



# SANDEEP DUBEY & ASSOCIATES

## (Practicing Company Secretaries)

Office No 401, 4th Floor, White House Building, S V Road, Andheri West,  
Mumbai -400058, Maharashtra, India.  
Contact No. 9820513552; Email: [cs.sandeepdubey@gmail.com](mailto:cs.sandeepdubey@gmail.com)

---

### SCRUTINIZER REPORT

ACCORDING TO SECTION 108 OF THE COMPANIES ACT, 2013, READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015) AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

To,  
**The Managing Director**  
**Vasa Retail and Overseas Limited**  
23, Floor-5, Plot-76, Prabhat,  
Bhulabhai Desai Road, Cumballa Hill,  
Mumbai, Maharashtra, India, 400026

Respected Sir,

I, Sandeep Dubey, Company Secretary in Practice and Proprietor of M/s. Sandeep Dubey & Associates, Practicing Company Secretaries, appointed as Scrutinizer by M/s. Vasa Retail And Overseas Limited ("the Company") under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") for the purpose of scrutinizing the remote e-voting process and voting taken at the 07<sup>th</sup> Annual General Meeting held at Jolly Conference Room – IMC Building, 4th Floor, IMC Marg, Churchgate, Mumbai - 400020 as per the resolutions contained in the notice dated September 06, 2024 convening the 7<sup>th</sup> Annual General Meeting ("the AGM") of its Equity Shareholders.

The AGM was held on Monday, 30<sup>th</sup> September, 2024 at 11:00 A.M at Jolly Conference Room – IMC Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400020.

The AGM was conducted in compliance with MCA Circular No. 20/2020 dated May 5, 2020, MCA Circular No. 2/2022 dated May 5, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2022/62 dated May 13, 2022; MCA Circular dated December 28, 2022.

The management of the Company's responsibility to ensure the compliance under the Companies Act, 2013 and rules relating to remote e-voting. My responsibility as Scrutinizer generate the report from the e-voting system provided by the agency engaged by the Company for remote e-voting and vote on poll at the AGM.

Pursuant to Section 102 of the Act, the Notice along with 07<sup>th</sup> Annual Reports were sent to the Shareholders through email /by courier to the shareholders, who have not registered their email id with the Company, within the stipulated time before the AGM.

The remote e-voting facility was kept open for three (3) days i.e. from Friday, 27<sup>th</sup> September, 2024 (09:00 am) and ends on Sunday, 29<sup>th</sup> September, 2024 (5:00 pm) The Members cast their votes electronically on e-voting platform provided by the National Securities Depository Limited (NSDL).

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.

I submit herewith the consolidated report on the results of e-voting together with that of vote on Poll at Annual General Meeting as follows:

**Sandeep**  
**Avdesh Dubey**  
Digitally signed by  
Sandeep Avdesh Dubey  
Date: 2024.10.01 17:59:38  
+05'30'

ORDINARY BUSINESS  
RESOLUTION NO. 1 ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

I. VOTED IN FAVOUR:

MODE OF VOTING	NO MEMBERS VOTED	NO OF SHARES HELD BY THEM	NO. OF VOTES CAST	% OF TOTAL NO. OF VALID VOTES CAST
Remote E-Voting	3	3696510	3696510	100
E-Voting at AGM/Vote by Poll	0	0	0	0
Total	3	3696510	3696510	100

II. VOTED AGAINST:

MODE OF VOTING	NO MEMBERS VOTED	NO OF SHARES HELD BY THEM	NO. OF VOTES CAST	% OF TOTAL NO. OF VALID VOTES CAST
Remote E-Voting	0	0	0	0
E-Voting at AGM/Vote by Poll	0	0	0	0
Total	0	0	0	0

III. INVALID VOTES:

TOTAL NUMBER OF MEMBERS WHOSE VOTES WERE DECLARED INVALID.	TOTAL NUMBER OF VOTES CAST BY THEM
NIL	NIL

ORDINARY BUSINESS  
RESOLUTION NO. 2 ORDINARY RESOLUTION

To re-appoint a director Mrs. Kajal Hardik Vasa (DIN: 03600495) as Wholetime Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

I. VOTED IN FAVOUR:

MODE OF VOTING	NO OF MEMBERS VOTED	NO OF SHARES HELD BY THEM	NO. OF VOTES CAST	% OF TOTAL NO. OF VALID VOTES CAST
Remote E-Voting	3	3696510	3696510	100
E-Voting at AGM/Vote by Poll	0	0	0	0
Total	3	3696510	3696510	100

II. VOTED AGAINST:

MODE OF VOTING	NO OF MEMBERS VOTED	NO OF SHARES HELD BY THEM	NO. OF VOTES CAST	% OF TOTAL NO. OF VALID VOTES CAST
Remote E-Voting	0	0	0	0
E-Voting at AGM/Vote by Poll	0	0	0	0
Total	0	0	0	0

III. INVALID VOTES:

TOTAL NUMBER OF MEMBERS WHOSE VOTES WERE DECLARE INVALID.	TOTAL NUMBER OF VOTES CAST BY THEM
NIL	NIL

Based on the aforesaid results Sandeep Dubey hereby confirm that all the resolutions are passed by the requisite majority.

The Register, all other papers, and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves, and signs the minutes of the aforesaid meeting and will be handed over to the Company for their safekeeping.

This report is issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on their websites, etc. This report is not to be used for any other purpose or distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.



For SANDEEP DUBEY & ASSOCIATES  
(Practising Company Secretaries)

Sandeep  
Avdhesh  
Dubey

Digitally signed  
by Sandeep  
Avdhesh Dubey  
Date: 2024.10.01  
18:00:53 +05'30'

CS Sandeep Dubey  
Practicing Company Secretary (Scrutinizer)  
M.NO.47940 / CP.No.17902  
UDIN: A047940F001404889

Place: Mumbai  
Date: 01<sup>st</sup> October, 2024

Countersigned By:  
For Vasa Retail and Overseas Limited

Hardik  
Bhupendra Vasa

Digitally signed by  
Hardik Bhupendra Vasa  
Date: 2024.10.02  
21:40:20 +05'30'

Hardik Bhupendra Vasa  
Managing Director  
DIN: 03600510