\_\_  
Ms. Nikita Pediwal

Date: 20/07/2022  
Place: Surat

Encl: As above

**ANNEXURE-A**  
**VASA RETAIL AND OVERSEAS LIMITED**  
**REPORT ON THE RESULTS OF E-VOTING AND POLL FOR AGM DATED 20TH JULY 2022**

**ORDINARY BUSINESS**

**RESOLUTION NO. 1 ORDINARY RESOLUTION**

Ordinary Resolution for receiving, considering and adopting the Audited Financial Statements of the Company for the financial year ended 31st March,2021 together with the Reports of the Board of Director's and the Auditor's thereon.

Particulars	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of members who voted	Number of shares for which votes cast	Number of members present and voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favour of the resolution	3	4160510	0	0	3	4160510	100.00
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Based on the aforesaid results, I report that an ordinary resolution as contained in item No. 1 of the notice dated June 24,2022, has been passed with requisite majority.



*Dipesh A. Mistry*  
**Dipesh Anupkumar Mistry**  
**COP No. 15787**  
**M.No. 34755**

*Shivangi*

**Ms. Shivangi Upadhyay**

*Nikita*

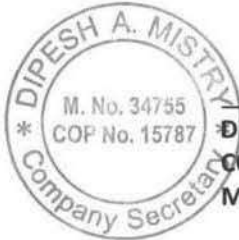
**Ms. Nikita Pedawal**


**ORDINARY BUSINESS****RESOLUTION NO. 2 ORDINARY RESOLUTION**

Ordinary Resolution for appointment of a Director in place of Mr. Hardik Vasa, Managing Director (DIN: 03600510), who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of members who voted	Number of shares for which votes cast	Number of members present and voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favour of the resolution	3	4160510	0	0	3	4160510	100.00
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Based on the aforesaid results, I report that an ordinary resolution as contained in item No. 2 of the notice dated June 24, 2022, has been passed with requisite majority.



  
Dipesh Anupkumar Mistry  
COP No. 15787  
M.No. 34755

  
Ms. Shivangi Upadhyay

  
Ms. Nikita Pedawal

Countersigned by


Chairman / Authorised Signatory  
VASA Retail and Overseas Limited

Date: 20/07/2022

UDIN : A034755D000659929