

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH (26TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VINTRON INFORMATICS LIMITED SHALL BE HELD ON TUESDAY, THE 26TH DAY OF SEPTEMBER 2017 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, 2017, 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 Varun Gupta (DIN: 00793728), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 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. APAS & Co. (Firm Registration No. 000340C), Chartered Accountants, as Statutory Auditors of the Company be and is hereby appointed, in place of M/s. O. P. Bagla & Co. (Firm Registration No.000018N), whose term of appointment has been expired by rotation under Rule 6 of the Companies (Audit and Auditors) Rules, 2014, to hold office from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting of the members of the Company to be held in the year 2022, subject to ratification of their appointment by the members at every Annual General Meeting till the 31<sup>st</sup> Annual General Meeting, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, Mrs. Neelam Anand Saxena (DIN: 00283637), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 8th July, 2017 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 Mrs. Neelam Anand Saxena 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 8th July, 2022 and whose term of office shall not be liable to retire by rotation.”

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 : **11th August, 2017**

#### **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 not more than fifty members 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 member.

- 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 2016-2017 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 2016-2017 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 Wednesday, the 20th day of September, 2017 to Tuesday, the 26th day of September, 2017 (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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 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 23rd September, 2017
End of e-voting	:	Upto 5.00 P.M. on 25th September, 2017

E-voting shall not be allowed beyond 5.00 p.m. on 25th day of September, 2017. 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 19th day of September, 2017. A person, who is not a member as on the cut-off date should treat this notice for information purpose only.

That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.

- 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 helps 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. 19th September, 2017) 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, (Membership No.FCS-2870/CP No.1999) of Mahesh Gupta & Company, Company Secretaries, 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 26th Annual General Meeting of the Company. The results declared alongwith 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 two working days of passing of the resolutions at the 26th Annual General Meeting of the Company on 26th day of September, 2017 and communicated to the stock exchange/s.
- i) The members are advised to address their grievance in respect of e-Voting directly to the Compliance Officer of the Company at F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020.

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

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Shri Varun Gupta, aged about 32 years, 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 10 years. Shri Varun Gupta is the Son of Shri Raj Kumar Gupta, Chairman and Whole Time Director of the Company.

He is also a director in the Board / member in the Committees of the following listed companies:

S. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Nature of Interest or Concern / Change in Interest or Concern
1.	Goodworth Build Invest Private Limited	Director

#### **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**

Upon resignation of Mrs. Tripti Pande Desai, a woman director in the independent category, on the Board of Directors of the Company with effect from 30th May, 2017, to comply with the requirements of Listing Regulations 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 8th July, 2017 appointed Mrs. Neelam Anand Saxena as an Additional Director, on recommendation of the Nomination and Remuneration Committee, who holds office up to the ensuing Annual General Meeting. Mrs. Neelam Anand Saxena is Graduate from Delhi University, done Diploma in Office Management from D School, Delhi University and also done Associate Learning Course on Public Relations from Genesis Burson, Marsteller. She worked for 38 years with erstwhile DCM Group, Delhi. She retired in 2009 as Head - Corporate Communication, DCM Shriram Consolidated Ltd. Prior to the above was with Siel Ltd (an off shoot of DCM Group).

The job profile entailed interface with media for external communication promoting the Group viz Chairman and Senior Management. And internal communication through the House Journal. Corporate Social Responsibility related identified programs / activities of the Group were part of the job profile. The success stories of CSR activities, which resulted her to be part of "CSR Committees of Confederation of Indian Industry".

Since 1996, she is the proud member of Noida Golf Course (NGC) and has contributed her services to the club in various capacities - For more than 5 years as Member of the Management Board (up to 2006). For 7 years in Hospitality

Committee including as chair-person for more than 5 years (up to 2006). Member Tournament Committee and Member Editorial Board of house Journal of NGC for 3 Years up to 2001. Two years stint, as Lady Captain of Noida Golf Course. The Company has received from Mrs. Neelam Anand Saxena (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 Mrs. Neelam Anand Saxena 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, Mrs. Neelam Anand Saxena, 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 Mrs. Neelam Anand Saxena, 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.

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 : **11th August, 2017**

