



Date: 30.01.2025

To,  
BSE Limited  
P.J. Towers,  
Dalal Street,  
Mumbai-400001

Dear Sir/ Madam,

**Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer report for the business transacted at the 3<sup>rd</sup> Extra Ordinary General Meeting of the members of Vega Jewellers Limited (Formerly known as PH Trading Limited) for the FY 2024-25 held on **Thursday, 30<sup>th</sup> January 2025 at 12:00 P.M (IST)** through Video Conference / Other Audio Visual means.

Based on the Scrutinizer report from M/s Chakravarthy & Associates, Practicing Company Secretaries, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said EGM have been duly approved by the members with requisite majority.

The Scrutinizer report is also made available on the Website of the Company.

This is for your information and records of the Exchange.

Thanking you.

Yours sincerely,  
**For Vega Jewellers Limited**  
**(Formerly known as PH Trading Limited)**

**B. Kiran Kumar**  
**Company Secretary and Compliance Officer**

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**VEGA JEWELLERS LIMITED**

(Formerly Known as PH Trading Limited)

Regd Office: One Lodha Place, 14th Floor, Unit 1403, Senapati Bapat Marg,  
Lower Parel, Delisle Road, Mumbai, Maharashtra, India, 400013

CIN: L47733MH1982PLC437771, Email: cs@vegajewellers.com, Phone No. 7075567702



**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

**FORM NO.MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]*

To,  
The Chairperson  
M/s. Vega Jewellers Limited (Formerly known as PH Trading Limited)  
One Lodha Place, 14th Floor Unit 1403  
Senapati Bapat Marg, Lower Parel, Mumbai,  
Delisle Road, Mumbai 400013,  
Maharashtra, India.

Dear Sir,

**Sub: Scrutiniser Report for the 3<sup>rd</sup> Extra Ordinary General Meeting of the Shareholders of Vega Jewellers Limited (Formerly known as PH Trading Limited) held on Thursday, the 30<sup>th</sup> day of January 2025 at 12:00 Noon through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)**

**Unit: BSE Scrip Code: 512026**

I, N. P Chakravarthy, Practicing Company Secretary was appointed as the Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolution(s) proposed at the Extra Ordinary General Meeting; and
- (ii) Voting through electronic voting system ("Instapoll") at the EGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules and circulars issued by MCA and SEBI relating to conducting of EGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of Extra Ordinary General Meeting of the Shareholders dated **08.01.2025**. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast “in favour” and/ or “against” the resolutions stated in the notice of the EGM, based on the report generated from e-voting system



provided by CDSL, the agency authorized under the Rules and engaged by the company to provide remote e-voting facilities and e-voting facilities to vote at the EGM ("Instapoll").

I submit my report as under:

1. The remote E-Voting period remained open from **9.00 A.M. Monday, January 27, 2025, up to 5.00 P.M. Wednesday, January 29, 2025.**
2. The Notice of Extra Ordinary General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2021 and 03/2022, issued by Ministry of Corporate Affairs and Circular dated 13th May, 2022 read with Circular dated 12th May, 2020 and 15th January, 2021 and amended from time to time issued by the Securities and Exchange Board of India (collectively referred to as "Circulars")
3. In accordance with the Notice of Extra Ordinary General Meeting sent to the shareholders and the ' Advertisement' was published in THE ECHO OF INDIA (English) and Arthik Lipi (Bengali) on 09.01.2025 pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules 2014, (Amendment Rules 2015).
4. The Notice of EGM and the e-voting instructions were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants.
5. The equity shareholders holding shares as on **January 23, 2025 ("cut-off date")**, were entitled to vote on the resolutions stated in the Notice of the Extra Ordinary General Meeting of the Company.
6. After the Chairperson put the resolutions in the notice of the EGM to vote, the shareholders present at the EGM through VC cast their respective votes through e-voting facility provided by CDSL.
7. As per the information given by CDSL, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the EGM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.
8. Based on the report generated from the e-voting website of CDSL the consolidated report on the results of the voting for the resolutions starting from serial No. 1 to 10 is given here under:





**a) Resolution No. 1 (Special Resolution):**

To consider and approve the Remuneration to Mr. Naveen Kumar Vanama (DIN: 09243947), Managing Director of the Company.:

**(i) Voted in favour of the resolution:**

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	9	97,103	97,103
E-Voting at the EGM	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	--	--	--
E-Voting at the EGM	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

**(iii) Invalid Votes:**

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	--	--
E-Voting at the EGM	--	--
<b>Total</b>	<b>--</b>	<b>--</b>



**b) Resolution No. 2 (Special Resolution):**

To consider and approve the remuneration to Mr. Sudhakar Vanama, Executive Director (DIN: 09702707), of the company

**(i) Voted in favour of the resolution:**

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	9	97,103	97,103
E-Voting at the EGM	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	--	--	--
E-Voting at the EGM	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

**(iii) Invalid Votes:**

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	--	--
E-Voting at the EGM	--	--
<b>Total</b>	<b>--</b>	<b>--</b>



**c) Resolution No. 3 (Special Resolution):**

**Approval for acquisition of, and Material related party transaction(s) with, Vega Jewellers DSNR LLP:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--



**d) Resolution No. 4 (Special Resolution):**

**Approval for acquisition of, and Material related party transaction(s) with, Vega Jewellers ELR LLP:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--



**e) Resolution No. 5 (Special Resolution):**

**Approval for Acquisition of, And Material Related Party Transaction (S) With, Vega Jewellers J HILLS LLP:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--





**f) Resolution No. 6 (Special Resolution):**

**Approval For Acquisition of, And Material Related Party Transaction(S) With, Vega Jewellers KKD LLP:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--



**g) Resolution No. 7 (Special Resolution):**

**Approval for Acquisition of, and Material Related Party Transaction (S) with, Vega Jewellers Gold and Diamonds Private Limited:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--



**h) Resolution No. 8 (Special Resolution):**

**Approval for Acquisition of, And Material Related Party Transaction(S) with, Vega Jewellery Mart Private Limited:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--



**i) Resolution No. 9 (Special Resolution):**

**Approval for Acquisition of, and Material Related Party Transaction(S) with, Diamond Nest Private Limited:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--





**j) Resolution No. 10 (Special Resolution):**

**Approval for Acquisition of, and Material Related Party Transaction(S) with, M/s. Vega Jewellers:**

**(i) Voted in favour of the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast in favour of the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	9	97,103	97,103
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	<b>9</b>	<b>97,103</b>	<b>97,103</b>

**(ii) Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Members Voted</b>	<b>Number of Votes cast against the resolution</b>	<b>% of Total number of Valid Votes cast</b>
<b>Remote E- Voting</b>	--	--	--
<b>E-Voting at the EGM</b>	--	--	--
<b>Total</b>	--	--	--

**(iii) Invalid Votes:**

<b>Mode of Voting</b>	<b>Total number of members Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
<b>Remote E- Voting</b>	--	--
<b>E-Voting at the EGM</b>	--	--
<b>Total</b>	--	--



9. A list of Equity Shareholders who voted "FOR" and "AGAINST" the Resolutions (Both through Remote E-Voting and e-Voting at the EGM) has been handed over to the Company.
10. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company for preserving safely after the Chairperson considers, approves and sign the Minutes of the aforesaid EGM.

Place: Hyderabad

Date: 30.01.2025

UDIN: A032380F002578237



FOR CHAKRAVARTHY & ASSOCIATES

*N. P. Chakravarthy*  
N. PHANI CHAKRAVARTHY  
Practicing Company Secretary  
M. No. A32380, C.P. No: 22563