

# MAHESH GUPTA & COMPANY

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar, Delhi-110092

## SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014,) and amendment thereof.

To,  
The Chairman  
24th Annual General Meeting of the Equity Shareholders of  
VINTRON INFORMATICS LIMITED  
Held on 14th September, 2015 at Arya Auditorium  
Desraj Campus, C-Block, East of Kailash, New Delhi-110065

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules of the Companies (Management and Administration) Rules, 2014) and amendment thereof.**

I, Mahesh Kumar Gupta, Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi - 110 092, have been appointed as a Scrutinizer by the Board of Directors of Vintron Informatics Limited ("the Company"), pursuant to section 108 and 109 of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014, for the purpose of majority on e-voting and poll carried out as the provisions of Companies Act, 2013 on the below mentioned resolution(s), at the 24th annual general meeting of the Equity Shareholders of M/s. Vintron Informatics Limited, held on 14th September, 2015 at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065. We submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll by using an electronic voting system (Insta Poll) at the AGM for the resolutions contained in the Notice to the 24th AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM.
2. In accordance with the Notice of the 24th Annual General Meeting dated 28th July 2015 sent to the shareholders and the Advertisement "published pursuant to the Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on 22nd August, 2015 in "Business Standard" in English and "Hari Bhoomi" in Hindi, the E-voting opened at 9:00 A.M. on 11th September, 2015 and remained open upto 5:00 P.M. on 13th September, 2015.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 7th September, 2015 were entitled to vote on the proposed resolution item no. 1 to 12 as set out in the Notice of the Annual General Meeting of Vintron Informatics Limited.
4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through remote e-voting, were downloaded from the e-voting website of NSDL, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 24th AGM.



5. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence along with two witnesses (1) Mr. Paras Kaushik and (2) Miss Shweta Jain, who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Boxes being unblocked in their presence. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company M/s. Skyline Financial Services Private Limited and the authorizations / proxies lodged with the Company.

*Paras Kaushik*

PARAS KAUSHIK

*shweta*

SHWETA JAIN

7. After counting the votes casted by the members and proxy holders present at the 24th Annual General Meeting, through polling paper, the votes casted through remote e-voting were unblocked on 14/09/2015 at 1.31 p.m., in the presence of two witnesses, 1) Mr. Paras Kaushik and 2) Miss Shweta Jain, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

*Paras Kaushik*

PARAS KAUSHIK

*shweta*

SHWETA JAIN

8. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of National Securities Depository Limited.
9. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

**The consolidated result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 12 are passed with the requisite majority, are as under:**

**(1) Resolution No. 1 - Adoption and approval the financial statements, Directors' and Auditors' Report thereon for the financial year ended on 31.03.2015.**

(i) Voted '**FOR**' the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in ' <b>Favour</b> ' of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 56                      | 14237259  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 62                      | 14237481  |                                       |

(ii) Voted '**AGAINST**' the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in ' <b>Against</b> ' the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 0                       | 0   | 0                                     |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 2                       | 2   |                                       |





(iii) Votes **INVALID**:

| Mode of voting                                       | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|--|---|---|
| Remote E-Voting                                      | 0   | 0   |
| Voting through Polling paper (in person or by proxy) | 11  | 206<br>(as per records of the Company)                |
| Total  | 11  | 206   |

(2) **Resolution No. 2** - Appointment a Director in place of Shri Raj Kumar Gupta (DIN:00019125), who retires by rotation and being eligible offers himself for re-appointment

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|--|-------------------------|--|---------------------------------------|
| Remote E-Voting                                      | 50                      | 14014272                                       | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222  | 99.11%                                |
| Total  | 56                      | 14014494                                       |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in 'Against' the resolution | % of total number of valid votes cast |
|--|-------------------------|--|---------------------------------------|
| Remote E-Voting                                      | 0                       | 0  | 0                                     |
| Voting through Polling paper (in person or by proxy) | 2                       | 2  | 0.89%                                 |
| Total  | 2                       | 2  |                                       |

(iii) Votes **INVALID**:

| Mode of voting                                       | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|--|---|---|
| Remote E-Voting                                      | 0   | 0   |
| Voting through Polling paper (in person or by proxy) | 11  | 206<br>(as per records of the Company)                |
| Total  | 11  | 206   |

(3) **Resolution No. 3** - Ratification of Appointment of M/s. O. P. Bagla & Co., Statutory Auditors of the Company

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|--|-------------------------|--|---------------------------------------|
| Remote E-Voting                                      | 56                      | 14237259                                       | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222  | 99.11%                                |
| Total  | 62                      | 14237481                                       |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in 'Against' the resolution | % of total number of valid votes cast |
|--|-------------------------|--|---------------------------------------|
| Remote E-Voting                                      | 0                       | 0  | 0                                     |
| Voting through Polling paper (in person or by proxy) | 2                       | 2  | 0.89%                                 |
| Total  | 2                       | 2  |                                       |

(iii) Votes **INVALID**:

| Mode of voting                                       | Total number of members whose votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|--|---|---|
| Remote E-Voting                                      | 0   | 0   |
| Voting through Polling paper (in person or by proxy) | 11  | 206<br>(as per records of the Company)                |
| Total  | 11  | 206   |



**(4) Resolution No. 4** – Appointment of Ms. Tripti Pande Desai (DIN:07129494) as an independent Director of the Company for five consecutive years for a term up to 30th March, 2020

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 56                      | 14237259  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 62                      | 14237481  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 0                       | 0   | 0                                     |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 2                       | 2   |                                       |

(iii) Votes **'INVALID'**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |

**(5) Resolution No. 5** – Appointment of Shri Arvind Sharma (DIN:00012177) as a Director of the Company, liable to be retire by rotation

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 54                      | 14236059  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 60                      | 14236281  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 0                       | 0   | 0                                     |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 2                       | 2   |                                       |

(iii) Votes **'INVALID'**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |



**(6) Resolution No. 6** – Appointment of Shri Varun Gupta (DIN:00793728) as a Director of the Company, liable to be retire by rotation

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 50                      | 14014272  | 100.00                                |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 56                      | 14014494  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 0                       | 0   | 0                                     |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 2                       | 2   |                                       |

(iii) Votes **INVALID**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |

**(7) Resolution No. 7** – Appointment of Shri Jagdish Singh Dalal (DIN:02251250) as an independent Director of the Company for five consecutive years for a term up to 30th March, 2020

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 55                      | 14237225  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 61                      | 14237447  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 1                       | 34  | 0.00%                                 |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | (negligible)<br>0.89%                 |
| Total  | 3                       | 36  |                                       |

(iii) Votes **INVALID**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |





**(8) Resolution No. 8** - Appointment of Shri Satish Chand (DIN:02615736) as an independent Director of the Company for five consecutive years for a term up to 30th March, 2020

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 55                      | 14237225  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 61                      | 14237447  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 1                       | 34  | 0.00% (negligible)                    |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 3                       | 36  |                                       |

(iii) Votes **'INVALID'**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |

**(9) Resolution No. 9** - Approval and authorization to the Board of Directors for sale, lease or dispose off the properties, assets and undertakings

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 55                      | 14237225  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 61                      | 14237447  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 1                       | 34  | 0.00% (negligible)                    |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 3                       | 36  |                                       |

(iii) Votes **'INVALID'**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |



**(10) Resolution No. 10** – Appointment of Shri Arvind Sharma as Managing Director of the Company and remunerations payable to him for a period of five years with effect from 1st June 2015

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 53                      | 14236025  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 59                      | 14236247  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 1                       | 34  | 0.00% (negligible)                    |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 3                       | 36  |                                       |

(iii) Votes **'INVALID'**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |

**(11) Resolution No. 11** – Appointment of Shri Varun Gupta as Whole Time Director of the Company and remunerations payable to him for a period of five years with effect from 1st June 2015

(i) Voted **'FOR'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Favour'</b> of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 49                      | 14014238  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 55                      | 14014460  |                                       |

(ii) Voted **'AGAINST'** the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in <b>'Against'</b> the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 1                       | 34  | 0.00% (negligible)                    |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 3                       | 36  |                                       |

(iii) Votes **'INVALID'**:

| Mode of voting                                       | Total number of members whose votes were declared <b>'Invalid'</b> | Total number of votes cast by them declared <b>'Invalid'</b> |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                       |



**(12) Resolution No. 12** – Re-designation of Shri Raj Kumar Gupta as Whole Time Director and Chairman of the Company for the remaining period of his previous appointment till 30th September 2019

(i) Voted '**FOR**' the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in ' <b>Favour</b> ' of resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 50                      | 14014272  | 100.00%                               |
| Voting through Polling paper (in person or by proxy) | 6                       | 222   | 99.11%                                |
| Total  | 56                      | 14014494  |                                       |

(ii) Voted '**AGAINST**' the resolution:

| Mode of voting                                       | Number of members voted | Number of votes cast in ' <b>Against</b> ' the resolution | % of total number of valid votes cast |
|--|-------------------------|---|---------------------------------------|
| Remote E-Voting                                      | 0                       | 0   | 0                                     |
| Voting through Polling paper (in person or by proxy) | 2                       | 2   | 0.89%                                 |
| Total  | 2                       | 2   |                                       |

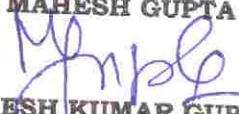
(iii) Votes '**INVALID**':

| Mode of voting                                       | Total number of members whose votes were declared ' <b>Invalid</b> ' | Total number of votes cast by them declared ' <b>Invalid</b> ' |
|--|--|--|
| Remote E-Voting                                      | 0  | 0  |
| Voting through Polling paper (in person or by proxy) | 11   | 206  |
| Total  | 11   | (as per records of the Company)<br>206                         |

Thanking you,

Yours faithfully,

**FOR MAHESH GUPTA & COMPANY**

  
**MAHESH KUMAR GUPTA**  
Proprietor  
FCS: 2870: CP: 1999



Place: Delhi  
Dated: 15/09/2015

Countersigned by:  
**FOR VINTRON INFORMATICS LIMITED**

**R. K. GUPTA**  
Chairman of the meeting  
DIN: 00019125