

## **BRIEF PROCEEDINGS OF 23RD ANNUAL GENERAL MEETING**

Following are the brief proceedings of the Twenty Third Annual General Meeting of the shareholders of the Company held on Monday, the 29th day of September 2014 at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 as detailed hereunder:

As scheduled, the meeting was commenced at 10.30 a.m. and it was informed and taken on record that 37 members have recorded their presence in person in the meeting and with this information, Shri N. Kumar, Solicitor of the Company welcomed the members and called the meeting to proceed requesting Shri R. K. Gupta, Chairman & Managing Director to commence the proceedings. Thereafter, he informed the members that, in terms of Section 307 of the Companies Act, 1956 the Register of Directors Shareholding is open for inspection by those entitled thereto. With a brief introduction of the members on the dais, Shri N. Kumar requested Shri R. K. Gupta, Chairman and Managing Director to share the status of the company with the members.

Thereafter, Shri R. K. Gupta, Chairman & Managing Director of the Company took the chair. The Chairman after confirming the time as 10.30 a.m. and requisite quorum being present called the meeting to order.

The Chairman commenced the proceedings with a brief speech on the Company and Industry scenario.

The Auditors Report on Balance Sheet of the company as at 31.03.2014 and Profit & Loss Account for the year ended on that date was read over by Mr. N. Kumar whereas the Notice convening the Meeting and Directors Report was taken as read with the unanimous consent of the members present. Thereafter, Shri N. Kumar briefed about the e-voting system introduced by SEBI and also read out the report in respect of e-voting results, as submitted by Shri Mahesh Kumar Gupta, Company Secretary in whole time practice, who was duly appointed as Scrutinizer for the purpose, and declared that 16 members of the Company have exercised their right by e-voting and casted 73419939 votes in favour of all the resolutions as set out in the notice calling AGM. Considering the voting result, it was further declared that all the following resolutions have taken as considered, approved and adopted by the members with the requisite majority.

### **ITEM NO. 1: APPROVAL AND ADOPTION OF ACCOUNTS**

The first item on the Agenda related to approval and adoption of 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.

### **ITEM NO. 2: RE-APPOINTMENT OF SHRI SATISH CHAND**

Next item on the agenda related to re-appointment of Shri Jagdish Singh Dalal, as a Director of the Company, who retires by rotation on conclusion of this Annual General Meeting.

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**ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITORS**

Next item of the agenda related to appointment of M/s. O. P. Bagla & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of five years commenced from the conclusion of this annual general meeting till the conclusion of 28th annual general meeting.

**ITEM NO. 4: RE-APPOINTMENT OF SHRI RAJ KUMAR GUPTA, AS CHAIRMAN & MANAGING DIRECTOR**

Next item of the agenda related to 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 terms and conditions in respect of remunerations payable to him, as set out in requisite resolution.

Thereafter being no other resolution / items on the agenda to be considered and passed by the shareholders of the Company, the Meeting was declared as concluded with a vote of thanks to the Chair and Shareholders.



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