

Vintron VINTRON INFORMATICS LIMITED

CIN : L72100DL1991PLC045276

F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

Phone: +91-11-43740000 Fax: +91-11-26813681

E-mail: vil_vintron@hotmail.com

NOTICE (REVISED)

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF VINTRON INFORMATICS LIMITED SHALL BE HELD ON MONDAY, THE 29TH DAY OF SEPTEMBER 2014 AT 10.30 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, profit & loss account and cash flow statement of the Company as at 31st March 2014 together with the Auditors' Report thereon and the Directors' Report annexed thereto.
2. To appoint a Director in place of Shri Jagdish Singh Dalal, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 (Corresponding Section 224(1B) and other applicable provisions, if any, of the Companies Act, 1956), M/s. O. P. Bagla & Company, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a period of five years commencing from 01.04.2014 till 31.03.2019, to hold office from the conclusion of this 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 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 (Corresponding Sections 198, 269, 309 and 310 read together with Schedule XIII and subject to the applicable provisions, if any, of the Companies Act, 1956 (as amended and prevailing for the time being), or any other law in force, the consent of the Company be and is hereby accorded to the re-appointment of Shri Raj Kumar Gupta as Chairman & Managing Director of the Company for a period of five years with effect from 1st day of October 2014 on the following terms and conditions:

Salary: Rs. 100000.00 per month

Housing: The expenditure incurred by the Company on hiring unfurnished accommodation subject to ceiling of 50 % of Salary OR

In case no accommodation is provided by the Company, House Rent Allowance shall be paid @ 50% of Salary.

Medical Reimbursement: Expenses incurred on self and family subject to one month's salary in a year or three months salary over a period of three years.

Leave Travel Concession: Entitled to travel with family once in a year subject to a ceiling of one month's Salary

Club Fee: Fees of Clubs subject to maximum of two clubs excluding admission and life membership fee.

Personal Accident Insurance: Premium not exceeding Rs. 10000/- per annum

Explanation: Family shall mean to include the spouse, dependant children, and dependant parents of the appointee

Contribution to Provident Fund: As per policy of the Company.

Gratuity: Half month's Salary for every completed year of service.

Telephone: Provision of telephone at the residence with personal long distance calls to be billed by the Company to the appointee.

Electricity Bill: Payment of electricity bill of the residence on actual basis.

Conveyance: Provision of Car with driver for the use on Company's business. The use of Car for personal purposes shall be billed by the Company to the appointee.

"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, 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 authorised to alter and vary, on recommendation of the Remuneration Committee, any of the aforesaid terms in regard to remuneration and perquisites subject to the ceiling laid down in Schedule V to the Companies Act, 2013 as amended from time to time."

"RESOLVED FURTHER THAT for giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary."

By order of the Board
FOR VINTRON INFORMATICS LIMITED

Sd/-

(RAJ KUMAR GUPTA)

Chairman & Managing Director

DIN: 00019125

Place: F-90/1A, Okhla Industrial Area

Phase-I, New Delhi-110020

Date: 27.08.2014

NOTES:

- a) 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. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- b) 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.
- c) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 6th day of September 2014 to Monday, the 15th day of September 2014 (both days inclusive).
- d) Members are requested to bring their copies of Annual Report to the meeting, as spare copies will not be available.
- e) Instructions for e-Voting are as follows:
- i) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, 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 during the following voting period:
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|--------------------------|---|--|
| Commencement of e-voting | : | From 9.00 A.M. on 18th September, 2014 |
| End of e-voting | : | Upto 6.00 P.M. on 20th September, 2014 |
- E-voting shall not be allowed beyond 6.00 p.m. on 20th September, 2014. 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 22nd August, 2014.
- ii) "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

- iii) 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.
- iv) 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.
- v) The results shall be announced on or after the 23rd 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 and on the website of the NSDL within two (2) working days of passing of the resolutions at the 23rd Annual General Meeting of the Company on 29th September, 2014 and communicated to the stock exchange/s.

RESUME OF DIRECTORS BEING RE-APPOINTED

Shri Jagdish Singh Dalal, 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 30.10.2002 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.

None of the Directors except Shri Jagdish Singh Dalal himself is interested in the said appointment. The Board recommends his re-appointment.

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

Shri Raj Kumar Gupta has been associated with the Company as Promoter Director and had been working as Chairman & Managing Director of the Company on the terms and conditions as approved by the respective annual / extra-ordinary general meetings. Shri Raj Kumar Gupta was lastly re-appointed as Chairman & Managing Director in 18th Annual General Meeting held on Thursday, the 10th day of September, 2009 and his tenure is due to expire on 30.09.2014. In view of the fact that Shri Raj Kumar Gupta, being promoter / director of the Company has further brought substantial investment while sanction of Rehabilitation Scheme by Hon'ble BIFR, and by tireless efforts, has once again revive the Company and brought the net worth in positive direction, the Company requires his full time direction, control and supervision of operations. The vision of Shri Raj Kumar Gupta about re-establishing the Company and his efforts in this direction has started giving positive results and hence, the services of Shri Raj Kumar Gupta are considered of utmost importance. Therefore, it is proposed that Shri Raj Kumar Gupta be re-appointed as Chairman & Managing Director of the Company for a period of another five years with effect from 01.10.2014 pursuant to provisions of Section 196, 197 and 203 and all other provisions of the Companies Act, 2013. The aforesaid proposed terms of appointment of Shri Raj Kumar Gupta have been duly approved by the Remuneration Committee of the Board of Directors, in its meeting held on 29th day of July 2014 and accordingly, it is proposed to appoint him as Chairman & Managing Director of the Company with effect from 01.10.2014.

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.

Further, none of the other Director(s) except Shri Raj Kumar Gupta, any key managerial person(s) of the Company and their relative(s) is/are concerned or considered to be interested in this resolution except their shareholding in the Company.

The Board commends the resolution for the approval of members as a Special Resolution.

By order of the Board
FOR VINTRON INFORMATICS LIMITED
Sd/-

Place: **F-90/1A, Okhla Industrial Area**
Phase-I, New Delhi-110020
Date: **27.08.2014**

(RAJ KUMAR GUPTA)
Chairman & Managing Director
DIN: 00019125