

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH (24TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VINTRON INFORMATICS LIMITED SHALL BE HELD ON MONDAY, THE 14TH DAY OF SEPTEMBER 2015 AT 10.00 A.M. AT ARYA AUDITORIUM, DESRAJ CAMPUS, C-BLOCK, EAST OF KAILASH, NEW DELHI-110065 TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements, which includes balance sheet as at 31st day of March, 2015, profit & loss account and cash flow statement of the Company for the year ended on that date together with the Auditors' Report thereon and the Directors' Report annexed thereto.
2. To appoint a Director in place of Shri Raj Kumar Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditor.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 141 and all other provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. O. P. Bagla & Company (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, and that the Board of Directors/Audit Committee of the Board be and is hereby authorized to fix their remuneration."

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the requirements of Listing Agreement and provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Tripti Pande Desai (DIN: 07129494), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 31st March, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Tripti Pande Desai as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years term up to 30th March, 2020 and whose term of office shall not be liable to retire by rotation."
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Arvind Sharma (DIN: 00012177), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 30th May, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose his candidature to be appointed as a director, be and is hereby appointed as a Director of the Company whose term of office shall be liable to retire by rotation."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Varun Gupta (DIN: 00793728), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 30th May, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose his candidature to be appointed as a director, be and is hereby appointed as a Director of the Company whose term of office shall be liable to retire by rotation."
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the requirements of Listing Agreement and provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Jagdish Singh Dalal (DIN: 02251250) be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years effective from 31st March, 2015, whose term of office shall not be liable to retire by rotation."
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the requirements of Listing Agreement and provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Satish Chand (DIN: 02615736) be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years effective from 31st March, 2015, whose term of office shall not be liable to retire by rotation."
9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** in supersession to the earlier resolution passed in the 20th Annual General Meeting of the members held on 24th day of August 2011 and pursuant to the provisions of Section 180(1)(a) read with other provisions of the Companies Act, 2013 and Articles of Association of the Company, consent of the members be and are hereby accorded to sale, lease or otherwise dispose of the whole or substantially the whole of the properties, assets and undertakings of the Company at any time and on such terms and conditions as the Board of Directors of the Company may deem fit and the Board of Directors of the Company is authorized to take all such decisions and actions as may be deemed fit."
10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013 and enactment thereof from time to time, and

other applicable provisions, if any, of the Companies Act, 2013, or any other law in force, the consent of the Company be and is hereby accorded to the appointment of Shri Arvind Sharma (DIN: 00012177) as Managing Director of the Company for a period of five consecutive years with effect from 1st day of June 2015 on the following terms and conditions:

a) He shall be entitled to following remuneration, as Managing Director of the Company, subject to limits of remuneration under the provisions of Companies Act, 2013:

**Salary:** (including Basic Salary of Rs.105000.00; Company owned or leased accommodation subject to ceiling of 50 % of Salary OR In case no accommodation is provided by the Company, House Rent Allowance shall be paid Rs.50000/-, whichever is less, not exceeding Rs.155000/- per month with the authority to the Chairman of the Board / Nomination and Remuneration Committee to determine and regulate the remunerations within the aforesaid limit, from time to time; and

**Other perquisites and/or benefits:** encashment of leave; employee loan; personal accident insurance policy; health insurance policy; travel insurance; facility of mobile/telephone or any other communication devices; and any other perquisite as per the prevailing policy/ rules of the Company and/or as may be approved and decided by the Board of Directors / Nomination and Remuneration Committee of the Board of the Company, from time-to-time."

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 197(3) read with Schedule V and the notifications issued under the Schedule of the Companies Act, 2013 and subject to such approvals as may be necessary, the remuneration as set out above may be paid as minimum remuneration to Shri Arvind Sharma, Managing Director of the Company in the absence or inadequacy of profits in any financial year."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment of Shri Arvind Sharma as Managing Director, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013 and enactment thereof from time to time, and other applicable provisions, if any, of the Companies Act, 2013, or any other law in force, the consent of the Company be and is hereby accorded to the appointment of Shri Varun Gupta (DIN: 00793728) as Whole Time Director of the Company for a period of five consecutive years with effect from 1st day of June 2015 on the following terms and conditions:

a) He shall be entitled to following remuneration, as Whole Time Director of the Company, subject to limits of remuneration under the provisions of Companies Act, 2013:

**Salary:** (including Basic Salary of Rs.30000.00; Company owned or leased accommodation subject to ceiling of 50 % of Salary OR In case no accommodation is provided by the Company, House Rent Allowance shall be paid Rs.15000/-, whichever is less, not exceeding Rs.45000/- per month with the authority to the Chairman of the Board / Nomination and Remuneration Committee to determine and regulate the remunerations within the aforesaid limit, from time to time; and

**Other perquisites and/or benefits:** encashment of leave; employee loan; personal accident insurance policy; health insurance policy; travel insurance; facility of mobile/telephone or any other communication devices; and any other perquisite as per the prevailing policy/ rules of the Company and/or as may be approved and decided by the Board of Directors / Nomination and Remuneration Committee of the Board of the Company, from time-to-time."

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 197(3) read with Schedule V and the notifications issued under the Schedule of the Companies Act, 2013 and subject to such approvals as may be necessary, the remuneration as set out above may be paid as minimum remuneration to Shri Varun Gupta, Whole Time Director of the Company in the absence or inadequacy of profits in any financial year."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment of Shri Varun Gupta as Whole Time Director, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in suppression of the earlier resolutions passed, pursuant to the provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, and enactment thereof from time to time, of the Companies Act, 2013, or any other law in force, the consent of the Company be and is hereby accorded to the re-designation of Shri Raj Kumar Gupta as Whole Time Director and Chairman of the Company with effect from 1st day of June 2015 for the remaining period of his appointment till 30th day of September 2019 on the existing terms and conditions of the remunerations payable to him as approved by the members in their 23rd Annual General Meeting held on 29th day of September 2014."

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 197(3) read with Schedule V and the notifications issued under the Schedule of the Companies Act, 2013 and subject to such approvals as may be necessary, the remuneration as set out above may be paid as minimum remuneration to Shri Raj Kumar Gupta, Whole Time Director of the Company in the absence or inadequacy of profits in any financial year."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment of Shri Raj Kumar Gupta as Whole Time Director and Chairman, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof."

By order of the Board  
**FOR VINTRON INFORMATICS LIMITED**

Sd/-  
**(RAJ KUMAR GUPTA)**  
Chairman and Whole time Director  
DIN: 00019125

Place : F-90/1A, Okhla Industrial Area  
Phase-I, New Delhi-110020  
Date : 28th July, 2015

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE VALID INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

- 2) A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts concerning relevant items of business to be transacted is annexed hereto.
- 3) Corporate members are requested to send a duly certified copy of the resolution passed by their board of directors authorizing their representatives to attend and vote at the Annual General Meeting.
- 4) Members are requested to note that the equity shares of the Company are compulsorily traded in dematerialized form. Members are therefore advised to immediately de-materialize their shareholding to avoid any inconvenience in future.
- 5) Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
- 6) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 7) The documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and other public Holidays between 2.00 P.M. to 4.00 P.M. up to one day prior to the date of Annual General Meeting.
- 8) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 8th day of September, 2015 to Monday, the 14th day of September 2015 (both days inclusive).
- 9) Members are requested to bring their copies of Annual Report to the meeting, as spare copies will not be available.
- 10) Instructions for e-Voting are as follows:

- a) In compliance with provisions of Clause 35B of the Listing Agreement read with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the shareholders may exercise their option to participate through electronic voting system and the Company is providing the facility for voting by electronics means (e-voting) to all its members. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. The facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period:

Commencement of e-voting	From 9.00 A.M. on 11th day of September, 2015
End of e-voting	Upto 5.00 P.M. on 13th day of September, 2015

E-voting shall not be allowed beyond 5.00 p.m. on 13th day of September, 2015. During the E-voting period, the shareholders of the Company holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date of e-voting is 7th day of September, 2015.

- b) "Voting by electronic means" or "electronic voting system" means a "secured system" based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronics registry in the centralized server with adequate 'cyber security'.

It also help the shareholders to cast their vote from anywhere and at any time during E-voting period.

**Process/Manner of e-voting For the Shareholders:**

The detailed instructions for E-voting have been given separately in the E-voting form, enclosed herewith.

In case of any queries, you may refer the frequently asked question (FAQs) – Shareholders and e-voting user manual—Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

- c) A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e. 7th September, 2015) only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.
- d) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the Company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- e) The Company has appointed Mr. Mahesh Kumar Gupta, Practicing Company Secretary, Proprietor of Mahesh Gupta & Company (Membership No.FCS-2870/CP No.1999) as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- f) The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of "ballot paper" or "polling paper" for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
- g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company

and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.

- h) The results shall be announced on or after the 24th Annual General Meeting of the Company. The results declared along-with the Scrutinizer's report shall be placed on the Company's website [www.vintroninformatics.com](http://www.vintroninformatics.com) and on the website of the NSDL within three (3) working days of passing of the resolutions at the 24th Annual General Meeting of the Company on 14th September, 2015 and communicated to the stock exchange/s.

#### **RESUME OF DIRECTOR BEING RE-APPOINTED**

Shri Raj Kumar Gupta is a Mechanical Engineer from the Birla Institute of Technology and Sciences (BITS), Pilani, and since 1977 he has been into the Electronics & Computer Industry, and gained wide experience in Electronics Industry. Shri Raj Kumar Gupta is one of the main Promoter Director of the Company.

#### **EXPLANATORY STATEMENT:**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice and should be taken as forming part thereof.

#### **Item No. 4**

To comply with the requirements of Listing Agreement and provisions of Section 149 of the Companies Act, 2013 regarding appointment of Woman Director, the Board of Directors of the Company at their meeting held on 31st March, 2015 appointed Ms. Tripti Pande Desai as an Additional Director, on recommendation of the Nomination and Remuneration Committee, who holds office up to the ensuing Annual General Meeting. Ms. Tripti Pande Desai holds the degree of M. Phil and Ph. D Bachelors in Organizational Behaviour.

She has 31 years of work experience out of which 6 years were spent in the private sector and 25 years in the teaching, training, consulting and assessment space. She has also taught as a visiting professor at Leuphana University, Lueneburg, Germany.

The Company has received from Ms. Tripti Pande Desai (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

The Board recommends the appointment of Ms. Tripti Pande Desai as Director of the Company, whose term of office shall not be subject to retirement by rotation, for the approval of members.

In the opinion of the Board of Directors, Ms. Tripti Pande Desai, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management.

Except Ms. Tripti Pande Desai, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

#### **Item No.5**

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Shri Arvind Sharma as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 30th May, 2015 and he holds the office up to the ensuing Annual General Meeting. Shri Arvind Sharma holds the degree of B.E and is an alumnus of BITS Pilani. He has been associated with the Company since April, 2013 in the various capacities. He possesses overall experience of more than 25 years. The Company has received notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Board recommends the appointment of Shri Arvind Sharma as Director of the Company, whose term of office shall be subject to retirement by rotation, for the approval of Members.

Except Shri Arvind Sharma, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

#### **Item No.6**

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Shri Varun Gupta as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 30th May, 2015 and he holds the office up to the ensuing Annual General Meeting. Shri Varun Gupta holds the degree of Bachelors in Business Administration from Lancaster University, United Kingdom. He has been associated with the Company for a long time in the various capacities. He possesses overall experience of more than 8 years. The Company has received notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Board recommends the appointment of Shri Varun Gupta as Director of the Company, whose term of office shall be subject to retirement by rotation, for the approval of Members.

Except Shri Varun Gupta and Shri Raj Kumar Gupta being father of the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

#### **Item No.7**

Shri Jagdish Singh Dalal is serving on the Board of your Company as Independent Director, whose office is liable to retirement by rotation under the provisions of the Companies Act, 1956.

Shri Jagdish Singh Dalal is a Master in Military Science from Madras University is a retired Govt. servant. He has worked with Indian Air Force as a Pilot Officer and Air Commodore till October 2000. During his period of employment with the Indian Air Force, he has handled very challenging and responsible assignments. He has commanded major equipment Depots and been Director-Purchase in Air HQ involving Foreign and Indigenous purchases. He has also been Director-Maintenance & Administration involving financial responsibilities and he has been awarded "Vishisht Sewa Medal" and "Ati Vishisht Sewa Medal" by the President of India for his services of highest order. He has got

specialization in inventory management, control of equipments and spares, personnel management, planning & control of funds and budgeting etc. Shri Jagdish Singh Dalal has been on the Board of Directors of the Company since 30th October 2002 and during the period since his association with the Company he has been of immense help by providing valuable advice and contribution in the entire process of reviving the Company from its sickness and further growth of the Company.

According to the Section 149 (10) of the Companies Act, 2013 states that an Independent Director can hold office for maximum two terms of up to five consecutive years on the Board and Section 149 (13) of the said Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of Independent Directors. Further, according to the Circular No. 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Companies Act, 2013.

Accordingly, the Board at its meeting held on 31st March, 2015 has appointed Shri Jagdish Singh Dalal, as an Independent Director of the Company for a term of five consecutive years effective from 31st March, 2015, subject to the approval of shareholders.

The Company has received notice in writing from a member under Section 160 along with the deposit of requisite fee, proposing his candidature for the office of Independent Director of the Company.

The Company has received from Shri Jagdish Singh Dalal (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Hence, Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice, for the approval of members.

In the opinion of the Board of Directors, Shri Jagdish Singh Dalal, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

Except Shri Jagdish Singh Dalal, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

Copy of letter of appointment of Independent director setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company during 11:00 a.m. to 1:00 p.m. on any working day of the Company.

#### **Item No.8**

Shri Satish Chand is serving on the Board of your Company as Independent Director, whose office is liable to retirement by rotation under the provisions of the Companies Act, 1956.

Shri Satish Chand, aged about 52 years is a Chartered Accountant by profession and practicing as a partner of firm namely Satish C. & Co. since 1989. During his long working experience of more than 25 years, he has been involved in to various accounting and financial activities viz. due diligence, project appraisals, feasibility studies, income tax matters, Company law matters and auditing of accounts for number of his prestigious clients.

According to the Section 149 (10) of the Companies Act, 2013 states that an Independent Director can hold office for maximum two terms of up to five consecutive years on the Board and Section 149 (13) of the said Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of Independent Directors. Further, according to the Circular No. 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Companies Act, 2013.

Accordingly, the Board at its meeting held on 31st March, 2015 has appointed Shri Satish Chand, as Independent Director of the Company for a term of five consecutive years effective from 31st March, 2015, subject to the approval of shareholders.

The Company has received notice in writing from a member under Section 160 along with the deposit of requisite fee, proposing his candidature for the office of Independent Director of the Company.

The Company has received from Shri Satish Chand (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Hence, Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice, for the approval of members.

In the opinion of the Board of Directors, Shri Satish Chand, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

Except Shri Satish Chand, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

Copy of letter of appointment of Independent director setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company during 11:00 a.m. to 1:00 p.m. on any working day of the Company.

#### **Item No.9**

As the members are aware that on the basis of Financial Result for the year ended March 2003, the Company became a Sick Industrial Company and a scheme of revival was approved by the Hon'ble BIFR during December 2009. The remaining unimplemented part of the said scheme of revival is under implementation although the Company has come out of the purview of BIFR during December 2010 on its net worth becoming positive. However, as informed to the members during earlier years, the Company is facing acute shortage of working capital to re-start its full operations. The promoters and directors have already exhausted their resources during settlement with the secured creditors and are facing difficulty in arranging further funds for working capital from outside.

The members may appreciate that on the one hand, the Company is facing acute shortage of working capital and on the other hand, the Company has huge fixed assets which is lying Idle and is not in their optimum use. The operations of the Company do not require such huge property whereas in case the Company converts the unutilized/idle fixed assets into working capital fund, it will help maximize operations

thereby expediting fast recovery. The operations of the Company can continue and achieve new heights in case the Company is able to arrange funds for working capital. The funds blocked in fixed assets lying idle can cater to the working capital requirements of the Company and the Company's operations can carry even from smaller premises whether owned or taken on lease.

It was therefore, considered by the Board that the Company may proceed to liquidate its properties which are not in optimum use and utilize the funds for working capital needs to enhance the working of the Company and accordingly, the members had also approved the same in their meeting held on 24th day of August, 2011. However in view of the amendments in provisions of the Companies as brought by way of Companies Act, 2013, it was considered prudent to obtain the consent of the members once again.

Hence, your Directors recommend the resolution for your approval as special resolution as Item No. 9 of the notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

#### **Item No.10**

After due consideration and recommendations of the Nomination and Remuneration Committee, Shri Raj Kumar Gupta was re-appointed as Chairman and Managing Director of the Company by the Board of Directors in their meeting held on 29th day of July 2014 and his re-appointment was lastly confirmed by the members in their 23rd Annual General Meeting held on 29/09/2014, for another period of five years commenced from 1st day of October 2014 till 30th day of September 2019. However, upon recommendations of the Nomination and Remuneration Committee of the Board of Directors, the Board appointed Shri Arvind Sharma as Managing Director of the Company at its meeting held on 30th day of May 2015 for a period of five years with effect from 1st day of June 2015 till 31st May 2020. The remuneration package proposed for Shri Arvind Sharma is within the prescribed limits of Schedule V read with Section 196, 197 and 203 of the Companies Act, 2013.

Shri Arvind Sharma holds the degree of B.E and is an alumnus of BITS Pilani. He has been associated with the Company since April, 2013 in the various capacities. He possesses overall experience of more than 25 years.

None of the other Directors except Shri Arvind Sharma, any Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or considered to be interested in this resolution except his shareholding in the Company, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 10 of the Notice, for the approval of members.

#### **Item No.11**

After due consideration and recommendations of the Nomination and Remuneration Committee, the Board appointed Shri Varun Gupta as Whole Time Director of the Company at its meeting held on 30th day of May 2015 for a period of five years with effect from 1st day of June 2015 till 31st May 2020. The remuneration package proposed for Shri Varun Gupta is within the prescribed limits of Schedule V read with Section 196, 197 and 203 of the Companies Act, 2013.

Shri Varun Gupta holds the degree of Bachelors in Business Administration from Lancaster University, United Kingdom. He has been associated with the Company for a long time in the various capacities. He possesses overall experience of more than 8 years.

Except Shri Varun Gupta (the appointee) and Shri Raj Kumar Gupta being the father of the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or considered to be interested in this resolution except their shareholding in the Company, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution as set out in Item No.11 of the Notice, for the approval of members.

#### **Item No. 12**

After due consideration and recommendations of the Nomination and Remuneration Committee of the Board of Directors, Shri Raj Kumar Gupta be re-designated as Whole Time Director and Chairman of the Company for the remaining period of his appointment commenced from 1st day of June 2015 till 30th day of September 2019 pursuant to provisions of Section 196, 197 and 203 and all other provisions of the Companies Act, 2013.

Shri Raj Kumar Gupta is a Mechanical Engineer from the Birla Institute of Technology and Sciences (BITS), Pilani, and since 1977 he has been into the Electronics & Computer Industry, and gained wide experience in Personal Computers and Computer Peripheral Industry. Shri Raj Kumar Gupta is one of a main Promoter Director of the Company.

Except Shri Raj Kumar Gupta and Shri Varun Gupta (son of Shri Raj Kumar Gupta), none of the other Director(s) / Key Managerial Personnel of the Company and their relative(s) is/are concerned or considered to be interested in this resolution except their shareholding in the Company, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

The Board recommends the Special Resolution as set out in Item No.12 of the Notice, for the approval of members.

By order of the Board  
**FOR VINTRON INFORMATICS LIMITED**

Sd/-  
**(RAJ KUMAR GUPTA)**  
Chairman and Whole time Director  
DIN: 00019125

Place : **F-90/1A, Okhla Industrial Area**  
**Phase-I, New Delhi-110020**  
Date : **28th July, 2015**

# VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

Regd. Office: F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

Form. No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered Address : .....

E-Mail ID: ..... Folio No./Client ID: ..... DP ID: .....

I/We, being the Member(s) of the Company, holding..... equity shares of the above named Company, hereby appoint 1. Name: ..... of ..... failing him 2. Name: ..... of ..... or failing him 3. Name: ..... of ..... as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Monday, the **14th day of September, 2015 at 10:00 A.M.** at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. No.	Resolutions	Optional	
	Ordinary Business	For	Against
1.	Adoption and approval the financial statements, Directors' and Auditors' Report thereon for the financial year ended on 31.03.2015		
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		
3.	Ratification of Appointment of M/s. O. P. Bagla & Co., Statutory Auditors of the Company		
	<b>Special Business</b>		
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		
5.	Appointment of Shri Arvind Sharma (DIN:00012177) as a Director of the Company, liable to be retire by rotation		

P.T.O.

# VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

Regd. Office: F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

ATTENDANCE SLIP

24TH ANNUAL GENERAL MEETING

I/We hereby certify that I/we am/are the Registered Shareholder/Proxy for the Registered Shareholder of the Company and I/we hereby record my/our presence at the Twenty Fourth Annual General Meeting of the Company to be held on Monday, the 14th day of September, 2015 at 10.00 a.m. at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof.

### Particulars of the member(s)

Name of the Member(s) : .....

Name of the Proxy: .....

Regd. Folio/DP & Client ID : ..... No. of Shares Held : .....

### Note:

1. Member(s)/Proxy(s) are requested to please bring this slip duly filled-in and sign the same at the time of handing over at the meeting hall.
2. Authorized Representatives of the Corporate Member(s) shall produce the proper authorization issued in their favour.
3. Attendance Slip in photocopy shall not be entertained.
4. No Gift / Coupons shall be distributed to the member(s) attending the meeting.

S. No.	Resolutions	Optional	
	Ordinary Business	For	Against
6.	Appointment of Shri Varun Gupta (DIN:00793728) as a Director of the Company, liable to be retire by rotation		
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		
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		
9.	Approval and authorization to the Board of Directors for sale, lease or dispose off the properties, assets and undertakings		
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		
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		
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		

Signed this.....day of.....2015

Affix  
Revenue  
Stamp

.....  
Signature of the Proxy Holder(s):

.....  
Signature of the Shareholder(s)

**NOTES:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 24th Annual General Meeting of the Company.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission to the Company.

