



**Annexure - III**

**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 25<sup>th</sup> Annual General Meeting of Members of Bits Limited held on Thursday, 28<sup>th</sup> September, 2017 at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi – 110094.

**Consolidated Report on the 25<sup>th</sup> AGM, Notice dated 26<sup>th</sup> day of August, 2017 of M/s Bits Limited conducted through remote e -voting and ballot paper as per provisions of Sec 108 of the 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, Practicing Company Secretary (Membership No. ACS 29544, CP No: 11279), being the proprietor of M/s Pritika Nagi & Associates, Company Secretaries, 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 scrutinizing 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 26<sup>th</sup> day of August, 2017 for 25<sup>th</sup> Annual General Meeting (AGM) of the members of M/s Bits Limited held on Thursday, 28<sup>th</sup> September, 2017 at 11:00 a.m. at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi - 110094.

I hereby submit the report as under:

1. The remote-e voting period commenced on Monday, 25<sup>th</sup> September, 2017 at 09:00 A.M. and ended on Wednesday, 27<sup>th</sup> September, 2017 at 05:00 P.M. The company had sent the AGM Notice to all the Members of the Company electronically on 04<sup>th</sup> September, 2017 whose email IDs were registered with depository participants & also send the AGM notice to all the shareholders by permitted mode of dispatch which was completed 04<sup>th</sup> September, 2017, whose names appear on the Register of members/ list of



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Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Depository Services Limited (CDSL) on 25<sup>th</sup> August, 2017.

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 Cutoff date for the purpose of determining the entitlement for voting, by remote e-voting or voting through ballot paper on the proposed resolutions was 22<sup>nd</sup> September, 2017.
4. Two (2) Ballot Boxes kept for polling at 25<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 who were not in the employment of the company

1) Mr. Ganga Sagar Singh

A-506, Sunbreze Apartment,  
Sector 5, Vaishali,  
Ghaziabad, Uttar Pradesh- 201010

2) Mr. Surender Singh

D-105, Gali No. 5,  
Laxmi Nagar, Delhi-110092

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: Ganga Sagar Singh

\_\_\_\_\_  
Name: Mr. Surender Singh



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6. Particulars of the Ballot Forms received including the votes casted through remote e- Voting & ballot papers from /by the members have been entered in the register separately maintained for the purpose.
7. 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.
8. After counting the votes casted by the members present at 25<sup>th</sup> Annual general Meeting through ballot paper, the votes casted through remote e-voting were unblocked on 28/09/2017 around 01:00 P.M. in my presence along with two witnesses.

1) Mr. Ganga Sagar Singh

A-506, Sunbreze Apartment,  
Sector 5, Vaishali,  
Ghaziabad, Uttar Pradesh- 201010

2) Mr. Surender Singh

D-105, Gali No. 5,  
Laxmi Nagar, Delhi-110092

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: Ganga Sagar Singh

\_\_\_\_\_  
Name: Mr. Surender Singh

9. Based on the reports generated from the remote e-voting website National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com> and voting through ballot paper at the 25<sup>th</sup> AGM, the consolidated report on the result of voting on each resolution are given hereunder:

## **Resolution 1 – Proposed as Ordinary Resolution**

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3041, Street No-12A, Ranjit Nagar, South Patel Nagar, New Delhi-110008  
Ph# 9873186498, 9891271137. E-Mail- cspritikanagi@gmail.com



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**To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2017 along with the Report's of the Directors and Auditor's thereon.**

i. Voted **In Favour** of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	37	2,36,303	100
b) Voted by electronic mode	6	7,28,09,657	100
<b>Total</b>	<b>43</b>	<b>7,30,45,960</b>	<b>100</b>

ii. Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0
b) Voted by electronic mode	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii Invalid Votes

Total Number of Members whose votes were declared invalid	Total Number of Votes Casts by them
0	0

## **Resolution 2 – Proposed as Ordinary Resolution**

**To appoint a Director in place of Mr. Ankit Rathi (DIN: 01379134) Director, who retires by rotation and being eligible, offers himself for re-appointment.**

i. Voted **In Favour** of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	37	2,36,303	100
b) Voted by electronic mode	7	7,28,09,657	100
<b>Total</b>	<b>43</b>	<b>7,30,45,960</b>	<b>100</b>



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ii. Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0
b) Voted by electronic mode	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii Invalid Votes

Total Number of Members whose votes were declared invalid	Total Number of Votes Casts by them
0	0

**Resolution 3 – Proposed as Ordinary Resolution**

**To appoint M/s Sadana & Co., Chartered Accountants(Firm Registration No. 011616N), as Statutory Auditors of the Company in place of retiring auditors M/s. Soni Gulati & Co., Chartered Accountants and to authorize the board to fix their remuneration.**

i. Voted **In Favour** of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	37	2,36,303	100
b) Voted by electronic mode	7	7,28,09,657	100
<b>Total</b>	<b>43</b>	<b>7,30,45,960</b>	<b>100</b>

ii. Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0
b) Voted by electronic mode	0	0	0



<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
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iii Invalid Votes

Total Number of Members whose votes were declared invalid	Total Number of Votes Casts by them
0	0

**Resolution 4 – Proposed as Special Resolution**

**Change in designation and subsequent appointment of Mr. Omprakash Ramashankar Pathak (DIN: 01428320) as Managing Director of the company.**

i. Voted **In Favour** of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	37	2,36,303	100
b) Voted by electronic mode	7	7,28,09,657	100
<b>Total</b>	<b>43</b>	<b>7,30,45,960</b>	<b>100</b>

ii. Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0
b) Voted by electronic mode	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii Invalid Votes

Total Number of Members whose votes were declared invalid	Total Number of Votes Casts by them
0	0

10. The ballot papers and all other relevant records will remain in my custody until the chairman considers,



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approves the same and thereafter the same shall be handed over to the Chairman/ Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully,  
For M/s Pritika Nagi & Associates  
Company Secretaries



Date: 28/09/2017  
Place: New Delhi

Pritika Nagi  
**(Scrutinizer)**  
M. No.: ACS 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**