

**Consolidated Scrutinizer's Report on voting
through remote e-voting and e-voting during AGM**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, amended as on date, and circular issued by Ministry of
Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI) from time to time]*

To,
The Chairman
VERTEXPLUS TECHNOLOGIES LIMITED
B-19, Ground Floor, 10-B Scheme, Gopalpura Road
Jaipur-302018, Rajasthan

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 14th Annual General Meeting (AGM) of Vertexplus Technologies Limited held on Friday, 27th September, 2024 at 03.05 P.M. conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Vivek Sharma, a Practicing Company Secretary, Partner of M/s. MSV & Associates was appointed as the Scrutinizer by the Board of Directors of Vertexplus Technologies Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date, to scrutinize the remote e-voting process and e-voting during Annual General Meeting in respect of Ordinary Businesses proposed at 14th Annual General Meeting (AGM) of the Company held on Friday, 27th September, 2024 at 03.05 P.M. through Video Conferencing/ Other Audio Video means facility ("VC/ OAVM") at the deemed venue situated at B-19, Ground Floor, 10-B Scheme, Gopalpura Road Jaipur-302018, Rajasthan.

Management's Responsibility:

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), relating to voting by electronic means (e-voting) for the Resolution(s) stated in the Notice.

Scrutinizer's Responsibility:

My responsibility as scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members in respect of the Resolution contained in the Notice. My report is based on verification of data provided by M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company for e-voting system for the closing of the voting process i.e. till Thursday, the 26th day of September, 2024 at 5:00 P.M. (IST).



In connection to above, I submit my report as under:

- The Company appointed National Securities Depository Limited (herein after referred to as ("NSDL") as the agency to provide the remote e-Voting facility prior to AGM and e-voting during the AGM to the Members of the Company in connection with the 14th AGM of the Company.
- The remote e-Voting facility was made available from Tuesday, 24th September, 2024 from 9.00 A.M. and ends on Thursday, 26th September, 2024 at 5.00 P.M. (IST) for the person(s), whose name is recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, the 21st day of September, 2024.
- The Company had also provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
- After the conclusion of 14th AGM of the Company, a final electronic report of remote e-Voting and the votes cast by the members present through VC/OAVM through e-voting system was generated, were downloaded from e-voting website of NSDL in presence of two witnesses viz. Mr. Shreys kumar Bhatt and Ms. Nainika Khandelwal who are not in the employment of the Company.
- Thereafter, the voting done through remote e-Voting and e-voting, were reconciled with the records maintained by the RTA/Depositories/Company, as the case may be and the authorizations/proxies lodged with the Company and result of the scrutiny of the above consolidated voting process in respect of the resolutions as set-out in the Notice of 14th AGM of the Company dated Tuesday, 03rd September, 2024 are reproduced herein under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt:

- a.) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon;
- b.) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

Particulars	Remote E-Voting		Voting during the AGM (e-voting)		Total		Invalid (No. of Shares)	Percent age (%)
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes		
Assent	7	4000000	0	0	7	4000000	0	100
Dissent	0	4000000	0	0	0	0	0	0
Total	7	4000000	0	0	7	4000000	0	100

Resolution No. 2: Ordinary Resolution

To appoint a director in place of Mrs. Niru Pahariya (DIN: 00838390) who retires by rotation and, being eligible, offers herself for re-appointment.

Particulars	Remote E-Voting		Voting during the AGM (e-voting)		Total		Invalid (No. of Shares)	Percent age (%)
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes		
Assent	7	4000000	0	0	7	4000000	0	100
Dissent	0	4000000	0	0	0	0	0	0
Total	7	4000000	0	0	7	4000000	0	100

All the Resolutions mentioned in the Notice of 14th AGM as per the details above stand passed under remote e-voting and e-voting during the AGM with the requisite majority.

All relevant records of remote e-voting and shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 14th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the company for safe keeping.

Thanking you,
Yours Faithfully,

for MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900

Date: 28.09.2024
Place: Jaipur



Vivek Sharma
Partner of MSV & Associates
CP: 14773
Membership No. F10663
UDIN: F010663F001360319

Shrey Bhatt

Maikke
wonderful

Digitally signed by Sandeep Kumar Pahariya
DN: cn=Sandeep Kumar Pahariya,
postalCode=302018, o=Jaipur,
ou=Jaipur, street=175/2nd floor, Palpara
Road, Jaipur, Jaipur Rajasthan India-302018,
email=sandeep.pahariya@gmail.com,
c=IN

Corporate Office: D-54, II Floor, C-Scheme, Chomu House, Jaipur- 302005
E-mail ID: msvandassociates@gmail.com; Contact No.: +91-9799906166

Voting Results

Date of AGM/EGM/Postal Ballot	27.09.2024
Record Date	21.09.2024
Total number of shareholders on record date	160
Number of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	7
Public:	0
Number of resolutions passed in meeting	2
Disclosure of notes on voting results	Nil

Resolution 1: To receive, consider and adopt:

- a.) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon;
- b.) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

Resolution Required					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes -in favour	% of votes -in Against
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4000000	4000000	100	4000000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	4000000	4000000	100	4000000	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Total		4000000	4000000	100	4000000	0	100	0

Resolution 2: “RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Niru Pahariya (DIN: 00838390) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

Resolution Required					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes -in favour	% of votes -in Against
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4000000	4000000	100	4000000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	4000000	4000000	100	4000000	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Total		4000000	4000000	100	4000000	0	100	0