

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VINTRON INFORMATICS LIMITED SHALL BE HELD ON TUESDAY, THE 27TH DAY OF SEPTEMBER 2016 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, 2016, 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 Arvind Sharma (DIN: 00012177), 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 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."

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 : **25th July, 2016**

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#### **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) 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.
- 3) 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.

- 4) Electronic copy of the Annual Report for 2015-16 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 2015-16 is being sent in the permitted mode.
- 5) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant(s) in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 6) 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.
- 7) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 21st day of September, 2016 to Tuesday, the 27th day of September, 2016 (both days inclusive).
- 8) Members are requested to bring their copies of Annual Report to the meeting, as spare copies will not be available.
- 9) Instructions for e-Voting are as follows:

- a) In compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulation 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 24th day of September, 2016
End of e-voting	:	Upto 5.00 P.M. on 26th day of September, 2016

E-voting shall not be allowed beyond 5.00 p.m. on 26th day of September, 2016. 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 20th day of September, 2016. 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. 20th September, 2016) 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) and / or Ms. Meenakshi Jain (Membership No. ACS-44086) 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 25th 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 25th Annual General Meeting of the Company on 27th day of September, 2016 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**

Shri Arvind Sharma holds the degree of Bachelor of Engineering (B.E.) and is an alumnus of BITS Pilani. He has been associated with the Vintron Group Company since 1992 in the various capacities, and looking after import and procurement of raw material. He possesses overall experience of more than 30 years in the electronics industry. He does not have any pecuniary relationship with the other Directors on the Board of the Company.

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

<b>S. No.</b>	<b>Names of the Companies / Bodies Corporate / Firms / Association of Individuals</b>	<b>Nature of Interest or Concern / Change in Interest or Concern</b>
1.	Polaris Consulting & Services Limited	Director
<b>Membership in the following Committees of Polaris Consulting &amp; Services Limited</b>		
1.	Nomination and Remuneration Committee	Member
2.	Stakeholders’ Relationship Committee	Member

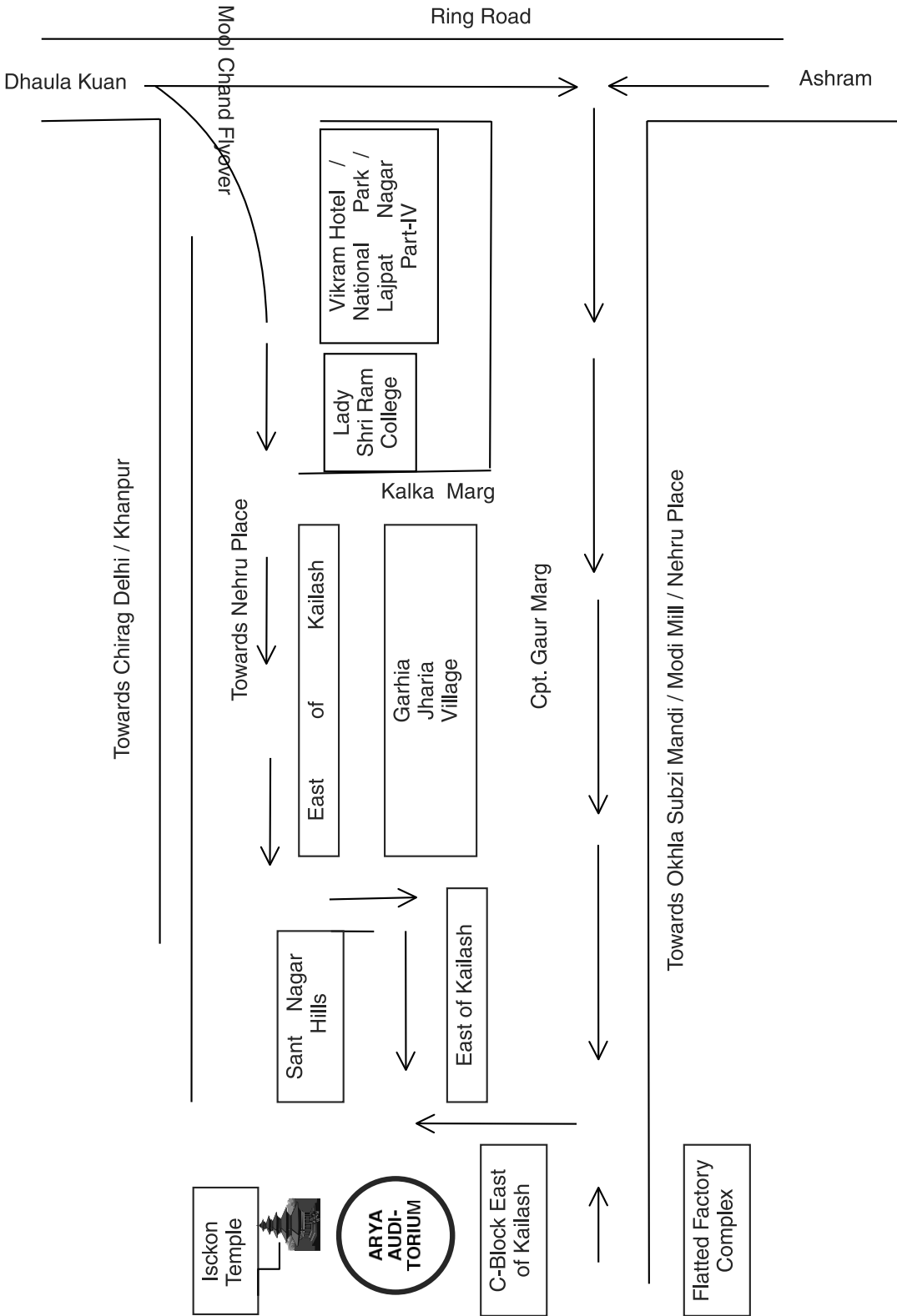
By order of the Board  
**FOR VINTRON INFORMATICS LIMITED**

Sd/-  
**(RAJ KUMAR GUPTA)**

Chairman and Whole Time Director  
DIN: 00019125

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

Date : **25th July, 2016**



# VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

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

## ATTENDANCE SLIP 25TH 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 Fifth Annual General Meeting of the Company to be held on Tuesday, the 27th day of September, 2016 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 Representative(s) 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.

# 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 25th Annual General Meeting of the Company to be held on **Tuesday, the 27th day of September, 2016 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 Ordinary Business	Optional	
		For	Against
1.	Adoption and approval the financial statements, Directors' and Auditors' Report thereon for the financial year ended on 31.03.2016		
2.	Appointment a Director in place of Shri Arvind Sharma (DIN:00012177), 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		

Signed this.....day of.....2016

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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. 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.
3. Please complete all details including details of Member(s) in above box before submission to the Company.