

SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

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Report of Scrutinizer(s) on voting through remote e -voting
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Vdeal System Limited
Plot No. 4/A, 4/B & 6, Janla Industrial Area,
Khordha, Jatni, Orissa, India, 752054

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 read with the provisions of section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ("the Rules") and e-voting at the 17th Annual General Meeting of Vdeal System Limited held on Monday, September 28, 2026 at 11.30 A.M. (IST) at the registered office of the company at Plot No. 4/A, 4/B & 6, Janla Industrial Area, Khordha, Jatni, Orissa, India, 752054.

Dear Sir,

I, CS Nilakantha Samal, Partner, Sunita Jyotirmoy & Associates, Company Secretaries in Whole Time Practice having office at 191, 2nd Floor, Jaydev Vihar, Bhubaneswar - 751013 have been appointed as Scrutinizer by the Board of Directors of Vdeal System Limited ("the Company") for the purpose of scrutinizing the remote e voting and e-voting at the Annual General Meeting as per the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') read with amendments made thereto and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations') on their resolutions contained in the Notice of the 17th Annual General Meeting ('AGM') of the Members of the Company, held on , September 28, 2026 at 11.30 A.M. (IST) at the registered office of the company at Plot No. 4/A, 4/B & 6, Janla Industrial Area, Khordha, Jatni, Orissa, India, 752054.

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars issued from time to time relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the 17th AGM of the Members of the Company.

My responsibility as a Scrutinizer for the remote e-voting and e-voting during the AGM is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" on the resolutions stated in the Notice, based on the reports generated from the e-voting system of Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide remote e-voting facilities prior to the AGM and e-voting during the AGM, engaged by the Company and also the physical ballot paper voting at AGM.



The notice dated September 03, 2026, convening the AGM along with the Annual Report 2025-26, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. Nos. dated December 28, 2022, read together with its General Circulars No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being general Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and subsequent circulars issued in this regard, the latest being, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ('SEBI Circulars'), unless any Member has requested for a physical copy of the same.

I, submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited ('CDSL').
2. The Members of the Company as on the "cut-off" date i.e. Monday, September 21, 2026.
3. The Members were entitled to vote on the resolution no's 1 to 8 as set out in the notice of AGM.
4. The remote e-voting period commenced on Friday, September 25, 2026 (09:00 a.m. IST) and concluded on Sunday, September 27, 2026 (5:00 p.m. IST). The remote e-voting module was disabled by CDSL for voting thereafter. The e-voting facility was again activated by CDSL for Voting at the AGM on Monday, 28th September, 2026. The e-voting at the AGM commenced on Monday, 28th September, 2026 at 12:00 noon and closed at 12.05 p.m.
5. The Company had also provided voting facility through ballot paper to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.
6. After the closure of the remote e-voting after the AGM were unblocked on Monday, September 28, 2026 around 12.12 P.M. in the presence of two witnesses who are not in the employment of the Company. No voting was done through physical ballot at the AGM.
7. At the venue of AGM, the empty ballot box kept for voting through ballot process and members who were present at the meeting were voted. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated and the voting was diligently scrutinized. However, no voting was done through physical ballot at the AGM.
8. I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 17th AGM based on the scrutiny of remote e-voting of votes cast therein and e-voting at the AGM, based on the data downloaded from the electronic voting system by the Central Depository Services (India) Limited ('CDSL') and the physical ballot paper voting at the AGM.
9. No Ballot papers were found incomplete or otherwise defective were treated as invalid and kept separately.
10. The results of the Remote e-Voting together with that of the physical ballot paper voting at the AGM are as under:



My consolidated report on the results of voting through remote e-voting, e-voting at AGM and physical ballot paper voting at the AGM is as under:

We the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited ('CDSL') (<http://www.evoting.cdsl.com>) in. Our presence at 12.20 PM on 28th September, 2026.

(Abinash Sahoo)

(Pradipta Ghosh)

Place-Bhubaneswar

Dated: 28.09.2026

Resolution No. 1

Ordinary Resolution: To receive, consider and adopt the standalone audited financial statements and reports thereon as at March 31, 2026. Voted in favour of the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	8	32,78,260	100%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	8	32,78,260	100%

i. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

ii. Invalid votes:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0



Resolution No. 2

Ordinary Resolution: To consider and approve re-appointment of Ms. Tapaswini Panda (DIN: 07947214) as a whole-time director, liable to retire by rotation

i. Voted in favour of the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	7	32,77,660	99.98%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	7	32,77,660	99.98%

ii. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	1	600	0.02
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	1	600	0.02

iii. Invalid votes:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

Resolution No. 3

Ordinary Resolution: Appointment of M/s. BAPS & Associates, Chartered Accountants, as Statutory Auditors of the company for a term of 5 (five) consecutive years.

i. Voted in favour of the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	8	32,78,260	100%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	8	32,78,260	100%



ii. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

iii. Invalid votes:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

Resolution No. 4

Special Resolution: Regularisation of Mr. Tapan Kumar Taranía (DIN: 11724260) as an independent director of the company.

i. Voted in favour of the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	8	32,78,260	100%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	8	32,78,260	100%

ii. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0



iii. Invalid votes:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

Resolution No. 5

Special Resolution: approval of revision in remuneration of Mr. Dhiraj Kochar (DIN: 02721911), chairman, managing director and CEO of the company.

i. Voted in favour of the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	2	1,700	100%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	2	1,700	100%

ii. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

iii. Invalid votes:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0



Resolution No. 6

Special Resolution: Approval of revision in remuneration of Ms. Tapaswini Panda (DIN: 07947214), whole-time director and chief financial officer of the company

i. Voted in favour of the Resolution;

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	1	1,100	64.71%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	1	1,100	64.71%

ii. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	1	600	35.29
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	1	600	35.29

iii. Invalid votes:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

Resolution No. 7

Special Resolution: Approval of revision in remuneration of Mr. Brahmananda Patra (DIN: 10375562), director and Chief Operating Officer of the company.

i. Voted in favour of the Resolution;

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	2	1,700	100%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	2	1,700	100%



ii. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

iii. Invalid votes

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

Resolution No. 8

Ordinary Resolution: To approve material related party transactions between the company and Reveal AI Technologies Private Limited:

iv. Voted in favour of the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	2	1,700	100%
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	2	1,700	100%

v. Votes against the Resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0



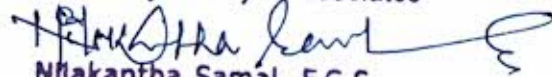
vi. Invalid votes

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid Votes cast
Remote e-voting	0	0	0
Electronic voting at the AGM	0	0	0
Physical ballot at AGM	0	0	0
Total	0	0	0

11. The registers and all relevant records containing details of members, who voted "In Favour" or "Against" for each resolution under remote e-voting, e-voting during the AGM and physical ballots during the AGM shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the aforesaid AGM after which the same will be handed over to the Company Secretary and Compliance Office for safe keeping.
12. The above-mentioned resolutions are deemed to be passed with requisite majority as on the above date the 17th AGM of the Company i.e on Monday, 28th September, 2026.

For Sunita Jyotirmoy & Associates
Company Secretaries
Peer Review No. 7150/2025
Firm Registration No. P2003OR014400

For Sunita Jyotirmoy & Associates


Nilakantha Samal, F.C.S.
CP-14131, PARTNER

Place: Bhubaneswar
Date: 29/09/2026

CS Nilakantha Samal
Partner
FCS: 10598; C.P. No.: 14131
UDIN: F010598H001631239