



**FORM NO. MGT-13**

**COMBINED SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies  
(Management and Administration) Rules, 2014]

To,

**The Chairman of  
Extra- Ordinary General Meeting held on 20<sup>th</sup> March 2024 of  
VEEKAYEM FASHION AND APPARELS LIMITED**  
113, Udyog Bhavan, Sharma Ind. Estate,  
Walbhat Road, Goregaon East, Mumbai 400063

Dear Sir,

**Sub: Combined Scrutinizer's Report on e-voting done by members of the Company through  
"Remote e-voting process" and "voting process" during the Extra-Ordinary General Meeting  
held on Wednesday, 20<sup>th</sup> March 2024 at 03:30 PM at the Registered Office of the Company**

I, CS Hemant Maheshwari, Proprietor of M/s H. Maheshwari & Associates, **Practicing Company Secretary, Mumbai**, was appointed as Scrutinizer by the Board of Directors of **M/s VEEKAYEM FASHION AND APPARELS LIMITED** ('the Company') in its meeting held on 24<sup>th</sup> February 2024 for the purpose of scrutinizing the voting done through **remote E-voting process and the voting process during the Extra-Ordinary General Meeting ('EGM') of the Company held on 20<sup>th</sup> March 2024**, pursuant to the provisions of **Section 108 of the Companies Act 2013 read with rules 20 and 21 of the Companies (Management and Administration Rules), 2014 for passing of the resolution as mentioned under item numbers 1 to 2 in the Notice of the EGM of the Company dated 24<sup>th</sup> February 2024.**

I submit my report as under:

1. The management of the company is responsible to ensure the compliances with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting and the voting during the EGM on the resolution contained in the said notice of EGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and voting conducted during the EGM is restricted to prepare the Scrutinizer's report on the vote cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by KFin Technologies Limited and voting by poll papers as informed to the members by the Chairman.

2. The voting rights of members were considered in proportion to their share in the paid-up Equity Share Capital of the Company as on cut-off date i.e. Wednesday 13<sup>th</sup> March 2024.
3. In terms of the notice of EGM, the remote e-voting was kept open for 3 (three) days i.e. from Sunday, 17<sup>th</sup> March, 2024 (9.00 a.m.) to Tuesday, 19<sup>th</sup> March 2024 (5.00 p.m.). The members cast their votes electronically on remote e-voting platform provided by KFIN Technologies Limited ('KFIN'). The shareholders who were present at the EGM of the Company and had not voted through remote e-voting process were allowed to cast their vote through polling paper distributed during the EGM.
4. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling were locked in my presence with due identification marks placed by me.
5. The locked ballot boxes were subsequently opened in presence of me and two witnesses who are not in the employment of the Company and poll paper were diligently scrutinized. The poll paper were reconciled with the records maintained by the Company and Registrar of Transfer Agent of the Company. There were no authorization proxy lodged with the Company.
6. The summary of the voting through remote e-voting facility and voting process at the EGM are as starting from resolution wise from next (3rd) page :-

**Resolution 1 :**

Resolution required: Special			To issue and allot by way of Preferential Allotment up to 16,27,400 Convertible Warrants of Rs. 10/- each at an issue price of Rs. 192.50/- each (including premium of Rs. 182.50/-each) aggregating to Rs. 31,32,74,500/-					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares (Approx.)	No. of votes-in favor	No. of votes-against	% of Votes in favour on votes polled (Approx.)	% of Votes against on votes polled (Approx.)
Promoter and Promoter Group	Remote E-voting	4291730	4291708	99.9995	4291708	0	100.00	0.00
	Poll at the AGM		0	0.00	0	0	0.00	0.00
	<b>TOTAL</b>		<b>4291708</b>	<b>99.9995</b>	<b>4291708</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	Poll at the AGM		0	0.00	0	0	0.00	0.00
	<b>TOTAL</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	Remote E-voting	1584000	76000	4.7980	76000	0	100.00	0.00
	Poll at the AGM		8000	0.5051	8000	0	0.00	0.00
	<b>TOTAL</b>		<b>84000</b>	<b>5.3031</b>	<b>84000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>TOTAL</b>		<b>58,75,730</b>	<b>43,75,708</b>	<b>74.4709</b>	<b>43,75,708</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Invalid votes : None

Result : The resolution is passed with requisite majority.

## Resolution 2 :

Resolution required: Special			Alteration In Main Objects Clause Of Memorandum Of Association Of The Company.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares (Approx.)	No. of votes-in favor	No. of votes-against	% of Votes in favour on votes polled (Approx.)	% of Votes against on votes polled (Approx.)
Promoter and Promoter Group	Remote E-voting	4291730	4291708	99.9995	4291708	0	100.00	0.00
	Poll at the AGM		0	0.00	0	0	0.00	0.00
	<b>TOTAL</b>		<b>4291708</b>	<b>99.9995</b>	<b>4291708</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	Poll at the AGM		0	0.00	0	0	0.00	0.00
	<b>TOTAL</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	Remote E-voting	1584000	76000	4.7980	76000	0	100.00	0.00
	Poll at the AGM		8000	0.5051	8000	0	0.00	0.00
	<b>TOTAL</b>		<b>84000</b>	<b>5.3031</b>	<b>84000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>TOTAL</b>		<b>58,75,730</b>	<b>43,75,708</b>	<b>74.4709</b>	<b>43,75,708</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Invalid votes : None

Result : The resolution is passed with requisite majority.

All the resolutions mentioned in the EGM Notice as per details above accordingly stand passed with requisite majority.

The Electronic data and all other relevant records relating to Remote e-voting and electronic voting conducted at the EGM is under my safe custody and will be handled over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of EGM.

**FOR H. MAHESHWARI & ASSOCIATES  
(COMPANY SECRETARIES)**

**CS HEMANT MAHESHWARI  
PROPRIETOR  
M. No. 26145  
COP No. 10245**

**SIGNED GENERATING UDIN [A026145E003617381](#) DATED 21<sup>ST</sup> MARCH 2024 AT MUMBAI.**