

# STEPHANOTIS FINANCE LIMITED

(FORMERLY: VORA CONSTRUCTIONS LTD)

3, Ground Floor, Durga Chambers, Veena Industrial Estate, Off Veera Desai Road, Andheri (W) Mumbai – 400 053

Email ID: [voraconstructions@gmail.com](mailto:voraconstructions@gmail.com) CIN: L45200MH1985PLC036089

Website: [www.stephanotis.in](http://www.stephanotis.in)

Tel. No.: - 022-66929290

**Date:** 27<sup>th</sup> January, 2023

**To,**  
**The Corporate Relations Department,**  
Bombay Stock Exchange,  
PJ Tower,  
Dalal Street, Fort,  
Mumbai- 400001

**Scrip Code: 512215**  
**Stephanotis Finance Limited**

Dear Sir/Madam,

**Sub: Consolidated Report of Scrutinizer for the 37<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir/ Madam,

Please find enclosed herewith the consolidated report of scrutinizer on remote e-voting and e-voting at the AGM issued by Mrs. Pooja Gandhi , Practicing Company Secretary of 37<sup>th</sup> Annual General Meeting of the Company held on Friday, 27<sup>th</sup> January, 2023 at 10.00 via Video Conferencing / Other Audio-Visual Means.

This is for your information and records.

Thanking you,

**For Stephanotis Finance Limited**  
**(Formerly Vora Constructions Ltd.)**

**Sureshababu Malge**  
**Chairman & Managing Director**  
**DIN: [01481222](#)**



# POOJA GANDHI & CO

## Company Secretaries

Mob : 9769 338 810 • Email : cspoojaparekh@gmail.com 27<sup>th</sup> January, 2023

To,  
The Chairman  
Stephanotis Finance Limited  
3, Ground Floor, Durga Chambers,  
Veena Industrial Estate,  
Off Veera Desai Road,  
Andheri (West) Mumbai 400053

Dear Sir,

**Sub: Scrutinizer's Report on Remote E-Voting and E-Voting conducted at 37<sup>th</sup> Annual General Meeting of Stephanotis Finance Limited held on 27<sup>th</sup> January, 2023.**

M/s Stephanotis Finance Limited ("the Company") at their Board meeting held on 30<sup>th</sup> December, 2022 appointed the undersigned as the Scrutinizer to ensure that the process of Remote E-Voting prior to the 37<sup>th</sup> Annual General Meeting ("AGM") and E-Voting conducted at the AGM on the Resolutions contained in the Notice dated 30<sup>th</sup> December, 2022 for the Annual General Meeting of the Company held on 27<sup>th</sup> January, 2023, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 and General Circular No. 10/2020 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs ("MCA") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively "Circulars"). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder, applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, relating to remote e-voting prior to the AGM and e-voting conducted at the AGM on the resolutions as contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the AGM and e-voting conducted at the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports in relation to the remote e-voting prior to the AGM and e-voting conducted at the AGM as per the facilities provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company for the said purposes.

Pursuant to Section 101 of the Act, Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars i.e. by e-mail.

Following Resolutions were proposed for approval by the Members at the AGM:

1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2022 and the reports of the Board of Directors and Auditors thereon;
2. Resolution No. 2 as an Ordinary Resolution for Appointment Mr. Suresh Babu Malge (DIN: 01481222), as a Director who retires by rotation and being eligible, offers himself for re-appointment;

*P. Gandhi*



Add : A-009, 5th Floor, Hiren Chs. Gokhale Road, Dahanukarwadi,  
Kandivali (West), Mumbai - 400067



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3. Resolution No. 3 as an Ordinary Resolution for re-appoint M/s NGST & Associates., Chartered Accountants, (ICAI Firm Registration No. 135159W), as the Statutory Auditors of the Company for a second term of five (5) years.

4. Resolution No. 4 as Special Resolution for the appoint of Mr. Suresh Babu Malge (DIN:01481222) as Chairman & Managing Director of the Company for a period of 5 Years and increase his remuneration .

5. Resolution No. 5 as Special Resolution for the appoint Mr. Jayesh Shah (DIN:00268076) as an Independent Non-executive Director for the second term of 5 years

6. Resolution No. 6 as an Ordinary Resolution appoint Mr. Alind Arvind Gupte (DIN: 09703767) as an Independent Director of the Company for three years.

7. Resolution No. 7 as Special Resolution for the appoint Mrs. Rizwana Muazzam Rumani (DIN: 08122263) as an Independent Director of the Company for the second term of 5 years

8. Resolution No. 8 as an Special Resolution to Increase in the remuneration of Mr. Sumit Malge (DIN: 02413173), Director of the Company.

9. Resolution No. 9 as Special Resolution to Increase in the remuneration of Mr. Sonu Malgee, CEO of the Company.

10. Resolution No. 10 as an Ordinary Resolution Increase in Authorised Share Capital of the Company from existing Rs. 9,00,00,000 divided into 90,00,000 Equity shares of Rs. 10 each to Rs. 57,00,00,000/- divided into 5,70,00,000 Equity shares of Rs. 10/- each and accordingly alteration in Memorandum of Association of the Company.

The Company provided remote e-voting facility to the Members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the AGM to those members who had not cast their votes through remote e-voting, to enable them to cast their votes on the aforesaid resolutions at the AGM.

Remote e-voting facility was made available to the members of the Company to exercise their voting rights from 9:00 a.m. of Tuesday, 24<sup>th</sup> January, 2023 upto 5:00 p.m. of Thursday, 26<sup>th</sup> January, 2023. Accordingly, votes casted through remote e-voting upto 5:00 p.m. on 26<sup>th</sup> January, 2023 have been considered for my scrutiny.

After conclusion of the AGM, the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM were unlocked. It was noted that none of the members had casted vote at AGM held on 27<sup>th</sup> January, 2023 through electronic means. Thus in case of members who cast votes through remote e-voting as well as through e-voting conducted at the AGM, the voting through remote e-voting by such members was treated as valid is inapplicable. A summary of the votes cast by members through remote e-voting prior to the AGM and with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking You,

For Pooja Gandhi and Co.  
Practicing Company Secretaries

Pooja Gandhi,  
Proprietor  
Membership No.: 22838  
COP.: 20135  
UDIN: A022838D003058981

Peer Review Certificate NO. 1367/2021



Add : A-009, 5th Floor, Hiren Chs. Gokhale Road, Dahanukarwadi,  
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The Summary of the votes cast through Remote E-Voting and E-Voting conducted at the 37<sup>th</sup> AGM for each of the resolutions is given below:

1. Resolution No. 1 as an Ordinary Resolution:

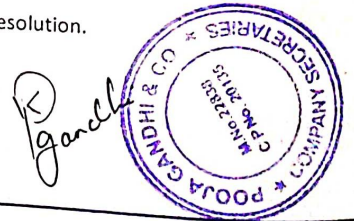
Consideration and Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon:

Sr. No	Particulars	Resolution 1.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	33	5093402
	Total	33	5093402
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	33	5093402
	(i) Voting with assent for the Resolution	28	5093392
% of Assent		99.9998%	
	(ii) Voting with dissent for the Resolution	5	10
% of Dissent		0.0001%	

2. Resolution No. 2 as an Ordinary Resolution: To appoint a Director in place of Mr. Suresh Babu Malge (DIN: 01481222), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

Sr. No	Particulars	Resolution 2.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	33	5093402
	Total	33	5093402
C	Less: Invalid voting	*4	4575629
D	Net Valid voting	29	517773
	(i) Voting with Assent for the Resolution	24	517763
% of Assent		99.99%	
	(ii) Voting with dissent for the Resolution	5	10
% of Dissent		0.0001%	

\*Votes cast by Promoter and Promoter Group are not considered as they are interested in the resolution.



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3. Resolution No. 3 as an Ordinary Resolution: for re-appointment and to fix the remuneration of M/s NGST & Associates, Chartered Accountants, (ICAI Firm Registration No. 135159W), as the Statutory Auditors of the Company for a second term of five (5) years:

Sr. No	Particulars	Resolution 3.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	33	5093402
	Total	33	5093402
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	33	5093402
	(i) Voting with assent for the Resolution	28	5093392
% of Assent		99.9998%	
	(II) Voting with dissent for the Resolution	5	10
% of Dissent		0.00009%	

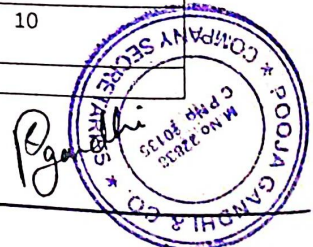
4. Resolution No. 4 as a Special Resolution: To appoint Mr. Suresh Babu Malge (DIN:01481222) as Chairman & Managing Director of the Company for a period of 5 Years and increase his remuneration.

Sr. No	Particulars	Resolution 4.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	29	517773
	Total	29	517773
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	29	517773
	(i) Voting with assent for the Resolution	24	517763
% of Assent		99.998%	
	(II) Voting with dissent for the Resolution	5	10
% of Dissent		0.00019%	

5. Resolution No. 5 as a Special Resolution: To appoint Mr. Jayesh Shah (DIN:00268076) as an Independent Non-executive Director for the second term of 5 years:

Sr. No	Particulars	Resolution 5.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	33	5093402
	Total	33	5093402
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	33	5093402
	(i) Voting with Assent for the Resolution	28	5093392
% of Assent		99.9998%	
	(II) Voting with dissent for the Resolution	5	10
% of Dissent		0.0001%	

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6. Resolution No. 6 as an Ordinary Resolution: To appoint Mr. Alind Arvind Gupte (DIN: 09703767) as an Independent Director of the Company for three years:

Sr. No	Particulars	Resolution 6.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	33	5093402
	Total	33	5093402
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	33	5093402
	(i) Voting with Assent for the Resolution	28	5093392
	% of Assent		99.9998%
	(II) Voting with dissent for the Resolution	5	10
	% of Dissent		0.0001%

7. Resolution No. 7 as an Special Resolution: To appoint Mrs. Rizwana Muazzam Rumani (DIN: 08122263) as an Independent Director of the Company for the second term of 5 years:

Sr. No	Particulars	Resolution 7.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	33	5093402
	Total	33	5093402
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	33	5093402
	(i) Voting with Assent for the Resolution	28	5093392
	% of Assent		99.9998%
	(II) Voting with dissent for the Resolution	5	10
	% of Dissent		0.0001%

8. Resolution No. 8 as an Special Resolution: To Increase in the remuneration of Mr. Sumit Malge (DIN: 02413173), Director of the Company:

Sr. No	Particulars	Resolution 8.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	29	517773
	Total	29	517773
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	29	517773
	(i) Voting with Assent for the Resolution	24	517763
	% of Assent		99.9980%
	(II) Voting with dissent for the Resolution	5	10
	% of Dissent		0.0019%



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9. Resolution No. 9 as an Special Resolution: Increase in the remuneration of Mr. Sonu Maljee, CEO of the Company:

Sr. No	Particulars	Resolution 9.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	29	517773
	Total	29	517773
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	29	517773
	(i) Voting with Assent for the Resolution	24	517763
	% of Assent	99.9980%	
	(ii) Voting with dissent for the Resolution	5	10
	% of Dissent	00.0019%	

10. Resolution No. 10 as an Ordinary Resolution: Increase in Authorised Share Capital of the Company from existing Rs. 9,00,00,000 divided into 90,00,000 Equity shares of Rs. 10 each to Rs. 57,00,00,000/- divided into 5,70,00,000 Equity shares of Rs. 10/- each and accordingly alteration in Memorandum of Association of the Company:

Sr. No	Particulars	Resolution 10.	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	NIL	NIL
B	Votes cast through remote e-voting	33	5093402
	Total	33	5093402
C	Less: Invalid voting	NIL	NIL
D	Net Valid voting	33	5093402
	(i) Voting with Assent for the Resolution	28	5093392
	% of Assent	99.9998%	
	(ii) Voting with dissent for the Resolution	5	10
	% of Dissent	0.0001%	

Thanking You,

For Pooja Gandhi and Co.  
Practicing Company Secretaries

Pooja Gandhi  
Proprietor  
Membership No.: 22838  
COP.: 20135  
UDIN: A022838D003058981

Peer Review Certificate no:1367/2021



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