

Valiant Communications Limited

(An ISO 9001:2015 and ISO 14001:2015 Certified Company)

Regd. Office : 71/1, Shivaji Marg, New Delhi 110015, India

Corporate Identity No. : L74899 DL1993 PLC056652 | GSTIN : 07 AAACV4250G 1ZJ

T : +91-11-2592 8415, 2592 8416, 2541 0053 | F : + 91-11-2543 4300, 4105 5604

E : admin@valiantcom.com | W : www.valiantcom.com



Date: 06-03-2024

BSE Limited,
Deputy General Manager
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort
Mumbai – 400 001

Subject: Regulation 30 and 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

With reference to the captioned subject and email dated 06-03-2024 received from BSE regarding the query raised for the conclusion time of the proceedings of Extraordinary General Meeting (EGM) held and filed on 29-02-2024 (enclosed again), it is hereby clarified that the aforesaid EGM commenced at 10:00 a.m. and was ended at 29-02-2024 at 10:20 a.m. but considered concluded at 10:35 because of the additional 15 minutes granted to cast e-vote in poll after ending the EGM proceedings.

We hope you find the same in order.

Sincerely,
For Valiant Communications Ltd


Manish Kumar
Company Secretary

Summary of proceedings of the Extraordinary General Meeting

The Extraordinary General Meeting ('EGM') of the Members of Valiant Communications Limited ('the Company') was held on Friday, February 29, 2024 at 10:00 a.m. (IST) via Video Conferencing ('VC') of Other Audio Visual Means ('OAVM') in accordance with the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC or OAVM.

Mr. Inder Mohan Sood chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Members were informed that as there was no physical attendance of Members, the requirement of appointing proxies was not applicable.

All the Directors attended the Meeting on Video Conference including Mr. Gaurav Kaura, Chairperson of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee, Mr. Avinash Verma, Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee, Mr. Sumit Mehta, Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee and Ms. Neepa Chatterjee, Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee. Mr. Inder Mohan Sood, Managing Director & Chief Executive Officer ('CEO'), Mr. Davinder Mohan Sood, the Executive Whole-time Director and Chief Financial Officer ('CFO'), Mr. Gaurav Mohan Sood, the Executive Whole-time Director and Mr. Manish Kumar, Company Secretary attended the Meeting.

The representatives of M/s. Pawan Nanak Bansal & Co, the Statutory Auditors, M/s. Bhalla & Associates, the Secretarial Auditor, and M/s Mahesh Gupta & Co., the Scrutinizer, were also present at the Meeting through VC or OAVM.

With the consent of the Members, the Notice of the Meeting was taken as read.

During the EGM proceeding, the Chairman informed the Members that the sole business of the EGM is to have the necessary approval of the members of the Company by way of special resolution to issue Four Lakh Four Thousand and Six Hundred equity shares to 'Non- Promoter' category on a preferential basis at an issue price of Rupees Three Hundred and Nineteen Only per equity share, which includes a premium of Rupees Three Hundred and Nine Only per equity share. On the request of Chairman, the Chief Financial Officer answered the queries raised by Shareholders.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the Linkintime India Private Limited ('LI IPL') system before the Meeting. He further informed that the e-Voting facility was also made available during the EGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-Voting.

The Chairman announced that the e-Voting facility was open and Mr. Mahesh Kr. Gupta from M/s Mahesh Gupta & Company, Practicing Company Secretaries was the Scrutinizer appointed

by the Board to scrutinize the votes cast through remote e-Voting before / during the Meeting, in a fair and transparent manner.

The following resolutions set out in the Notice convening the EGM were put to vote by remote e-Voting before / during the Meeting:-

Resolution No.	Agenda Item	Resolution required (Ordinary/Special)	Mode of voting
1.	To consider and approve further issue of equity shares on preferential basis to 'Non-Promoter' category	Special	Remote e-Voting and Poll (e-Voting during the EGM)

The Chairman authorized Mr. Manish Kumar, Company Secretary to carry out the voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign that the combined results of the remote e-Voting before/during the EGM would be announced within the stipulated time frame and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchange(s) in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would be placed on the website of the Company and LIPL website.

The Chairman thanked the Members for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The remote e-Voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-Voting process, the Company Secretary declared the Meeting closed.

The EGM was ended at 29-02-2024 at 10:20 am, but considered concluded at 10:35 because of the additional 15 minutes granted to cast e-vote in poll after ending the EGM proceedings.

The Scrutinizer's Report was received after conclusion of the Meeting on February 29, 2024. The Resolution was declared as passed with requisite majority.

Further, the proceeding of EGM is also available on the Company's website at www.valiantcom.com.

This is for your information and records.

Yours faithfully,
For Valiant Communications Limited



Manish Kumar
Company Secretary
M. No.: A-16483

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Date: February 29th 2024

BSE Limited,
Deputy General Manager
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort
Mumbai – 400 001

Subject: Regulation 30 and 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

With reference to the captioned subject, we are submitting herewith the proceedings and voting results of the Extraordinary General Meeting (EGM) along with other requisite information.

Please also find enclosed herewith the voting results of the businesses transacted at the EGM as required under Regulation 44(3) of the Listing Regulations along with the Scrutinizer's report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

We hope you find the same in order.

This is for your information and record.

Sincerely,

For Valiant Communications Ltd


Manish Kumar
Company Secretary




Proceedings and Results of EGM

Resolution S.N.	Agenda Item	Resolution required (ordinary/ special)	Mode of voting	Remark
1	To consider and approve further issue of equity shares on preferential basis to Non-Promoter category	Special	Remote evoting and Poll (evoting during the EGM)	The resolution was passed with the requisite majority

For Valiant Communications Limited


Inder Mohan Sood
Chairman and Managing Director
DIN: 00001758




Manish Kumar
Company Secretary
M.N.: A16483



New Delhi, 29/02/2024

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The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC or OAVM.

Mr. Inder Mohan Sood chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Members were informed that as there was no physical attendance of Members, the requirement of appointing proxies was not applicable.

All the Directors attended the Meeting on Video Conference including Mr. Gaurav Kaura, Chairperson of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee, Mr. Avinash Verma, Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee, Mr. Sumit Mehta, Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee and Ms. Neepa Chatterjee, Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee. Mr. Inder Mohan Sood, Managing Director & Chief Executive Officer ('CEO'), Mr. Davinder Mohan Sood, the Executive Whole-time Director and Chief Financial Officer ('CFO'), Mr. Gaurav Mohan Sood, the Executive Whole-time Director and Mr. Manish Kumar, Company Secretary attended the Meeting.

The representatives of M/s. Pawan Nanak Bansal & Co, the Statutory Auditors, M/s. Bhalla & Associates, the Secretarial Auditor, and M/s Mahesh Gupta & Co., the Scrutinizer, were also present at the Meeting through VC or OAVM.

With the consent of the Members, the Notice of the Meeting was taken as read.

During the EGM proceeding, the Chairman informed the Members that the sole business of the EGM is to have the necessary approval of the members of the Company by way of special resolution to issue Four Lakh Four Thousand and Six Hundred equity shares to 'Non-Promoter' category on a preferential basis at an issue price of Rupees Three Hundred and Nineteen Only per equity share, which includes a premium of Rupees Three Hundred and Nine Only per equity share. On the request of Chairman, the Chief Financial Officer answered the queries raised by Shareholders.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the Linkintime India Private Limited ('LIPL') system before the Meeting. He further informed that the e-Voting facility was also made available during the EGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-Voting.



The Chairman announced that the e-Voting facility was open and Mr. Mahesh Kr. Gupta from M/s Mahesh Gupta & Company, Practicing Company Secretaries was the Scrutinizer appointed by the Board to scrutinize the votes cast through remote e-Voting before / during the Meeting, in a fair and transparent manner.

The following resolutions set out in the Notice convening the EGM were put to vote by remote e-Voting before / during the Meeting:-

Resolution No.	Agenda Item	Resolution required (Ordinary/Special)	Mode of voting
1.	To consider and approve further issue of equity shares on preferential basis to 'Non-Promoter' category	Special	Remote e-Voting and Poll (e-Voting during the EGM)

The Chairman authorized Mr. Manish Kumar, Company Secretary to carry out the voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign that the combined results of the remote e-Voting before/during the EGM would be announced within the stipulated time frame and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchange(s) in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would be placed on the website of the Company and LIPL website.

The Chairman thanked the Members for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The remote e-Voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-Voting process, the Company Secretary declared the Meeting closed.

The Scrutinizer's Report was received after conclusion of the Meeting on February 29, 2024. The Resolution was declared as passed with requisite majority.

Further, the proceeding of EGM is also available on the Company's website at www.valiantcom.com.

This is for your information and records.

Yours faithfully,
For Valiant Communications Limited




Manish Kumar
Company Secretary
M. No.: A-16483
29/02/2024



Voting Results pursuant to Reg. 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Extraordinary General Meeting (EGM) : Thursday, February 29th 2024
Total number of the shareholders on record date : 5,061 (as on cut-off date)

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : Not applicable
Public : Not applicable

No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : 8
Public : 45

Details of Agenda (to be disclosed separately for each agenda item)



Valiant Communication Limited

Resolution Required :Special			1 - TO CONSIDER AND APPROVE FURTHER ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER CATEGORY					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3288347	3288247	99.9970	3288247	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3288247	99.9970	3288247	0	100.0000	0.0000
Public Institutions	E-Voting	49585	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3885528	404495	10.4103	404494	1	99.9998	0.0002
	Poll		104902	2.5724	104902	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		509397	13.1101	509396	1	99.9998	0.0002
Total		7223460	3797644	52.5738	3797643	1	100.0000	0.0000





Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092
Phone : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairperson
Extraordinary General Meeting of the Equity Shareholders of
VALIANT COMMUNICATIONS LIMITED
Held on Friday, 29th February 2024 at 10:00 A.M.,
through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
At 71/1, Shivaji Marg, New Delhi – 110015

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the EGM through video conferencing ('VC')/ other audio-visual means ('OAVM')

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.No. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of Valiant Communications Limited ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) in respect of resolution(s) as set out in the Notice dated 01st February, 2024 ("**Notice**") for the Extraordinary General Meeting ("EGM") of the Equity Shareholders of Valiant Communications Limited, held on Friday, 29th February 2024 at 10:00 A.M. through VC / OAVM without physical presence of the members at the EGM Venue in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and by the Securities and Exchange Board of India (SEBI). The deemed venue of the Extraordinary General Meeting ("EGM") had been the Registered Office of the Company at 71/1, Shivaji Marg, New Delhi – 110015 through VC / OAVM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and Circulars issued by MCA relating to conducting of EGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of EGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by Link Intime India Pvt. Ltd. (LIPL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the EGM through VC / OAVM.



I have completed the scrutiny of remote e-voting and e-voting at the EGM conducted through VC / OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the EGM through VC / OAVM offered by Link Intime India Pvt. Ltd. (LI IPL) to the shareholders of the Company.
2. In line with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and by the Securities and Exchange Board of India (SEBI), the Notice of the EGM were sent electronically to those Members whose email addresses were registered with the Company or Depository Participants (DP) / Depository or Registrar & Transfer Agent (RTA). The Notice of the EGM had been uploaded on the website of the Company at www.valiantcom.com and on the website of BSE Limited i.e. www.bseindia.com and also on the website of LI IPL (agency for providing the remote e-voting facility and e-voting system during the EGM) i.e. <https://instavote.linkintime.co.in>.
3. Pursuant to aforesaid MCA General Circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, Public Notice by way of "Advertisements" were published in "Financial Express" in English Language and "Jansatta" in Hindi Language *vide* dated **06th February 2024** in connection with the ensuing EGM scheduled to be held on 29th February 2024 through Video Conferencing/OAVM specifying the date and time of the EGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM etc.
4. The shareholders holding shares as on the "cut off" date i.e. **22nd February 2024** were entitled to vote on the proposed resolution(s) item no. 1 as set out in the Notice of the EGM of the Company by remote e-voting or e-voting at EGM through VC/ OAVM.
5. The remote e-voting period remained open from 10:00 A.M. (IST) on Monday, 26th February 2024 up to 5:00 P.M. (IST) on Wednesday, 28th February 2024.
6. At the EGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM and who did not participate in the remote e-voting, to cast their votes till fifteen Minutes after the conclusion of the Meeting.
7. After the conclusion of EGM, the votes cast through remote e-voting and e-voting at the EGM were unblocked on **29th February 2024** at 10:43 A.M. in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes and e-votes at the EGM being unblocked in their presence.



.....
Mr. Sushant Bhalla



.....
Mr. A.P. Dubey

The Consolidated Report on the results of remote e-voting and e-voting at the EGM on the resolution are given hereunder:

Resolution No. 1 – (Special Resolution)

To Consider and Approve Further Issue of Equity Shares on Preferential Basis to Non-Promoter Category



(i) Voted 'IN FAVOUR' 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	49	36,92,741	99.99997
E-Voting at the EGM	13	1,04,902	100.00000
Total	62	37,97,643	99.99997

(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	1	0.00003
E-Voting at the EGM	0	0	0.00000
Total	1	1	0.00003

(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	0	0.00
E-Voting at the EGM	0	0.00
Total	0	0.00

8. The electronic data and other relevant records related to remote e-voting and e-voting at the EGM through VC / OAVM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of aforesaid Extraordinary General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries

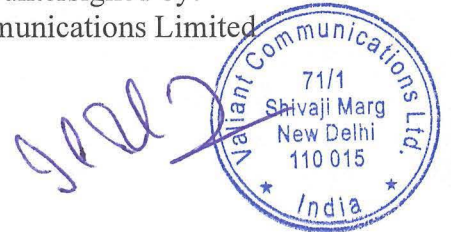


Mahesh Kumar Gupta
Proprietor
FCS: 2870 CP: 1999

UDIN : F002870 E 0035 11892



Countersigned by:
For Valiant Communications Limited



(Chairman of the Meeting)

Place : 29th February 2024
Date : Delhi