



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092
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CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairman
25th Annual General Meeting of the Equity Shareholders of
VALIANT COMMUNICATIONS LIMITED
Held on Friday, 28th September, 2018 at 9:30 AM,
At 96/4, Post & Village, Tikri Kalan,
New Delhi – 110041

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting & voting through polling paper 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, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 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 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for conducting remote e-voting and voting through polling paper in respect of the below mentioned resolution(s) proposed at the 25th Annual General Meeting ("AGM") of the Equity Shareholders of Valiant Communications Limited, held on Friday, 28th September, 2018 at 9:30 A.M. at 96/4, Post & Village, Tikri Kalan, New Delhi – 110041.

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 and polling paper received on the resolutions contained in the Notice of 25th Annual General Meeting ("AGM") 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 the Central Depository Services (India) Limited (CDSL), the



Authorized Agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The Company had provided the remote e-voting facility offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In accordance with the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended), the Notice of the 25th Annual General Meeting ("AGM") dated 28th September, 2018 sent to the shareholders and newspaper Advertisement published in "Financial Express" in English Language and "Jansatta" in Hindi Language on 23rd August, 2018.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 21st September, 2018 were entitled to vote on the proposed resolution(s) items no.1, 2 and 3 as set out in the Notice of the 25th Annual General Meeting ("AGM") of the Company by remote e-voting or voting through polling paper at Annual General Meeting.
4. The remote e-voting period remained open from 10:00 A.M. on 25th September, 2018 up to 5:00 P.M. on 27th September, 2018.
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of CDSL (<http://www.evotingindia.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 25th Annual General Meeting ("AGM").
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently unlocked on **28th September, 2018 at 10:30 A.M.** in my presence along with 2 (two) witnesses (1) Mr. Ankit Verma ; and (2) Mr. Vinod Singh Rawat ,who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the votes being unlocked in their presence. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

Ankit verma

.....
Mr. Ankit Verma

Vinod Singh Rawat

.....
Mr. Vinod Singh Rawat

8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



9. After counting, the votes casted by the members and proxy holders present at the 25th Annual General Meeting (“AGM”), through polling paper, the votes casted through remote e-voting were unblocked on **28th September, 2018 at 10:53 A.M.**, in the presence of 2 (Two) witnesses, Mr. Ankit Verma and Mr. Vinod Singh Rawat, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

Ankit verma

Mr. Ankit Verma

Vinod Singh Rawat

Mr. Vinod Singh Rawat

10. 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 (<http://www.evotingindia.com>).

The Consolidated Report on the results of remote e-voting and voting through polling paper on each resolution are given hereunder:

Resolution No. 1

1(a)- (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2018 together with reports of the Board of Directors and Auditors thereon; and

- (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	39	33,45,930	99.9850
Voting through Polling paper (in person or by proxy)	26	1,26,135	100.00
Total	65	34,72,065	99.9856

- (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	500	0.0150



Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	1	500	0.0144

(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
Voting through Polling paper (in person or by proxy)	0	0.00
Total	0	0.00

Resolution No. 2

1(b)- (Ordinary Resolution)

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended on 31st March, 2018 together with reports of the 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	39	33,45,930	99.9850
Voting through Polling paper (in person or by proxy)	26	1,26,135	100.00
Total	65	34,72,065	99.9856

(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
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Remote E-Voting	1	500	0.0150
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	1	500	0.0144

(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
Voting through Polling paper (in person or by proxy)	0	0.00
Total	0	0.00

Resolution No. 3 – (Ordinary Resolution)

To appoint a Director in place of Mr. Inder Mohan Sood (DIN: 00001758), 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 ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	39	33,45,930	99.9850
Voting through Polling paper (in person or by proxy)	26	1,26,135	100.00
Total	65	34,72,065	99.9856

(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	500	0.0150
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	1	500	0.0144



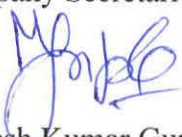
(iii) Votes 'INVALID':

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
Voting through Polling paper (in person or by proxy)	0	0.00
Total	0	0.00

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 25th AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
FCS: 2870 CP: 1999



Countersigned by:
For Valiant Communications Limited


(Chairman of the Meeting)



Place: New Delhi
Date: 28/09/2018



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

Date of the Annual General Meeting (AGM) : Friday, September 28th 2018
 Total number of the shareholders on record date : 4213 (as on cut-off date)

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

Promoters and Promoter Group : 8
 Public : 39

No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : Not applicable
 Public : Not applicable

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

Item:1

Resolution 1: (a) To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31st 2018 together with the Reports of the Board of Directors and Auditors thereon.

Resolution required : Ordinary
 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 Favor	No. of Votes-in against	% of Votes in favor on votes polled	% of Votes against on votes polled
				(3) = [(2)/(1)]*100			(4)	(5)
Promoters and Promoters group	E-voting	30,54,879	30,54,879	100.00	30,54,879	-	100.00	-
	Poll		-	-	-	-	-	
	Total		30,54,879	30,54,879	100.00	30,54,879	-	100.00
Public Institutions	E-voting	1,200	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total		1,200	-	-	-	-	-
Public Non Institutions	E-voting	41,67,381	2,91,551	7.00	2,91,051	500	99.83	0.17
	Poll		1,26,135	3.03	1,26,135	-	100.00	-
	Total		41,67,381	4,17,686	10.02	4,17,186	500	99.88
Total		72,23,460	34,72,565	48.07	34,72,065	500	99.99	0.01



Item: 2

Resolution 1: (b) To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31st 2018 together with the Report of the Auditors thereon.									
Resolution required							:	Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							:	No	
Category	Mode of Voting*	No. of shares held	No. of votes	% of Votes Polled on	No. of Votes-in	No. of Votes-in	% of Votes in favor	% of Votes against on	
		(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$	
Promoters and Promoters group	E-voting	30,54,879	30,54,879	100.00	30,54,879	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Total	30,54,879	30,54,879	100.00	30,54,879	-	100.00	-	
Public Institutions	E-voting	1,200	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	
	Total	1,200	-	-	-	-	-	-	
Public Non Institutions	E-voting	41,67,381	2,91,551	7.00	2,91,051	500	99.83	0.17	
	Poll		1,26,135	3.03	1,26,135	-	100.00	-	
	Total	41,67,381	4,17,686	10.02	4,17,186	500	99.88	0.12	
Total		72,23,460	34,72,565	48.07	34,72,065	500	99.99	0.01	

Item: 3

Resolution 2: To appoint a Director in place of Mr. Inder Mohan Sood (DIN No. 00001758) who retires by rotation and being eligible, offers himself for re-appointment.									
Resolution required							:	Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							:	Yes	
Category	Mode of Voting*	No. of shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes-in Favor	No. of Votes-in against	% of Votes in favor on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$	
Promoters and Promoters group	E-voting	30,54,879	30,54,879	100	30,54,879	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Total	30,54,879	30,54,879	100	30,54,879	-	100.00	-	
Public Institutions	E-voting	1,200	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	
	Total	1,200	-	-	-	-	-	-	
Public Non Institutions	E-voting	41,67,381	2,91,551	7.00	2,91,051	500	99.83	0.17	
	Poll		1,26,135	3.03	1,26,135	-	100.00	-	
	Total	41,67,381	4,17,686	10.02	4,17,186	500	99.88	0.12	
Total		72,23,460	34,72,565	48.07	34,72,065	500	99.99	0.01	

Based on above voting results read with Scrutinizer's report of even date, all above referred resolutions are considered as passed by requisite majority.

*Voting proceedings are not conducted by way of Postal Ballot





Proceedings and Results of AGM

Resolution S.N.	Agenda Item	Resolution required (ordinary/special)	Mode of voting	Remark
1	a) To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31st 2018 together with the Reports of the Board of Directors and Auditors thereon; and b) To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31st 2018 together with the Report of the Auditors thereon.	Ordinary	E-voting and Ballot paper at the AGM	The resolution was passed with the requisite majority
2	To appoint a Director in place of Mr. Inder Mohan Sood (DIN No. 00001758) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-voting and Ballot paper at the AGM	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, 28/09/2018