



**Consolidated Report of Scrutinizer on remote e -voting and voting through ballot paper**

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman of the 24<sup>th</sup> Annual General Meeting of the Members of Bits Limited Held on Friday, 30<sup>th</sup> September, 2016 at 11.00 A.M. at the Registered Office of the Company at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094.

**Consolidated Report on the 24<sup>th</sup> AGM Notice dated 29<sup>th</sup> day of August, 2016 of M/s Bits Limited conducted through remote e -voting and ballot paper as per provisions of Sec 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management & Administration) Amendment Rules, 2015.**

Dear Sir,

I, Pritika Nagi, being the proprietor of M/s Pritika Nagi & Associates, Practicing Company Secretary (Membership No: 29544, CP No: 11279), having office at 3041, Street No. 12A, Ranjit Nagar, South Patel Nagar, New Delhi- 110008 has been appointed by the board of directors of M/s Bits Limited ("the Company") as Scrutinizer for the purpose of remote e-voting process and voting through ballot paper as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management & Administration) Amendment Rules, 2015 on the resolutions set out in the Notice dated 29<sup>th</sup> August, 2016 of the 24<sup>th</sup> AGM of the members of M/s Bits Limited. Accordingly, I hereby submit the report as under:

1. The remote e-voting period remained open from 09.00 A.M. on Tuesday, 27<sup>th</sup> September, 2016 up to 05.00 P.M. on Thursday, 29<sup>th</sup> September, 2016. The company had sent the AGM Notice to all the Members of the Company electronically on 06<sup>th</sup> September, 2016 whose email IDs were registered with depository participants & for the other Shareholders, the AGM notice has been sent by permitted mode of dispatch which was completed 03<sup>rd</sup> September, 2016, whose names appear on the Register of members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL).

2. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide secured system for remote e- voting process.

3. The Cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through ballot paper on the proposed resolutions was 23<sup>rd</sup> September, 2016.

4. Two (2) Ballot Boxes kept for polling at 24<sup>th</sup>AGM were locked in my presence with due Identification marks placed by me.

5. The locked ballot boxes were subsequently opened in my presence and papers were diligently scrutinized in my presence along with two witnesses.

1.) Mr. Pawan Sharma

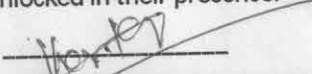
H.No. 218, Village Hasanpur,  
Bhowapur, Kaushambi,  
Ghaziabad, Uttar Pradesh- 201010

2.) Mr.Kartar Singh

Village Hasanpur,  
Bhowapur, Kaushambi,  
Ghaziabad, Uttar Pradesh- 201010

The ballot papers were duly verified by the data as provided by the Company/ Registrar and Transfer Agents of the Company and the authorizations lodged with the Company. The witnesses have signed below for confirmation of Ballot Boxes being unlocked in their presence.

  
Name: Mr. Pawan Sharma

  
Name: Mr. Kartar Singh

Particulars of the Ballot Forms received including the votes casted through remote e- Voting & ballot papers from /by members have been entered in the register separately maintained for the purpose.

6. The ballot papers which were incomplete, unsigned or incorrectly ticked and/or which were otherwise found defective have been treated as invalid and kept separately.

7. After counting the votes casted by the members present at 24<sup>th</sup>Annual general Meeting through ballot paper, the votes casted through remote e-voting were unblocked 30<sup>th</sup> September, 2016 around 01.00 P.M in my presence along with two witnesses

1.) Mr. Pawan Sharma

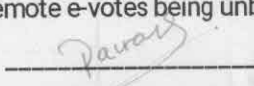
H.No. 218, Village Hasanpur,

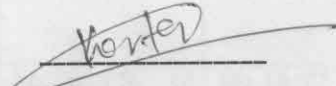
Bhowapur, Kaushambi,  
Ghaziabad, Uttar Pradesh- 201010

2.) Mr. Kartar Singh

Village Hasanpur,  
Bhowapur, Kaushambi,  
Ghaziabad, Uttar Pradesh- 201010

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.

  
Name: Mr. Pawan Sharma

  
Name: Mr. Kartar Singh

8. Based on the reports generated from the remote e-voting website National Securities Depository Limited (NSDL) <https://www.evotingindia.com> and voting through ballot paper at the 24<sup>th</sup> AGM, the consolidated report on the result of voting on each resolution are given hereunder:

**(a) Resolution 1 – Proposed as Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of Board of Directors and Auditors.**

Resolution No. 1.	Particulars of votes cast							
	Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast to paid-up capital	
	No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote		
<b>Ordinary Business</b>	<b>Ordinary Resolution for the Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of Board of Directors and Auditors.</b>							
<b>Votes cast in favour</b>	72716161	100	108976	100	72825137	100	66	
<b>Votes Cast</b>	0	0	0	0	0	0	0	



								capital
<b>Ordinary Business</b>	<b>Ordinary Resolution for</b> Appointment of M/s Soni Gulati & Co., Chartered Accountants (Firm Registration No. 8770) as Statutory Auditors of the Company and fixation of their remuneration.							
<b>Votes cast in favour</b>	72716161	100	108976	100	72825137	100	66	
<b>Votes Cast against</b>	0	0	0	0	0	0	0	0

**(d) Resolution 4 – Proposed as Special Resolution**

Special resolution for re-appointment of Mr.Omprakash Ramashankar Pathak (DIN: 01428320) as Whole Time Director of the Company.

Resolution No. 4	Particulars of votes cast							
	Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast to paid-up capital	
	No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote		
<b>Ordinary Business</b>	<b>Special resolution for re-appointment of Mr.Omprakash Ramashankar Pathak (DIN: 01428320) as Whole Time Director of the Company.</b>							
<b>Votes cast in favour</b>	2701	100	728224	100	72825137	100	66	
<b>Votes Cast against</b>	0	0	0	0	0	0	0	0

**e) Resolution 5-Proposed as Special Resolution**

Special resolution for approval of Related Party Transactions with Pan India Corporation Ltd.

Resolution No. 5	Particulars of votes cast							
	Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast to paid-up capital	
	No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote		
<b>Ordinary Business</b>	<b>Special resolution for approval of Related Party Transactions with Pan India Corporation Ltd.</b>							
<b>Votes cast in favour</b>	201	100	23250	100	23451	100	0.021	
<b>Votes Cast against</b>	0	0	0	0	0	0		

10. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You  
Yours faithfully,



Place: New Delhi  
Date: 30/09/2016

Pritika Nagi  
**(Scrutinizer)**  
M. No.: 29544  
CP.No.: 11279

Add: 3041, Street No. 12A,  
Ranjit Nagar, South Patel Nagar,  
New Delhi-110008

Counter Signed By:  
For Bits Limited

  
Ankit Rathi  
Chairman  
DIN: 01379134