



CHAKRAVARTHY & ASSOCIATES
Company Secretaries

CS N Phani Chakravarthy

ACS, M.Com., B.Com (Comp.)

Practicing Company Secretary

Reg. Off : Plot No. 256, Employees Colony,
Yapral, Secunderabad-500 087

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the
Companies (Management and Administration) Rule, 2014)

To,
The Chairman
51st Annual General Meeting of
M/s. Veljan Denison Limited
Plot No. A-18 & 19, APIE, Balanagar, Hyderabad – 500037

**Subject: 51st Annual General Meeting of the Equity Shareholders of the Company
held on Friday, August 29, 2025 at 3:00 P.M. at Plot No. A-18 & 19, APIE,
Balanagar, Hyderabad – 500037.**

Dear Sir,

We, Chakravarthy & Associates , Practicing Company Secretaries, having office at Plot No. 256, Employees Colony, Yapral, Secunderabad-500087, appointed as the Scrutinizer by the Board of Directors of M/s. Veljan Denison Limited (“The Company”) for the purpose of scrutinizing e-voting process (remote- e-voting) and voting by Poll at the meeting pursuant to section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and (Amendment Rules, 2015) in respect of the below resolutions proposed at the 51st Annual General Meeting of the Equity Shareholders of the Company held on Friday, the 29th day of August, 2025 at 03.00 P.M. at Registered Office of the Company situated at Plot No. A-18 & 19, APIE, Balanagar, Hyderabad – 500037, India, submit our report as under:

1. In compliance with the provisions of Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by shareholders on the resolutions proposed in the Notice of the 51st Annual General Meeting, our responsibility as a scrutiner is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render Scrutiniser’s Report of the total votes cast in favour or against if any, to Chairman on the resolutions.





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2. In accordance with the Notice of 51st Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules 2014, (Amendment Rules 2015) on Friday, August 8, 2025.
3. The equity shareholders holding shares as on August 22, 2025, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 51st Annual General Meeting of the Company.
4. After declaration of voting by use of ballot paper by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot paper. As per the information given by the Company the names of the shareholders who had voted on e-voting through facility provided by National Securities Depository Limited had been blocked and the ballot papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
5. The ballot paper, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members.
7. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:





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Resolution -1: Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheets as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	61	29,79,371	97.8654
Voting at AGM by Insta Poll	28	64,895	2.1316
Total	89	30,44,266	99.9970

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.0030
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.0030

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
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The above Ordinary Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -2: Ordinary Resolution

To declare a final dividend of Rs. 8.50/- per equity share of Rs. 10/- each on the paid-up capital of Rs. 4.50 Crores for the financial year ended March 31, 2025.

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	62	29,79,459	98.8683
Voting at AGM by Insta Poll	28	64,895	2.1316
Total	90	30,44,354	99.9999

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	2	0.0001
Voting at AGM by Insta Poll	--	--	--
Total	1	2	0.0001

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
--	--

The above Ordinary Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -3: Ordinary Resolution

To appoint a director in place of Mrs. Uma Devi Uppaluri (DIN 00125840), who retires by rotation and being eligible, offers herself for re-appointment.

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	58	25,03,935	97.4703
Voting at AGM by Insta Poll	28	64,895	2.5262
Total	86	25,68,830	99.9965

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.0035
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.0035

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
--	--

The above Ordinary Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -4: Special Resolution

Appointment of Mr. Vidya Sagar Gannamani as an Independent Director of the Company:

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	60	29,79,355	97.8654
Voting at AGM by Insta Poll	28	64,895	2.1317
Total	88	30,44,250	99.9970

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.0030
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.0030

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
--	--

The above Special Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -5: Special Resolution

Re-designation of Mr. Sri Krishna Uppaluri (DIN 08880274), Executive Director & CEO to Managing Director & CEO of the Company.

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	58	25,03,935	97.4703
Voting at AGM by Insta Poll	28	64,895	2.5262
Total	86	25,68,830	99.9965

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.0035
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.0035

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
--	--

The above Special Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -6: Ordinary Resolution

Appointment of M/s. Chakravarthy & Associates, Company Secretaries as Secretarial Auditor of the Company:

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	60	29,79,355	97.8654
Voting at AGM by Insta Poll	28	64,895	2.1317
Total	88	30,44,250	99.9970

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.0030
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.0030

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
--	--

The above Ordinary Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -7: Ordinary Resolution

Ratification of the remuneration Cost Accountants for the financial year 2025-26:

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	27,25,603	97.6713
Voting at AGM by Insta Poll	28	64,895	2.3255
Total	87	27,90,498	99.9968

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.0032
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.0032

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
--	--

The above Ordinary Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -8: Special Resolution

To approve material related party transaction to be entered with M/s Veljan Hydrair Limited, Related Party:

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	52	1,035	1.5677
Voting at AGM by Insta Poll	28	64,895	98.2960
Total	80	65,930	99.8637

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.1363
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.1363

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
1	48,7900

The above Special Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -9: Special Resolution

To approve material related party transaction to be entered with M/s Suxus Systems Limited, Related Party:

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	52	1,035	1.5677
Voting at AGM by Insta Poll	28	64,895	98.2960
Total	80	65,930	99.8637

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.1363
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.1363

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
1	48,7900

The above Special Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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Resolution -10: Special Resolution

To approve material related party transaction to be entered with M/s ECMAT Limited, Related Party:

i) Voted **in favor** of the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	52	1,035	1.5677
Voting at AGM by Insta Poll	28	64,895	98.2960
Total	80	65,930	99.8637

ii) Voted **against** the resolution

Mode of Voting	Number of members present and voting (in presence or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	90	0.1363
Voting at AGM by Insta Poll	--	--	--
Total	2	90	0.1363

iii) **Invalid** Votes

Total number of members (In person or in proxy) whose votes were declared invalid	Total number of votes cast by them
1	48,7900

The above Special Resolution as contained in the notice of 51st Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





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8. A list of Equity Shareholders who voted "FOR™ and "AGAINST" the resolutions (Both through Remote E-Voting and insta poll at the AGM) has been handed over to the Company.
9. The electronic data, insta poll papers and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting,

For CHAKRAVARTHY & ASSOCIATES

Company Secretaries

CS N Phani Chakravarthy

Practicing Company Secretary

M. No. A32380 & C.P. No. 22563

Peer Review No. 6621/2025

Place: Hyderabad

Date: 29.08.2025

UDIN: A032380G001112855