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## **Mahesh Gupta & Company**

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar, Delhi 110 092

### **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

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
VALIANT COMMUNICATIONS LIMITED

Held on 30<sup>th</sup> September, 2015 at 96/4, Post & Village,  
Tikiri Kalan, New Delhi – 110041

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 Valiant Communications 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 22<sup>nd</sup> meeting of the Equity Shareholders of Valiant Communications Limited, held on Wednesday, 30<sup>th</sup> September, 2015 at 96/4, Post & Village, Tikiri Kalan, New Delhi - 110041. 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 22<sup>nd</sup> 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 Central Depository Services (India) Limited (CDSL), 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 22nd Annual General Meeting dated 16th May 2015 sent to the shareholders and the 'Advertisement' published pursuant to the Rule

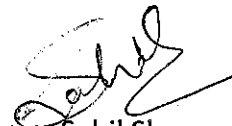


20(3)(v) of the Companies (Management and Administration) Rules, 2014 on 01/09/2015 in "Business Standard" in English and Hindi, the E-voting opened at 10:00 A.M. on 26<sup>th</sup> September, 2015 and remained open upto 5:00 P.M. on 29<sup>th</sup> September, 2015.

3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 23<sup>rd</sup> September, 2015 were entitled to vote on the proposed item numbers A to D for resolution numbers 1(a), 1(b), 2 and 3 as set out in the Notice of the Annual General Meeting of Valiant Communications 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 CDSL, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 22<sup>nd</sup> 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) Sripal Nain, MEK-451A, Block-K, SN. 12, Mahipalpur, New Delhi - 110037, Pachim Flat Number and (2) Sahil Sharma, GH – 5/7, Flat Number 1170, Pachim Vihar, 110087, who are not in the employment of the Company and the poll papers were diligently scrutinized. After counting the votes casted by the members and proxy holders present at the 22<sup>nd</sup> Annual General Meeting, through polling paper, the votes casted through remote e-voting were unblocked on 30/09/2015 at 11:26 a.m., in the presence of two witnesses, (1) Sripal Nain, MEK-451A, Block-K, SN. 12, Mahipalpur, New Delhi - 110037, Pachim Flat Number and (2) Sahil Sharma, GH – 5/7, Flat Number 1170, Pachim Vihar, 110087 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Sripal Nain



Name: Sahil Sharma

7. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (i.e. Link Intime India Private Limited) and the authorizations / proxies lodged with the Company.
8. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of Central Depository Services (India) 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 item numbers A to D for resolution numbers 1(a), 1(b), 2 and 3, are passed with the requisite majority, are as under:

**(A) Resolution No. 1(a) – To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2015 together with Reports Board of Directors and Auditors thereon**

(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	66	3,639,457	100.00
Voting through Polling paper (in person or by proxy)	20	4,712	100.00
Total	86	3,644,169	100.00

(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	1	100	0.00 (negligible)
Voting through Polling paper (in person or by proxy)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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	3	3
Voting through Polling paper (in person or by proxy)	3	3
Total	3	3



**(B) Resolution No. 1(b) – To receive, consider and adopt the Audited Consolidated Financial Statements and Auditors Reports for the financial year ended 31<sup>st</sup> March, 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	66	3,639,457	100.00
Voting through Polling paper (in person or by proxy)	20	4,712	100.00
<b>Total</b>	<b>86</b>	<b>3,644,169</b>	<b>100.00</b>

(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	100	0.00 (negligible)
Voting through Polling paper (in person or by proxy)	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(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	3	3
Voting through Polling paper (in person or by proxy)	3	3
<b>Total</b>	<b>3</b>	<b>3</b>



**(C) Resolution No. 2 – To appoint a Director in place of Mr. Davinder Mohan Sood (DIN No. 00001756) 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 ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	66	3,639,457	100.00
Voting through Polling paper (in person or by proxy)	20	4,712	100.00
Total	86	3,644,169	100.00

(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	100	0.00 (negligible)
Voting through Polling paper (in person or by proxy)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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	3	3
Voting through Polling paper (in person or by proxy)	3	3
Total	3	3

**(D) Resolution No. 3 – Ratification of appointment of Statutory Auditors of the company and fix their remuneration.**

(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	66	3,639,457	100.00
Voting through Polling paper (in person or by proxy)	20	4,712	100.00
Total	86	3,644,169	100.00



(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	1	100	0.00 (negligible)
Voting through Polling paper (in person or by proxy)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(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	3	3
Voting through Polling paper (in person or by proxy)	3	3
Total	3	3

10. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

11. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company

  
Mahesh Kumar Gupta  
FCS: 2870: CP: 1999



Countersigned by:  
For Valiant Communications Limited

  
(Chairman of the Meeting)



Place: New Delhi  
Dated: 30/09/2015